Bombay Potteries and Tiles Limited

Annual Report 2025-26

Registered Office: 11 Happy Home, 1st floor, 244 Waterfield Road, Bandra (W), Mumbai 400 050
Tel.No: 022 46092152 | Email: mwadhwaconstructions@rediffmail.com | www.bombaypotteries.com
CIN: L26933MH1933PLC001977

ANNUAL REPORT 2025-2026

BOMBAY POTTERIES AND TILES LIMITED

[CIN. L26933MH1933PLC001977]

DIRECTORS

Shri. Manoj V. Wadhwa	Chairman & Managing Director
Mr. Shantanu Bagwe	Independent Director
Ms. Crystal Dsouza	Independent Director
Ms. Minal M. Wadhwa	Director
Mr. Harshvardhan M. Wadhwa	Director

KEY MANAGERIAL PERSONNEL

Ms. Hetal Shah	Company Secretary & Compliance Officer
Ms. Hansa Chauhan	Chief Financial Officer

AUDITORS

J P K D & Co LLP
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

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

BANKERS

IDBI BANK LTD

REGISTERED OFFICE

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **92nd Annual General Meeting (AGM)** of the members of **Bombay Potteries and Tiles Limited** will be held on **Wednesday, September 30, 2026, at 11.30 A.M.** at the corporate office of the company **at 301-A, Vedanta building, 3rd floor, 779, Makwana Road, Marol, Andheri (East), Mumbai 400 059, Maharashtra, INDIA** through video conferencing / other audio-visual means to transact the following business:

ORDINARY BUSINESS:

To consider and adopt:

Item No. 1: The Audited Standalone Financial Statements of BPTL for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and the Statutory Auditors thereon; and

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at that date, the Statement of Profit and Loss, the Cash Flow Statement, and the Notes to the Financial Statements, together with the Reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby considered, approved, and adopted."

Item No. 2: Re-appointment of Ms. Minal Wadhwa (DIN: 07220456), who retires from office by rotation and, being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Ms. Minal Wadhwa (DIN: 07220456),** who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Disclosures relating to directors pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (ss-2) are annexed herewith as "**Annexure- A**" to the explanatory statement.

<u>Item No. 3</u>: To appoint M/s. J P K D & Co LLP, Chartered Accountants with Registration No. W100950 as Statutory Auditors of the Company for a period of 5(Five) years:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, **M/s. J P K D & Co LLP, Chartered Accountants, [Firm Registration No. W100950],** be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of **five (5)** consecutive years, commencing from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 97th Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the remuneration payable to M/s. J P K D & Co LLP, Statutory Auditors, for the financial year [2026-27], as recommended by the Audit Committee and approved by the Board of Directors, together with applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Audit Committee thereof, be and are hereby authorised to determine and finalise the remuneration of the Statutory Auditors for subsequent financial years during their tenure, in consultation with the Statutory Auditors, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to make all necessary filings, disclosures and submissions with the Registrar of Companies, Stock Exchanges and other statutory/regulatory authorities and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution."

<u>Item No 4:</u> Approval For Purchase/Acquisition/Rent of Premises from Harshvardhan Construction, A Related Party

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, including Sections 188 of the Act, to the extent applicable, other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), including the Audit Committee thereof, for entering into and/or consummating the proposed related party transaction with **Harshvardhan Construction**, a partnership firm and a Related Party of the Company, for purchase/acquisition/Rent of premises situated at **Wadhwa 723 Avenue, Unit No. 504**, **Saug Baug, Marol, Andheri East, Mumbai 400059**, having an estimated area of approximately **968 sq. ft.**, forming part of the project registered under Harshvardhan Construction, for a consideration not exceeding **₹ 3 Crores 25 lakhs (Rupees Three Crore Twenty-Five Lakh only)**, together with applicable taxes, stamp duty, registration charges and other incidental expenses, on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the Members hereby take note that the proposed transaction is proposed to be undertaken in the ordinary course of business and on an arm's-length basis, based on the commercial terms and valuation/price discovery mechanism considered appropriate by the Company, and that Harshvardhan Construction is a Related Party of the Company on account of the commonality of directors/partners and/or such other relationship as more particularly disclosed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute the agreement(s), sale deed(s), conveyance deed(s), application(s), undertaking(s), declaration(s) rent agreement(s) and such other documents and writings as may be necessary or expedient in connection with the proposed acquisition, including finalisation of the area, specifications, consideration, deposit amount, payment terms, possession terms, registration and other terms and conditions, provided that the aggregate consideration/value of the transaction shall not exceed **₹ 3 Crores 25 lakhs** only

RESOLVED FURTHER THAT the Board be and is hereby authorised to obtain and rely upon such valuation reports, title reports, legal opinions, certificates, approvals and other documents as may be considered necessary or appropriate for completion of the transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such modifications, amendments, alterations or variations to the terms of the proposed transaction as may be necessary or expedient, provided that such modifications, amendments, alterations or variations are within the overall limits and parameters approved by the Members and are otherwise permissible under applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, desirable or expedient for giving effect to this resolution, including making necessary filings, applications and disclosures with the Stock Exchange(s), Registrar of Companies and other statutory, regulatory or governmental authorities, as may be applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Director, officer or authorised representative of the Company, as it may deem appropriate."

By order of the Board of Directors
For Bombay Potteries and Tiles Ltd

Sd/-
Hetal Shah
Company Secretary & Compliance Officer
(Membership No: A32113)

Place: Mumbai
Date: September 8, 2026

NOTES:

Pursuant to the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated 28 December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (Collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 Circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and in Compliance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of your Company is being convened and conducted through VC/ OAVM.

2. The Company has facilitated the Members to participate in the EGM through VC facility provided by **Central Depository Services (India) Limited**. The instructions for participation by members are given in the subsequent paragraphs. The facility for joining the EGM through VC/OVAM will be available for up to 1,000 Members, and Members may join on a first-come first-served basis. However, the above restriction shall not be applicable to members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders9 Relationship Committee, Auditors, Scrutinizers, etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a

State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

5. Members joining the EGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the EGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to the EGM using the remote e-voting facility may also join the EGM through VC, but shall not be entitled to cast their votes again at the EGM.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.bombaypotteries.com The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. As per the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since the AGM/EOGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM/EGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, as this AGM/EGM is being held through VC, the route map is not annexed to this Notice.

9. Corporate members may authorize their representatives for casting the votes using remote e- voting facility or for participation and voting in the AGM/EGM using VC. Institutional Investors are encouraged to attend and vote at the EGM through VC. Institutional Investors, who are members of the Company and corporate members intending to attend the EGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation /Power of Attorney to the Scrutiniser by e- mail at csvatsaldoshi@cadoshi.com with a copy marked to cs@bombaypotteries.com

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM/EGM.

11. In line with MCA Circulars and SEBI Circulars, with Notice of the AGM/EGM of the Company inter- alia indicating the process and manner of e-voting are being sent only to those shareholders who have registered their e-mail address with their Depository Participant(s) or Registrar and Share Transfer Agents of the Company for communication, as applicable, upto the cut-off date i.e. Tuesday, September 22, 2026 by electronic mode.

Members may note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at www.bombaypotteries.com or from the website of BSE Limited at www.bseindia.com. The Notice is also available on the website of Central Depository Services (India) Limited. In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM/EGM Notice (including remote e-voting instructions) electronically. Shareholders are advised to update their mobile no. and email IDs in their demat accounts in order to access e-voting facility.

12. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM/EGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM/EGM, i.e., Wednesday, September 30, 2026. Members seeking to inspect such documents may send an email to cs@bombaypotteries.com.

13. Mr. Vatsal Doshi, Practicing Company Secretary (M. No. 12399 and CP No. 22976) has been appointed as the Scrutiniser to scrutinise the remote e-voting and e-voting during the meeting in a fair and transparent manner.

14. Members seeking clarification on the Notice are requested to email cs@bombaypotteries.com on or before Tuesday, September 22, 2026. This would enable the Company to compile the information and provide replies at the meeting.

15. Persons holding the shares on Tuesday, September 22, 2026 (“Record Date”) would be entitled to attend the AGM/EGM.

16. The Shares of the Company are compulsorily traded in dematerialised form as per the directions of the SEBI/Stock Exchanges. Accordingly, members who have not opted for dematerialisation of shares are once again reminded to take steps to dematerialize their holdings. Further, the members may note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of

securities, no transfer of securities shall be processed unless the securities are held in the dematerialized.

17. Members who are yet to register their e-mail address/Mobile Number are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the shares in physical form may register their e-mail address/Mobile No. by writing to the Company's Registrar and Share Transfer Agent.

18. Non-resident Indian shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters: (a) the change in residential status on return to India for permanent settlement and (b) the particulars of the NRE account with a bank in India, if not furnished earlier.

19. Members holding shares in a single name in physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form NOTICE SH-13, as prescribed by the Government, may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office.

20. Members holding physical shares may kindly note that if they have any dispute against the Company or the Registrar & Share Transfer Agent (RTA) on delay or default in processing the request, they may file for arbitration with the stock exchanges in accordance with SEBI circular.

21. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.

22. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited for facilitating voting through electronic means, as the authorized e-voting agency. The facility to cast the votes by the members using remote e-voting as well as the e-voting system on the date of the AGM/EGM will be provided by Central Depository Services (India) Limited.

23. The remote voting period begins on Friday, September 25, 2026, at 09:00 A.M. IST and ends on Tuesday, September 29, 2026, at 05.00 P.M. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of Tuesday, September 22, 2026, may cast

their votes electronically. The remote e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, intended to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders should be permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As required by this Circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, members are advised to update their mobile numbers and email IDs in their respective demat accounts to access e-voting facility.

Pursuant to above said SEBI Circular, login procedure for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

24. **Instructions for Members for Remote e-Voting before AGM/EGM:** In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Regulation 44 of the SEBI Listing Regulations, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited, on all resolutions set forth in this Notice. As per the SEBI circular dated 9 December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The remote e-voting period begins on Friday, September 25, 2026, at 09:00 A.M IST and ends on Tuesday, September 29, 2026, at 05.00 P.M. IST. The remote e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Tuesday, September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, September 25, 2025 at 09:00 A.M.(IST) and ends on Tuesday, September 29, 2025, at 05.00 P.M. (IST). 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 September 22, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service**

	provider name and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.

OR Date of Birth (DOB)	• 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.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bombaypotteries.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through a Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting,** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to the meeting,** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

<u>Item No. 3:</u> **Appointment of M/s. J P K D & Co LLP as Statutory Auditors of the Company.**

The Members of the Company are informed that **M/s. Agarwal Iyer and Associates, Chartered Accountants, [Firm Registration No.159907W]**, the Statutory Auditors of the Company, have tendered their resignation stating their inability to continue as Statutory Auditors due to continuous ill health requiring immediate attention.

Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of **M/s. J P K D & Co LLP, Chartered Accountants, [Firm Registration No. W100950]**, as the Statutory Auditors of the Company for a period of **five (5) consecutive years**, commencing from the conclusion of this Annual General Meeting until the conclusion of the **97th Annual General Meeting**, subject to the approval of the Members of the Company.

The Audit Committee, after considering various parameters including the experience and expertise of the firm, its technical capabilities, professional competence, reputation, independence, resources and suitability for undertaking the statutory audit of the Company, has recommended the appointment of **M/s. J P K D & Co LLP** as the Statutory Auditors of the Company.

The Board of Directors, at its meeting held on June 9, 2026, after considering the recommendation of the Audit Committee, approved and recommended the appointment of M/s. J P K D & Co LLP as the Statutory Auditors of the Company for a term of five consecutive years, for the approval of the Members.

Credentials of the Proposed Statutory Auditors

M/s. J P K D & Co LLP, Chartered Accountants, is a firm of Chartered Accountants having its registered office at C2/701, Sheth Midori, C wing CHSL, Hanuman Tekdi, Dahisar Police Station, Dahisar East, Mumbai 400068, and holding Firm Registration No. W100950 issued by the Institute of Chartered Accountants of India.

The firm has experience in the areas of statutory audit, assurance, accounting, taxation, internal controls and other professional services and has the requisite experience, expertise, infrastructure and professional resources commensurate with the size and requirements of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. [3] of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The details of the proposed Statutory Auditors, including their credentials and relevant experience, are set out below:

Particulars	Details
Name of the Audit Firm	M/s. J P K D & Co LLP
Firm Registration No.	W100950
Registered Office	C2/701, Sheth Midori, C wing CHSL, Hanuman Tekdi, Dahisar Police Station, Dahisar East, Mumbai 400068
Partner/Designated Partner responsible for the audit	Piyush Nitin Jadhav
Membership No.	192209
Peer Review Certificate No. and validity	020281/ 30.09.2026
Terms of Appointment	To hold office for a period of **five (5) consecutive years**, commencing from the conclusion of this Annual General Meeting until the conclusion of the **97th Annual General Meeting**, subject to the approval of the Members of the Company.
Proposed Remuneration	As may be determined by the Board of Directors in consultation with the Statutory Auditors.
Relevant industry experience	A firm of Chartered Accountants having experience in the field of statutory audits, internal audits, tax advisory, corporate compliance and other assurance services.

<u>Item No. 4:</u> Approval For Purchase/Acquisition/Rent of Premises from Harshvardhan Construction, A Related Party.

The Board of Directors of the Company, at its meeting held on **September 8, 2026**, considered and approved the proposal for acquisition/purchase/rent of premises situated at **Wadhwa 723 Avenue, Unit No. 504**, **Saug Baug, Marol, Andheri East, Mumbai 400059** having an estimated area of approximately **968 sq. ft.**, forming part of the project registered under **Harshvardhan Construction**, a partnership firm.

The proposed premises are intended to be acquired by the Company for **use as corporate/registered/administrative office/business premises/other purpose as may be decided by the Board of Directors**.

Harshvardhan Construction is a partnership firm and is a Related Party of the Company by virtue of **common directors/partners and/or common ownership/control**, as applicable. Accordingly, the proposed acquisition constitutes a Related Party Transaction ("RPT") and the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations are required to be complied with.

The Audit Committee of the Company has considered the proposed transaction and, subject to the applicable statutory and regulatory requirements, has recommended the transaction to the Board/Members.

The proposed transaction is intended to be undertaken in the **ordinary course of business and on an arm's-length basis**. The consideration has been/will be determined having regard to **prevailing market rates / comparable transactions / another appropriate basis**.

The proposed aggregate consideration for the acquisition is estimated at **₹ 3 Crores 5 lakhs** including applicable taxes, stamp duty, registration charges and other incidental expenses, as specified in the RPT disclosure table below.

The proposed acquisition is subject to satisfactory completion of legal and title due diligence, applicable regulatory approvals, execution and registration of the definitive transaction documents and satisfaction of such other conditions as may be considered necessary by the Company.

The Board is of the view that acquisition of the proposed premises is in the interest of the Company and its Members and that the transaction is commercially beneficial to the Company.

The relevant particulars of the proposed Related Party Transaction, as required under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, applicable SEBI circulars and the Company's RPT Policy, are set out below.

RPT DISCLOSURE TABLE

Particulars	**Details**
Name of the Related Party	**Harshvardhan Construction**
Nature of Related Party	Partnership Firm
Nature of relationship with the Company	Related Party due to **common directors/partners and/or common ownership/control**
Name of Director(s)/KMP(s) who are related to the entity	**Mr. Manoj Wadhwa** **Mr. Harshavardhan Wadhwa**
Nature of transaction	Purchase of immovable property/premises

Particulars	**Details**
Description of property	Premises situated at **Wadhwa 723 Avenue, Unit No. 504**
Project	Project registered under Harshvardhan Construction
Approximate area	**968 sq. ft.**
Purpose of acquisition	**Corporate office/business premises/other**
Estimated transaction value for Purchase/Acquisition Consideration	**₹ Rs. 3 Crores 5 lakhs/-**
Rent/Lease Consideration	**Rs. 42 lakhs 50 thousand per year**
Maximum value of transaction for which approval is sought	**₹ Rs. 3 Crores 25 lakhs /-**
Tenure/ownership	**Freehold/Leasehold – On Rent 5 Years**
Expected date/period of transaction	**October 2026**
Principal terms and conditions	Purchase/acquisition on mutually agreed terms, subject to execution of definitive documents
Basis of consideration	**Prevailing market price**
Whether the transaction is in the ordinary course of business	**Yes**
Whether the transaction is on arm's-length basis	**Yes**
Whether any advance is proposed to be paid	**Yes,** if yes, **₹ 25 Lakhs**
Source of funds	**Internal accruals**
Nature of financial benefit to the Related Party	Consideration payable towards sale/transfer/rent of the premises
Any other material terms	Purchase/acquisition **OR** rent/lease

Particulars	Details
Amount of previous transactions with the Related Party during the current financial year	**₹ 18239157.52/-**
Rationale/benefit to the Company	Acquisition of premises for **[business/corporate/operational]** purposes and long-term use of the Company's resources

BASIS AND RATIONALE FOR THE TRANSACTION

The proposed acquisition is being undertaken with a view to **establish and expand** the Company's premises. It is expected to provide the Company with **operational efficiency/long-term occupation**.

The Company has considered the commercial terms of the proposed acquisition and proposes to acquire the premises at a consideration determined on an arm's-length basis. The Company may obtain an independent valuation/title/legal due diligence report to establish the appropriateness of the consideration and ensure that the interests of the Company and its Members are protected.

INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES

Except as disclosed below, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Manoj Wadhwa & Mr. Harshvardhan Wadhwa, Directors of BPTL, being **partners with Harshvardhan Construction**, may be deemed to be concerned or interested in the proposed transaction.

Accordingly, the concerned Director(s) and their relatives shall abstain from participating in the relevant discussions and voting, to the extent required under applicable law.

APPROVALS

The proposed transaction is subject to such approvals as may be required under the Companies Act, 2013, SEBI Listing Regulations, the Company's RPT Policy and other applicable laws.

The Audit Committee has considered/recommended the proposed transaction and the Board recommends the resolution set out at Item No.4 for approval by the Members.

The Members are requested to consider and approve the proposed transaction by passing the resolution set out at Item No. 4.

DISCLOSURE REGARDING DOCUMENTS

The relevant agreements, valuation report, title/legal due diligence reports and other documents relating to the proposed transaction, if available, shall be made available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and shall also be made available electronically in accordance with applicable law.

The Company shall provide such further information relating to the proposed transaction as may be required under applicable law or as may be reasonably requested by the Members.

By order of the Board of Directors
For Bombay Potteries and Tiles Ltd

Sd/-
Hetal Shah
Company Secretary & Compliance Officer
(Membership No: A32113)

Place: Mumbai
Date: September 8, 2026

DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

Annexure: A

Name of the Director	**Ms. Minal Wadhwa**
DIN	07220456
Age	36 years
Date of Birth	26/09/1989
Designation	Director
Qualification	B. Com Mumbai
Experience/Brief Resume/Nature of Expertise	Ms. Minal Wadhwa is a seasoned professional with over 5–7 years of experience in the construction and infrastructure industry. As a director, she plays a pivotal role in driving strategic growth, project execution, and operational excellence across the organization, with a strong emphasis on creativity and innovation. Under her leadership, the company has successfully delivered a diverse portfolio of residential, commercial, and infrastructure projects, establishing a strong reputation for quality, safety, timely execution, and client satisfaction. Known for her hands-on approach and forward-thinking mindset, Ms. Wadhwa is deeply committed to innovation, creative problem-solving, and sustainable construction practices. She continuously fosters a culture of accountability, efficiency, collaboration, and excellence within the organization, while ensuring that every project reflects the highest standards of quality and professionalism.
Date of first appointment on the Board	31/07/2015
Terms and Conditions of Appointment	As per the resolution set out at Item No. 2 of the Notice
Remuneration proposed to be paid	Nil
Shareholding in the Company including Shareholding as a beneficial owner	100
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Manoj Wadhwa, Managing Director – Father Mr. Harshvardhan Wadhwa - Brother
Number of Board Meetings attended during the FY 2024-25	Five (5)
Directorship on other Boards	10
Membership/Chairmanship of Committees of other Boards, including Listed Entities	Two (2)
Listed Entities from which the Director has resigned in the past three years	Nil

BOMBAY POTTERIES & TILES LIMITED
CIN: L26933MH1933PLC001977

Tel:
022-46092152

Email:
cs@bombaypotteries.com

Website:
www.bombaypotteries.com

Registered Address:
11, Happy Home, 1st floor, 244,
Waterfield Road, Bandra West,
Mumbai – 400050.

Board's Report

Your directors have the pleasure in presenting their 92nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2026.

1. Financial Results — All figures in INR HUNDREDS, unless otherwise stated

PARTICULARS	YEAR ENDED 31ST MARCH 2026	YEAR ENDED 31ST MARCH 2025
REVENUE		
Revenue from Operations	51,800.00	-
Other Income	-	-
Total Revenue	**-**	**-**
EXPENSES		
Change in inventories of Stock-in Trade	-	-
Depreciation and amortization expense	-	-
Employee Benefits Expense	24,611.30	7,622.20
Other Expenses	20,831.56	1,00,306.13
Total Expenses	**45,442.86**	**1,07,928.33**
Profit/Loss Before Tax	6,357.14	(1,07,928.33)
Current Tax	-	-
Profit/Loss for the year	6,357.14	(1,07,928.33)
Tax Provision Written back	-	-
Net Profit/Loss	**6,357.14**	**(1,07,928.33)**
Earnings per equity share: [Face Value of Rs 100/- each]		
Basic	4.89	(83.02)
Diluted	4.89	(83.02)

INDIAN ACCOUNTING STANDARDS [IND AS]:

The company has drawn up its Accounts under IND AS.

PERFORMANCE / STATE OF AFFAIRS OF THE COMPANY:

During the financial year under review, the Company was primarily engaged in providing consulting and advisory services in the construction and real estate sector. The Company continued to undertake consultancy assignments and provide professional services in accordance with its business objectives.

The operations of the Company during the year remained satisfactory and resulted in a **profit of Rs. 6,35,714/- (Rupees Six Lakh Thirty-Five Thousand Seven Hundred Fourteen only)** for the financial year ended **31st March, 2026**.

The profit earned during the year has been duly accounted for in the books of account and, after making the necessary appropriations and adjustments, has been carried forward to the Balance Sheet under the appropriate head of reserves and surplus/retained earnings. Accordingly, the said profit is reflected in the financial statements of the Company as at **31st March, 2026**.

The management remains committed to strengthening the Company's consulting activities in the construction and real estate sector and to exploring suitable opportunities for sustainable growth and improvement in its operational performance in the coming years.

AMOUNT CARRIED TO RESERVE:

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

DIVIDENDS:

In view of the loss, the Directors have not recommended any dividend on Equity Shares for the Financial Year ended 31st March 2026. The Directors have also not recommended the dividend on Preference Shares for the Financial Year ended 31st March 2026.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of business of the Company during the Financial Year 2025-26.

SHARE CAPITAL:

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

DIRECTORS & KEY MANAGERIAL PERSONNEL:

During the year under review, there was **a change in the composition of the Board of Directors**.

However, during the year, certain changes took place in the composition of the Board of Directors of the Company. Mr Deepak Mirchandani, Independent Director of the Company, resigned from the office of Independent Director with effect from August 13, 2026.

Further, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, the Board of Directors appointed Mr. Shantanu Bagwe and Ms. Crystal Dsouza as Independent Directors of the Company for a term of five years with effect from August 12, 2025, in accordance with the applicable provisions of the Companies Act, 2013.

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

Directors' Remuneration – No Director as well as Managing Director is drawing any remuneration or meeting fees.

DEPOSITS:

During the year, the Company did not accept or renew any Deposit or unsecured loans from the public within the meaning of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of deposit by Companies) Rules, 2014 and no Fixed Deposit remains unclaimed with the Company as on 31.03.2026.

As of March 31, 2026, the Company has received an aggregate amount of ₹1,82,39,158/- as unsecured loan from its director. The said loan has been provided out of the Director's own funds and does not involve any borrowing from third parties.
Necessary declarations have been obtained from the Director confirming that the amount lent is out of his personal funds.

BOARD OF DIRECTORS MEETING:

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

The Board of Directors duly met 05 [FIVE] times in the Financial Year 2025-26 viz. on 20.05.2025, 12.08.2025, 08.09.2025,12.11.2025, 27.01.2026.

COMMITTEES OF THE BOARD

There are currently three Committees as follows: -

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

AUDIT COMMITTEE MEETING

The Audit Committee of the Board of the Company comprises two Independent Non-Executive Directors, Mr. Shantanu Bagwe, who serves as the Chairman of the Committee, and Ms. Crystal Dsouza, along with Mr. Manoj V. Wadhwa, Managing Director. The Committee functions as a vital link between the Statutory and Internal Auditors and the Board of Directors, ensuring effective oversight of the Company's financial reporting and internal control systems.

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

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

The Audit Committee met four times on 20.05.2025, 12.08.2025, 12.11.2025 and 27.01.2026 during the Financial Year ended 31st March 2026 with full attendance of all the Members.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is duly constituted and comprises Mr. Shantanu Bagwe, as the Chairman, Ms. Crystal Dsouza, Independent Director, and Ms. Minal M. Wadhwa, Non-Executive Director, as its members.

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

(a) to formulate the criteria for determining qualifications;

(b) to frame and formulate positive attributes and independence of Directors;

(c) to recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other Senior Management employees;

(d) to identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down;

(e) to recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

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

The Company pays sitting fees to the Directors for attending meetings of the Board of Directors and its Committees, at such rates as may be mutually decided by the Board from time to time..

The Nomination and Remuneration Committee met once on 12.08.2025 during the Financial Year ended 31st March 2026 with full attendance of all the Members.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is duly constituted and comprises Ms. Minal M. Wadhwa, Non-Executive Director, as the Chairperson, along with Mr. Shantanu Bagwe and Ms. Crystal Dsouza, Independent Director, as its members.

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

The Share work is being handled by **Alankit Assignments Limited** for the year ended 31.03.2026.

During the year, the Stakeholders Relationship Committee met on 30.03.2026.

INDEPENDENT DIRECTORS MEETING

In terms of Schedule IV of the Companies Act, 2013 and Clause 25 of S.E.B.I [Listing Obligations & Disclosure Requirements] Regulations 2015, one separate meeting of the Independent Directors was held on 30.03.2026, wherein the performance of the non-Independent Directors, including the Chairman & Managing Director and Board as a whole, was reviewed. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors of the Company.

BOARD EVALUATION:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors hereby confirm that:

In the preparation of the annual accounts for the Financial Year ended 31st March 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures.

The Directors have selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the Financial Year on 31st March 2026 and of the Loss of the Company for that period.

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

The Directors have prepared the annual accounts for the financial year ended 31st March, 2026 on 'going concern' basis.

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

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

DECLARATION BY INDEPENDENT DIRECTORS:

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

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

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

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

In terms of sub-Rule 5 (vii) of Rule 8 of Companies (Account) Rules 2014, during the year, the Company received an order from the Securities Appellate Tribunal (SAT) that the status of the company would be changed **from "Delisted" to "Suspended"** w.e.f. **April 25, 2025**, which had an impact on the going concern status of the Company and its future operations.

REGULATORY AND COMPLIANCE UPDATE

During the year, the Company received an order from the Securities Appellate Tribunal (SAT), pursuant to which the status of the Company was changed from "Delisted" to "Suspended" with effect from April 25, 2025. Subsequently, the Company received directions from BSE Limited to complete all pending statutory and regulatory compliances. The Company made sincere and diligent efforts to fulfil the requirements, including arranging the necessary funds, coordinating with BSE Limited for submission of the requisite documents for revocation of the suspension, and completing the pending compliances as required.

The management remains committed to reviving the Company. Having completed a majority of the required compliances and made substantial payments, the Company is actively working toward resolving the remaining issues and protecting the interests of its shareholders.

SAT PROCEEDINGS AND UPDATE ON LISTING STATUS

As management remains committed to reviving the Company, the Company received a communication dated April 23, 2025, stating that the order for compulsory delisting stands rescinded. Accordingly, the status of the Company has been revised from "Delisted" to "Suspended" with effect from April 25, 2025.

VIGIL MECHANISM:

The Company has adopted a Vigil Mechanism and Whistle Blower Policy as required under Section 177 (9) of Companies Act, 2013 and Regulation 22 of S.E.B.I [listing Obligations & Disclosure Requirements] Regulations 2015 with a view to provide mechanism for Directors and Employees to approach Audit Committee to report existing/probable violation of laws, rules, regulations or unethical conduct and to provide for adequate safeguards against victimization of persons who may use such mechanism. The said policy is posted on the

Company's website www.bombaypotteries.com.There has been no case of fraud reported to the Audit Committee/Board during the Financial Year under review.

INSIDER TRADING REGULATIONS:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), your Company has formulated a Code of Conduct for Prohibition of Insider Trading and Code of Conduct to Regulate, Monitor and Report Trading in Securities of other Listed Entities by Designated Persons as an Intermediary and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI"). The Code of Practices and Procedures for Fair Disclosure of UPSI is available on the website of the Company at www.bombaypotteries.com.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Vatsal Doshi & Associates, Company Secretaries, to undertake the secretarial Audit of the Company for the year ended 31st March 2026. The Secretarial Audit Report is annexed herewith as **"Annexure- III"** to this Report.

In compliance with the provisions of Section 203 of the Companies Act, 2013 read with the applicable rules made thereunder, and in accordance with the requirements applicable to a listed company, the Company has duly appointed a Company Secretary in the category of Key Managerial Personnel (KMP). The Board had taken note of the observation and has ensured adherence to the statutory mandate by appointing Ms. Hetal Shah a qualified Company Secretary to support the Company's governance framework and regulatory compliances.

The appointment further strengthens the Company's commitment to maintaining high standards of corporate governance and compliance with the applicable legal and regulatory requirements.

Further, the Board has also taken note that the Company has not yet redeemed the outstanding Preference Shares along with the accumulated dividend thereon, which are due for redemption. The Company is in the process of evaluating appropriate options and shall take necessary steps in this regard, which may include redemption of the said Preference Shares along with the accumulated dividend, making an application for extension of time for redemption, or issuance of fresh redeemable Preference Shares, in accordance with applicable provisions of the Companies Act, 2013 and rules framed thereunder.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY – INTERNAL AUDIT:

The Company has an adequate Internal Financial Control Systems/Procedures and Internal Audit Systems commensurate with the size of the Company and nature of its business. The Management periodically reviews the Internal Financial Control and Internal Audit Systems for further improvement.

In terms of the provisions of Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, the Governing Board, based on the recommendation of the Audit Committee at its Meeting held on June 9, 2026, had appointed M/s. Sanjay Bhachawat & Co. (Firm Registration No. 109166W) as Internal Auditors & Concurrent Auditors of the Company for the period from April 01, 2025, to March 31, 2030, as Internal Auditors of the Company. The Internal Auditor's report does not contain any qualifications, reservations or adverse remarks or disclaimers.

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

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

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

Information as required under Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided.

The Company had paid sitting fees to the Directors for attending meetings of the Board of Directors and its Committees, at such rates as may be mutually decided by the Board from time to time during the Financial Year ended 31.03.2026.

RELATED PARTY TRANSACTIONS:

The Company has not entered into a contract or arrangement with related parties during the Financial Year that falls under the scope of Section 188 (1) of the Act.

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

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

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company does not have any subsidiary / joint ventures/associate companies during the financial year under review. No Company has become or ceased to be the Company's subsidiary, joint venture, or associate Company during the Financial Year 2025-26.

CASH FLOW STATEMENT:

The cash flow statement for the year 2025 – 2026 is attached to the Balance Sheet.

ISSUE OF EMPLOYEE STOCK OPTION:

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

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

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

RISK MANAGEMENT:

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

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

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

COST AUDIT

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

CORPORATE GOVERNANCE REPORT:

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

MANAGEMENT DISCUSSIONS AND ANALYSIS:

The Board has deliberated on various strategic options for initiating a new project. In this context, detailed discussions were held regarding the financial requirements and the potential avenues for raising the necessary funds.

While the outlook for the construction industry—an area in which the Company has prior experience—remains fundamentally positive, the sector has been experiencing prolonged periods of subdued activity. Given the capital-intensive nature of construction projects, the Company acknowledges that substantial financial resources would be required to pursue any such venture.

The Board continues to evaluate the viability of potential projects, keeping in view market conditions, risk factors, and the Company's financial position before committing to any major undertaking.

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

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

In order to prevent sexual harassment of women at the workplace, the Sexual Harassment of Women at the Workplace [Prevention, Prohibition and Redressal] Act, 2013 has been notified, and your Company has in place a Policy on prevention of sexual harassment in line with the requirements of the said Act. During the financial year, the Company has not received any complaints pertaining to sexual harassment of women at the workplace.

CODE OF CONDUCT:

The Company is committed to adopting the highest business, governance, ethical and legal standards in the conduct of its operations. The Company has in place a "Code of Conduct for Directors and Senior Management" (the Code), which is available on the website of the Company at www.bombaypotteries.com. The Code aims at ensuring consistent standards of conduct and ethical business practices across the constituents of the Company. All the Governing Board Members and Senior Management Personnel have affirmed compliance with the Code. The declaration to this effect, signed by Mr. Maonj Wadhwa, Managing Director and CEO, is attached to this report as **“Annexure-I”.**

CEO/CFO CERTIFICATE:

Mr. Manoj Wadhwa, Managing Director and CEO and Ms. Hansa Chauhan, Chief Financial Officer of the Company, have furnished a signed CEO/CFO Certificate as required under Regulation 17(8) and Part B of Schedule II of SEBI Listing Regulations for the Financial Year ended March 31, 2026, forming part of this Report as **“Annexure-II”**

LISTING OF SHARES WITH BOMBAY STOCK EXCHANGE

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

AUDITORS REPORT

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

STATUTORY AUDITORS

M/s Agarwal Iyer & Associates, Chartered Accountants (Firm Registration No. 159907W), the Statutory Auditors of the Company, resigned from the office of Statutory Auditors with effect from May 13, 2026. Consequently, M/s JPKD & Co LLP, Chartered Accountants, was appointed as the Statutory Auditor of the Company to fill the casual vacancy at the meeting of the Board of Directors held on June 9, 2026, and shall hold office until the conclusion of the ensuing Annual General Meeting of the Company to be held in the calendar year 2026.

The Company has received a certificate from M/s JPKD & Co LLP, Chartered Accountants, confirming their eligibility for appointment and continuance as Statutory Auditors of the Company in accordance with the provisions of Section 141 of the Companies Act, 2013 and the rules made thereunder.

For and on behalf of the Board of Directors
Bombay Potteries and Tiles Limited

Manoj Wadhwa
Chairman & Managing Director
DIN: 01127682

Date: September 6, 2026
Place: Mumbai

Annexure – I

DECLARATION AS REQUIRED WITH RESPECT TO THE CODE OF CONDUCT

The Company has obtained from all the Members of the Board and Key Management Personnel/Senior Management Personnel,

affirmation(s) that they have complied with the Code of Conduct for Directors and Senior Management for the Financial Year ended March 31, 2026.

Sd/-

Manoj Wadhwa

Managing Director

(DIN: 01127682)

Place: Mumbai
Date: September 6, 2026

Annexure-II

CEO AND CFO CERTIFICATE

[Pursuant to Regulation 17(8) and 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Bombay Potteries and Tiles Limited

We, Mr. Manoj Wadhwa, Managing Director & CEO, and Ms. Hansa Chauhan, Chief Financial Officer, certify that:

(a) We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2026, and that to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
ii. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

(c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee that

i. There have not been any significant changes in internal control over financial reporting during the year under reference;
ii. There have not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
iii. There have not been any instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-

Manoj Wadhwa
Managing Director & CEO
(DIN: 01127682)

Sd/-

Hansa Chauhan
Chief Financial Officer

Place: Mumbai
Date: September 6, 2026

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bombay Potteries and Tiles Limited
11, Happy Home 244, Waterfield Road,
Bandra (West), Mumbai - 400050.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bombay Potteries and Tiles Limited (CIN: L26933MH1933PLC001977)** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company on test-check basis and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2026** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the Company during the audit period)**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(To the extent applicable to the Company)**

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the audit period)**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period)**

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(To the extent applicable to the Company)**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(To the extent applicable to the Company)**

h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)** and

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) I further report that, based on the representation made by the Company and its Officers, compliance mechanism prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, there is no laws specifically applicable to the Company:

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

(i) Secretarial Standards (SS – 1 and SS – 2) issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

(i) *Whereas in terms of the provisions of the Section 55 of the Companies Act, 2013, the Company can issue preference shares which are liable to be redeemed within a period not exceeding twenty years from the date of their issue. The Company has not redeemed its 10,000 Redeemable Cumulative Preference Shares which were redeemable on or before June 14, 2003 as stated in Note No. 10 i.e. Other Financial Liabilities of the audited financial statements of the Company of the year ended March 31, 2025.*

(ii) *In terms of the provisions of Section 180 of the Companies Act, 2013, the Company has borrowed funds in excess of the borrowing limit without the approval of the Shareholders of the Company during the period under review. Subsequently, the Company sought and obtained the approval of the Shareholders for such borrowings in excess of the borrowing limit prescribed under the aforesaid provisions in the EOGM held on June, 17, 2025.*

(iii) *The Company could not file Form CHG – 4 for Satisfaction of its 14 registered charges. The Management has submitted that the Company has not received the requisite No Dues Certificate from the Banks during the period under review.*

(iv) *The Company was unable to record the details of all the UPSI disseminated in the Structured Digital Database ("SDD") prior to November 24, 2025, as the Company procured the SDD software on November 24, 2025. Subsequently, the Company made the requisite entries in the SDD software in respect of all UPSI disseminated during the review period. The Company has also taken necessary measures to ensure that details of all UPSI disseminated are recorded in the SDD software in a timely manner henceforth.*

(v) *Whereas, in terms of Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hundred percent of the shareholding of the Promoter(s) and Promoter Group is required to be held in dematerialised form. However, it was observed that hundred percent of the shareholding of the Promoter(s) and Promoter Group was not held in dematerialised form during the period under review.*

(vi) *Whereas, pursuant to Section 149(10) of the Companies Act, 2013, the reappointment of an Independent Director for a second term is required to be approved by way of a Special Resolution. However, it was observed that the Company had proposed the reappointment of Independent Directors by way of an Ordinary Resolutions in the Notice of the EOGM held on June 17, 2025. The said resolutions were approved by more than 75% of the votes cast by the Shareholders.*

(vii) *Whereas, pursuant to MCA General Circular No. 20/2020, before sending the notices and copies of the financial statements and other documents to the members for Annual General Meeting, the Company was required to publish a public notice by way of advertisement at least once in a vernacular newspaper in the principal vernacular* *language of the district in which the registered office of the Company is situated and having wide circulation in such district, and at least once in an English newspaper having wide circulation in such district. However, it was observed that the Company had not published the requisite public notice in the prescribed vernacular and English newspapers prior to dispatch of the Notice of the AGM and accompanying documents. The Company had published the requisite public notice in the newspapers in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, upon completion of dispatch of the Notice of the AGM to the members.*

I further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and for the meetings convened under shorter notice, if any, were in compliance with Section 173(3) of the Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board and Committees meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committees of the Board, as the case may be and no dissenting views have been recorded.

I further report that based on the review of the compliance mechanism established by the company and on the basis of compliance certificate(s) taken on record by the Board of Directors at their meetings, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were following events/actions reported having major bearing on Company's affairs:

(i) **Mr. Shantanu Bagwe** appointed as an **Independent Director** of the Company for a period of 5 (five) years w.e.f. August 12, 2025 till August 11, 2030.

(ii) **Ms. Crystal Dsouza** appointed as an **Independent Director** of the Company for a period of 5 (five) years w.e.f. August 12, 2025 till August 11, 2030.

(iii) **Mr. Deepak Herkishen Mirchandani** ceased to be an **Independent Director** of the Company w.e.f. August 13, 2025.

(iv) Pursuant to the **Order** dated April 07, 2025 issued by the Hon'ble Securities Appellate Tribunal **("SAT")**, the Exchange (i.e. BSE Limited) rescinded the delisting of the Company. In view thereof, the **status** of the Company was **changed from "Delisted" to "Suspended" with effect from April 25, 2025** and continued to remain "Suspended" as at the end of the financial year, i.e., March 31, 2026.

For **Vatsal Doshi & Associates**
Company Secretaries

Vatsal K. Doshi
Proprietor
FCS No.: 12399
CP No. : 22976
PR No.: 3191/2023
UDIN : F012399H001391788

Date: September 06, 2026
Place: Mumbai

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

ANNEXURE - I
(To the Secretarial Audit Report)

To,
The Members,
Bombay Potteries and Tiles Limited
11, Happy Home 244, Waterfield Road,
Bandra (West), Mumbai - 400050.

Our Secretarial Audit Report for the Financial Year ended March 31, 2026 of even date is to be read along with this letter.

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted the audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4) Wherever required, I have obtained the Management representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances of laws, rules and regulations and happening of events etc.

5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Vatsal Doshi & Associates**
Company Secretaries

Vatsal K. Doshi
Proprietor
FCS No.: 12399
CP No. : 22976
PR No.: 3191/2023
UDIN : F012399H001391788

Date: September 06, 2026
Place: Mumbai

BOMBAY POTTERIES AND TILES LTD *(CIN: L26933MH1933PLC001977)*
11, Happy Home, 244, Waterfield Road, Bandra West, Mumbai - 400 050.

BALANCE SHEET As at March 31, 2026

(All amounts are in Indian Rupees in Hundreds unless otherwise stated)

	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	2	834.13	834.13
Capital work-in-progress			
Other Intangible Assets			
Financial Assets			
(i) Investments	3	250.03	250.03
(ii) Other Financial Assets	4	1,03,201.00	1,03,201.00
Other non-current assets	5	9,000.00	9,000.00
		1,13,285.16	**1,13,285.16**
Current assets			
Inventories			
Financial Assets			
(i) Trade receivables			
(ii) Cash and cash equivalents	6	4,547.28	308.93
(iii) Bank balances other than (ii) above			
(iv) Other financial assets			
Other current assets	7	6,733.08	-
		11,280.36	**308.93**
Total Assets		**1,24,565.52**	**1,13,594.09**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	1,30,000.00	1,30,000.00
Other equity	9		
(i) Share Premium			
(ii) Other reserves			
(iii) Retained earnings		(2,19,533.03)	(2,25,890.17)
Total Equity (A)		**(89,533.03)**	**(95,890.17)**
Liabilities			
Non-current liabilities			
Other Financial Liabilities	10	19,000.00	19,000.00
Total Non-current liabilities (B)		**19,000.00**	**19,000.00**
Current liabilities			
(i) Short Term Borrowings	11	1,82,391.58	1,81,391.58
(ii) Trade Payables	12	8,696.31	6,449.00
(iii) Other Current Liabilities	13	4,010.66	2,643.69
Total Current Liabilities (C)		**1,95,098.55**	**1,90,484.27**
Total Liabilities (B+C)		**2,14,098.55**	**2,09,484.27**
Total Equity and Liabilities (A+B+C)		**1,24,565.52**	**1,13,594.09**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For J P K D & CO LLP
Chartered Accountants
Firm Registration Number: W100950

Sd/-

Piyush Jadhav
Partner
Membership Number: 192209
Place: Mumbai
Date: August 05, 2026
UDIN: 26192209GQEJDU1022

For and behalf of the Board of Directors of
Bombay Potteries and Tiles Limited

Sd/-

Manoj Wadhwa
Chairman & Mg. Director
DIN: 01127682
Place: Mumbai
Date: August 05, 2026

Sd/-

Harshvardhan Wadhwa
Director
DIN: 07338344
Place: Mumbai
Date: August 05, 2026

Sd/-

Hansa Chauhan
Chief Financial officer
PAN: ASGPC6224L
Place: Mumbai
Date: August 05, 2026

Sd/-

Hetal Shah
Company Secretary
Memb No. : A32113
Place: Mumbai
Date: August 05, 2026

BOMBAY POTTERIES AND TILES LTD *(CIN: L26933MH1933PLC001977)*
11, Happy Home, 244, Waterfield Road, Bandra West, Mumbai - 400 050.

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2026
(All amounts are in Indian Rupees in Hundreds unless otherwise stated)

	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
Income			
Revenue from operations			
Other income	14	51,800.00	-
Total Income		**51,800.00**	**-**
Expenses			
Changes in inventories of stock-in-trade			
Employee benefits expense		24,611.30	7,622.20
Depreciation Expense			
Other expenses	15	20,831.56	1,00,306.13
Total expenses		**45,442.86**	**1,07,928.33**
Profit / (Loss) before tax and exceptional items		6,357.14	(1,07,928.33)
Exceptional items			
Profit / (Loss) before tax from continuing operations		6,357.14	(1,07,928.33)
Tax expense :			
a) Current Tax			
b) Deferred Tax			
Profit / (Loss) for the year from continuing operations		6,357.14	(1,07,928.33)
DISCONTNUED OPERATIONS			
Profit/(Loss) from discontinued operations			
Profit/(Loss) for the year		6,357.14	(1,07,928.33)
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods			
Reimbursement of post employment benefit obligations			
Total Other Comprehensive Income		**-**	**-**
Total Comprehensive Income for the year		**6,357.14**	**(1,07,928.33)**
Basic and Diluted Earnings per share (equity shares, par value Rs. 100/- each)		**4.89**	**(83.02)**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For J P K D & CO LLP
Chartered Accountants
Firm Registration Number: W100950

Sd/-

Piyush Jadhav
Partner
Membership Number: 192209
Place: Mumbai
Date: August 05, 2026
UDIN: 26192209GQEJDU1022

For and behalf of the Board of Directors of
Bombay Potteries and Tiles Limited

Sd/-

Manoj Wadhwa
Chairman & Mg. Director
DIN: 01127682
Place: Mumbai
Date: August 05, 2026

Sd/-

Harshvardhan Wadhwa
Director
DIN: 07338344
Place: Mumbai
Date: August 05, 2026

Sd/-

Hansa Chauhan
Chief Financial officer
PAN: ASGPC6224L
Place: Mumbai
Date: August 05, 2026

Sd/-

Hetal Shah
Company Secretary
Memb No. : A32113
Place: Mumbai
Date: August 05, 2026

BOMBAY POTTERIES AND TILES LTD *(CIN: L26933MH1933PLC001977)*
11, Happy Home, 244, Waterfield Road, Bandra West, Mumbai - 400 050.

STATEMENT OF CASH FLOWS for the year ended March 31, 2026
(All amounts are in Indian Rupees in Hundreds unless otherwise stated)

		As at March 31, 2026	As at March 31, 2025
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX	6,357.14	(1,07,928.33)
	Adjustment for:		
	Income tax provision written back	-	-
	Depreciation	-	-
	Sundry deposits written off	-	109.63
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**6,357.14**	**(1,07,818.70)**
	Adjustment for:		
	(Increase)/Decrease in Trade receivables	-	-
	(Increase)/Decrease in Inventories	-	-
	(Increase)/Decrease in Loans and Advances	-	-
	(Increase)/Decrease in Other Current Assets	(6,733.08)	4.00
	(Decrease)/Increase in Trade Payables	2,247.31	3,227.10
	(Decrease)/Increase in Other Current Liabilities	1,366.97	2,410.69
	CASH GENERATED FROM OPERATIONS	**3,238.34**	**(1,02,176.91)**
	Direct taxes paid	-	-
	Net Cash Flow from Operating Activities (A)	**3,238.34**	**(1,02,176.91)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of Investments	-	-
	Sale of Investments	-	-
	Net Cash Flow frim Investing Activities (B)	**-**	**-**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds/(Repayment) of short term borrowings	1,000.00	1,02,056.00
	Net Cash Flow from Financing Activities (C)	**1,000.00**	**1,02,056.00**
	Net Increase (Decrease) in Cash and Cash Equivalents (A+B+C)	**4,238.34**	**(120.91)**
	Cash and Cash Equivalents as at 1st April, 2025 (Opening)	**308.94**	**429.85**
	Cash and Cash Equivalents as at 31st March, 2026 (Closing)	**4,547.28**	**308.94**

Notes: 1) The Cash Flow Statement has been prepared under the Indirect Method as prescribed by Ind AS 7.

2) Previous year's figures have been regrouped/rearranged wherever necessary to conform to current year's presentation.

For J P K D & CO LLP
Chartered Accountants
Firm Registration Number: W100950

For and behalf of the Board of Directors of
Bombay Potteries and Tiles Limited

Sd/-

Piyush Jadhav
Partner
Membership Number: 192209
Place: Mumbai
Date: August 05, 2026
UDIN: 26192209GQEJDU1022

Sd/-

Manoj Wadhwa
Chairman & Mg. Director
DIN: 01127682
Place: Mumbai
Date: August 05, 2026

Sd/-

Harshvardhan Wadhwa
Director
DIN: 07338344
Place: Mumbai
Date: August 05, 2026

Sd/-

Hansa Chauhan
Chief Financial officer
PAN: ASGPC6224L
Place: Mumbai
Date: August 05, 2026

Sd/-

Hetal Shah
Company Secretary
Memb No. : A32113
Place: Mumbai
Date: August 05, 2026

BOMBAY POTTERIES AND TILES LTD *(CIN: L26933MH1933PLC001977)*
11, Happy Home, 244, Waterfield Road, Bandra West, Mumbai - 400 050.

STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2026

(All amounts are in Indian Rupees in Hundreds unless otherwise stated)

(a) Equity Share Capital

Particulars	Number of Shares	Amount
Balance at 1st April, 2024	1,30,000.00	1,30,000.00
Changes during the year	-	-
Balance at March 31, 2025	1,30,000.00	1,30,000.00
Changes during the year 2025-26	-	-
Balance at March 31, 2026	**1,30,000.00**	**1,30,000.00**

(b) Other Equity

Particulars	Capital Reserve	Retained Earning	Total Equity
Balance at April 01, 2024	517.30	(1,18,479.14)	(1,17,961.84)
Profit /(Loss) for the year	-	(1,07,928.33)	(1,07,928.33)
Other Comprehensive income	-	-	-
Total Comprehensive income for the year	-	(1,07,928.33)	(1,07,928.33)
Issue of share capital	-	-	-
Adjusted for depreciation pertaining to FY 2024-25 on revalued assets	-	-	-
At 31st March 2025	**517.30**	**(2,26,407.47)**	**(2,25,890.17)**
At 1st April 2025	517.30	(2,26,407.47)	(2,25,890.17)
Profit /(Loss) for the year	-	6,357.14	6,357.14
other comprehensive income	-	-	-
Total comprehensive income for the year	-	6,357.14	6,357.14
Issue of share capital	-	-	-
Adjusted for depreciation pertaning to FY 2025-26 on revalued assets	-	-	-
At 31st March, 2026	**517.30**	**(2,20,050.33)**	**(2,19,533.03)**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For J P K D & CO LLP
Firm Registration Number: W100950

Sd/-

Piyush Jadhav
Partner
Membership Number: 192209
Place: Mumbai
Date: August 05, 2026
UDIN: 26192209GQEJDU1022

For and behalf of the Board of Directors of
Bombay Potteries and Tiles Limited

Sd/-

Manoj Wadhwa
Chairman & Mg. Director
DIN: 01127682
Place: Mumbai
Date: August 05, 2026

Sd/-

Harshvardhan Wadhwa
Director
DIN: 07338344
Place: Mumbai
Date: August 05, 2026

Sd/-

Hansa Chauhan
Chief Financial officer
PAN: ASGPC6224L
Place: Mumbai
Date: August 05, 2026

Sd/-

Hetal Shah
Company Secretary
Memb No. : A32113
Place: Mumbai
Date: August 05, 2026

NOTES FORMING PART OF FINANCIAL STATEMENTS

for the year ended March 31, 2026 (All amounts are in Indian Rupees in Hundreds unless otherwise stated)

2 Property, Plant and Equipment

Particulars	Freehold Land	Plant & Equipments	Computers	Total
Year ended 31st March 2025 Gross carrying amount				
Cost as at April 01, 2024	2,888.08	538.82	330.00	3,756.90
Additions	-	-	-	-
Disposals	-	538.82	330.00	868.82
Closing gross carrying amount	2,888.08	-	-	2,888.08
Accumulated depreciation as at April 01, 2024	2,053.95	538.82	330.00	2,922.77
Additions	-	-	-	-
Disposals	-	538.82	330.00	868.82
Closing Accumulated depreciation	2,053.95	-	-	2,053.95
Net carrying amount as at March 31, 2025	**834.13**	**-**	**-**	**834.13**
Year ended 31st March 2026 Gross carrying amount				
Cost as at April 01, 2025	2,888.08	-	-	2,888.08
Additions	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	2,888.08	-	-	2,888.08
Accumulated depreciation as at April 01, 2025	2,053.95	-	-	2,053.95
Additions	-	-	-	-
Disposals	-	-	-	-
Closing Accumulated depreciation	2,053.95	-	-	2,053.95
Net carrying amount as at March 31, 2026	**834.13**	**-**	**-**	**834.13**

NOTES FORMING PART OF FINANCIAL STATEMENTS

for the year ended March 31, 2026 (All amounts are in Indian Rupees in Hundreds unless otherwise stated)

3 Non - Current Investments

Particulars	As at 31st March, 2026	As at 31st March, 2025
OTHER THAN TRADE (AT COST)		
INVESTMENTS:		
(Long-term, Non-trade and Unquoted)		
In Government Securities:		
*7 years National Savings Certificate	0.01	0.01
*3% 1946-86 Conversion Loan of the face value of Rs. 18,700	0.01	0.01
*4.25% National Defence Bonds, 1972 of the face of Rs. 3,000	0.01	0.01
2500 'C' class shares of Rs. 10 each, fully paid up, of the National Co-operative Bank Ltd.,	250.00	250.00
Total	**250.03**	**250.03**

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

4 Other Financial Assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
(Unsecured, considered good)		
Deposits (with Government Authorities)	1,03,201.00	1,03,201.00
Total	**1,03,201.00**	**1,03,201.00**

5 Other Non - Current Assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
Arrears of Dividend on preference share Capital	9,000.00	9,000.00
Total	**9,000.00**	**9,000.00**

NOTES FORMING PART OF FINANCIAL STATEMENTS

for the year ended March 31, 2026 (All amounts are in Indian Rupees in Hundreds unless otherwise stated)

6 Cash and Cash Equivalents

Particulars		As at 31st March, 2026	As at 31st March, 2025
Bank Balance			
-	in current account	4,364.56	126.21
-	in Fixed Deposit account	-	-
	(Receipts pledged with Bank against Guarantee issued by them)		
Cash on hand		182.72	182.72
	Total	**4,547.28**	**308.93**

7 Other Current Assets

Particulars		As at 31st March, 2026	As at 31st March, 2025
(Unsecured, Considered Good)			
i	Advances recoverable in cash or in kind or for value to be receieved	3.00	-
ii	GST receivables	1,730.08	-
iii	Other receivables	5,000.00	-
	Total	**6,733.08**	**-**

8 Equity Share Capital

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Number	Rs.	Number	Rs.
Authorised				
Equity shares of Rs. 100/- each	1,90,000	1,90,000.00	1,90,000	1,90,000.00
12% Cumulative Preference shares of Rs. 190/- each	10,000	19,000.00	10,000	19,000.00
Unclassified shares of Rs. 100/- each	50,000	50,000.00	50,000	50,000.00
	2,50,000	**2,59,000.00**	**2,50,000**	**2,59,000.00**
Issued, Subscribed and Fully Paid				
Equity shares of Rs. 100/- each	1,30,000	1,30,000.00	1,30,000	1,30,000.00
	1,30,000	**1,30,000.00**	**1,30,000**	**1,30,000.00**

8.1 Out of the above

a) 7089 equity shares have been allotted as fully paid-up Bonus shares by capitalisation of General Reserve.

b) 97911 equity shares have been allotted as fully paid up shares pursuant to the scheme of arrangement to the shareholders of amalgamated company viz. Softex Infra Ltd.

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

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Number	Rs.	Number	Rs.
Fully Paid Up Equity				
Shares oustanding as at the begning of the year	1,30,000	1,30,000.00	1,30,000	1,30,000.00
Shares allotted during the year	-	-	-	-
Shares outstanding as at the end of the year	**1,30,000**	**1,30,000.00**	**1,30,000**	**1,30,000.00**

8.3 Details of equity shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Number	Rs.	Number	Rs.
Anmol Properties Private Limited	25,062	19.28	25,062	19.28
Marve Beach Resorts Private Limited	-	-	15,000	11.54
Medows investments Private Limited	20,000	15.38	20,000	15.38
Mr. Vijay Vasudev Wadhwa	-	-	10,000	7.69
Mr. Manoj Vasudev Wadhwa	29,565	22.74	29,565	22.74
Mr. Deepak Vasudev Wadhwa	10,000	7.69	10,000	7.69
Mr. Harsh Manoj Wadhwa	25,000	19.23	-	-

8.4 Rights, preference and restrictions attached to Equity Shares:

The Company has only one class of shares referred to as Equity shares having face value of Rs. 100/- per shares. Each shareholder of equity shares is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the share holders at the Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

9 Other Equity

Particulars	As at 31st March, 2026	As at 31st March, 2025
Capital Reserve Account:		
(Credited upon re-issue of forefited shares)		
Balance as at the beginning of the year	517.30	517.30
Retained Earnings:		
Balance as at the beginning of the year	(2,26,407.47)	(1,18,479.14)
Net profit (Loss) during the year	6,357.14	(1,07,928.33)
Balance as at the end of the year	(2,20,050.33)	(2,26,407.47)
	(2,19,533.03)	**(2,25,890.17)**

10 Other Financial Liabilities

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Number	Rs.	Number	Rs.
12% Cumulative Preference Shares of Rs. 190/- each	10,000	19,000.00	10,000	19,000.00
	10,000	**19,000.00**	**10,000**	**19,000.00**

10.1 Out of the above

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

10.2 Reconciliation of number of shares oustanding at the begning and at the end of the reporting period:

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Number	Rs.	Number	Rs.
Shares outstanding as at the beginning of the year	10,000	19,000.00	10,000	19,000.00
Shares allotted during the year	-	-	-	-
Shares outstanding as at the end of the year	**10,000**	**19,000.00**	**10,000**	**19,000.00**

10.3 Details of preference shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Number	Rs.	Number	Rs.
Unit Trust of India	1,257	6.62	1,257	6.62

10.4 Rights, preference and restrictions attached to preference shares

* The Company has only one class of preference shares referred to as preference shares having face value of Rs. 190/- per share

* 12% cumulative preference shares were redeemable on or before 14th June, 2003. The preference shareholders do not have any voting rights

BOMBAY POTTERIES AND TILES LTD *(CIN: L26933MH1933PLC001977)*
11, Happy Home, 244, Waterfield Road, Bandra West, Mumbai - 400 050.

NOTES FORMING PART OF FINANCIAL STATEMENTS

for the year ended March 31, 2026 (All amounts are in Indian Rupees in Hundreds unless otherwise stated)

11 Short Term Borrowings

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
From a Director	1,82,391.58	1,81,391.58
	1,82,391.58	**1,81,391.58**

12 Trade Payables

Particulars	As at 31st March, 2026	As at 31st March, 2025
Trade Payables	8,696.31	6,449.00
	8,696.31	**6,449.00**

13 Other Current Liabilities

Particulars	As at 31st March, 2026	As at 31st March, 2025
Salary Payable	1,887.10	1,737.10
TDS Payable	616.56	350.00
Expenses Payable	1,507.00	556.59
	4,010.66	**2,643.69**

14 Other Income

Particulars	As at 31st March, 2026	As at 31st March, 2025
Consultancy Fees	50,000.00	-
Sundry balance written back	1,800.00	-
	51,800.00	**-**

15 Other Expenses

Particulars	As at 31st March, 2026	As at 31st March, 2025
Auditors' Remuneration		
a) Audit Fees	250.00	150.00
Rates and Taxes	25.00	25.00
Legal and Professional Charges	18,498.41	21,885.39
Courier Charges	584.53	270.90
Fine and Late Fees	10.44	70,715.95
Printing and Stationery	0.33	285.69
Miscellaneous expenses	469.01	102.95
Listing Fees	-	3,835.00
ROC Fees	374.00	2,721.00
Software Expenses	150.00	-
Advertising Expenses	469.84	204.62
Sundry Balance written off	-	109.63
Total	**20,831.56**	**1,00,306.13**

BOMBAY POTTERIES & TILES LIMITED

N O T E - 1 (31-03-2026)

SIGNIFICANT ACCOUNTING POLICIES (IND AS):

1. **Basis of Preparation**:

a. The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with relevant rules.

b. Historical cost convention is followed, except for certain financial instruments and assets/liabilities measured at fair value.

c. The financial statements are presented in INR, rounded to the nearest rupee.

2. **Statement of Compliance**

The financial statements comply in all material respects with Ind AS as prescribed under the Companies Act, 2013.

3. **Going Concern**

a. The financial statements have been prepared on a going concern basis.

b. Management has assessed the Company's ability to continue as a going concern, considering available resources, ongoing operations, and future business plans.

c. Although Deferred Tax Assets have not been recognized due to non-expectation of future taxable profits, the Company has adequate liquidity, no intention to liquidate, and continues to meet obligations as they fall due.

d. Accordingly, the financial statements are prepared on a going concern basis.

4. **Use of Estimates and Judgements**

a. Preparation of financial statements requires management to make judgements, estimates, and assumptions affecting reported amounts of assets, liabilities, income, and expenses.

b. Key areas include: impairment of assets, useful lives of PPE, fair value measurement, employee benefit obligations, and recognition of revenue.

c. Actual results may differ from these estimates.

5. **Revenue Recognition (Ind AS 115)**

a. Revenue is recognized when control of goods or services is transferred to customers, at transaction price allocated to performance obligations.

b. Revenue excludes GST and similar indirect taxes.

c. Interest income is recognized using the effective interest method.

d. Dividend income is recognized when the right to receive payment is established.

6. Property, Plant and Equipment (Ind AS 16)

a. PPE is carried at cost less accumulated depreciation and impairment losses.

b. Cost includes directly attributable expenses and borrowing costs for qualifying assets.

c. Depreciation is provided on a straight-line basis over useful lives prescribed in Schedule II of the Companies Act, 2013.

d. Residual values, useful lives, and depreciation methods are reviewed annually.

7. Investment Property

a. Investment property is measured initially at cost, including transaction costs.

b. Subsequently carried at cost less accumulated depreciation and impairment.

c. Depreciation is provided on a straight-line basis over useful lives prescribed in Schedule II.

8. Employee Benefits

a. Short-term benefits: recognized as expense when services are rendered.

b. Defined contribution plans: contributions to provident fund and other funds are charged to P&L.

c. Defined benefit plans: liability recognized based on actuarial valuation using projected unit credit method.

d. Other long-term benefits: recognized at present value of obligation.

e. In the current year recognised to the extent applicable.

9. Cash and Cash Equivalents

a. Cash and cash equivalents include cash in hand, balances with banks, and short-term deposits with original maturity of three months or less.

b. For cash flow statement purposes, overdrafts are considered part of cash equivalents.

10. Income Taxes (Ind AS 12)

a. **Current tax:** measured at amounts expected to be paid to tax authorities, based on applicable laws.

b. **Deferred tax:** recognized on temporary differences between carrying amounts and tax bases of assets/liabilities.

c. Deferred Tax Assets are recognized only when probable future taxable profits are expected.

d. In the current year, DTA has not been recognized due to non-expectation of future profits.

11. Borrowing Costs

a. Borrowing costs directly attributable to acquisition/construction of qualifying assets are capitalized.

b. Other borrowing costs are expensed in the period incurred.

12. Cash Flow Statement

a. Cash flows are reported using the indirect method, classifying cash flows into operating, investing, and financing activities.

b. Non-cash transactions are disclosed separately.

13. Earnings Per Share (EPS)

a. Basic EPS is computed by dividing net profit attributable to equity shareholders by weighted average number of equity shares outstanding.

b. Diluted EPS is computed by adjusting net profit and weighted average shares for effects of dilutive potential equity shares.

14. Related Party Disclosures

a. Related parties are identified as per Ind AS 24.

b. Transactions with related parties are disclosed at arm's length, in accordance with applicable laws.

15. Segment Reporting

a. Operating segments are identified based on internal reporting to the Chief Operating Decision Maker (CODM).

b. Segment revenue, results, assets, and liabilities are disclosed in accordance with Ind AS 108.

c. In current year company operated in one segment only.

16. Fair Value Measurement

a. Fair values of financial instruments are determined using valuation techniques appropriate to circumstances.

b. Hierarchy:
Level 1: quoted prices in active markets.
Level 2: observable inputs other than quoted prices.
Level 3: unobservable inputs.

c. Valuation techniques include discounted cash flow, market comparable, and other appropriate methods.

BOMBAY POTTERIES & TILES LIMITED 31-03-2026

NOTES TO ACCOUNTS (Figures in Hundreds)

17. Contingent Liabilities not provided in respect of:

a) In respect of arrears of dividend on 12% 10 years redeemable cumulative preference shares Rs.22,800 (Previous Year Rs 22,800). The Company may also be liable to pay dividend / interest w.e.f. 15th June, 2003 (due date of redemption), amounting to Rs. 51,959 up to 31st March, 2026 (Rs. 49,679 up to 31st March, 2025).

b) The Company's application for condonation of delay and the appeal against the ex parte Order dated January 18, 2006, passed by the First Labour Court, Mumbai, in respect of wages payable to the workmen amounting to approximately ₹2,50,000 were dismissed. Consequently, the Company had filed a writ petition before the Hon'ble High Court of Bombay. Pending disposal of the writ petition, the Hon'ble High Court had granted a conditional stay on the execution, implementation, and enforcement of the Labour Court's award, subject to the Company depositing 50% of the awarded amount. Accordingly, the Company deposited a sum of ₹1,03,201 with the Prothonotary and Senior Master, High Court of Bombay. The said amount is disclosed under the head "Other Financial Assets - Deposits with Court" in the Balance Sheet as at 31st March 2026.

18. Subsequent Event:
Subsequent to the reporting date and before the approval of these financial statements, the Hon'ble High Court of Bombay decided the matter in favour of the Company. Pursuant to the favourable order, the Company has received the refund of the entire amount of ₹1,03,201 deposited with the Prothonotary and Senior Master, High Court of Bombay along with interest. thereon on 14th July, 2026. No further liability exists pursuant to the Hon'ble High Court order. This is a non-adjusting subsequent event in accordance with Ind AS 10 - Events after the Reporting Period. Accordingly, no adjustment has been made to the carrying value of "Other Financial Assets - Deposits with Court" as at 31st March 2026. The interest income will be recognized in the Statement of Profit and Loss for the year ending 31st March 2027.

19. During the financial year 2024-25, the Company received a show cause/demand notice from BSE Limited imposing fines and penalties aggregating to ₹3,10,835 for non-compliance with certain Listing Regulations. In response to the said notice, the Company submitted a petition to BSE requesting waiver and settlement of the imposed amount. Pursuant to the settlement process, the Company paid a sum of ₹88,665

in full and final settlement of the fine levied by BSE during the year ended 31st March 2025. The said amount was recognized under "Other Expenses" in the Statement of Profit and Loss for the year ended 31st March 2025.Notwithstanding the above payment, the equity shares of the Company remained suspended from trading and were subsequently delisted by BSE.

Update on Subsequent Event reported in prior year

As disclosed in the financial statements for the year ended 31st March 2025, the Hon'ble Securities Appellate Tribunal (SAT), vide its order dated April 7, 2025, set aside the delisting order and the delisting was revoked with effect from April 25, 2025. Pursuant to the SAT order, the Company has been undertaking all necessary compliances and procedural requirements for reinstatement of trading of its equity shares. However, as at the date of approval of these financial statements, the trading of the equity shares of the Company is yet to be restored by BSE. The Management remains committed to ensuring adherence to all applicable SEBI and BSE regulations and continues to engage proactively with the relevant authorities to expedite the restoration of trading at the earliest.

20. Estimated amounts of contract remaining to be executed on Capital Account and not provided for (Net of Advances) Rs. NIL (Previous Year Rs. NIL).

21. Balances in investments account where the certificates are lodged with Government authorities, sundry creditors and advances given are subject to confirmations and reconciliation, if any. The Management does not expect any material difference on such reconciliation.

22. In the opinion of the board, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known liabilities and depreciation is adequate and not in excess of the amount reasonably required.

23. In lieu of arrears of dividend on 9.5% Cumulative Preference Share Capital amounting to Rs.9,000 up to 15th June, 1993, the Company had issued additional capital by way of 12% 10 years Redeemable Cumulative Preference Shares (at the time of statutory redemption of 9.5% Cumulative

    Preference Capital) and the said amount being that of dividend arrears, would be appropriated out of the profits of subsequent years.

24. The Company's only asset as at the Balance Sheet date is freehold land having total cost of ₹2,888. Out of the total land, a portion costing ₹2,053 is under encroachment by third parties since several years. No direct legal remedies have been availed by the Company for eviction or recovery of possession due to the long-standing nature of the encroachment. Considering the prolonged encroachment, lack of physical access, and inability to use or dispose of the said portion of land, the Management assessed that there were indicators of impairment in respect of the encroached portion in accordance with Ind AS 36 - Impairment of Assets. Accordingly, in earlier years the carrying value of the encroached portion of land amounting to ₹2,053 was fully provided for and the recoverable amount was considered as Nil. The impairment

loss recognized in earlier years is reflected in the carrying value of the land. In earlier years, the diminution in value of ₹2,053 was presented as "Accumulated Depreciation" in the financial statements. During the current year, the Management has reclassified the said amount from "Accumulated Depreciation" to "Accumulated Impairment" to comply with the requirements of Ind AS 16 - Property, Plant and Equipment and Ind AS 36, as land is a non-depreciable asset. The balance portion of land amounting to ₹834 is not encroached and continues to be carried at cost. The Management is hopeful of taking steps to remove the encroachment on the encroached portion in future. As at 31st March 2026, the Management has reviewed the status of the asset. Based on current facts and circumstances, no further impairment is required to be recognized for the year ended 31st March 2026.

25. The amount due to Micro, Small and Medium Enterprises (MSMEs) on account of principal and interest is Rs. NIL. This disclosure is based on the information available with the Company regarding the status of suppliers registered under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

26. 10,000 shares issued as 12% Cumulative Preference shares having face value of Rs.1.90 per share were redeemable on or before 14th June 2003. Amount of Rs.19,000 is shown as other Financial Liabilities.

27. **Deferred Tax Assets (DTA):**

The Company has accumulated losses over the past several years and has not carried on any significant business activity during that period. During the financial year 2025-26, the Company has earned some revenue; however, operations are not yet stabilized and do not demonstrate a consistent pattern of profitability.

In accordance with the requirements of **Ind AS 12 – Income Taxes**, Deferred Tax Assets are recognized only when there is convincing evidence of probable future taxable profits (Ind AS 12) against which such assets can be realized.

Considering the history of accumulated losses and absence of sustained profitability, management has adopted a **conservative approach** and has **not recognized any Deferred Tax Assets** for the year ended March 31, 2026. This policy ensures that assets are not overstated and the financial statements present a true and fair view.

The position will be **reviewed annually**, and Deferred Tax Assets will be recognized in future periods once convincing evidence of taxable profits becomes available.

28. Related Party Disclosures- Related party disclosures as required by **Ind AS -24 "Related Party Disclosures"** are given below. [Related parties are as identified by the Company and relied upon by the Auditors]:

A. **List of Related Parties**

1. Parties where control exists:

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

2. Other Related Parties:

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

a) Medows Investments Private Ltd.
b) Saubhagya Estates Private Ltd.
c) Pravasu Prpoperties Private Ltd.
d) Anmol Properties Private Ltd.
e) VarshaRitu Constructions Private. Ltd.
f) Bright Paints Pvt. Ltd.
g) Sylvex Cable Co. Private Ltd.
h) Harshvardhan Constructions
i) House Of Wadhwa LLP

ii) **Key Management Personnel**: -

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

iii) **Relative of Key Management Personnel**: -

a) Deepak V. Wadhwa
b) Varsha D. Wadhwa
c) Minal M. Wadhwa
d) Harshvardhan M. Wadhwa

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

(Amount in Hundreds)

Transaction	Associates	Key Management Personnel	Relative of Key Management Personnel	Total
Loan taken	364 P.Y. (---)	1,000 P.Y. (1,02,056)	- (-)	1,000 PY. (1,02,056)
Repayment of Loan	364 P.Y. (----)	- (-)	- (-)	- P.Y. (---)
Year- end Balance				
Loan Taken	- (-)	1,82,391 P.Y. (1,81,391)	- (-)	1,82,391 P.Y. (1,81,391)

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

29. Basic and Diluted Earnings Per Share as per **Ind AS -33** is computed as under:

(All amounts are in Indian Hundreds unless otherwise stated)

	(Rs.)	(Rs.)
Net Profit / (Loss) as per Profit and Loss Account	6357	(107928)
Less : Dividend payable on Cumulative Preferance Shares for the year	-	-
Net Profit (Loss) considered for EPS Calculation	6357	(107928)
Weighted Average no. of Equity Shares	130000	130000
Nominal value of Equity Share (In Rupees)	100	100
Basic & Diluted Earnings per Share (In Rupees)	4.89	(83.02)

30. **Ratios**

Ratio	Numerator	Denominator	As on March 31, 2026	As on March 31, 2025	Variation with preceding year	Comments if variation in above 25%
Current Ratio	Current Assets	Current Liabilities	**0.058**	**0.0016**	**35.25**	**Refer Note A**
Debt-Equity Ratio	Total Debts	Shareholder's Equity	**0**	**0**	**NA**	**NA**
Return on Equity Ratio	Net Profit after tax	Shareholder's Equity	**0.71**	**(83.02)**	**100.85**	**Refer Note B**
Inventory Turnover Ratio	Cost of Goods sold	Average inventory	**0**	**0**	**NA**	**NA**
Trade Receivables turnover Ratio	Net credit sales	Average accounts receivables	**0**	**0**	**NA**	**NA**
Trade Payable Turnover Ratio	Net Credit Purchases	Average accounts payable	**0**	**0**	**NA**	**NA**
Nat capital turnover ratio	Net Sales	Working capital	**0**	**0**	**NA**	**NA**
Net profit Ratio	Net Profit	Net Sales	**0.12**	**0**	**NIL**	**NA**
Return on Capital Employed	Earnings before interest and Taxes	Capital Employed	**0**	**0**	**NA**	**Refer Note C**

A. Current ratio continues to be significantly low due to increase in liabilities for meeting day to day expenses of the Company, however ration is improved when compared to earlier year.

B. The variation is primarily on account of net profit of Rs 6,357 earned during the year as against net loss of Rs 1,07,928 in the previous year.

C. Net Profit Ratio was Nil in the previous year as there was no revenue from operations.

30. Segment Reporting:

The Company is primarily engaged in the business of property development and construction. All activities are carried out within India, and the Management reviews the business as a single operating segment. Accordingly, there are no separate reportable segments as defined under Ind AS 108 – Operating Segments.

31. Additional Regulatory Information

a. Loans Accepted: The Company has not accepted any loans in contravention of the provisions of the Companies Act, 2013.

b. Benami Property: The Company does not hold any benami property nor has it entered into any benami transactions during the year.

c. Title Deeds of Immovable Properties: All immovable properties disclosed in the financial statements are held in the name of the Company.

d. Wilful Defaulter: The Company has not been declared a wilful defaulter by any bank, financial institution, or other lender.

e. Relationship with Struck Off Companies: The Company has no transactions or outstanding balances with companies struck off under the Companies Act, 2013.

f. Crypto Assets: The Company has not traded in or invested in crypto currency or virtual digital assets during the year.

g. Charges / Registration of Charges:

i. All charges created or modified during the year have been duly registered with the Registrar of Companies.

ii. There are no unregistered charges pending as at the reporting date.

h. Corporate Social Responsibility (CSR):

I. The provisions of Section 135 of the Companies Act, 2013 relating to CSR are not applicable to the Company for the year ended [date], as:

   a. The Company has accumulated losses, and

   b. Revenue generated during the year is only about ₹51.80 lakhs, which is below the prescribed thresholds.

II. Accordingly, no CSR committee has been constituted and no CSR expenditure is required to be made or disclosed.

- Undisclosed Income: The Company has not surrendered or disclosed any income during the year in tax assessments under the Income Tax Act, 1961.

32. The Accounting policies set out in Note 1 have been applied in preparing the Financial Statements for the year ended 31st March 2026.

As per our Report of even date attached
For **J P K D & CO LLP**
Chartered Accountants
Firm Registration Number: W100950

On Behalf of the Board of Directors

Sd/-

Piyush Jadhav
Partner
Membership Number: 192209
Place: Mumbai
Date: August 05, 2026
UDIN: 26192209GQEJDU1022

Sd/-

[Manoj Vasudev Wadhwa]
Chairman & Managing Director
DIN No: 01127682
Place: Mumbai
Date: August 05, 2026

Sd/-

[Harshvardhan M. Wadhwa]
Director
DIN No: 07338344
Place: Mumbai
Date: August 05, 2026

Sd/-

Hansa Chouhan
Chief Financial officer
PAN: ASGPC6224L
Place: Mumbai
Date: August 05, 2026

Sd/-

Hetal Shah
Company Secretary
Memb No. : A32113
Place: Mumbai
Date: August 05, 2026

Independent Auditor's Report

To the Members of Bombay Potteries and Tiles Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Bombay Potteries and Tiles Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, and the statement of Profit and Loss and statement of cash flows for the year ended as on that date, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How our audit addressed the Key Audit Matter
Assessment of Going Concern As disclosed in the financial statements, the Company has accumulated losses over several years and, as at 31 March 2026, its accumulated losses have resulted in negative net worth. During the current year, the Company has recommenced business operations and earned revenue; however,	Our audit procedures, amongst others, included: • Evaluating management's assessment of the Company's ability to continue as a going concern; • Assessing the reasonableness of the assumptions used in the cash flow forecasts and business plans prepared by management; • Evaluating the Company's liquidity position,

operations are yet to stabilize and management has not recognized Deferred Tax Assets considering the absence of convincing evidence of future taxable profits. The assessment of the appropriateness of the going concern basis of accounting requires significant management judgement in evaluating the Company's future cash flows, expected profitability, liquidity position and ability to meet its financial obligations as they fall due. Owing to the significance of these judgements and estimates, this matter was considered to be of most significance in our audit.	projected cash flows and expected funding arrangements for a period of at least twelve months from the balance sheet date; • Reviewing subsequent events and developments up to the date of our audit report that may impact the going concern assessment; and • Assessing the adequacy and appropriateness of the disclosures made in the financial statements relating to the going concern assumption. Based on the audit procedures performed and the audit evidence obtained, we found management's use of the going concern basis of accounting to be appropriate.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the Management & Those Charged with Governance for the Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

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

    c. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

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

    e. On the basis of written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

    f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

   i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

   ii) The Company did not have any long-term contracts including derivatives contract for which there were any material foreseeable losses; and

   iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v) There is no dividend declared or paid during the year by the company hence reporting as per section 123 of the Companies Act 2013 is not required.

vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2025, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

For J P K D & CO LLP
Chartered Accountants
Firm Registration No. W100950

Sd/-

Piyush Jadhav
Partner
M No.: 192209

Place: Mumbai
Date: 05th August, 2026
UDIN: 26192209GQEJDU1022

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the members of **Bombay Potteries and Tiles Limited** on the financial statements for the year ended March 31, 2026:

i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

   a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
   (B) The Company has maintained proper records showing full particulars of intangible assets

   b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

   c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. There are no such immovable properties held by the company during the year.

   d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

   e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. a) According to the information and explanations given to us, the management has conducted physical verification of the inventories at reasonable intervals and in our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business. No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.

b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not verification.

iii. According to the information and explanations given to us and on the basis of our examination of books of account, the Company has not granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clauses 3(iii)(a), (iii)(b), (iii)(c) , (iii)(d) , (iii)(e) and , (iii)(f) of the said order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and the Company has not provided any guaranty or security.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

vi. According to the information and explanations given to us, in our opinion cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended prescribed by the Central Government under sub – section (1) of Section 148 of the Act is not applicable to the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, goods and service tax, duty of customs, cess, professional tax and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, goods and service tax, duty of customs, cess, professional tax and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, value added tax, service tax, goods and service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or government or any dues to debenture-holders during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The company has taken fresh loans during the year and have used the borrowings taken from banks and financial institutions for the specific purpose for which it was taken.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix)(a) of the Order are not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
(c) We have taken into consideration the whistle blower complaints, if any, received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures Act;

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) The company is not required to appoint an internal auditor and conduct an internal audit as per the provisions of section 138 of Companies Act 2013 and hence reporting under clause 3(xiv)(b) of the Order is not applicable.

xv. Based According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit however, the company had incurred cash losses of Rs. 1,07,928 in the immediately preceding financial year.

xviii. The previous statutory auditors of the Company had resigned during the previous financial year. We have considered the issues, objections and concerns, if any, raised by the outgoing auditors in their resignation letter and Form ADT-3 filed with the Registrar of Companies. Based on our evaluation and the audit procedures performed, no matter has come to our attention that requires reporting under this clause.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due

xx. In our opinion and according to the information and explanations given to us, Section 135 of the Act are not applicable to the company hence the company is not liable to transfer amount to Funds specified under Schedule VII to the Act, accordingly reporting under clause 3(xx) of the Order is not applicable

xxi. In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For J P K D & CO LLP
Chartered Accountants
Firm Registration No. W100950

Sd/-

Piyush Jadhav
Partner
M No.: 192209

Place: Mumbai
Date: 05th August, 2026
UDIN: 26192209GQEJDU1022

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

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

Opinion

We have audited the internal financial controls over financial reporting of Bombay Potteries and Tiles Limited ("the Company") as of 31st March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 31st March, 2026, 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.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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.

For J P K D & CO LLP
Chartered Accountants
Firm Registration No. W100950

Piyush Jadhav
Partner
M No.: 192209

Place: Mumbai
Date: 05th August, 2026
UDIN: