



# 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

To

Date: 20.08.2021

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

Dear Sirs,

**Sub: Submission of 27<sup>th</sup>AGM Annual Report for the Financial Year 2020-21 under Regulation 34 of SEBI (LODR) Regulation 2015 and as amended- Reg.**

**Ref: Our Company Code: 530809**

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In Compliance with Regulation 34 of SEBI (LODR) Regulations 2015, we are herewith submitting the 27<sup>th</sup> Annual Report for the Financial Year 2020-21 of the Company, which is being dispatched to our shareholders on 20.08.2021. The 27<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Tuesday, 21<sup>st</sup> of September, 2021 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**

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



Encl: A/a

# **BNR UDYOG LIMITED**



**27<sup>th</sup> Annual Report  
2020-2021**



## TWENTY SEVENTH ANNUAL GENERAL MEETING

Day : Tuesday Date : 21-9-2021 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. PPKG & Co.  
Chartered Accountants  
5-8-352, 701, 7<sup>th</sup> floor,  
Chirag Ali Lane, Hyderabad-  
500 001, Telangana.

**SECRETARIAL AUDITOR**

M/s. S. S. Reddy & Associates  
Practicing Company Secretaries  
8-2-603/23/3 & 8-2-603/23, 15, 2nd Floor,  
HSR Summit, Road No;10, Banjara Hills,  
Beside No.1 News Channel Office,  
Hyderabad-500 034, 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.  
Toll free No. : 1-800-309-4001

**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 27<sup>th</sup> Annual General Meeting of the Shareholders of M/s. BNR Udyog Limited will be held on Tuesday, the 21<sup>st</sup> day of September, 2021 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, 2021, 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.

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

**Place : Hyderabad  
Date : 12.08.2021**

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



**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 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 extended Circular dated January 15, 2021, 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 15-09-2021 to 21-09-2021 (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 Pvt Ltd.)
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 Pvt Ltd., 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 incase 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, and extended vide SEBI circular dated January 15, 2021, notice of the AGM along with the Annual Report 2020-21 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 27<sup>th</sup> Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website [www.bnrul.com](http://www.bnrul.com) for download. For any communication, the shareholders may also send requests to the Company's investor email id: [info@bnrul.com](mailto:info@bnrul.com)
12. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 27<sup>th</sup> 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 Pvt Ltd., 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 login 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 there at 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.

**PROCEDURE FOR REMOTE E-VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility Provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Pvt Ltd., on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences Saturday, 18th September 2021 from 9-00 a.m. (IST) and end at 5-00 p.m. (IST) on Monday 20th September 2021
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who have acquired shares of the Company and becomes a member after the Notice is sent and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin Technologies Pvt Ltd., for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who have acquired shares of the Company and become a Member of the Company after the Notice is sent and holds shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - Step 1** : Access the Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access the KFin Technologies Pvt Ltd. e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3** : Join virtual meetings (e-AGM) of the Company on KFin Technologies Pvt Ltd. system to participate e-AGM and vote at the AGM.

**Details of Step 1 are mentioned below:**

**i) Login method for remote e-Voting for individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
	<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin Technologies Pvt Ltd.</p> <p>V. On successful selection, you will be redirected to <b>KFin Technologies Pvt. Ltd.</b> e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin Technologies Pvt Ltd. e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFin Technologies Pvt Ltd.</b>, where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>KFin Technologies Pvt Ltd.</b> and you will be redirected to e-Voting website of <b>KFin Technologies Pvt Ltd.</b>, for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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





<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542/543</b>

**Details on Step 2 are mentioned below:**

**I) Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin Technologies Pvt Ltd. which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN E-Voting Event Number) xxxx, followed by folio number In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies Pvt Ltd. for e-Voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., BNR UDYOG LTD. AGM" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin Technologies Pvt Ltd., by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the



email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**I) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFin Technologies Pvt Ltd. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFin Technologies Pvt Ltd. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [shankar@bnrul.com](mailto:shankar@bnrul.com). Questions /queries received by the Company till 18-09-2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

- I. Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 16-09-2021 to 18-09-2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFin Technologies Pvt Ltd. On successful login, select 'Post Your Question' option which will be opened from 16-09-2021 to 18-09-2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Technologies Pvt Ltd. Website) or contact P. Nageshwara Rao, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin Technologies Pvt Ltd. toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 14-09-2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.



- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> e-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    - Example for NSDL:
    - MYEPWD <SPACE> IN12345612345678
    - Example for CDSL:
    - MYEPWD <SPACE> 1402345612345678
    - Example for Physical:
    - MYEPWD <SPACE> XXXX1234567890
  - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Pvt Ltd. at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
- VI. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
19. 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.
20. The Board of Directors of the Company has appointed M/s. 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 they have communicated their willingness to be appointed and will be available for the said purpose.
21. 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. 14-09-2021.
22. 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. 14-09-2021 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
23. 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.bnarul.com](http://www.bnarul.com) and on the website of the KFin Technologies Pvt Ltd. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the Stock Exchange.
24. 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 2020-21, the Company would be transferring the unclaimed or unpaid Final Dividend for the year 2013-14 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 said amounts to the IEPF.
25. 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 14-09-2021.
26. 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 Register office of the Company.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
28. Relevant documents referred to in the accompanying 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. upto the date of Annual General Meeting.
29. 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 : 12.08.2021**



**DIRECTORS' REPORT**

**Dear Members,**

The Directors have pleasure in presenting before you the 27<sup>th</sup> Directors' Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2021.

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

The performance during the period ended 31<sup>st</sup> March, 2021 has been as under:

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>2020-2021</b>	<b>2019-2020</b>
Revenue from operations	<b>162.56</b>	81.19
Other income	<b>6.34</b>	9.09
Total income from operations	<b>168.90</b>	90.28
Less Employees benefit and other expenses	<b>112.89</b>	123.69
Profit/loss before Depreciation, Finance Costs,	<b>56.01</b>	-33.41
Less: Depreciation/ Amortisation/ Impairment	<b>5.08</b>	6.16
Profit /loss before Finance Costs, Exceptional items and Tax Expense	<b>50.93</b>	-39.57
Less: Finance Costs	<b>0.89</b>	1.11
Profit /loss before Exceptional items and Tax Expense	<b>50.04</b>	-40.68
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	<b>50.04</b>	-40.68
Less: Tax Expense (Current & Deferred)	<b>21.65</b>	-17.10
Profit /loss for the year (1)	<b>28.39</b>	-23.58
Total Comprehensive Income/loss (2)	<b>30.55</b>	-46.92
Total (1+2)	<b>58.94</b>	-70.50
Balance of profit /loss for earlier years	<b>103.33</b>	44.39
Less: Transfer to Reserves	---	---
Less: Dividend paid on Equity Shares	---	---

**REVIEW OF OPERATIONS:**

During the year under review, the Company has recorded a total income of Rs. 168.90 Lakhs and Net Profit of Rs. 28.39 Lakhs as against the total income of Rs. 90.28 Lakhs and Net loss of Rs. 23.58 Lakhs in the previous financial year ending 31.03.2020.

**BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:**

The information on Company's affairs and related aspects is provided under Management Discussion and Analysis report, which has been prepared, inter-alia, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of this Report.

**IMPACT OF COVID – 19:**

COVID-19 has created havoc in the world economy and severely affected the health of people at large and held the world at its standstill.

However, during the lockdown, your Company continued to provide support to customers with the invaluable support of employees/workers and Management at various levels. And took all the necessary steps to maintain/achieve the predetermined targets. Business Support services in which we are providing E governance services to State and Central Govt. Departments. Due to lock down and other restrictions in Govt. Departments, we were not able to deploy our resources for long period of time which has affected our turnover and profitability.

**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.



The closing balance of reserves, including retained earnings, of the Company as at March 31st 2021 is Rs. 103.33 lacs.

**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 31<sup>st</sup> March, 2021 and the Board's Report Dated 12.08.2021

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the period under review and the date of Board's Report there was 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, 2021, 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.

The Company complied with this requirement within the prescribed timeline.

**DIVIDEND:**

Your Directors have not recommended any dividend for the financial year 2020-2021.

**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, the annual return is uploaded on website of the Company [www.bnrul.com](http://www.bnrul.com)

**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 (who retires by rotation and being eligible offers himself for the reappointment) are given as under:-



<b>Name of the Director</b>	<b>Sandeep Rathi</b>
Date of Birth	08.04.1980
Date of Appointment/Re-appointment	14.08.2019
Expertise in specific functional areas	IT & 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
Inter se relationship among Directors	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 behavior and has put in place a mechanism for reporting illegal or unethical behavior. 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 judgement 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 frauds and other irregularities.
- d) The Directors had prepared the annual accounts on a on-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/Companies.

**STATUTORY AUDITORS AND STATUTORY AUDITORS REPORT:**

At the Annual General Meeting held on 11.09.2017 (23<sup>rd</sup> AGM) the Company had appointed M/s. Laxminiwas & Co., (FR No: 011168S) as Statutory Auditors of the Company to hold office until the conclusion of 28<sup>th</sup> Annual General Meeting of the Company.

The Auditors’ Report for fiscal year 2021 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, 2021 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, 2021 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. PPKG & 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 16.06.2021 has reappointed M/s. PPKG & Co, Chartered Accountants, (FR No: 009655S) Hyderabad as the Internal Auditors of the Company for the financial year 2021-2022.

**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 I**

The Board at its meeting held on 16.06.2021, 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 2021-2022.

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, form 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 at arm's length basis and were in the ordinary course of business. During the financial year 2020-21, 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- II** 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.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management discussion and analysis report for the year under review as stipulated under Regulation 34 (e) read with Schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the Stock Exchange in India is annexed herewith as **Annexure-III** to this report.

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).

**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 maiden employees is 3.16 times in case of Mr. Kamal Narayan Rathi, Managing Director of the Company and 1.02 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 Company 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:**

**Audit committee: Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.**

**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 29.06.2020, 14.08.2020, 09.11.2020 and 08.02.2021.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. J. Vikramdev Rao	Chairman	NED(I)	4	4
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 ATTENDANCE DURING THE YEAR:**

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

**NED (I)** : Non Executive Independent Director

During the financial year 2020-21, one meeting of the Nomination & Remuneration Committee was held on the 08.02.2021.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. T. Bharadwaj	Chairman	NED(I)	1	1
Mr. J. Vikramdev Rao	Member	NED(I)	1	1
Dr. M. Priyadarshini	Member	NED(I)	1	1

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

The objective of the remuneration policy is 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 shouldered 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 Regulation 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 Meeting 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 Regulations 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 committees across all companies in which he holds directorship.

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 Regulation 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 limits 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) Retirement benefits
- (v) Annual performance Bonus
- (vi) Subscription Fee for clubs maximum 2

**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 for 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.

Ms. 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:

**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:

**29.06.2020, 14.08.2020, 09.11.2020 & 08.02.2021.**

The necessary quorum was present for all the meetings.

Name	Designation	Category	Number of meetings during the financial year 2020-21	
			Held	Attended
Mr. J. Vikramdev Rao	Chairperson	Independent , Non Executive	4	4
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	4

**iv. Details of complaints/requests received, resolved and pending during the year 2020-2021.**

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, 2021	NIL
Complaints pending as on March 31, 2021	NIL
Number of Share transfers pending for approval, as on March 31, 2021	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 2013-2014 will expire on 02.09.2021 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 31.03.2021 are as given below:

Financial Year	Date of Declaration of Dividend	Last Date of Claiming Dividend	Unclaimed amount as on 31.03.2021	Due date for transfer to Investor Education and Protection Fund (IEPF)
2013-2014	03.09.2014	02.09.2021	Rs.1,05,152/-	01.10.2021



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 91,137/- pertaining to unpaid and unclaimed dividend for the financial year 2012-13 has been transferred to IEPF during the year under report. Further 7,168 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 2020-21 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](http://www.bnrul.com) and also on the website of Investor Education and Protection Fund Authority i.e. [www.iepf.gov.in](http://www.iepf.gov.in).

The last date for claiming dividend declared during financial year 2013-14 is 02.09.2021 and remained unpaid is 343 members. 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, 2021.

**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](http://www.bnrul.com).

**MECHANISM FOR EVALUATION OF BOARD:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and nonexecutive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.



**BOARD MEETINGS:**

The Board of Directors met Four (4) times during the year on 29.06.2020, 14.08.2020, 09.11.2020 and 08.02.2021 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 have 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](http://www.bnrul.com)

**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.

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received a declaration from Mr. Bharadwaj Turlapati, Dr. 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.

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 judgment 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 state government and Central Govt. authorities. Your Directors also thank 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 : 12.08.2021**

**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 the respective 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.
52605	NIL	NIL	59773

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





FORM MR-3

Annexure I

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 31<sup>ST</sup> MARCH, 2021**

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, 2020 and ended 31st March, 2021, 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, 2021, 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 there after 1956 ('SCRA') and the Rules made there under;
  - iii. The Depositories Act, 2018 and the Regulations and Bye-laws framed there under.
  - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under 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 2020-21
  - 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. **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.bnarul.com](http://www.bnarul.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 to 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: 12.08.2021**

**For S.S. Reddy & Associates**  
**Sd/-**  
**S. Sarveswara Reddy**  
**Proprietor**  
**M. No. A12611, C.P. No: 7478**  
**UDIN NO. A012611C000772315**



## **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 : 12.08.2021**

**For S.S. Reddy & Associates**  
**Sd/-**  
**S. Sarveswara Reddy**  
**Proprietor**  
**M. No. A12611, C.P. No: 7478**  
**UDIN NO. A012611C000772315**



**Particulars of contracts/arrangements made with related parties**

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

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

**Related Party Disclosures**

- 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

## MANAGEMENT & DISCUSSION ANALYSIS

### 1. Overview

This year the review that your company has performed well for the financial year ended 31.03.2021 but hope to perform well in 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 out Business support services and Financial activities. In Business support services your Company 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.

### 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 & ITES, 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 is very cautious in investing after carrying proper research.

### 9. Award

We would also like to inform you that the "Computerisation and digitization of the Record Room project", executed by your company, for the Office of the Collector, Mahbubnagar, was awarded the very prestigious "SKOCH ORDER OF MERIT 2021 AND SKOCH AWARD (SILVER) UNDER TECHNOLOGY INNIOVATION AND IMPLEMENTATION SEGMENT. This award is a recognition of the quality services provided and will go a long way in obtaining similar projects for other offices.

### 10. Human Resource

The Company has a group of able and experienced employees. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have the cordial relations with its employees and provides personal development opportunities for all round exposure to them. The policy of the Company to ensure continuity of key employees who are dedicated and perform well.

**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**

<b>Rule 5 (1) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014</b>			
<b>Sl. No.</b>	<b>Particulars</b>	<b>Kamal Narayan Rathi Managing Director</b>	<b>Sandeep Rathi Executive Director</b>
1.	The ratio of remuneration to each director to the median remuneration of the employees of the Company for the financial year.	3.16	1.02
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 roll of the Company	10	
5.	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 details if there are any exceptional circumstances for increase in the managerial remuneration	NIL	NIL
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes	Yes

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

<b>S.No.</b>	<b>Name of the Employees</b>	<b>Designation</b>	<b>Remuneration Per Annum</b>	<b>Nature of Employment</b>	<b>Age</b>	<b>% of E. Shares held</b>	<b>Relative of any Director</b>
1	Kamal Narayan Rathi	Managing Director	Rs. 6,79,511	Whole-time	64	57.92 %	F/o. Sandeep Rathi
2	Sandeep Rathi	Executive Director Cum CFO	Rs. 2,20,305	Whole-time	41	4.51 %	S/o. Kamal Narayan Rathi
3	Prakash Narayan Rathi	General Manager Finance	Rs. 5,50,271	Whole-time	57	NIL	N/A
4	Sonal Agarwal	Company Secretary	Rs. 1,20,000	Whole-time	35	NIL	N/A
5	Vimal Kumar A	Accounts officer	Rs. 3,44,798	Whole-time	41	NIL	N/A
6	Shankar D	System Administrator	Rs. 1,79,376	Whole-time	30	NIL	N/A
7	Santosh Kumar R	Editor Cum Transcriptionist	Rs. 2,35,422	Whole-time	41	NIL	N/A
8	Siddaiah M	Supervisor	Rs 2,58,498	Whole-time	36	NIL	N/A
9	Azam Hussain	Driver Cum Attender	Rs. 1,94,003	Whole-time	44	NIL	N/A
10	Agin Mehto	Attender	Rs. 1,40,004	Whole-time	28	NIL	N/A



**Certificate of Code of Conduct for the year 2020-21**

In accordance with Regulation 26 (3) and **Schedule V of the Listing Regulations with the Stock Exchanges**, 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 2021.

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

**Place : Hyderabad  
Date : 16.06.2021**

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



## **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<sup>st</sup> March, 2021, 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<sup>st</sup> March, 2021, 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

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

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

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

#### **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.

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

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

Our objectives are to obtain reasonable assurance 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 31<sup>st</sup> 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**";
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2021 is in accordance with the provisions of section 197 read with schedule V to the Act; and
- (h) 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 21221671AAAAJG8706**

**Place : Hyderabad,**

**Date : 16th June 2021**

**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 2021, 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, Employee's 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 2021.
  - 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 2021 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 21221671AAAAJG8706**

**Place : Hyderabad,**  
**Date : 16th June 2021**

### **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 31<sup>st</sup> March 2021 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 31<sup>st</sup> March 2021, 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 21221671AAAAJG8706**

**Hyderabad**  
**16th June 2021**

**BALANCE SHEET AS AT 31st March, 2021**

( Value in Rs.)

PARTICULARS	Note	As on 31-03-2021	As on 31-03-2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	25,88,896	30,23,315
(b) Investment property	4	76,20,831	1,45,47,318
(c) Financial Assets			
(i) Non-Current investments	5	1,54,97,901	69,48,983
(ii) Long term loans and advances	6	20,000	7,20,000
(d) Deferred tax assets (net)	7	---	15,35,359
(e) Other non-financial assets	8	75,727	1,25,727
(f) Income tax assets (net)			
<b>Total Non - Current Assets</b>		<b>2,58,03,355</b>	<b>2,69,00,702</b>
<b>Current assets</b>			
(a) Financial Assets			
(i) Current investments	9	---	62,88,050
(ii) Trade receivables	10	1,12,33,469	53,08,937
(iii) Cash and cash equivalents	11	82,64,208	8,30,458
(iv) Short term loans and advances	12	28,72,000	18,02,000
(v) Other financial assets	13	3,60,932	8,38,634
(vi) Other current assets	14	12,56,986	7,14,778
<b>Total Current Assets</b>		<b>2,39,87,595</b>	<b>1,57,82,856</b>
<b>Total Assets</b>		<b>4,97,90,950</b>	<b>4,26,83,558</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	15	3,00,00,000	3,00,00,000
(b) Other equity		1,03,32,604	44,38,733
<b>Total equity</b>		<b>4,03,32,604</b>	<b>3,44,38,733</b>
<b>LIABILITIES</b>			
<b>Non-Current liabilities</b>			
(a) Financial liabilities			
(i) Long- Term borrowing	16	3,36,183	6,71,155
(b) Deferr tax liabilities (Net)	17	2,80,313	---
<b>Total Non-Current Liabilities</b>		<b>6,16,496</b>	<b>6,71,155</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Short- Term borrowings	18	---	7,79,949
(ii) Trade payables	19	69,68,904	52,29,484
(iii) Other financial liabilities	20	11,11,663	15,05,996
(b) Other current liabilities	21	7,61,283	58,241
<b>Total Current Liabilities</b>		<b>88,41,851</b>	<b>75,73,670</b>
<b>Total Equity and Liabilities</b>		<b>4,97,90,950</b>	<b>4,26,83,558</b>
<b>Significant accounting policies and notes 1 &amp; 2</b>			

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

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

**VIJAY SINGH**

Partner M.No. 221671  
Place : Hyderabad  
Date : 16.06.2021

**SONAL AGARWAL**  
Company Secretary  
M. No. 29790

**T. BHARADWAJ**  
Director  
DIN : 00211834

**KAMAL NARAYAN RATHI**  
Managing Director  
DIN : 00011549



**Statement of Profit and Loss and other Comprehensive Income for the year ending 31st March, 2021**

PARTICULARS	Note	For the year ended 31-03-2021	For the year ended 31-03-2020
<b>Continuing operations</b>			
Revenue from operations	22	1,62,55,418	81,18,607
Other income	23	6,34,162	9,09,701
<b>Total income</b>		<b>1,68,89,580</b>	<b>90,28,308</b>
<b>Expenses</b>			
Employee benefits expense	24	31,51,505	41,25,897
Depreciation and amortization expense	3	5,08,477	6,15,927
Finance costs	25	88,646	1,11,727
Other expenses	26	81,36,991	82,43,273
<b>Total expense</b>		<b>1,18,85,619</b>	<b>1,30,96,824</b>
<b>Profit/(loss) before exceptional items and tax from continuing operations</b>		<b>50,03,961</b>	<b>-40,68,516</b>
Exceptional items	27	----	----
<b>Profit/(loss) before tax from continuing operations</b>		<b>50,03,961</b>	<b>-40,68,516</b>
(1) Current Tax			
Provision of Tax		6,82,959	----
Less: MAT Credit		3,33,473	----
(2) Adjustment of Tax relating to earlier periods		----	3,388
(3) Deferred Tax Assets		18,15,671	17,07,135
Income tax expense		<b>21,65,157</b>	<b>17,10,523</b>
<b>Profit/(loss) for the year</b>		<b>28,38,805</b>	<b>-23,57,993</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified subsequently to profit or loss			
Changes in fair value of investment		30,55,067	-46,92,226
<b>Total other comprehensive income (Net of taxes)</b>		<b>30,55,067</b>	<b>-46,92,226</b>
<b>Total comprehensive income</b>		<b>58,93,871</b>	<b>-70,50,219</b>
<b>Earning per equity share</b>			
Basic earning per share		0.95	-0.79
Diluted earning per share		0.95	-0.79

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

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

**VIJAY SINGH**

Partner M.No. 221671  
Place : Hyderabad  
Date : 16.06.2021

**SONALAGARWAL**  
Company Secretary  
M. No. 29790

**T. BHARADWAJ**  
Director  
DIN : 00211834

**KAMAL NARAYAN RATHI**  
Managing Director  
DIN : 00011549




**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021**

(Amount in Rs.)

Particulars	For the year ended 31.03.2021		For the year ended 31.03.2020	
<b>A. Cash Flow From Operating Activities</b>				
<b>Net - Profit Before Tax And Extraordinary Items</b>		50,03,961		-40,68,516
Adjustment for				
Depreciation	5,08,477		6,15,927	
Finance cost	88,646		1,11,727	
Profit of sale of assets	-27,36,213		----	
Dividend income	-37,122		-94,150	
Profit on sale of investments	-59,01,030		-3,47,695	
Interest income	-5,97,040	-86,74,282	-8,14,231	<b>-5,28,422</b>
<b>Operating Profit Before Working Capital Changes</b>		<b>-36,70,321</b>		<b>-45,96,938</b>
<b>Adjustments for (increase)/ decrease in operating assets:</b>				
(Increase) / Decrease in Trade & Other Receivables	-59,24,532		23,80,678	
(Increase) / Decrease in Other Financial Assets	44,455		1,21,538	
(Increase) / Decrease in Other Current Assets	-1,11,076		61,75,989	
(Increase) / Decrease in Short Term Loans and Advances	-10,70,000		-39,000	
<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
Increase / (Decrease) in Trade Payables	17,39,421		28,32,062	
Increase / (Decrease) in Other Current Liabilities	20,083		-22,671	
(Increase)/ Decrease in Short Term borrowings	-7,79,949			
Increase / (Decrease) in Other Financial Liabilities	-3,94,333	<b>-64,75,931</b>	2,68,373	<b>1,17,16,969</b>
<b>Cash Generated From Operations</b>		<b>-1,01,46,252</b>		<b>71,20,031</b>
Direct taxes paid/refund received		-97,659	3,388	3,388
<b>Net Cash Flow From Operating Activities (A)</b>		<b>-1,02,43,911</b>		<b>71,23,419</b>
<b>B. Cash Flow From Investing Activities</b>				
Purchase Of Fixed Assets	-74,059		-4,14,283	
Capital Advance	50,000		----	
Deletions from Fixed Assets	62,88,050		----	
Interest received	10,30,287		7,18,326	
Loans and Advances	7,00,000		-7,00,000	
Dividend received	37,122		94,150	
Investment Property	96,62,700		-69,14,441	
Investments sold during the year (Net)	4,07,180		11,15,078	
<b>Net Cash Used In Investing Activities (B)</b>		<b>1,81,01,279</b>		<b>-61,01,171</b>
<b>B. Cash Flow From Financing Activities</b>				
Increase / (Decrease) Long term borrowings	-3,34,972		-3,04,730	
Increase / (Decrease) Bank overdraft	----		-4,31,095	
Finance charges paid	-88,646		-1,11,727	
Dividend paid	-	-4,23,618		-8,47,552
<b>Net Cash used in Financing Activities (C)</b>		<b>-4,23,618</b>		<b>-8,47,552</b>
<b>Net Increase/ (Decrease) In Cash And Cash Equivalents (A+B+C)</b>		<b>74,33,750</b>		<b>1,74,696</b>
<b>Opening Cash and Cash Equivalents</b>		<b>8,30,458</b>		<b>6,55,762</b>
<b>Closing Cash and Cash Equivalents</b>		<b>82,64,208</b>		<b>8,30,458</b>

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

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

**VIJAY SINGH**

 Partner M.No. 221671  
 Place : Hyderabad  
 Date : 16.06.2021

**SONALAGARWAL**  
 Company Secretary  
 M. No. 29790

**T. BHARADWAJ**  
 Director  
 DIN : 00211834

**KAMAL NARAYAN RATHI**  
 Managing Director  
 DIN : 00011549



**STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2021**

<b>(a) Equity Share Capital</b>	(Amt in Rs.)
<b>Balance as at 1 April , 2019</b>	3,00,00,000
Changes in equity share capital during the year	-
<b>Balance as at 31 March , 2020</b>	3,00,00,000
<b>Balance as at 1 April , 2020</b>	3,00,00,000
Changes in equity share capital during the year	-
<b>Balance as at 31 March , 2021</b>	<b>3,00,00,000</b>

<b>(b) Other Equity</b>	(Amt in Rs. )					
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	Securities premium reserve	General reserves	Retained earnings	Equity instruments through other compre- hensive income	Other items of other compre- hensive income	Total other equity
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	-	-	-	-	-	-
<b>Balance as on 31 March, 2020</b>	-	<b>1,07,50,000</b>	<b>-4,56,114</b>	<b>-58,55,154</b>	-	<b>44,38,733</b>
Balance as of 1st April, 2020	-	1,07,50,000	-4,56,114	-58,55,154	-	44,38,733
Profit and loss during period	-	-	28,38,805	-	-	28,38,805
Transfer from profit and loss to general reserve	-	-	-	-	-	-
Proposed dividend (inclusive of tax)	-	-	-	-	-	-
Ajustments due to fair value	-	-	-	30,55,067	-	30,55,067
Actuarial gain	-	-	-	-	-	-
<b>Balance as on 31 March, 2021</b>	-	<b>1,07,50,000</b>	<b>23,82,691</b>	<b>-28,00,087</b>	-	<b>1,03,32,604</b>

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

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

**VIJAY SINGH**

Partner M.No. 221671  
Place : Hyderabad  
Date : 16.06.2021

**SONAL AGARWAL**  
Company Secretary  
M. No. 29790

**T. BHARADWAJ**  
Director  
DIN : 00211834

**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) and Financial services.

**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.

#### **1.19 Discloser 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 there is no effect on these assets.

## 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**

Particulars	Year ended	Remuneration Paid
<u>KMP</u>		
Mr. Kamal Narayan Rathi	31-03-20 31-03-21	9,81,667 6,79,511
Mr. Sandeep Rathi	31-03-20 31-03-21	7,45,291 2,20,305

**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). 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, 2021	As on 31st March, 2020
	Amt. Rs.	Amt. Rs.
Salary to Managing Director	6,00,000	9,00,000
Contribution to Provident Fund	38,400	57,600
Medical Reimbursement	41,111	24,067
<b>Total</b>	<b>6,79,511</b>	<b>9,81,667</b>

**2.3. Earnings per Share**

	As on 31st March, 2021	As on 31st March, 2020
	Rs.	Rs.
Earnings per share has been calculated as under		
Profit after Taxation	28,38,805	-23,57,993
Number of Ordinary shares	30,00,000	30,00,000
Basic & Diluted Earnings per share (Face value Rs.10/- per shares)	0.95	-0.79

**2.4. Earnings in Foreign Currency**

	As on 31st March, 2021	As on 31st March, 2020
Medical Transcription Income	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil

**2.5 Contingent Liabilities**

	As on 31st March, 2021	As on 31st March, 2020
A.Counter Gurantee against Bank Gurantee	Nil	2,88,050

**2.6.** There are no Micro Small and Medium Enterprises to whom the Company owes dues, as at 31st March 2021. 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

<b>Defined Contribution Plan:</b>	<b>As on 31st March, 2021</b>	<b>As on 31st March, 2020</b>
Contribution to Defined Contribution Plan, recognized as expenses for the year are as under:		
Employer's Contribution to Provident / Pension Fund	1,20,150	1,70,268
Employer's Contribution to Employees State Insurance	31,414	38,473
Employer's Contribution to Employees Deposit Link Insurance	2,921	4,001

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.

<b>a. Table showing changes in present value of obligations</b>	<b>As on 31st March, 2021</b>	<b>As on 31st March, 2020</b>
	<b>Rs.</b>	<b>Rs.</b>
Present value of obligations as at beginning of year	10,76,935	8,87,955
Interest cost	78,078	66,597
Current service cost	27,839	19,496
Benefits paid	-	-
Actuarial (gain)/Loss on obligations	-60,235	1,02,887
<b>Present value of obligations as at end of year</b>	<b>11,22,617</b>	<b>10,76,935</b>

**b. Assumptions**

Discount rate	7.00%	7.25%
Salary escalation	5%	7%

**c. Table showing fair value of plan assets**

Fair value of plan assets at beginning of year	14,58,663	13,62,600
Actual return on plan assets	1,04,295	96,063
Contributions	-	-
Benefits paid	-	-
<b>Fair value of plan assets at the end of year</b>	<b>15,62,958</b>	<b>14,58,663</b>

**Note 2.10: 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	
<b>31-Mar-21</b>					
<b>Financial Asset</b>					
Investment in quoted equity instrument	1,29,47,401	1,29,47,401	-	-	
<b>Total</b>	<b>1,29,47,401</b>	<b>1,29,47,401</b>	-	-	
<b>31-Mar-20</b>					
<b>Financial Asset</b>					
Investment in quoted Equity Instrument	49,23,483	49,23,483	-	-	
<b>Total</b>	<b>49,23,483</b>	<b>49,23,483</b>	-	-	

**Note 2.11 : Deferred Tax Asset/liability (Net)**

Particulars	As on 31st March, 2021	As on 31st March, 2020
<b>Deferred tax liability arising on account of</b>		
Difference between accounting base and tax base of property, plant and equipment	2,47,797	2,89,761
On Current year losses	-	14,38,048
Fair valuation	-5,28,110	-1,92,450
Balance carry forward		
<b>Net Deferred Tax (Asset)/Liability</b>	<b>-2,80,313</b>	<b>15,35,359</b>

**Note A : Movements in Deferred tax assets and Deferred tax liabilities from 1 April 2020 to 31 March 2021**

Particulars	Opening balance as on 1-04-2020	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing balance as on 31-03-2021
<b>Deferred tax Liability arising on account of</b>				
Difference between accounting base and tax base of Non current Investment	2,89,761	2,47,797	-	41,964
Fair valuation	-1,92,450	-5,28,110	-	3,35,660
On Current year losses	14,38,048			14,38,048
Balance carry forward				
<b>Deferred tax liability (Net)</b>	<b>15,35,359</b>	<b>-2,80,313</b>	-	<b>18,15,672</b>

**Note 2.12 : Segment Reporting**

S.No	Particulars	(Rs.in Lacs.)	
		As at 31.03.2021	As at 31.03.2020
<b>1</b>	<b>Segment Revenue</b>		
	a) Medical Transcription & Software Dev.	-	-
	b) Financial Activities/Others	102.74	21.86
	c) Business Support Services	66.16	68.42
	<b>Total</b>	<b>168.90</b>	<b>90.28</b>
	Less: Inter segment revenue		-
	<b>Income from Operations</b>	<b>168.90</b>	<b>90.28</b>
<b>2</b>	<b>Segment Results</b>		
	a) Medical Transcription & Software Dev.	-1.80	-9.75
	b) Financial Activities/Others	74.13	-7.37
	c) Business Support Services	-15.37	-16.33
	<b>Total</b>	<b>56.96</b>	<b>-33.45</b>
	Less:1) Interest	0.87	1.10
	2)Other Un-allocable Expenditure net off	-	-
	3) Unallocable Expenditure	6.05	6.13
	<b>Total Profit /(Loss) Before Tax</b>	<b>50.04</b>	<b>-40.68</b>

<b>3</b>	<b>Capital Employed</b>		
	(Segment Assets-Segment Liabilities)		
	a) Segment - A	9.87	10.37
	b) Segment - B	374.28	320.72
	c) Segment - C	19.18	13.29
	<b>Total</b>	<b>403.33</b>	<b>344.38</b>

### 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
<b>Gross Block</b>						
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
Additions	-	23,720	45,000	5,339	-	74,059
Disposals / Impairment Loss	-	-	-	-	-	-
Balance as at 31st March 2021	14,18,129	21,49,288	2,42,08,161	36,74,515	63,36,663	3,77,86,756
<b>Accumulated Depreciation</b>						
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
Depreciation 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
Depreciation charge for the year	43,354	80,932	85,547	60,946	2,37,699	5,08,478
Reversal on disposals	-	-	-	-	-	-
Balance as at 31st March 2021	8,66,447	18,12,155	2,40,12,705	35,34,953	49,71,600	3,51,97,860
<b>Net Block</b>						
Balance as at 31st March 2021	5,51,682	3,37,133	1,95,456	1,39,562	13,65,063	25,88,896
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, 2021	As on 31st March, 2020
Investment property	76,20,831	1,45,47,318
<b>Total</b>	<b>76,20,831</b>	<b>1,45,47,318</b>

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, 2021		As on 31st March, 2020	
	Qty	Amount	Qty	Amount
<b>A) Quoted Investments</b>				
Apollo Tyres Limited	11,000	24,61,250	-	-
Assam Company India Limited	27,000	-	27,000	-
Aurobindo Pharma Limited	-	-	3,800	15,69,590
Bharat Forge Limited	1,500	8,94,225	1,500	3,51,150
Deccan Cronicle Holdings Limited	5,000	-	5,000	-
Facor Steel Ltd	25,000	-	25,000	-
FSL projects Limited (Frontline Soft Ltd)	5,000	-	5,000	-
Gati Limited	-	-	4,000	1,95,800
GMR Infrastructure Limited	3,000	73,050	3,000	48,750
Granules (Inida) Limited	5,000	15,16,500	-	-
Hazoor Multi Projects Limited	1,706	-	4,265	-
HDFC Bank Limited	-	-	200	1,72,400
Housing Development & infrastructure Limited	1,000	4,670	1,000	1,450
IDFC Bank Limited	4,000	2,22,800	4,000	84,400
Indoco Remedies Limited	-	-	1,200	2,51,220
Jupiter Bio Science Limited	1,000	-	1,000	-
K S Oils Limited	2,500	-	2,500	-
Kingfisher Air Line Ltd.	500	-	500	-
KLG Systel Limited	4,369	-	4,369	-
Kopran Limited	10,000	10,49,500	-	-
Lauras Labs. Limited	10,000	36,20,500	-	-
Magma Fincorp Limited	5,000	5,49,750	-	-
National Aluminium Company Limited	2,000	1,08,000	2,000	58,300
Next Generation Media Limited (Silver Line Anni)	200	-	200	-
NHPC Limited	-	-	1,502	29,965
Nippon Life India Asset	200	67,620	-	-
NMDC Limited	1,800	2,43,450	1,800	1,44,000
Pentamedia Graphics Limited	900	-	900	225
PVP Ventures Ltd.	3,500	-	3,500	-
Raymond Limited	2,000	7,23,400	2,700	4,46,000
Rohit Ferro-Tech Limited	12,235	35,604	12,235	5,383
Samtel Colour Limited	2,000	-	2,000	-
Seshachal Technologies Limited (Javelin Technology)	2,000	-	2,000	-
Snowman Logistic Limited	5,000	2,19,750	5,000	1,58,250
Sun Pharmaceuticals Limited	1,000	5,97,600	3,000	10,56,600
Suzlon Energy Limited	13,400	66,732	13,400	26,800
The South India Bank Limited	25,000	2,07,250	25,000	1,44,000
Unitech Limited	57,500	95,450	57,500	66,700
ZF Stearling Limited	500	1,90,300	500	1,12,500
<b>Total (Quoted Investments)</b>		<b>1,29,47,401</b>		<b>49,23,483</b>
<b>B) Unquoted Investments</b>				
A.P.Mahesh Co-op Urban Bank Ltd	1250	25,000	1,250	25,000
Chennai Super Kings Cricket Limited	3300	-	3300	-
Propspace Square Pvt Limited	50	500	50	500
Propspace Square Pvt Limited (Debenture CC)	4	20,00,000	4	20,00,000
Actionable Science Labs Pvt. Ltd.	525	5,25,000	-	-
<b>Total (Unquoted Investments)</b>		<b>25,50,500</b>		<b>20,25,500</b>
<b>Total</b>		<b>1,54,97,901</b>		<b>69,48,983</b>
<b>Note : 6 Long term Loans and advances</b>				
Long term loans and advances		-		7,00,000
Telephone Deposit		20,000		20,000
<b>Total</b>		<b>20,000</b>		<b>7,20,000</b>



# BNR UDYOG LIMITED

Particulars	As on 31st March, 2021	As on 31st March, 2020
<b>Note : 7 Deferred Tax Asset</b>		
Deferred Tax (Assets)	-	15,35,359
<b>Total</b>	-	<b>15,35,359</b>
<b>Note : 8 Other Non-Current Asset</b>		
Deposits with Govt bodies	75,727	1,25,727
<b>Total</b>	<b>75,727</b>	<b>1,25,727</b>
<b>Note : 9 Other Current Investment</b>		
Fixed Deposits maturing with in 12 Months	-	62,88,050
<b>Total</b>	-	<b>62,88,050</b>
<b>Note : 10 Trade Receivables</b>		
(Unsecured, considered good) Outstanding for a period exceeding six months	37,16,096	14,56,093
Others	75,17,373	38,52,844
Doubtful Debts	-	2,64,969
<b>Total</b>	<b>1,12,33,469</b>	<b>55,73,906</b>
Provision for Doubtful Debts	-	2,64,969
<b>Total</b>	<b>1,12,33,469</b>	<b>53,08,937</b>
<b>Note : 11 Cash and Cash Equivalents</b>		
Cash and cash equivalents		
Cash on hand	10,709	54,673
Balances with banks		
On Current Accounts	79,37,440	3,67,289
On Unclaimed dividend account	3,06,059	3,98,496
On HDFC Bank Gratuity Employees Scheme	10,000	10,000
<b>Total</b>	<b>82,64,208</b>	<b>8,30,458</b>
<b>Note : 12 Short Term Loans &amp; Advances</b>		
(Unsecured and considered good)		
Security and other Deposit	17,60,000	17,60,000
Advance for expenses	1,12,000	42,000
Loans & Advances	10,00,000	-
<b>Total</b>	<b>28,72,000</b>	<b>18,02,000</b>
<b>Note : 13 Other Financial Assets</b>		
Rent Receivable	39,891	84,346
Earnest Money Deposit	3,00,000	3,00,000
Accrued Interest from FDR's	21,041	4,54,288
<b>Total</b>	<b>3,60,932</b>	<b>8,38,634</b>
<b>Note : 14 Other - Current Assets</b>		
Current Assets		
Tax/GST Tax receivable	11,73,643	6,68,868
Other Loans and Advances Recoverable	-	-
Prepaid expenses	83,343	45,910
<b>Total</b>	<b>12,56,986</b>	<b>7,14,778</b>
<b>Note :15 Equity Share Capital</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
50,00,000 (Previous year 50,00,000)		
Equity Shares of Rs.10/- each	<b>5,00,00,000</b>	<b>5,00,00,000</b>
<b>Issued, Subscribed and Paid up</b>		
30,00,000 ( Previous year 30,00,000)		
Equity shares of Rs.10/- each	3,00,00,000	3,00,00,000
<b>TOTAL</b>	<b>3,00,00,000</b>	<b>3,00,00,000</b>

Notes:



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

Particulars	As on 31st March, 2021		As on 31st March, 2020	
	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, 2021		As on 31st March, 2020	
	%	No. of shares	%	No. of shares
KAMAL NARAYAN RATHI	57.92	17,37,634	57.92	17,37,634
SANDEEP RATHI	6.20	1,86,132		
MAYURA RATHI	5.34	1,60,150		
SANGEETHA S	5.27	1,58,170		

**Particulars** **As on 31st March, 2021** **As on 31st March, 2020**

**Note : 16 Long - Term Borrowings**

**A.Term Loans**

From Bank	3,36,183	6,71,155
<b>Total</b>	<b>3,36,183</b>	<b>6,71,155</b>

**Note : 17 Deferred Tax Liability**

Deferred Tax (Liability)	2,80,313	-
<b>Total</b>	<b>2,80,313</b>	-

**Note : 18 Short - Term Borrowings**

**A.SECURED LOANS**

Bank Overdraft with Mahesh Bank	-	7,79,949
<b>Total</b>	-	<b>7,79,949</b>

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

**Note : 19 Trade Payables**

Trade payables	69,68,904	52,29,484
<b>Total</b>	<b>69,68,904</b>	<b>52,29,484</b>

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	8,05,604	11,07,500
Unclaimed Dividend	3,06,059	3,98,496
<b>Total</b>	<b>11,11,663</b>	<b>15,05,996</b>

**Note : 21 Other Current Liabilities**

Other Liabilities	78,324	58,241
Income Tax payable	6,82,959	-
<b>Total</b>	<b>7,61,283</b>	<b>58,241</b>



Particulars	As on 31st March, 2021	As on 31st March, 2020
<b>Note: 22 Revenue from operation</b>		
<b>Revenue from operation</b>		
Business Support Services	66,15,679	68,41,152
Medical Transcription Services	-	-
<b>Other Operating revenue</b>		
Rent Received	10,02,496	9,29,760
Profit on sale of shares	59,01,030	3,47,695
Profit on sale of Flat	27,36,213	-
<b>Total</b>	<b>1,62,55,418</b>	<b>81,18,607</b>
<b>Note: 23 Other Income</b>		
Interest received on FD & IT Refund	5,97,040	8,14,231
Misc Income	-	1,320
Dividend	37,122	94,150
<b>Total</b>	<b>6,34,162</b>	<b>9,09,701</b>
<b>Note: 24 Employee Benefit Expenses</b>		
Employees remuneration and benefits	25,85,257	29,08,376
Contribution to PF/ESI/Gratuity	1,62,021	1,63,899
Remuneration to Managerial personnel	3,61,111	9,81,667
Staff welfare expenses	43,116	71,955
<b>Total</b>	<b>31,51,505</b>	<b>41,25,897</b>
<b>Note: 25 Finance costs</b>		
Interest on loans	87,025	1,10,287
Bank charges	1,621	1,440
<b>Total</b>	<b>88,646</b>	<b>1,11,727</b>
<b>Note: 26 Other Expenses</b>		
Business Support Charges	56,59,885	56,70,461
Registrar Expenses	1,16,712	1,27,534
Repairs & Maintenance	5,25,985	4,91,941
Postage & Telegram	3,965	12,698
Travelling & Conveyance	28,033	1,31,087
Foreign Travel Expenses	-	8,990
Insurance	46,958	84,993
Rates & Taxes ( Excluding Taxes on Income )	4,43,097	4,90,792
Remuneration to Auditors :		
Audit Fee	45,000	45,000
Tax Audit Fee	30,000	30,000
Communication Expenses	1,61,614	1,59,993
Subscription	1,66,483	59,786
Advertisement Expenses	21,761	26,703
Printing & Stationery	62,576	71,117
Electricity Charges	1,12,180	1,41,057
Professional charges	2,21,404	1,78,500
Director Sitting Fees	26,664	24,442
Business Promotion Expenses	1,27,958	68,856
Office, General & Miscellaneous Expenses	2,23,316	1,38,362
Tender fee	-	3,650
Share Transfer Stamps/Demat/Dly Expenses	1,13,400	4,404
Loss on foreign exchange Fluctuation	-	7,938
Provision for Doubt ful Debts	-	2,64,969
<b>Total</b>	<b>81,36,991</b>	<b>82,43,273</b>
<b>Note: 27 Exceptional Items</b>		
Sale of Assets	-	-
<b>Total</b>	<b>-</b>	<b>-</b>





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