



BNR UDYOG LIMITED

Regd. Off: 6-3-650, 218, 2nd Floor, Maheshwari Chambers, Somajiguda, Hyderabad-500 082, Telangana, India
Tel: + 91- 40-2337 5791, 2337 5793 e-mail : info@bnrul.com website : www.bnrul.com CIN: L67120AP1994PLC018841

Date: 25.08.2020

To

BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

Dear Sirs,

Sub: Submission of 26th AGM Annual Report for the Financial Year 2019-20 under Regulation 34 of SEBI (LODR) Regulation 2015 and as amended- Reg.


Ref: Our Company Code: 530809

In Compliance with Regulation 34 of SEBI (LODR) Regulations 2015, we are herewith submitting the 26th AGM Annual Report for the Financial Year 2019-20 of the Company, which is being dispatched to our shareholders on 25th August, 2020. The Annual General Meeting of the Company is scheduled to be held on Monday, 28th of September, 2020 at 10.00 A.M. through Video Conference "VC" / Other Audio-Visual Means.

This is for the information and records of the exchange.

Thanking You.

Yours faithfully,
For BNR Udyog Limited,


Sandeep Rathi
Executive Director
DIN: 05261139



Encl: A/a

BNR UDYOG LIMITED



**26th Annual Report
2019-2020**



TWENTY SIXTH ANNUAL GENERAL MEETING

Day : Monday Date : 28-09-2020 Time : 10-00 A.M.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kamal Narayan Rathi	-	Managing Director	(DIN: 00011549)
Mr. Sandeep Rathi	-	Executive Director Cum CFO	(DIN: 05261139)
Mr. J. Vikramdev Rao	-	Independent Director	(DIN: 00173556)
Mr. T. Bharadwaj	-	Independent Director	(DIN: 00211834)
Dr. M. Priyadarshini	-	Independent Director	(DIN: 02268397)

Company Secretary

Ms. Sonal Agarwal	-	Company Secretary	(M.No: 29790)
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REGISTERED OFFICE

6-3-650, 218, 2nd floor, Maheshwari Chambers,
Somajiguda, Hyderabad – 500082, Telangana.
Ph.No. +91-40-23375791, 23375793.

CORPORATE IDENTITY NUMBER

L67120AP1994PLC018841

STATUTORY AUDITORS

Laxminiwas & Co.
Chartered Accountants
6-3-569, 4th Floor,
Opp. RTA Office,
Above, BMW Showroom,
Hyderabad-82 Telangana

INTERNAL AUDITOR

M/s. P P K G & Co.
Chartered Accountants
5-8-352, 701, 7th floor,
Chirag Ali Lane, Hyderabad
500 001 . Telangana

SECRETARIAL AUDITOR

M/s. S. S. Reddy & Associates
Practicing Company Secretaries
8-2603/23/3, & 8-2-603/23, 15, 2nd Floor,
HSR Summit, Road No;10, Banjara Hills,
Beside No.1 News Channel Office,
Hyderabad-500034 Telangana

AUDIT COMMITTEE

1. Mr. J. Vikramdev Rao	-	Chairman
2. Mr. T. Bharadwaj	-	Member
3. Mrs. Dr. M. Priyadarshini	-	Member

NOMINATION & REMUNERATION COMMITTEE

1. Mr. T. Bharadwaj	-	Chairman
2. Mrs. Dr. M. Priyadarshini	-	Member
3. Mr. J. Vikramdev Rao	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

1. Mr. J. Vikramdev Rao	-	Chairman
2. Mr. T. Bharadwaj	-	Member
3. Mrs. Dr. M. Priyadarshini	-	Member
4. Mr. Sandeep Rathi	-	Member

BANKERS

HDFC Bank Ltd.
The A.P. Mahesh Co-op Urban Bank Ltd

REGISTRAR & SHARE TRANSFER AGENTS

KFIN Technologies Private Limited
Karvy Selenium Tower B, Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad-500 032
Tel : +91-40-67161500 Fax +91-40-23001153

LISTED AT

BSE Limited.

DEMAT ISIN NUMBER IN NSDL & CDSL

INE355C01016

WEBSITE

www.bnrul.com

INVESTOR E-MAIL ID

info@bnrul.com



NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of M/s. BNR Udyog Limited will be held on Monday, the 28th day of September, 2020 at 10.00 A.M. through video conference / other Audio-Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sandeep Rathi (Holding DIN: 05261139), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. KAMAL NARAYAN RATHI AS MANAGING DIRECTOR:-

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 provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, and upon recommendation of Nomination & Remuneration Committee in their board meeting held on 12.02.2020, the consent of the members be and is hereby accorded to reappoint Mr. Kamal Narayan Rathi (DIN: 00011549) as Managing Director of the Company for further period of 3 (Three) years w.e.f 18.01.2020 to 17.01.2023 While the other terms and conditions of appointment including the remuneration remain unchanged and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc., within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time."

"RESOLVED FURTHER THAT in the event of losses or inadequacy of profits during his tenure the Company shall pay to Mr. Kamal Narayan Rathi, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**For and on behalf of the Board of
BNR Udyog Limited**

Sd/-

**Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**

Place : Hyderabad

Date : 29.06.2020



NOTES:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company is being held through VC / OAVM.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2020 to 28th September, 2020 (including both days).
4. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
5. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. KFIN Technologies Private Limited.)
6. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. KFIN Technologies Private Limited, Share Transfer Agents of the Company for their doing the needful.
7. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
8. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
9. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/ RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
11. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.bnrul.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: info@bnrul.com
12. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 26th Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
13. e-AGM: Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
14. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.



15. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
16. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
17. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
18. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Instructions for the Members for attending the e-AGM through Video Conference:

- a. Attending e-AGM Video conference: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected.
 - b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
 - c. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - d. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
 - e. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - f. AGM Questions prior to e-AGM: Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos (i.e, 21st September, 2020). To post the questions shall commence on 25th September, 2020 9.00 AM and will be closed on 27th September, 2020 at 5.00 PM.
 - g. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM conference.
 - h. Speaker Registration during e-AGM session: In case of decision to allow the Q&A session in the meeting, meeting may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on 27th September, 2020 at 9.00 AM and will be closed on 27th September, 2020 at 5.00 PM
19. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI (LODR) regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 21st September, 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin Technologies Private Limited or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.



- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. BNR UDYOG LTD
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at ssrfcs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BNR_EVENT No.'
 - xii. Members can cast their vote online from 25th September, 2020 (9.00 a.m.) till 27th September, 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).
20. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 21. The Board of Directors of the Company has appointed S.S Reddy & Associates, Practicing Company Secretaries as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 22. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September, 2020.
 23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2020 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
 24. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bnrul.com and on the website of the KFin Tech <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 25. In terms of Companies Act, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2019-20, the Company would be transferring the unclaimed or unpaid Final Dividend for the year 2012-13 to the IEPF within a period of thirty days of such amounts becoming due. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the amounts to the IEPF.
 26. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 21st September, 2020.
 27. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.



28. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
29. Relevant documents referred to in the Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
30. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/ uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**For and on behalf of the Board of
BNR Udyog Limited,**

Sd/-

**Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**

**Place : Hyderabad
Date : 29.06.2020**

**EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]**

ITEM NO. 3:

Re-appointment of Mr. Kamal Narayan Rathi (DIN: 00011549) as Managing Director of the Company

Pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr. Kamal Narayan Rathi was re-appointed earlier as a Managing Director of the Company at the 21st Annual General Meeting held on 3rd September, 2015 for a period of 5 (five) consecutive years which ends on 18th January, 2020.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and pursuant to the provisions of Sections 196, 197 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the LODR (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby sought for re-appointment of Mr. Kamal Narayan Rathi (DIN: 00011549) as a Managing Director of the Company for a further term of 3 (Three) years w.e.f. 18th January 2020 to 17th January, 2023 at the present remuneration of Rs.9,00,000/- p.a.

Save and except Mr. Sandeep Rathi (DIN: 05261139) Executive Director cum CFO being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

1	Nature of Industry	: IT and IT Enabled Services, Business Support Services, Investments, Real Estate and e-governance		
2	Date or expected date of commencement of commercial	: 29-11-1994		
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects:	Not Applicable		
4	Financial performance based on given indications			
	Particulars	2019-20 (Rs. in lakhs)	2018-19 (Rs. in lakhs)	2017-18 (Rs. in lakhs)
	Turnover	90.28	98.75	197.82
	Net profit after Tax	-23.58	-40.96	7.87
5	Foreign investments or collaborations, if any:	Not Applicable		



II. INFORMATION ABOUT THE APPOINTEE:

1. **Background Details:** Mr Kamal Narayan Rathi is Promoter and Managing Director of the company. He did his graduation from Osmania University. He is incharge of overall operation of the company He is having good experienced in the field of Management, Financial Activities, and other fields. He is also on the Board of AP Mahesh Cooperative Urban Bank Ltd.
2. **Past Remuneration:** Rs. 75,000/- to Rs. 75,000/- per month
3. **Recognition or awards :** Not Applicable
4. **Job Profile and his suitability:** Keeping in mind the background details, past record and proficiency of Mr. Kamal Narayan Rathi, the Board is of the view that he is the most suitable person for the job.
5. **Remuneration proposed :** There is no proposal for immediate increase of remuneration in the ensuing AGM. However, the Board is empowered to deal with the remunerations within the limits as prescribed in the Schedule V of the Companies Act, 2013.
6. **Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**
Taking into consideration of the size of the Company, the profile of Mr. Kamal Narayan Rathi and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :**
Besides the remuneration proposed, he is holding 17,37,634 Equity Shares of the Company.

III. OTHER INFORMATION:

1. **Reasons for inadequate profits:** The Company is facing stiff competition from new players in Digitization projects who are quoting low prices hence many tenders are going to such types of Companies.
2. **Steps taken or proposed to be taken for improvement:** Necessary efforts are being made to increase the clientele and also focusing on Software projects in India & Overseas for better profitability.
3. **Expected increase in productivity and profit in measurable terms:** The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

**For and on behalf of the Board of
BNR Udyog Limited**

**Sd/-
Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**

**Place : Hyderabad
Date : 29.06.2020**

**DIRECTORS' REPORT****Dear Members,**

The Directors have pleasure in presenting before you the 26th Directors' Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2020.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2020 has been as under:

(Rs. In Lakhs)

Particulars	2019-2020	2018-2019
Revenue from operations	81.19	88.31
Other income	9.09	10.44
Total income from operations	90.28	98.75
Less Employees benefit and other expenses	123.69	124.39
Profit/loss before Depreciation, Finance Costs,	-33.41	-25.58
Less: Depreciation/ Amortisation/ Impairment	6.16	14.66
Profit /loss before Finance Costs, Exceptional items and Tax Expense	-39.57	-40.24
Less: Finance Costs	1.11	1.31
Profit /loss before Exceptional items and Tax Expense	-40.68	-41.55
Add/(less): Exceptional items	-	0.18
Profit /loss before Tax Expense	-40.68	-41.37
Less: Tax Expense (Current & Deferred)	-17.10	-0.41
Profit /loss for the year (1)	-23.58	-40.96
Total Comprehensive Income/loss (2)	-46.92	2.23
Total (1+2)	-70.50	-38.73
Balance of profit /loss for earlier years	114.89	153.62
Less: Transfer to Reserves	---	---
Less: Dividend paid on Equity Shares	---	---

STATE OF AFFAIRS/ COMPANY'S PERFORMANCE:

During the year under review, the Company has recorded a Total income of Rs 90.28 lakhs and Net loss of Rs. 23.58 lakhs and Total comprehensive loss Rs. 70.50 lakhs as against the Total income of Rs. 98.75 lakhs and Net loss of Rs. 40.96 lakhs Total comprehensive loss Rs. 38.73 lakhs in the previous financial year ending 31.03.2019

The Board is of view that Company has not performed well for the financial year ended 31.03.2020 but hope to perform well in near future as the Company is trying very hard to get more orders on IT and IT Enable Services and e-Governance Projects.

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

There were no material changes and commitments affecting financial position of the Company between 31st March, 2020 and the date of Board's Report. (i.e.29.06.2020)

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there is no change in the nature of Business.

DETAILS RELATING TO DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review. Further, there are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

Details of deposits not in compliance with the requirements of the Act:

Since the Company has not accepted any deposits during the Financial Year ended March 31,2020, there has been no non-compliance with the requirements of the Act.Pursuant to the Ministry of Corporate Affairs (MCA) notification dated



22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

TRANSFER TO RESERVES:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the Company has not proposed to transfer any amount to general reserves account of the Company during the year under review

DIVIDEND:

In view of the losses, your Directors have not recommended any dividend for the financial year 2019-2020.

REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review.

DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS, COURTS, TRIBUNALS, IMPACTING THE GOING CONCERN BASIS OF THE COMPANY:

During the period under review, there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

AUTHORISED AND PAID UP SHARE CAPITAL OF THE COMPANY:

During the year under review, the Company's authorized capital stands at Rs. 5,00,00,000 /- divided into 50,00,000 equity shares of Rs.10/- each and the paid up capital stands at Rs. 3,00,00,000/- divided into 30,00,000 equity shares of Rs. 10/- each.

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as **Annexure - I**.

DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED:

No Directors or Key Managerial Personnel have resigned during the year. As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:-

Name of the Director	Mr. Kamal Narayan Rathi	Sandeep Rathi
Date of Birth	18.01.1957	08.04.1980
Date of Appointment/Re-appointment	12.02.2020	14.08.2019
Expertise in specific functional areas	Financial Market, Administration and other related fields since last four decades.	I.T & ITES, e-Governance Projects functions and Overseas Operations
Qualifications	B.Com	MBA& MBS
Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	NONE	NONE
Inter se relationship among Directors	Father of Mr. Sandeep Rathi Executive Director / CFO of the Company	Son of Mr. Kamal Narayan Rathi, Managing Director of the Company



VIGIL MECHANISM:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company promotes ethical behaviour and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may report their genuine concerns to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis; and
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/BRANCHES/JOINT VENTURES:

The Company does not have any subsidiary Company (ies).

STATUTORY AUDITORS AND STATUTORY AUDITORS REPORT:

At the Annual General Meeting held on 11.09.2017 (23rd AGM) the Company has appointed M/s. Laxminiwas & Co., as Statutory Auditors of the Company to hold office until the conclusion of 28th Annual General Meeting of the Company.

The Auditors' Report for fiscal 2020 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report. The Company has received audit report with unmodified opinion for Standalone audited financial results of the Company for the Financial Year ended March 31, 2020 from the statutory auditors of the Company.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2020 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust growth in the industry.

INTERNAL AUDITORS:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; during the year under review the Internal Audit of the functions and activities of the Company was undertaken by the Internal Auditor of the Company on quarterly basis by M/s. P P K G & Co, Chartered Accountants, Hyderabad, the Internal Auditor of the Company.

Deviations are reviewed periodically and due compliance ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

The Board at its meeting held on 29th June 2020, has reappointed M/s. P P K G & Co, Chartered Accountants, Hyderabad as the Internal Auditors of the Company for the financial year 2020-2021.



SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by M/s.S. S. Reddy & Associates, Practicing Company Secretaries is annexed to this Report as **Annexure II**

The Board at its meeting held on 29th June 2020, has reappointed M/s. S. S. Reddy & Associates, Practicing Company Secretaries (CP No. 7478), as the Secretarial Auditor, for conducting Secretarial Audit of the Company for FY 2020-2021.

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act, 2013 has noted that the same does not have any reservation, qualification or adverse remarks.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Section 134 of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- the efforts made towards technology absorption – **NIL**
- the benefits derived like product improvement, cost reduction, product development or import substitution - **NIL**
- in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) the details of technology imported; - **NIL**
 - (b) the year of import - **NIL**
 - (c) whether the technology been fully absorbed - **NIL**
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - **NIL**
- the expenditure incurred on Research and Development – **NIL**

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: **Rs.NIL**

Foreign Exchange Outgo: **Rs. NIL**

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company does not have net worth of Rs. 500 Crore or more or turnover of Rs. 1000 Crore or more or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

INSURANCE:

The properties and assets of your Company are adequately insured.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, from part of the notes to the financial statement provided in this Annual Report.

RISK MANAGEMENT POLICY:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. During the financial year 2019-20, there were no materially significant related party transactions



made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

In line with the provisions of Section 177 of the Act read with the Companies (Meetings of the Board and its Powers) Rules, 2014, omnibus approval for the estimated value of transactions with the related parties for the financial year is obtained from the Audit Committee. The transactions with the related parties are routine and repetitive in nature

The summary statement of transactions entered into with the related parties pursuant to the omnibus approval so granted are reviewed and approved by the Audit Committee and the Board of Directors on a quarterly basis. The summary statements are supported by an independent audit report certifying that the transactions are at an arm's length basis and in the ordinary course of business

The Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure- III** to this report.

DISCLOSURE ABOUT COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies(Appointment & Remuneration) Rules, 2014, the ratio of remuneration to median employees is 4:1 times in case of Mr. Kamal Narayan Rathi, Managing Director of the Company and 3:1 times in case of Mr. Sandeep Rathi, Executive Director of the Company.

STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee is annexed to this Annual report – **Annexure - IV**

Further, none of the employees is drawing a remuneration of Rs. 1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits prescribed under Section 197 of the Companies Act, 2013.

NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

SECRETARIAL STANDARDS:

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

During the period under review, there are no companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies.

AUDIT COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The Company has constituted a qualified and independent Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The Committee is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits. The brief description of the terms of reference of the Committee is given below:

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.

- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - a) Any changes in accounting policies and practices;
 - b) Qualification in draft audit report;
 - c) Significant adjustments arising out of audit;
 - d) The going concern concept;
 - e) Compliance with accounting standards;
 - f) Compliance with stock exchange and legal requirements concerning financial statements and
 - g) Any related party transactions
- Reviewing the Company's financial and risk management's policies
- Disclosure of contingent liabilities.
- Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

B. COMPOSITION, MEETINGS & ATTENDANCE:

The composition of the Audit Committee and the details of meetings attended by its members are given below:
The Audit Committee met Four times during the year on 29.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. J. Vikramdev Rao	Chairman	NED(I)	4	3
Mr. T. Bharadwaj	Member	NED(I)	4	4
Dr. M. Priyadarshini	Member	NED(I)	4	4

NED (I) : Non Executive Independent Director

NOMINATION AND REMUNERATION COMMITTEE:

The Committee comprises of three non-executive independent Directors

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- To approve the fixation/revision of remuneration of Executive Directors of the Company and while approving:
 - a. to take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
 - b. to bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and /or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.



- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director and Whole-time Director(s) based on their performance and defined assessment criteria.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANE DURING THE YEAR:

Name	Designation	Category
Mr. T. Bharadwaj	Chairman	NED(I)
Mr. J. VikramdevRao	Member	NED(I)
Dr. M. Priyadarshini	Member	NED(I)

NED (I) : Non Executive Independent Director

During the financial year 2019-20, one meeting of the NRC was held on the 12.02.2020.

IN CASE OF A COMPANY COVERED UNDER SUB-SECTION (1) OF SECTION 178, COMPANY’S POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION INCULDING CRITERIA FOR DETERMING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance etc.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS’ INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

- 2.1 “Director”** means a director appointed to the Board of a Company.
- 2.2 “Nomination and Remuneration Committee** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and reg. 19 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.
- 2.3 “Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

- 3.1.1** The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.
- 3.1.2** In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
 - General understanding of the Company’s business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- 3.1.3** The proposed appointee shall also fulfill the following requirements:
 - Shall possess a Director Identification Number;
 - Shall not be disqualified under the Companies Act, 2013;
 - Shall Endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meeting;

- Shall abide by the code of conduct established by the Company for Directors and senior management personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and reg. 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3.2.3 The Independent Director shall abide by the "Code for Independent Directors" as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director Service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 "Director" means a Director appointed to the Board of the Company.

2.2 "key managerial personnel" means

(i) The Chief Executive Office or the managing director or the manager;

(ii) The Company Secretary;

(iii) The whole-time Director;

(iv) The Chief Finance Officer; and

(v) Such other office as may be prescribed under the Companies Act, 2013

2.3 "Nomination and Remuneration Committee" means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act,2013 and reg. 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and Key Managerial Personnel



3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the Company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Commission (applicable in case of Executive Directors)
- (iv) Retrial benefits
- (v) Annual performance bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3.Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

STAKEHOLDER’S RELATIONSHIP COMMITTEE:

The Company has constituted a Stakeholders’ Relationship Committee pursuant to the provisions of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

i. Terms of Reference

The Committee considers and resolves the grievances of the security holders. The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc., and the responses thereto. Based on the delegated powers of the Board of Directors, the Managing Director approves the share transfers/ transmissions on a regular basis and the same is reported at the next meeting of the Committee, normally held every quarter.

Mrs. Sonal Agarwal, Company Secretary is the Secretary to the Committee and the Compliance Officer appointed for the compliance of capital market related laws.

ii. Composition:

The composition of the Stakeholders’ Relationship Committee and the details of meetings attended by its members are given below:

Name	Designation	Category	Number of meetings during the financial year 2019-20	
			Held	Attended
Mr. J. Vikramdev Rao	Chairperson	Independent , Non Executive	4	3
Mr. T. Bharadwaj	Member	Independent , Non Executive	4	4
Dr. Priyadarshini Manvikar	Member	Independent , Non Executive	4	4
Mr. Sandeep Rathi	Member	Executive Director cum CFO	4	3



iii. Meetings

Four Stakeholders' Relationship Committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: **29.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020.**

The necessary quorum was present for all the meetings.

iv. Details of complaints/requests received, resolved and pending during the year 2019-2020.

NUMBER OF COMPLAINTS	NUMBER
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange / SCORE and so on	NIL
Number of complaints resolved	NIL
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2020	NIL
Complaints pending as on March 31, 2020	NIL
Number of Share transfers pending for approval, as on March 31, 2020	NIL

INVESTOR EDUCATION AND PROTECTION FUND:

In terms of the provisions of the Companies Act, the Company is obliged to transfer dividends which remain unpaid or unclaimed for a period of seven years from the declaration to the credit of the Investor education and Protection Fund established by the Central Government. Accordingly, the Members are hereby informed that the 7 years period for payment of the dividend pertaining to financial year 2012-2013 will expire on 20-09-2020 and thereafter the amount standing to the credit in the said account will be transferred to the "Investor Education and Protection Fund" of the Central Government. The details of Dividend of earlier years remain unclaimed by the shareholders as on 31.03.2020 are as given below:

Financial Year	Date of Declaration of Dividend	Last Date of Claiming Dividend	Unclaimed amount as on 31.03.2020	Due date for transfer to Investor Education and Protection Fund (IEPF)
2012-2013	21-09-2013	20-09-2020	Rs. 91,137/-	19-10-2020

Pursuant to provisions of Section 124 of Companies Act, 2013, the unclaimed dividend within the last date mentioned for the respective years, will be transferred to Investor Education and Protection Fund (IEPF) established by Government of India pursuant to Section 125 of the Companies Act, 2013.

TRANSFER OF SHARES AND UNPAID/UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, an amount of 83,835/- pertaining to unpaid and unclaimed dividend for the financial year 2011-12 has been transferred to IEPF during the year under report. Further 6,550 shares in respect of which dividend has not been paid or claimed for seven consecutive years have also been transferred to IEPF.

Before effecting transfer of shares to IEPF, Company has informed all such members, whose shares were liable to be transferred to IEPF during financial year 2018-19 through letters and newspaper publication.

The details of dividend and shares transferred to IEPF, unpaid and unclaimed amounts lying with the Company and procedure for claiming the dividend and shares from IEPF Authority are available on the website of the Company at the link: www.bnrul.com and also on the website of Investor Education and Protection Fund Authority i.e. www.iepf.gov.in.

The last date for claiming dividend declared during financial year 2012-13 is 20-09-2020 and remained unpaid is Rs.91,137/- Members may forward their claims for unclaimed dividend to the Company's RTA before they are due to be transferred to IEPF. No claim shall lie against the Company in respect of the dividend/shares so transferred.



DETAILS OF THE NODAL OFFICER

The Company has designated Mr. Prakash Narayan Rathi as a Nodal Officer for the purpose of IEPF.

DECLARATION BY THE COMPANY

The Company has issued a certificate to its Directors, confirming that it has not made any default under Section 164(2) of the Act, as on March 31, 2020.

MANGEMENT & DISCUSSION ANALYSIS:

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report as **Annexure - V**.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the paid-up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25 Crores, Corporate Governance is Not Applicable.

FAMILIARISATION PROGRAMMES:

The Company familiarizes its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarization programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarization programme for Independent Directors is disclosed on the Company's website www.bnrul.com.

MECHANISM FOR EVALUATION OF BOARD:

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given six forms for evaluation of the following:

- (i) Evaluation of Board;
- (ii) Evaluation of Committees of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Chairperson;
- (v) Evaluation of Non-Executive and Non-Independent Directors; and
- (vi) Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

- 1. Could do more to meet expectations;
- 2. Meets expectations; and
- 3. Exceeds expectations.

The Directors have sent the duly filled forms to Nomination & Remuneration committee. Based on the evaluation done by the Directors, the Committee has prepared a report and submitted the Evaluation Report. Based on the report, the Board of Directors has informed the rankings to each Director and also informed that the performance of Directors is satisfactory and they are recommended for continuation as Directors of the Company.

BOARD MEETINGS:

The Board of Directors met Four (4) times during the year on 29.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020. and the maximum gap between any two meetings was less than four months, as stipulated under the provisions of Companies Act, 2013.

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays



down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website www.bnrul.com

AMENDMENTS TO POLICIES & CODES ADOPTED BY THE COMPANY:

Pursuant to SEBI circular(s), the Company has amended the following policies and the same were updated on the website of the Company:

- Code of Insider Trading
- Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information.
- Policy for Procedure of Inquiry In case of leak Unpublished Price Sensitive Information.
- Policy on Related Party
- Policy on Risk Management
- Vigil Mechanism

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There have been no frauds reported by the auditors u/s 143(12).

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment, if any.

The following is the constitution of the Committee:

Name	Designation
Dr. M. Priyadarshini	Presiding Officer
Mrs. Sonal Agarwal	Member
Mr. Prakash Narayan Rathi	Member
Mrs. Manju Asawa	External Member

The Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CEO/ CFO CERTIFICATION:

The Managing Director and Executive Director cum CFO certification of the financial statements for the year 2019-2020 is annexed in this Annual Report as **Annexure -VI**.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received a declaration from Mr. Bharadwaj Turlapati, Mrs. Burli Priyadarshini and Mr. Janampalli Vikramdev Rao, Independent directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and under regulation 16(1)(b) read with regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed with the annual report as **Annexure - VII**.

The Independent Directors have also confirmed that they have complied Company’s Code of Conduct.

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.



During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

APPRECIATION & ACKNOWLEDGEMENT:

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the Company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

**For and on behalf of the Board of
BNR Udyog Limited**

**Place : Hyderabad
Date : 29.06.2020**

**Sd/-
Sandeep Rathi
Executive Director
(DIN: 05261139)**

**Sd/-
Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby discloses the details of unpaid/unclaimed dividend and therespective share thereof as follows:

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	No. of shareholders who approached the Company for transfer of shares from suspense account during the year.	No. of shareholders to whom shares were transferred from suspense account during the year.	Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.
46055	NIL	NIL	52605

**** Voting Right on these shares shall remain frozen till the rightful owner of such shares claims the shares.**

**MGT 9****Extract of Annual Return**

As on the Financial Year 31.03.2020

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

I. REGISTRATION AND OTHER DETAILS:	
i. CIN:-	L67120AP1994PLC018841
ii. Registration Date	29-11-1994
iii. Name of the Company	BNR Udyog Limited
iv. Category / Sub-Category of the Company	Company limited by shares/ Non-Government Company
v. Address of the Registered Office and contact details	6-3-650, 218, 2nd flr, Maheshwari Chambers, Somajiguda, Hyderabad - 500082
vi. Whether listed Company Yes / No	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. KFin Technology Pvt. Ltd., Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the Company
1.	Investment	99715122	24.21
2.	Business Support Service	99831177	75.79

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

S.No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of sharesheld	Applicable Section
N.A					



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

i) Category-wise Share Holding:-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian									
Individual/HUF	2071394	4900	2076294	69.21	2071394	4300	2075694	69.19	-0.02
Central Govt	0	0	0	0	0	0	0	0	0
State Govt (s)	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1) :-	2071394	4900	2076294	69.21	2071394	4300	2075694	69.19	-0.02
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) BodiesCorp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) AnyOther....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2071394	4900	2076294	69.21	2071394	4300	2075694	69.19	-0.02
B. Public Shareholding									
1.Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. i) Indian ii) Overseas b) Individuals	17114	8900	26014	0.87	11453	8800	20253	0.68	-0.19



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	392835	120216	513051	17.10	397376	112616	509992	17.00	-0.10
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	338575	0	338575	11.29	341455	0	341455	11.38	0.10
c) Others (specify)									
3.I.E.P.F.	46055	0	46055	1.54	52605	0	52605	1.75	0.22
2.Clearing Members	0	0	0	0	0	0	0	0	0.00
3. Non Resident Indians	11	0	11	0	1	0	1	0	0.00
Sub-total(B)(2) Total Public Shareholding(B) =(B)(1)+(B)(2)	794590	129116	923706	30.79	802890	121416	924306	30.81	0.02
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2865984	134016	3000000	100	2874284	125716	3000000	100	0

(ii) Shareholding of Promoters

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Kamal Narayan Rathi	1734034	3600	1737634	57.92	1734034	3600	1737634	57.92	—
2. Mayura Rathi	135445	—	135445	4.51	135445	—	135445	4.51	---
3. Sandeep Rathi	134974	800	135774	4.53	134974	200	135174	4.51	-0.02
4. Sunita Devi Rathi	3641	500	4141	0.14	3641	500	4141	0.14	---
5. KamalNarayan Rathi HUF	63300	—	63300	2.11	63300	—	63300	2.11	—



(iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.					
	At the beginning of the year	20,76,294	69.21	----	----
Date wise Increase / Decrease in Promoter's Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc): Transfer of shares 600					
	At the end of the year	----	----	20,75,694	69.19

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Subramanian P				
	At the beginning of the year	1,48,480	4.95	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc): Transfer of shares 148480 on 8-11-2019					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	----	----

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2.	Amit Rathi				
	At the beginning of the year	81,000	2.70	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	81,000	2.70

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3.	Investor Education and Protection Fund Authority M				
	At the beginning of the year	46,055	1.54	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): On 6-12-2019 6405 & 20-12-2019 145 Shares Total 6550					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	52,605	1.75



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
4.	Sanjiv Kumar Deepesh Mishra				
	At the beginning of the year	41,760	1.39	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): 41,760 Share Transferred on 28-6-2019					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	----	----

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5.	Vasudha Mishra				
	At the beginning of the year	----	----	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc):					
	Date	Increase/Decrease in share holding		Reason	
	28/06/2019	41760		Transfer	
	30/08/2019	-1		Transfer	
	10/01/2020	-117		Transfer	
	24/01/2020	-180		Transfer	
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	41,462	1.38

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
6.	Rasiklal Mansukhlal Barbhaya				
	At the beginning of the year	18,000	0.60	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	18,000	0.60



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
7.	Ramesh Kumar Gupta				
	At the beginning of the year	16,368	0.55	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	16,368	0.55

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
8.	Rukmani Gautam				
	At the beginning of the year	11,277	0.38	----	----

Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc):

Date	Increase/Decrease in share holding	Reason
05/04/2019	15	Transfer
12/04/2019	-975	Transfer
19/04/2019	-600	Transfer
26/04/2019	-40	Transfer
24/05/2019	50	Transfer
31/05/2019	10	Transfer
07/06/2019	515	Transfer
28/06/2019	2100	Transfer
05/07/2019	-1	Transfer
02/08/2019	-298	Transfer
09/08/2019	-1100	Transfer
30/08/2019	2900	Transfer
27/09/2019	92	Transfer
30/09/2019	8	Transfer
18/10/2019	-900	Transfer
08/11/2019	-700	Transfer
29/11/2019	2260	Transfer
13/12/2019	-3990	Transfer
27/12/2019	4000	Transfer
10/01/2020	-4990	Transfer
17/01/2020	8	Transfer
24/01/2020	662	Transfer
31/01/2020	4194	Transfer
07/02/2020	-30	Transfer
14/02/2020	-10	Transfer
21/02/2020	-12	Transfer
27/03/2020	10	Transfer

	At the end of the year (or on the date of separation, if separated during the year.)	----	----	14,455	0.48
--	--------------------------------------------------------------------------------------	------	------	--------	------



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9.	Anita Dubey				
	At the beginning of the year	11,000	0.37	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	11,000	0.37

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10.	Sangeetha S				
	At the beginning of the year	10,690	0.36	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc):					
	Date	Increase/Decrease in share holding		Reason	
	08/11/2019	1,48,480		Transfer	
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	1,59,170	5.31

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
11.	Kurnool Chandra Sekhar				
	At the beginning of the year	10,000	0.33	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	10,000	0.33

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
12.	Pradip Kumar Jain HUF				
	At the beginning of the year	9,950	0.33	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	9,950	0.33


(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Kamal Narayan Rathi				
	At the beginning of the year	1737634	57.92		
	Date wise Increase / Decrease in Promoter's Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc):				
	At the end of the year			1737634	57.92
2.	Sandeep Rathi				
	At the beginning of the year	135774	4.53		
	Date wise Increase / Decrease in Promoter's Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): 600 Shares Transferred				
	At the end of the year			135174	4.50

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

Indebtedness at the beginning of the financial year	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	—	—	—
Change in Indebtedness during the financial year Addition/Reduction	—	—	—	—
Net Change	—	—	—	—
Indebtedness at the end of the financial year				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	—	—	—

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD / ED / Manager/ CFO		Total Amt. in Rs.
		Kamal Narayan Rathi	Sandeep Rathi	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s17(2) Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Remuneration to managing Director Rs.9,81,667/-	Remuneration to Director cum CFO Rs.7,45,291/-	17,26,958/-



Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amt. in Rs.
		Kamal Narayan Rathi	Sandeep Rathi	
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission - as % of profit - Others, specify...	—	—	—
5.	Others, please specify	—	—	—
6.	Total (A)	Rs.9,81,667/-	Rs.7,45,291/-	17,26,958/-
7.	Ceiling as per the Act	—	—	—

B. Remuneration to other directors:
Amount in Rs.

Sl. No.	Particulars of Remuneration	Name of Director			Total Amount
		Mr. J.Vikramdev Rao	Mr. T.Bhardwaj	Dr. M. Priyadarshini	
1.	Independent Directors Fee for attending board / committee meetings · Commission · Others, please specify	14,616	19,238	19,238	53,092
	Total (1)	14,616	19,238	19,238	53,092
2.	Other Non-Executive Directors · Fee for attending board / committee meetings · commission · Others, please specify	—	—	—	—
	Total (2)	—	—	—	—
	Total Managerial Remuneration Total (B)=(1+2)	14,616	19,238	19,238	53,092
	Overall Ceiling as per the Act	—	—	—	—

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total in Rs.
		CEO	Company Secretary (Mrs. Sonal Agarwal)	CFO	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s17(2) Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-Tax Act, 1961	—	Rs. 10,000 x 12 Months=Rs.1,20,000	—	1,20,000
2.	Stock Option	—	—	—	---
3.	Sweat Equity	—	—	—	---
4.	Commission- as % of profit- others, specify	—	—	—	---
5.	Others, please specify	—	—	—	---
6.	Total	—	Rs. 1,20,000	—	1,20,000



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

**For and on behalf of the Board of
BNR Udyog Limited**

**Place : Hyderabad
Date : 29.06.2020**

**Sd/-
Sandeep Rathi
Executive Director
(DIN: 05261139)**

**Sd/-
Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**



FORM MR-3

Annexure II

SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To
The Members of
M/s. BNR Udyog Limited,
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. BNR Udyog Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year commencing from 1st April, 2019 and ended 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. BNR Udyog Limited ("The Company") for the financial year ended on 31st March, 2020, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under.
 - ii. The Securities Contracts (Regulation) Act, and thereafter 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder.
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2019-20.
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly and event based disclosures wherever applicable.**
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable as the Company has not issued any shares during the year under review.**
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2018; **Not Applicable as the Company has not delisted/ proposed to delist its equity shares during the year under review.**
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ; Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.
 - v. 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; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2019: **Not Applicable as the Company has not issued any debt securities during the year under review.**
 - vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
 - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. www.bnrul.com.**
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.
 - x. **Other applicable laws include the following:**
The Payment of Gratuity Act, 1972



Employees Provident Fund and Miscellaneous Provisions Act, 1952
Employees State Insurance Act, 1948
Income Tax Act, 1961
Indian Stamp Act, 1899
Minimum Wages Act, 1948
Payment of Bonus Act, 1965
Payment of Wages Act, 1936
Shops and Establishments Act, 1948

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The compliance by the Company of applicable financial Laws like Direct and Indirect tax laws have not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.
3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above including the following:
- a) During the year the Company has conducted 4 meetings of the Board of Directors, 4 meetings of the Audit committee, 4 Meetings of Stakeholder Relationship Committee and 1 meeting of Independent Directors. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.
 - b) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
 - (i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the Company under the financial year under report;
 - Overseas Direct Investment by residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the Company under the financial year under report.
 - (ii) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

We further report that:-

- The Company has Company Secretary namely Ms.Sonal Agarwal and CFO namely Mr.Sandeep Rathi.
- The Company has internal auditors namely M/s. PPKG & Co, Chartered Accountants, Hyderabad.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We further report that based on the review of the compliance/ certificates of the Company Secretary which were taken on record by the Board of Directors, 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.
- We further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Place: Hyderabad
Date: 26.06.2020

For S.S. Reddy & Associates
Sd/-
S. Sarveswara Reddy
Proprietor
M. No. A12611, C.P. No: 7478
UDIN NO. A012611B000386424



Annexure A

To
The Members of M/s. BNR Udyog Limited,
Hyderabad

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 26.06.2020

For S.S. Reddy & Associates
Sd/-
S. Sarveswara Reddy
Proprietor
M. No. A12611, C.P. No: 7478
UDIN NO. A012611B000386424

Form AOC-2
Particulars of contracts/arrangements made with related parties

[Pursuant to Clause (h) Sub-section(3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014- AOC-2]

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis : Not Applicable

a)	Name(s) of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transactions	None
c)	Duration of the contracts/arrangements/transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or Transactions including the value, if any	Not Applicable
e)	Justification for entering into such contracts or Arrangements or transactions	Not Applicable
f)	Date(s) of approval of the Board	Not Applicable
g)	Amounts paid as advances, if any	None
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Not Applicable

2. Details of material contracts or arrangement or transactions at arms length basis:

S.No	Particulars	Details
a)	Name(s) of the related party & nature of relationship	None
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	None
e)	Justification of entering into such contracts or arrangements or transactions	None
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Not Applicable



STATEMENT SHOWING THE NAMES OF TOP TEN EMPLOYEES PURSUANT TO SEC. 197 READ WITH RULE 5 (1) (2) and (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Rule 5 (1) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Particulars	Kamal Narayan Rathi Managing Director	Sandeep Rathi Executive Director
1.	The ratio of remuneration to each director to the median remuneration of the employees of the Company for the financial year.	4:1	3:1
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	NIL	NIL
3.	The percentage increase in the median remuneration of employees in the financial year	NIL	NIL
4.	The number of permanent employees on the rolls of the Company	10	10

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average percentage increase in the salaries of employees other than the managerial personnel in the financial year 2019-20 is 6.54% and there is no increase in the remuneration of managerial personnel except due to change in the amount of medical reimbursements over previous year which comes to -1.13%.

Affirmation that the remuneration is as per the remuneration policy of the company. The Company affirms that the remuneration is as per the remuneration policy of the Company.

Rule 5 (2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

SL NO.	NAME OF THE EMPLOYEES	Designation	Remuneration Per Annum	Nature of Employment	Age	% of E.Shares held	Relative of any Director
1.	Kamal Narayan Rathi	Managing Director	9,81,667	Whole-time	63	57.92	F/o. Sandeep Rathi
2.	Sandeep Rathi	Executive Director Cum CFO	7,45,291	Whole-time	40	4.53	S/o. Kamal Narayan Rathi
3	Prakash Narayan Rathi	Gen. Manger	6,36,000	Whole-time	56	NIL	NA
4	Sonal Agarwal	Company Secretay	1,20,000	Whole-time	34	NIL	NA
5	Santhosh Kumar R	Editor Cum Transcriptionist	2,34,354	Whole-time	40	NIL	NA
6	Siddaiah M	Supervisor	2,58,500	Whole-time	35	NIL	NA
7	Azam Hussain	Driver cum Supervisor	1,94,000	Whole-time	43	NIL	NA
8	Agin Mehto	Office Boy	1,20,000	Whole-time	27	NIL	NA
9	Ganeswar Dhal	Office Boy	1,54,680	Whole-time	32	NIL	NA
10	Ganesh Sharma	Asst. Accountant under probation	3,19,774	Whole-time	39	NIL	NA

MANAGEMENT & DISCUSSION ANALYSIS

1. Overview

This year the review that your company has not performed well for the financial year ended 31.03.2020 but hope to perform well in near future as the Company is trying very hard to get more orders on IT and IT Enable Services and e-Governance Projects (Business Support Services).

2. Industry Structure and Developments

Your Company is carrying Business support services, Financial and Medical Transcription activities. In Business support services the is working for Government, semi government and private sectors and the company is optimistic of improving further business with special focus on Software projects with some more clients. In Financial service sector your company is doing satisfactory and in Medical Transcription your company is carried business up to August 2018 and thereafter due to accuracy in voice recognition software which was launched with more features for reaching accuracy.

3. Opportunities and Threats

The national e-Governance plan of Indian government seeks to lay the foundation and provide long term growth of e-Governance projects in India. Setting up the core infrastructure and policies and implementation of a number of mission mode projects at the Centre & State. This Government initiative is likely to get a boost to address issues in remote working difficulties faced by the Govt. during the pandemic. Good business opportunities are available in the Indian Markets. It has tremendous scope for the next two decades.

4. Segment –wise or product wise performance

Your Company considers IT & ITS, E-Governance, Business support service and Investment and Finance as the primary segment for reporting.

5. Internal Control & Adequacy

The Company has a proper and adequate internal control systems commensurate with its size and nature of business to meet the following objectives.

- a) Providing assurance regarding the effectiveness and efficiency of operations.
- b) Efficient use and safeguarding of resources.
- c) Compliance with policies, procedures and applicable laws and regulations:
- d) These systems and IT enabled which facilitate effective checks and light monitoring of all parameters and control on continuous basis.
- e) The Audit Committee actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them time to time.
- f) Risk assessment reports received from various departments are reviewed periodically and steps are initiated for elimination whenever needed.

6. Risk Management System

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

7. Risks and Concerns

Today's technology service and support business model is rapidly changing to successfully navigate the shifting landscape. Leaders in the service industry need to anticipate these changes and identify strategic options to "future proof" their services business. A future scenario for technology services identifies key market and other forces that could potentially impact the future of the support services industry. Particular attention was paid to exploring the relationship between uncertainties that pose the greatest threat to the well-entrenched business model, value chain and customer value proposition that have defined the technology support services business for decades and which are already showing signs of weakening in the market place.

8. Outlook

In the Business support services your company is participating in the Tenders called by the Government, Semi-government and private companies Business support Service sector the company is receiving regular work not only form its old clients but also new clients have approached. In the Financial Sector the share market was so volatile and your company was very cautious.

9. Human Resource

The company due to the continuous dedicated efforts of our employees.



CERTIFICATE BY THE EXECUTIVE DIRECTOR CUM CFO OF THE COMPANY

To
The Board of Directors
BNR Udyog Limited
Hyderabad

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2020 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the Company's internal control system.

**For and on behalf of the Board of
BNR Udyog Limited**

**Place : Hyderabad
Date : 29.06.2020**

**Sd/-
Sandeep Rathi
Executive Director
(DIN: 05261139)**

**Sd/-
Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**

Certificate of Code of Conduct for the year 2019-20

In accordance with Regulation 26 (3) and Schedule V of the Listing Regulations with the StockExchanges, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31st March 2020.

**For and on behalf of the Board of
BNR Udyog Limited**

**Place : Hyderabad
Date : 29.06.2020**

**Sd/-
Kamal Narayan Rathi
Managing Director
(DIN: 00011549)**



DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s BNR Udyog Limited
Hyderabad

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/ transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the Company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours faithfully,

Sd/-

**J. Vikramdev Rao
(Independent director)**

**Date : 29.06.2020
Place : Hyderabad**



DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s BNR Udyog Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that up to the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the Company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours faithfully,

Sd/-

**T. Bharadwaj
(Independent director)**

**Date : 29.06.2020
Place : Hyderabad**



DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To
The Board of Directors
M/s BNR Udyog Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the Company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Yours faithfully,

Sd/-

**Dr. M. Priyadarshini
(Independent director)**

**Date : 29.06.2020
Place : Hyderabad**



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BNR UDYOG LIMITED.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of BNR Udyog Limited ('the Company') which comprise the Balance Sheet as at 31 March, 2020, the Statement of Comprehensive Income for the twelve months and year ended on that date, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2020, and profit/loss, (changes in equity) and its cash flows 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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 opinion

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the company in accordance with accounting principles, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. The respective Board of Directors of the company are responsible for maintenance of the adequate accounting records for safeguarding assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors of the company are 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 of the Company are responsible for oversees the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

- Obtain an understanding of internal financial 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 (not) responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2020 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"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and 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 – Refer Note 2.5 to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Laxminiwas & Co.
Chartered Accountants
Firm's registration number: 011168S

Sd/-
Vijay Singh
Partner
Membership number: 221671
UDIN 20221671AAAAHU6036

Hyderabad,
25th July 2020

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report that:

- (i) a. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, the fixed assets of the Company have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to 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.
- (ii) The Company has no inventory; accordingly, the provisions of Clause 3(ii) of the Order, 2016 are not applicable.
- (iii) The Company does not have any Holding/Subsidiary Company. Accordingly, the provisions of Clause 3 (iii) (a) to (c) of the 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 Companies Act, in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act.
- (vii) a. According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs duty, Excise Duty, Value added Tax, Cess, Goods and Service Tax and any other statutory dues applicable to it as on 31 March 2020.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Income Tax, Sales Tax, Value Added Tax, Customs Duty, Service Tax, Cess, Goods and Service Tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.
 - c. According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and Goods and Service Tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanation given to us, the Company has not defaulted in repayment of dues to bank and financial institutions as at balance sheet date. The Company has not issued any debentures during the year.
- (ix) According to the records of the Company examined by us and information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the 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) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of Paragraph 3 of the Order is not applicable to the Company.
- (xv) 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 its directors or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Laxminiwas & Co.
Chartered Accountants
Firm's registration number: 011168S

Sd/-
Vijay Singh
Partner
Membership number: 221671
UDIN 20221671AAAAHU6036

Hyderabad,
25th July 2020

Annexure - B to the Auditors' Report

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

We have audited the Internal Financial Controls over financial reporting of **BNR Udyog Limited** ("the Company") as of 31st March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's 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 judgement, 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 disposition of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of Internal Financial Controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls over financial reporting to



future periods are subject to the risk that the Internal Financial Control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls system over financial reporting and such Internal Financial Controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Laxminiwas & Co.
Chartered Accountants
Firm's Registration Number: 011168S

Sd/-
Vijay Singh
Partner
Membership Number: 221671
UDIN 20221671AAAAHU6036

Hyderabad
25th July 2020



BALANCE SHEET AS AT 31st March, 2020

(Value in Rs.)

PARTICULARS	Note	As on 31-03-2020	As on 31-03-2019
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	30,23,315	32,24,959
(b) Investment property	4	1,45,47,318	76,32,877
(c) Financial Assets			
(i) Non-Current investments	5	69,48,983	1,09,08,593
(ii) Long term loans and advances	6	7,20,000	20,000
(d) Deferred tax assets (net)	7	15,35,359	----
(e) Other non-financial assets	8	1,25,727	1,25,727
(f) Income tax assets (net)			
Total Non - Current Assets		2,69,00,702	2,19,12,156
Current assets			
(a) Financial Assets			
(i) Current investments	9	62,88,050	77,88,050
(ii) Trade receivables	10	53,08,937	76,89,615
(iii) Cash and cash equivalents	11	8,30,458	6,55,762
(iv) Short term loans and advances	12	18,02,000	17,63,000
(v) Other financial assets	13	8,38,634	8,64,266
(vi) Other current assets	14	7,14,778	68,90,767
Total Current Assets		1,57,82,856	2,56,51,459
Total Assets		4,26,83,558	4,75,63,616
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	3,00,00,000	3,00,00,000
(b) Other equity		44,38,733	1,14,88,952
Total equity		3,44,38,733	4,14,88,952
LIABILITIES			
Non-Current liabilities			
(a) Financial liabilities			
(i) Long- Term borrowing	16	6,71,155	9,75,885
(b) Deferr tax liabilities (Net)	17	----	1,71,777
Total Non-Current Liabilities		6,71,155	11,47,662
Current liabilities			
(a) Financial Liabilities			
(i) Short- Term borrowings	18	7,79,949	12,11,045
(ii) Trade payables	19	52,29,484	23,97,422
(iii) Other financial liabilities	20	15,05,996	12,37,623
(b) Other current liabilities	21	58,241	80,912
Total Current Liabilities		75,73,670	49,27,002
Total Equity and Liabilities		4,26,83,558	4,75,63,616
Significant accounting policies and notes 1 & 2			

In terms of our report attached
For **LAXMINIWAS & CO.,**
Chartered Accountants,
Firm Registration No. 011168S
Sd/-

VIJAY SINGH
Partner M.No. 221671
Place : Hyderabad
Date : 29.06.2020

Sd/-
SONALAGARWAL
Company Secretary
M. No. 29790

Sd/-
T. BHARADWAJ
Director
DIN : 00211834

For and on behalf of the Board of
BNR UDYOG LTD.
CIN : L67120AP1994PLC018841

Sd/-
KAMAL NARAYAN RATHI
Managing Director
DIN : 00011549



Statement of Profit and Loss and other Comprehensive Income for the year ending 31st March, 2020

PARTICULARS	Note	For the year ended 31-03-2020	For the year ended 31-03-2019
Continuing operations			
Revenue from operations	22	81,18,607	88,30,814
Other income	23	9,09,701	10,44,341
Total income		90,28,308	98,75,155
Expenses			
Employee benefits expense	24	41,25,897	41,50,070
Depreciation and amortization expense	3	6,15,927	14,66,581
Finance costs	25	1,11,727	1,30,905
Other expenses	26	82,43,273	82,83,044
Total expense		1,30,96,824	1,40,30,600
Profit/(loss) before exceptional items and tax from continuing operations		-40,68,516	-41,55,445
Exceptional items	27	----	18,069
Profit/(loss) before tax from continuing operations		-40,68,516	-41,37,376
(1) Current Tax			
Provision of Tax		-	-
(2) Adjustment of Tax relating to earlier periods		3,388	3,37,080
(3) Deferred Tax Assets	7	17,07,135	-2,96,214
Income tax expense		17,10,523	40,866
Profit/(loss) for the year		-23,57,993	-40,96,510
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
Changes in fair value if investment		-46,92,226	2,23,268
(ii) Items that will be reclassified subsequently to profit or loss		-	-
Deferred relating to fair value changes		-	-
Total other comprehensive income (Net of taxes)		-46,92,226	2,23,268
Total comprehensive income		-70,50,219	-38,73,242
Earning per equity share			
Basic earning per share		-0.79	-1.37
Diluted earning per share		-0.79	-1.37

In terms of our report attached
For **LAXMINIWAS & CO.,**
Chartered Accountants,
Firm Registration No. 011168S
Sd/-

VIJAY SINGH
Partner M.No. 221671
Place : Hyderabad
Date : 29.06.2020

Sd/-
SONALAGARWAL
Company Secretary
M. No. 29790

Sd/-
T. BHARADWAJ
Director
DIN : 00211834

For and on behalf of the Board of
BNR UDYOG LTD.
CIN : L67120AP1994PLC018841

Sd/-
KAMAL NARAYAN RATHI
Managing Director
DIN : 00011549


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Rs.)

Particulars	For the year ended 31.03.2020		For the year ended 31.03.2019	
A. Cash Flow From Operating Activities				
Net - Profit Before Tax And Extraordinary Items		-40,68,516		-41,37,376
Adjustment for				
Depreciation	6,15,927		14,66,581	
Finance cost	1,11,727		1,30,905	
Profit of sale of assets	-		-18,069	
Dividend income	-94,150		-85,035	
Profit on sale of investments	-3,47,695		-4,92,490	
Interest income	-8,14,231	-5,28,422	-9,59,306	42,586
Operating Profit Before Working Capital Changes		45,96,938		-40,94,790
Adjustments for (increase)/ decrease in operating assets:				
(Increase) / Decrease in Trade & Other Receivables	23,80,678		32,50,541	
(Increase) / Decrease in Other Financial Assets	1,21,538		-2,26,895	
(Increase) / Decrease in Other Current Assets	61,75,989		73,567	
(Increase) / Decrease in Short Term Loans and Advances	-39,000		1,18,500	
Adjustments for increase / (decrease) in operating liabilities:				
Increase / (Decrease) in Trade Payables	28,32,062		-29,41,935	
Increase / (Decrease) in Other Current Liabilities	-22,671		-57,940	
Increase / (Decrease) in Other Financial Liabilities	2,68,373	1,17,16,969	-24,377	1,91,461
Cash Generated From Operations		71,20,031		-39,03,329
Direct taxes paid/refund received	3,388	3,388	3,37,080	3,37,080
Net Cash Flow From Operating Activities (A)		71,23,419		-35,66,249
B. Cash Flow From Investing Activities				
Purchase Of Fixed Assets	-4,14,283		-20,83,380	
Deletions from Fixed Assets	-		3,65,031	
Interest received	7,18,326		8,60,893	
Loans and Advances	-7,00,000			
Dividend received	94,150		85,035	
Investment Property	-69,14,441			
Investments sold during the year (Net)	11,15,078		37,98,925	30,26,504
Net Cash Used In Investing Activities (B)		-61,01,171		30,26,504
B. Cash Flow From Financing Activities				
Increase / (Decrease) Long term borrowings	-3,04,730		9,75,885	
Increase / (Decrease) Bank overdraft	-4,31,095		-3,47,218	
Finance charges paid	-1,11,727		-1,30,905	
Dividend paid	-	-8,47,552	-	4,97,762
Net Cash used in Financing Activities (C)		-8,47,552		4,97,762
Net Increase/ (Decrease) In Cash And Cash Equivalents (A+B+C)		1,74,696		-41,983
Opening Cash and Cash Equivalents		6,55,762		6,97,745
Closing Cash and Cash Equivalents		8,30,458		6,55,762

 In terms of our report attached
 For **LAXMINIWAS & CO.,**
 Chartered Accountants,
 Firm Registration No. 011168S

Sd/-

VIJAY SINGH

Partner M.No. 221671

Place : Hyderabad

Date : 29.06.2020

Sd/-

SONAL AGARWAL

Company Secretary

M. No. 29790

Sd/-

T. BHARADWAJ

Director

DIN : 00211834

Sd/-

KAMAL NARAYAN RATHI

Managing Director

DIN : 00011549

 For and on behalf of the Board of
BNR UDYOG LTD.
 CIN : L67120AP1994PLC018841



STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2020

(a) Equity Share Capital	(Amt in Rs.)
Balance as at 1 April , 2018	3,00,00,000
Changes in equity share capital during the year	-
Balance as at 31 March , 2019	3,00,00,000
Balance as at 1 April , 2019	3,00,00,000
Changes in equity share capital during the year	-
Balance as at 31 March , 2020	3,00,00,000

(b) Other Equity	(Amt in Rs.)
-------------------------	--------------

	Securities premium reserve	General reserves	Retained earnings	Equity instruments through other comprehensive income	Other items of other comprehensive income	Total other equity
Balance as of 1st April, 2018	-	1,07,50,000	59,98,389	-13,86,196	-	1,53,62,193
Profit and loss during period			-40,96,510			-40,96,510
Transfer from profit and loss to general reserve						-
Proposed dividend (inclusive of tax)						-
Ajustments due to fair value				2,23,268		2,23,268
Actuarial Gain				-		-
Balance as on 31 March, 2019	-	1,07,50,000	19,01,879	-11,62,928	-	1,14,88,952
Balance as of 1st April, 2019	-	1,07,50,000	19,01,879	-11,62,928	-	1,14,88,952
Profit and loss during period			-23,57,993			-23,57,993
Transfer from profit and loss to general reserve					-	
Proposed dividend (inclusive of tax)						-
Ajustments due to fair value				-46,92,226		-46,92,226
Actuarial gain						-
Balance as on 31 March, 2020	-	1,07,50,000	-4,56,114	-58,55,154	-	44,38,733

In terms of our report attached
For **LAXMINIWAS & CO.,**
Chartered Accountants,
Firm Registration No. 011168S

Sd/-
VIJAY SINGH
Partner M.No. 221671
Place : Hyderabad
Date : 29.06.2020

Sd/-
SONAL AGARWAL
Company Secretary
M. No. 29790

Sd/-
T. BHARADWAJ
Director
DIN : 00211834

For and on behalf of the Board of
BNR UDYOG LTD.
CIN : L67120AP1994PLC018841

Sd/-
KAMAL NARAYAN RATHI
Managing Director
DIN : 00011549

Notes Forming Parts of Financial Statement**Note 1****SIGNIFICANT ACCOUNTING POLICIES****1.1 Corporate information**

BNR Udyog Ltd (the Company) was incorporated on 29th November, 1994 as a Public Limited Company. The Company is engaged in the business of Business Support Service and Medical Transcription/Information Technology (IT)/ Information Technology Enabled Services (ITES).

1.2 Significant accounting policies**1.3 Statement of Compliance**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies Accounting Standard (Amendment Rules 2016).

1.4 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments (Equity Investment) that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2.

1.5 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities,

The management believes that the estimates used in preparation of financial statements are prudent and reasonable.

1.6 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- (ii) Held primarily for the purpose of trading
- (iii) Expected to be realised within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- (i) It is expected to be settled in normal operating cycle
- (ii) It is held primarily for the purpose of trading
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The company classifies all other liabilities as non-current.

1.7 Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

INR is the functional currency and also the reporting currency.

1.8 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic

benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

1.9 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

1.10 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

(i) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

(ii) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except: (i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss (ii) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.11 Property, plant and equipment

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, non refundable taxes and directly attributable cost of bringing the asset to its

present location and condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

The Company has elected to regard the carrying values of freehold land and buildings as deemed cost since they were broadly comparable to fair value. Depreciation on tangible assets has been provided on the straight line method as per useful life prescribed in schedule -II to the Companies Act, 2013 .

De-recognition and subsequent cost: Subsequent costs incurred for replacement of a major component of an asset should be included in the asset's carrying cost or recognised as a separate asset, as appropriate. The carrying value of the replaced component should be charged to Profit and Loss account when replaced.

De-recognition An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

1.12 Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time, value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

1.13 Retirement and other employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

Post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and the Company does not have any legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. i.e. risk is transferred to the insurance company

1.14 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(i) Debt instruments at amortised cost (ii) Debt instruments at fair value through other comprehensive income (FVTOCI) (iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL) (iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met: a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes

such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the group's consolidated balance sheet) when: (i) The rights to receive cash flows from the asset have expired, or (ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

1.15 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash. Net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.16 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares, potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.17 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

1.18 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Notes forming part of the financial statements

Note 2.1: Related party transactions
A): Details of related parties

Description of relationship	Names of related parties
(i) Key Management Personnel (KMP)	Mr.Kamal Narayan Rathi Mr. Sandeep Rathi
(ii) Relatives of KMP	Mr. Sandeep Rathi S/o. Mr. Kamal Narayan Rathi Mr. Kamal Narayan Rathi F/o. Mr. Sandeep Rathi
Related parties have been identified by the Management and relied upon by the Auditors.	

B) Rent and Remuneration Paid to Related Parties

(Rs. in lakhs)

Particulars	Year ended	Remuneration Paid
<u>KMP</u>		
Mr. Kamal Narayan Rathi	31-03-19 31-03-20	10,03,489 9,81,667
Mr. Sandeep Rathi	31-03-19 31-03-20	7,48,720 7,45,291

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31.03.2020 the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2019: INR Nil, 1st April 2018 Nil) . This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

2.2. Managerial Remuneration:

	As on 31st March, 2020	As on 31st March, 2019
	Amt. Rs.	Amt. Rs.
Salary to Managing Director	9,00,000	9,00,000
Contribution to Provident Fund	57,600	57,600
Medical Reimbursement	24,067	45,889
Total	9,81,667	10,03,489

2.3. Earnings per Share

	As on 31st March, 2020	As on 31st March, 2019
	Rs.	Rs.
Earnings per share has been calculated as under		
Profit after Taxation	-23,57,993	-38,00,263
Number of Ordinary shares	30,00,000	30,00,000
Basic & Diluted Earnings per share (Face value Rs.10/- per shares)	-0.79	-1.27

2.4. Earnings in Foreign Currency

	As on 31st March, 2020	As on 31st March, 2019
Medical Transcription Income	Nil	1,82,599
Expenditure in Foreign Currency	Nil	Nil

2.5 Contingent Liabilities

	As on 31st March, 2020	As on 31st March, 2019
A.Counter Gurantee against Bank Gurantee	2,88,050	2,88,050

2.6. There are no Micro Small and Medium Enterprises to whom the Company owes dues, as at 31st March 2020. This information as required to be disclosed under the Micro Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company

2.7. Balances shown under Trade Receivables are subject to confirmation/ reconciliation.

2.8. Figures of the previous years have been re-grouped and re- arranged, wherever considered necessary and rounded off to nearest rupee.

2.9. Employees Benefits

Employee Benefits have been provided as per provisions of **Indian Accounting Standard(IND AS): 19** issued by the Institute



of Chartered Accountants of India

Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under:

	As on 31st March, 2020	As on 31st March, 2019
Employer's Contribution to Provident / Pension Fund	1,70,268	1,60,730
Employer's Contribution to Employees State Insurance	38,473	53,122
Employer's Contribution to Employees Deposit Link Insurance	4,001	3,835

The Company contributes applicable rates of salary of all eligible employees towards Provident Fund and Employees State Insurance managed by the Central Government

Defined Benefit Plan

The employees gratuity fund scheme managed by LIC Group Gratuity is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The Company is having fair value of plan assets which is more than the present value of obligations. The same is not taken into account considering the prudence.

a. Table showing changes in present value of obligations

	As on 31st March, 2020	As on 31st March, 2019
	Rs.	Rs.
Present value of obligations as at beginning of year	8,87,955	8,58,432
Interest cost	66,597	68,675
Current service cost	19,496	18,955
Benefits paid	-	-
Actuarial (gain)/Loss on obligations	1,02,887	-58,107
Present value of obligations as at end of year	10,76,935	8,87,955

b. Assumptions

Discount rate	7.25%	7.50%
Salary escalation	7%	4%

c. Table showing fair value of plan assets

Fair value of plan assets at beginning of year	13,62,600	12,64,007
Actual return on plan assets	96,063	98,593
Contributions	-	-
Benefits paid	-	-
Fair value of plan assets at the end of year	14,58,663	13,62,600

Note 2.10: Disclouser of Impact of COVID 19

The sale/services and profitability of the Company has not been impacted due to COVID 19. The Company has assessed the recoverability of the assets including receivables, property, plant and equipment intangible assets and it is estimated that their is no effect on these assets.

Note 2.11: Financial instruments

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows :

• **Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities;

• **Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

• **Level 3:** Inputs for the asset or liability that are not based on observable market data (unobservable inputs).



Particulars	Fair value hierarchy		(Amt in Rs.)		
	Total	Quoted prices in active markets Level 1	Significant observable inputs Level 2	Significant unobservable inputs Level 3	
31-Mar-20					
Financial Asset					
Investment in quoted equity instrument	69,48,983	69,48,983	-	-	
Total	69,48,983	69,48,983	-	-	
31-Mar-19					
Financial Asset					
Investment in quoted Equity Instrument	1,09,08,593	1,09,08,593	-	-	
Total	1,09,08,593	1,09,08,593	-	-	

Note 2.12 : Deferred Tax Asset/liability (Net)

Particulars	As on 31st March, 2020	As on 31st March, 2019
Deferred tax liability arising on account of		
Difference between accounting base and tax base of property, plant and equipment	2,89,761	3,27,722
On Current year losses	14,38,048	-
Fair valuation	-1,92,450	-4,99,498
Balance carry forward		
Net Deferred Tax (Asset)/Liability	15,35,359	-1,71,777

Note A : Movements in Deferred tax assets and Deferred tax liabilities from 31 March 2019 to 31 March 2020

Particulars	Closing balance as on 31-03-2019	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing balance as on 31-03-2020
Deferred tax Liability arising on account of				
Difference between accounting base and tax base of Non current Investment	3,27,722	-37,961	-	2,89,761
Fair valuation	-4,99,499	-	3,07,048	-1,92,450
On Current year losses		14,38,048		14,38,048
Balance carry forward				
Deferred tax liability (Net)	-1,71,777	14,00,087	3,07,048	15,35,359

Note 2.13 : Segment Reporting

S.No	Particulars	As at 31.03.2020	As at 31.03.2019
			(Rs.in Lacs.)
1	Segment Revenue		
	a) Medical Transcription & Software Dev.	-	5.17
	b) Financial Activities/Others	21.86	23.96
	c) Business Support Services	68.42	69.80
	Total	90.28	98.93
	Less: Inter segment revenue		-
	Income from Operations	90.28	98.93
2	Segment Results		
	a) Medical Transcription & Software Dev.	-9.75	-7.72
	b) Financial Activities/Others	-7.37	-6.00
	c) Business Support Services	-16.33	-21.24
	Total	-33.45	-34.96
	Less:1) Interest	1.10	1.03
	2)Other Un-allocable Expenditure net off	-	-
	3) Unallocable Expenditure	6.13	5.38
	Total Profit /(Loss) Before Tax	-40.68	-41.37
3	Capital Employed		
	(Segment Assets-Segment Liabilities)		



a) Segment - A	10.37	11.23
b) Segment - B	320.72	380.18
c) Segment - C	13.29	23.47
Total	344.38	414.88

Notes forming part of the financial statements

Note : 3 Property, Plant & Equipment

Particulars	Tangibles Assets					
	Buildings (Freehold)	Plant and Equipment	Computer & Peripherals	Furniture & Fixtures	Vehicles	Total
Gross Block						
Balance as at 31st March 2018	11,21,954	20,31,265	2,39,98,157	36,69,198	48,71,422	3,56,91,996
Additions	-	90,847	1,25,018	-	17,37,515	19,53,380
Disposals / Impairment Loss	-	6	4	22	3,46,930	3,46,962
Balance as at 31st March 2019	11,21,954	21,22,106	2,41,23,171	36,69,176	62,62,007	3,72,98,414
Additions	2,96,175	3,462	39,990	-	74,656	4,14,283
Disposals / Impairment Loss	-	-	-	-	-	-
Balance as at 31st March 2020	14,18,129	21,25,568	2,41,63,161	36,69,176	63,36,663	3,77,12,697
Accumulated Deprecation						
Balance as at 31st March 2018	7,53,663	15,01,813	2,32,05,301	33,49,958	37,96,139	3,26,06,874
Deprecation charge for the year	33,481	1,09,465	6,69,442	63,543	5,90,650	14,66,581
Reversal on disposals	-	-	-	-	-	-
Balance as at 31st March 2019	7,87,144	16,11,278	2,38,74,743	34,13,501	43,86,789	3,40,73,455
Deprecation charge for the year	35,949	1,19,945	52,415	60,506	3,47,112	6,15,927
Reversal on disposals	-	-	-	-	-	-
Balance as at 31st March 2020	8,23,093	17,31,223	2,39,27,158	34,74,007	47,33,901	3,46,89,382
Net Block						
Balance as at 31st March 2020	5,95,036	3,94,345	2,36,003	1,95,169	16,02,762	30,23,315
Balance as at 31st March 2019	3,34,810	5,10,828	2,48,428	2,55,675	18,75,218	32,24,959

Note :4 Investment property

Particulars	As on 31st March, 2020	As on 31st March, 2019
Investment property	1,45,47,318	76,32,877
Total	1,45,47,318	76,32,877

Note 4.1 The investment property comprises of land and building of which the cost of the building is found to be insignificant. Thus no depreciation has been charged on the same.


Note:5 Non Current Investments

Name of the Company	As on 31st March, 2020		As on 31st March, 2019	
	Qty	Amount	Qty	Amount
A) Quoted Investments				
Assam Company Limited	27,000	-	27,000	57,510
Aurobindo Pharma Limited	3,800	15,69,590	3,300	25,93,800
Bharath Forge Limited	1,500	3,51,150	1,500	7,67,400
Deccan Cronicle Holdings Limited	5,000	-	5,000	-
Facor Steel Limited	25,000	-	25,000	-
FSL projects Limited (Frontline Soft Ltd)	5,000	-	5,000	-
Gati Limited	4,000	1,95,800	4,000	3,48,600
GMR Infrastructure Limited	3,000	48,750	3,000	59,400
Granules (India) Limited	-	-	10,000	11,43,000
Hazoor Multi Media Limited	4,265	-	4,265	1,962
HDFC Bank Limited	200	1,72,400	-	-
Housing Development & Infrastructure Limited	1,000	1,450	1,000	25,900
ICICI Prudential Limited	-	-	1,000	3,49,500
IDFC Bank Limited	4,000	84,400	4,000	2,20,800
Indoco Remedies Limited	1,200	2,51,220	1,200	2,43,240
Jupiter Bio Science Limited	1,000	-	1,000	-
Kesoram Industries Limited	-	-	1,000	72,750
Kingfisher Air Line Limited	500	-	500	-
KLG Systel Limited	4,369	-	4,369	-
KS Oils Limited	2,500	-	2,500	-
National Aluminium Company Limited	2,000	58,300	2,000	1,10,800
Next Generation Mediaa Limited (Silver Line Anni)	200	-	200	-
NHPC Limited	1,502	29,965	1,502	37,174
NMDC Limited (Natmine)	1,800	1,44,000	1,800	1,87,470
Pentamedia Graphics Limited	900	225	900	432
PVP Venture Limited (Ssi Ltd.)	3,500	-	3,500	11,620
Raymond Limited	2,700	4,46,000	2,700	21,85,515
Rohit Ferro-Tech Limited	12,235	5,383	12,235	12,235
Samtel Colour Limited	2,000	-	2,000	-
Seshachal Technology Limited (Javelin T)	2,000	-	2,000	-
Snowman Logestic Limited	5,000	1,58,250	5,000	1,64,750
Sun Pharmaceuticals Limited	3,000	10,56,600	3,000	14,37,750
Suzlon Energy Ltd	13,400	26,800	13,400	82,410
The South India Bank Limited	25,000	1,44,000	20,000	3,30,800
Unitech Limited	57,500	66,700	57,500	79,925
ZF Stearling Limited	500	1,12,500	500	3,58,850
Total (Quoted Investments)		49,23,483		1,08,83,593
B) Unquoted Investments				
A.P.Mahesh Co-op Urban Bank Ltd	1250	25,000	1,250	25,000
Chennai Super Kings Cricket Limited	3300	-	-	-
Propspace Square Pvt Limited	50	500	-	-
Propspace Square Pvt Limited (Debenture)	4	20,00,000	-	-
Total (Unquoted Investments)		20,25,500		25,000
Total		69,48,983		1,09,08,593
Particulars		As on 31st March, 2020		As on 31st March, 2019
Note : 6 Long term Loans and advances				
Long term loans and advances		7,00,000		-
Unsecured, considered good				
Telephone Deposit		20,000		20,000
Total		7,20,000		20,000



Particulars	As on 31st March, 2020	As on 31st March, 2019
Note : 7 Deferred Tax Asset		
Deferred Tax (Assets)	15,35,359	-
Total	15,35,359	-
Note : 8 Other Non-Current Asset		
Deposits with Govt bodies	1,25,727	1,25,727
Total	1,25,727	1,25,727
Note : 9 Other Current Investment		
Fixed Deposits maturing with in 12 Months (Rs. 37,88,080/- lien for Bank Guarantee / Overdraft)	62,88,050	77,88,050
Total	62,88,050	77,88,050
Note : 10 Trade Receivables		
(Unsecured, considered good) Outstanding for a period exceeding six months	14,56,093	-
Others	38,52,844	53,08,937
Doubtful Debts	-	2,64,969
Total	55,73,906	76,89,615
Provision for Doubtful Debts	2,64,969	-
Total	53,08,937	76,89,615
Note : 11 Cash and Cash Equivalents		
Cash and cash equivalents		
Cash on hand	54,673	45,627
Balances with banks		
On Current Accounts	3,67,289	1,17,404
On Unclaimed dividend account	3,98,496	4,82,731
On HDFC Bank Gratuity Employees Scheme	10,000	10,000
Total	8,30,458	6,55,762
Note : 12 Short Term Loans & Advances		
(Unsecured and considered good)		
Security and other Deposit	17,60,000	17,60,000
Advance for expenses	42,000	3,000
Total	18,02,000	17,63,000
Note : 13 Other Financial Assets		
Rent Receivable	84,346	85,883
Earnest Money Deposit	3,00,000	4,20,000
Accrued Interest from FDR's	4,54,288	3,58,383
Total	8,38,634	8,64,266
Note : 14 Other - Current Assets		
Current Assets		
Tax/GST Tax receivable	6,68,868	6,52,115
Other Loans and Advances Recoverable	-	61,51,824
Prepaid expenses	45,910	86,828
Total	7,14,778	68,90,767
Note :15 Equity Share Capital		
SHARE CAPITAL		
Authorised Capital		
50,00,000 (Previous year 50,00,000)		
Equity Shares of Rs.10/- each	5,00,00,000	5,00,00,000
Issued, Subscribed and Paid up		
30,00,000 (Previous year 30,00,000)		
Equity shares of Rs.10/- each	3,00,00,000	3,00,00,000
TOTAL	3,00,00,000	3,00,00,000



Notes:

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As on 31st March, 2020		As on 31st March, 2019	
	No of sh.	Value (Rs.)	No of sh.	Value (Rs.)
Issued, subscribed and paid-up capital	30,00,000	3,00,00,000	30,00,000	3,00,00,000
At the beginning of the period	30,00,000	3,00,00,000	30,00,000	3,00,00,000
At the closing of the period	30,00,000	3,00,00,000	30,00,000	3,00,00,000

(b) Equity shareholder holding more than 5% of equity shares along with the number of equity shares held is as given below:

Name of the shareholder	As on 31st March, 2020		As on 31st March, 2019	
	No of sh.	Value (Rs.)	No of sh.	Value (Rs.)
	%	No. of shares	%	No. of shares
KAMAL NARAYAN RATHI	57.92	17,37,634	57.92	17,37,634

Particulars **As on 31st March, 2020** **As on 31st March, 2019**

Note : 16 Long - Term Borrowings

A.Term Loans

From Bank	6,71,155	9,75,885
Total	6,71,155	9,75,885

Note : 17 Deferred Tax Asset

Deferred Tax (Liability)	-	1,71,777
Total	-	1,71,777

Note : 18 Short - Term Borrowings

A.SECURED LOANS

Bank Overdraft with Mahesh Bank	7,79,949	12,11,045
Total	7,79,949	12,11,045

(The above loan is secured against lien on Fixed deposits)

Note : 19 Trade Payables

Trade payables	52,29,484	23,97,422
Total	52,29,484	23,97,422

Note: Out of the said amount NIL amount pertains to Micro, Small and Medium Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006. The information has been given in respect of such vendors to the extent they could be identified as Micro and Small Enterprises on the basis of information available with the Company on records.

Note : 20 Other Financial Liabilities

Other Liabilities	11,07,500	7,54,892
Unclaimed Dividend	3,98,496	4,82,731
Total	15,05,996	12,37,623

Note : 21 Other Current Liabilities

Other Liabilities	58,241	80,912
Total	58,241	80,912

Note: 22 Revenue from operation

Revenue from operation		
Business Support Services	68,41,152	69,79,590
Medical Transcription Services	-	1,82,599



Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Other Operating revenue		
Profit on foreign exchange fluctuation	-	3,34,897
Rent Received	9,29,760	8,41,238
Profit on sale of shares	3,47,695	4,92,490
Total	81,18,607	88,30,814
Note: 23 Other Income		
Interest received on FD & IT Refund	8,14,231	9,59,306
Misc Income	1,320	-
Dividend	94,150	85,035
Total	9,09,701	10,44,341
Note: 24 Employee Benefit Expenses		
Employees remuneration and benefits	29,08,376	29,32,303
Contribution to PF/ESI/Gratuity	1,63,899	1,69,473
Remuneration to Managerial personnel	9,81,667	10,03,489
Staff welfare expenses	71,955	44,805
Total	41,25,897	41,50,070
Note: 25 Finance costs		
Interest on loans	1,10,287	1,02,894
Bank charges	1,440	28,011
Total	1,11,727	1,30,905
Note: 26 Other Expenses		
Business Support Charges	56,70,461	58,25,468
Registrar Expenses	1,27,534	1,19,835
Repairs & Maintenance	4,91,941	5,80,933
Postage & Telegram	12,698	23,340
Travelling & Conveyance	1,31,087	69,314
Foreign Travel Expenses	8,990	-
Insurance	84,993	70,843
Rates & Taxes (Excluding Taxes on Income)	4,90,792	4,45,522
Remuneration to Auditors :		
Audit Fee	45,000	45,000
Tax Audit Fee	30,000	30,000
Communication Expenses	1,59,993	1,87,712
Subscription	59,786	64,276
Advertisement Expenses	26,703	30,884
Printing & Stationery	71,117	74,731
Electricity Charges	1,41,057	2,09,688
Professional charges	1,78,500	1,88,000
Director Sitting Fees	24,442	24,442
Business Promotion Expenses	68,856	1,71,155
Office, General & Miscellaneous Expenses	1,38,362	1,06,691
Tender Fee	3,650	2,000
Share Transfer Stamps/Demat/Dly Expenses	4,404	13,178
Impairment Loss	-	32
Loss on foreign exchange fluctuation	7,938	-
Provision for Doubtful Debts	2,64,969	-
Total	82,43,273	82,83,044
Note: 27 Exceptional Items		
Sale of Assets	-	18,069
Total	-	18,069

PRINTED MATTER
BOOK-POST

If undelivered please return to :

BNR UDYOG LIMITED

Registered Office :

6-3-650, 218, 2nd Floor,

Maheshwari Chambers, Somajiguda,

Hyderabad - 500 082 T.S. INDIA