

# **BNR UDYOG LIMITED**



**25<sup>th</sup> Annual Report  
2018-2019**



## TWENTY FIFTH ANNUAL GENERAL MEETING

Day : Tuesday Date : 24-09-2019 Time : 10-00 A.M.

Venue : The Federation of Telangana Chambers of Commerce & Industry,  
Federation House, FAPCCI Marg, Red Hills, Hyderabad-500 004 (T.S.)

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

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

**Company Secretary**

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

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

**CORPORATE IDENTITY NUMBER**

L67120AP1994PLC018841

**STATUTORY AUDITORS**

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

**INTERNAL AUDITOR**

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

**SECRETARIAL AUDITOR**

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

**AUDIT COMMITTEE**

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

**NOMINATION & REMUNERATION COMMITTEE**

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

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

**BANKERS**

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

**REGISTRAR & SHARE TRANSFER AGENTS**

Karvy Computer Shares Pvt. Limited,  
Karvy Selenium Tower B, Plot No. 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad-500 032  
Tel : 040-67161500 Fax 040-23001153

**LISTED AT**

BSE Limited.

**DEMAT ISIN NUMBER IN NSDL & CDSL**

INE355C01016

**WEBSITE**

www.bnrul.com

**INVESTOR E-MAIL ID**

info@bnrul.com



**NOTICE**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Shareholders of M/s. BNR Udyog Limited will be held on Tuesday, the 24<sup>th</sup> day of September, 2019 at 10.00 A.M at The Federation of Telangana Chambers of Commerce & Industry, Federation House FAPCCI Marg, Red Hills, Hyderabad-500 004 (T.S.) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, 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.

**SPECIAL BUSINESS:**

**2. TO APPROVE FOR CONTINUATION OF CURRENT TERM OF MR.J. VIKRAMDEV RAO (DIN: 00173556) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to continue Mr. J. Vikramdev Rao, who attained the age of 75 years and who was appointed as Independent Non-Executive Director (DIN: 00173556) by special resolution in the AGM held on 19.09.2018 to hold office till five consecutive years for a term from 01.04.2019 to 31.03.2024.”

**RESOLVED FURTHER THAT** Mr. Kamal Narayan Rathi, Managing Director be and is hereby authorized to do all such deeds necessary and incidental thereto including filing of requisite forms with Registrar of Companies, Telangana, Hyderabad.”

**3. RE-APPOINTMENT OF MR. SANDEEP RATHI AS EXECUTIVE DIRECTOR/CFO:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, the consent of the members be and is hereby accorded to reappoint Mr. Sandeep Rathi (DIN: 05261139) as Executive Director / CFO of the Company for a period of three years with effect from 14.08.2019 to 13.08.2022 at a remuneration as per Scheule V of Companies Act.

**“RESOLVED FURTHER THAT** in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration inclusive of perquisites, and allowances etc. within such prescribed limits”.

**“RESOLVED FURTHER THAT** in the event of losses or inadequacy of profits during his tenure the Company shall pay to Mr. Sandeep Rathi, remuneration inclusive of all perquisites and allowances not exceeding the amount approved by the Central Government and which shall not exceed the limits prescribed from time to time under sections 196, 197, read with Schedule V to the Companies Act 2013, for the time being in force”.

**“RESOLVED FURTHER THAT** the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

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

**Place : Hyderabad  
Date : 14.08.2019**

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



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.  

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
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 18.09.2019 to 24.09.2019 (Both days Inclusive).
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. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend, if any. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents (M/s. Karvy Fintech Private Limited.)
10. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. 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. Karvy Computershare Private Limited.**, Registrar and Share Transfer Agents of the Company for their doing the needful.
12. 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.
13. 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.
14. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.



16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website [www.bnrul.com](http://www.bnrul.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@bnrl.com](mailto:info@bnrl.com)

**17. Voting through Electronic Means (e-Voting Facility)**

1. Procedure of E-Voting – In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Karvy Fintech Private Limited

The instructions for E-voting are as follows:

- i. To use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- iii. Enter the login credentials. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e., **BNR Udyog Limited**.
- viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9.00 a.m. on Saturday, 21<sup>st</sup> September, 2019 to 5.00 p.m. on Monday 23<sup>rd</sup> September, 2019.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001.
- xiv. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified truecopy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID : [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENTNO."

18. The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.

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 SS Reddy & Associates , a Practicing Company Secretaries, as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
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. 17.09.2019.
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. 17.09.2019 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
23. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the USER ID and Password in the manner as mentioned below:
  - a. 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> XXX1234567890
  - b. 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.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
24. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.bnrul.com](http://www.bnrul.com) and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
26. 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 2018-19, the Company would be transferring the unclaimed or unpaid Final Dividend for the year 2011-12 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.
27. 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 (record date) of 17.09.2019.
28. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
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.
30. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Companies are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.

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

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

**Place: Hyderabad  
Date: 14.08.2019**



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

**ITEM NO. 3:**

Reg 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 requires appointment or continuance of any person as Non-Executive Director of a listed Company who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution.

Mr. J. Vikramdev Rao, Independent Non-Executive Director of the Company had joined the Board of Directors of the Company on 05.06.1995. Pursuant to Section 149 (11) of the Companies Act, 2013, Mr. J. Vikramdev Rao was re-appointed as an Independent Non-Executive Director in the Annual General Meeting held on 19.09.2018 to hold office for five consecutive years from 01.04.2019 to 31.03.2024. Though, Mr. J. Vikramdev Rao can hold office under the erstwhile resolution, his continuation of appointment as Independent – Non-executive Director requires special resolution to be passed in terms of SEBI LODR (Amendment) Regulations, 2018 since he has attained the age of 75 years.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 29.05.2019 approved the continuance of Mr. J. Vikramdev Rao, Independent Non-Executive Director, who has attained the age of 75 years, subject to the approval of shareholders.

**Brief resume of the Director and nature of his expertise in specific functional areas:**

Mr. J. Vikramdev Rao is a Graduate in Science and Degree in Medicine and Science and he is Director of the Company since 05.06.1995. Mr. J. Vikramdev Rao is the Chairman of the Audit Committee and Stakeholders Relation Committee and a member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

In the opinion of the Board, Mr. J. Vikramdev Rao fulfils the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations for continuing him as an Independent Non-executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. J. Vikramdev Rao as an Independent Director.

**Details of Director seeking appointment through General Meeting (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) is as follows:**

Name of the Director	Mr. J. Vikramdev Rao
DIN	00173556
Date of Birth	07.08.1942
Nationality	Indian
Date of appointment of Independent Director	05.06.1995
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Shareholding in the Company	NIL
Terms and conditions of re-appointment	The Continuation of directorship till the expiry of his existing term i.e. till hold office for five consecutive years for a term from 01.04.2019 to 31.03.2024.
The number of Meetings of the Board attended during the F.Y 2018-2019	3

Accordingly, the Board recommends the resolution in relation to continuation of appointment of Mr. J. Vikramdev Rao as an Independent Non-Executive Director, for the approval of the shareholders of the Company.

Except Mr. J. Vikramdev Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.





**ITEM NO. 4:**

Shri. Sandeep Rathi (DIN: 05261139) was appointed as Executive Director of the Company for a period of 5 years.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 14.08.2019, approved the appointment of Shri. Sandeep Rathi (DIN: 05261139) as Executive Director/CFO of the Company for a period of three years from 14.08.2019 to 13.08.2022 with a remuneration as per Schedule V of Companies Act 2013.

The Board of Directors recommends the passing of the above resolution as a Special Resolution.

Save and except Shri. Sandeep Rathi (DIN: 05261139) Executive Director and Shri. Kamal Narayan Rathi, (DIN:00011549) Managing Director being his relative, none of the other Directors / Key Managerial Personnel and their relatives are in any way interested or concerned financially or otherwise, in the resolution set out in the notice except to the extent of their shareholding.

**Details of remuneration are:**

Salary: As per Schedule V of Companies Act 2013.

**In addition to the above the Executive Director is entitled to the following facilities:**

- a) Free use of the Company's car for Company's business purpose.
- b) Free telephone facility
- c) Club fee subject to maximum of two clubs. This will not include Admission, Subscription and Life Membership fee.
- d) Provident Fund, Leave Travel Concession, Superannuation benefits as per the rules of the Company subject to the ceilings as per the guidelines.
- e) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year.



**Information in accordance with Schedule V of Companies Act, 2013**

**I. GENERAL INFORMATION:**

1	Nature of Industry : IT and IT Enabled Services, Business Support Services and Investments.		
2	Date or expected date of commencement of commercial : 29.11.1994		
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable		
4	Financial performance based on given indications		
	Particulars	2018-19 (Rs. in lakhs)	2017-18 (Rs. in lakhs)
	Turnover	98.75	197.82
	Net profit after Tax	-40.96	7.87
5	Foreign investments or collaborations, if any: Not Applicable		

**II. INFORMATION ABOUT THE APPOINTEE:**

1.	<b>Background Details:</b> Mr. Sandeep Rathi did Masters in Business Administration. He also has Masters in Business Systems from University of Alabama, Tuscaloosa, Alabama and Monash University, Victoria, Melbourne, Australia.
2.	<b>Past Remuneration:</b> Rs. 25,000/- to Rs. 60,000/- per Month.
3.	<b>Recognition or awards :</b> Not Applicable
4.	<b>Job Profile and his suitability:</b> I.T. & ITES, e-Governance projects and overseas operations
5.	<b>Remuneration proposed :</b> as per Schedule V of Companies Act 2013.
6.	<b>Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b> Taking into consideration the size of the Company, the profile of Mr. Sandeep Rathi and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :</b> Besides the remuneration proposed, he is holding 1,35,774 Equity Shares of the Company.

**III. OTHER INFORMATION:**

1.	<b>Reasons for inadequate profits:</b> The Company is facing stiff competition in the business and is not able to obtain fresh contracts.
2.	<b>Steps taken or proposed to be taken for improvement:</b> Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability.
3.	<b>Expected increase in productivity and profit in measurable terms:</b> The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

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

**Place : Hyderabad  
Date : 14.08.2019**

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

**DIRECTORS' REPORT**

Dear Members,

The Directors have pleasure in presenting before you the 25<sup>th</sup> Directors' Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2019.

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

The performance during the period ended 31<sup>st</sup> March, 2019 has been as under:

Particulars	(Rs. In Lakhs)	
	2018-2019	2017-2018
Total Income	98.75	197.82
Total Expenditure	140.30	187.89
Profit before Tax	-41.37	9.93
Provision for Taxation	-0.41	2.06
Profit After Tax	-40.96	7.87
Transfer to General Reserve	-	-
Profit available for appropriation	-40.96	7.87
Provision for Proposed Equity Dividend	-	-
Balance Carried to Balance Sheet	-40.96	7.87

During the year under review, the Company has recorded an total income of Rs. 98.75 Lakhs and Net loss of Rs. 40.96 Lakhs as against the total income of Rs. 197.82 Lakhs and Net Profit of Rs. 7.87 Lakhs in the previous financial year ending 31.03.2018

The Board is of view that Company has not performed well for the financial year ended 31.03.2019 but hope to perform well in near future as the Company is trying very hard to get more orders on IT and IT Enabled Services and e-Governance Projects.

**2. 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, 2019 and the date of Board's Report. (i.e. 14.08.2019).

**3. 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.

**4. 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.

**5. TRANSFER TO RESERVES:**

During the year under review, the Company has not transferred amount to General Reserves.

**6. DIVIDEND:**

In view of the losses, your Directors have not recommended any dividend for the financial year 2018-2019.

**7. REVISION OF FINANCIAL STATEMENTS:**

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

**8. 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.

**9. 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.



**10. 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.

**11. 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.

**12. 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.

**13. 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.

**14. EXTRACT OF ANNUAL RETURN:**

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

**15. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED:**

In accordance with the provisions of the Companies Act,2013, Mr. Sandeep Rathi, Executive Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Re-appointment of Mr. Sandeep Rathi as Executive Director/ for a period of 3 years w.e.f 14.08.2019.

Particulars	Sandeep Rathi
Brief resume of the director	Master in Business Systems from university of Alabama, Tuscaloosa, Alabama and Monash University, Melbourne, Victoria, Australia.
Nature of expertise in specific functional areas	I.T & ITES, e- Governance Projects functions and Overseas Operations.
Disclosure between directors inter-se	Son of Mr. Kamal Narayan Rathi, Managing Director of the Company
Names of Listed Companies where the director holds directorship and the membership of committees of the board	None
Shareholding of Executive Director	1,35,774 Equity Shares

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

The Company has received declaration from each independent director under Section 149 (7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**17. VIGIL MECHANISM:**

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 read with Regulation 22 of SEBI (LODR) Regulations, 2015. The same has been placed on the website of the Company.

**18. DIRECTOR'S RESPONSIBILITY STATEMENT:**

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

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;



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

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

The Company does not have any subsidiary Company.

**20. STATUTORY AUDITORS:**

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

**21. INTERNAL AUDITORS:**

The Board at its meeting held on 29.05.2019, has reappointed M/s.P P K G & Co, Chartered Accountants, Hyderabad as the Internal Auditors of the Company for the financial year 2019-2020.

**22. SECRETARIAL AUDITORS:**

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.

The Board at its meeting held on 29.05.2019, has reappointed M/s. S. S. Reddy & Associates, Practicing Company Secretaries, as the Secretarial Auditor, for conducting Secretarial Audit of the Company for FY 2019-2020.

**23. QUALIFICATIONS IN AUDIT REPORTS**

**(a) Statutory Auditors Report:**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2019 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.

**(b) Secretarial Audit Report:**

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.

**24. 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.1,82,599/- (\$2,670)

Foreign Exchange Outgo: Rs. NIL

**25. 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.

**26. 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.

**27. INSURANCE:**

The properties and assets of your Company are adequately insured.

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

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

**29. 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.

**30. RELATED PARTY TRANSACTIONS:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.bnrul.com](http://www.bnrul.com).

Your Directors draw attention of the members to Note 2.1 to the financial statement which sets out related party disclosures.

**31. DISCLOSURE ABOUT COST AUDIT:**

Cost Audit is not applicable to your Company.

**32. RATIO OF REMUNERATION TO EACH DIRECTOR:**

Under section 197(12) of the Companies Act, 2013, and Rule 5(1)(2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014, the ratio of remuneration to median employees is 1:5.06 times in case of Mr. Kamal Narayan Rathi, Managing Director of the Company and 1:3.77 times in case of Mr. Sandeep Rathi, Executive Director of the Company.

**33. 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.

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.

**34. 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.



**35. 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.

**36. SECRETARIAL STANDARDS:**

The Company is in compliance with Secretarial Standards issued by the Institute of Company Secretaries of India on meetings of the Board of Directors and General meetings.

**37. 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.

**38. AUDIT COMMITTEE:**

**A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

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

- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the financial statements and draft audit report including quarterly/half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focussing 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 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:  
Audit Committee met four times during the year on 29.05.2018, 13.08.2018, 14.11.2018 and 11.02.2019.



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

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

**39. NOMINATION AND REMUNERATION COMMITTEE:**

The Committee comprises of three Non-Executive Independent Directors

**A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

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

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

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

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

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

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

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

**POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTOR’S INDEPENDENCE ;**

**1. Scope:**

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

**2. Terms and References:**

**2.1 “Director”** means a director appointed to the Board of a Company.





**2.2 “Nomination and Remuneration Committee** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Reg. 19 of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.

**2.3 “Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

### **3. Policy:**

#### **Qualifications and criteria**

**3.1.1** The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.

**3.1.2** In evaluating the suitability of individual Board member, the NR Committee may take into account factors, such as:

- General understanding of the Company’s business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

**3.1.3** The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall Endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meeting;
- Shall abide by the code of conduct established by the Company for Directors and senior management personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

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

#### **3.2 Criteria of Independence**

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

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

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

#### **3.3 Other Directorships/ Committee Memberships**

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

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

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

**3.3.4** A Director shall not be a member in more than 10 committees 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 Reg. 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

**3. Policy:**

**3.1 Remuneration to Executive Director and Key Managerial Personnel**

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

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

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

(i) Basic pay

(ii) Perquisites and Allowances

(iii) Commission (applicable in case of Executive Directors)

(iv) Retrial benefits

(v) Annual performance bonus

**3.1.4** The annual plan and objectives for Executive Committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the annual plan and objectives.

**3.2 Remuneration to Non – Executive Directors**

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

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

**3.3. Remuneration to other employees**

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



**41. 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:

Name	Designation	Category	Number of meetings during the financial year 2018-19	
			Held	Attended
Mr. J. Vikramdev Rao	Chairperson	Independent , Non Executive	4	3
Mr. T. Bharadwaj	Member	Independent , Non Executive	4	4
Dr. Priyadarshini Manvikar	Member	Independent , Non Executive	4	4
Mr. Sandeep Rathi	Member	Executive Director cum CFO	4	3

**iii. Meetings**

Four Stakeholders’ Relationship Committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: 29.05.2018, 13.08.2018, 14.11.2018 and 11.02.2019.

The necessary quorum was present for all the meetings.

**iv. Details of complaints/requests received, resolved and pending during the year 2018-2019.**

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, 2019	NIL
Complaints pending as on March 31, 2019	NIL
Number of Share transfers pending for approval, as on March 31, 2019	NIL

**42. 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 2011-2012 will expire on 04.10.2019 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 31.03.2019 are as given below:



Financial Year	Date of Declaration of Dividend	Last Date of Claiming Dividend	Unclaimed amount as on 31.03.2019	Due date for transfer to Investor Education and Protection Fund (IEPF)
2011-2012	05.09.2012	04.10.2019	Rs. 83,935/-	03.11.2019

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.

**43. MANGEMENT & DISCUSSION ANALYSIS:**

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

**44. 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.

**45. 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).

**46. MECHANISM FOR EVALUATION OF BOARD:**

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

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

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

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

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

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

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

**47. BOARD MEETINGS:**

The Board of Directors met four (4) times during the year on 29.05.2018, 13.08.2018, 14.11.2018 and 11.02.2019 and the maximum gap between any two meetings was less than four months, as stipulated under the provisions of Companies Act, 2013.



**48. 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))

**49. AMENDMENTS TO POLICIES & CODES ADOPTED BY THE COMPANY:**

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

- Code of Insider Trading
- Code of Practices & Procedures for fair disclosure of unpublished price sensitive information.
- Policy for Procedure of Inquiry in case of leak of unpublished price sensitive information.
- Policy on Related Party
- Policy on Risk Management
- Vigil Mechanism

**50. 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).

**51. 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:

<b>Name</b>	<b>Designation</b>
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.

**52. CEO/ CFO CERTIFICATION:**

The Managing Director and Executive Director cum CFO certification of the financial statements for the year 2018-2019 is annexed in this Annual Report.

**53. APPRECIATION & ACKNOWLEDGEMENT:**

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also 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 pose a rapid and remarkable growth in the year to come.



For and on behalf of the Board of  
BNR Udyog Limited

Place : Hyderabad  
Date : 14.08.2019

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

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

**Form No. AOC-2**

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

**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**

**Names of the related parties and nature of relationship (as per Ind AS 24):**

Nature of Relationship	Name of Related Party
Subsidiaries:	NIL
Key Management Personnel (KMP):	A) Mr. KAMAL NARAYAN RATHI B) Mr. SANDEEP RATHI
Relatives of Key Management Personnel (KMP):	A) Mr. SANDEEP RATHI (Son) B) Mr. KAMAL NARAYAN RATHI (Father)

**a) Transactions with related parties :**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Rent Paid:</b>		
- Mr. Kamal Narayan Rathi	-	-
- Mr. Sandeep Rathi	-	-
<b>Remuneration Paid:</b>		
- Mr. Kamal Narayan Rathi	10,03,489	9,89,090
- Mr. Sandeep Rathi	7,48,720	5,84,143

## MANAGEMENT & DISCUSSION ANALYSIS

### 1. Overview

For the year in review your company has performed below expectation. The Company hopes to perform well in near future as the Company is working on obtaining more orders from IT and IT Enable Services in e-Governance space (Business Support Services). Further the financial markets were affected negatively due to election and other reasons.

### 2. Industry Structure and Developments

Your Company has been focusing on three segments of business growth in the recent past, i.e. Business Support Services, Financial Services, and Medical Transcription. Company is performing satisfactory in the financial services sector despite adverse market conditions. Medical Transcription business is not a growth area anymore, hence the Company has reduced its focus in this segment. However, Business Support Services segment is seen as a growth segment as it encompasses both Government segment from which volumes can be expected, and private / corporate clients. Therefore your Company has been stepping up its efforts in generation of more business from this segment for the coming financial years.

### 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. The national e-Governance plan of the government aims at increasing computerization and conversion of traditional process to more modern online processing. This is a mammoth task and involves setting up the core infrastructure and policies and implementation of a number of mission mode projects, at the Centre & State level, Good business opportunities will be available in the Indian Markets and 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. Performance in the financial services is only satisfactory due to the down turn in markets largely affected by the elections and implementation of GST and sluggish economic growth which has affected private investment in finance segment. Medical transcription sector is in the down trend due to voice recognition technology machines. In the Business support services performance has been average, though this is a growth area. The main client is State Government, the spending and initiation of new projects by the Government of A.P. and Telangana were severely affected due to pre-occupation with State as well as Central Elections. Since both are completed, it is envisaged that there will be improvement in the coming years.

### 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) The systems and IT enabled which facilitate effective checks and through 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. In the Business Support Service sector the Company is receiving regular work, not only from its existing clients but is also exploring opportunities from new clients. In the Financial Sector the share market was very volatile and hence your Company is taking adequate measures to ensure proper investment decisions.

**9. 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.

**Certificate of Code of Conduct for the year 2018-19**

To,  
The Shareholders

I, Kamal Narayan Rathi, Managing Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the Company and have adhered to the provisions of the same.

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

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

**Place : Hyderabad  
Date : 14.08.2019**

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of BNR Udyog Limited  
Hyderabad

We have examined the compliance with conditions of Corporate Governance of M/s. BNR Udyog Limited for the year ended 31<sup>st</sup> March, 2019 as stipulated in Regulation 34(3) read with Para E Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance with the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied with conditions of the Corporate Governance as stipulated in Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required by the guidance note issued by the institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Laxminiwas & Co  
Chartered Accountants  
FRN: 011168S**

**Sd/-  
Vijay Singh  
Partner  
Mem.No. 221671**

**Place: Hyderabad  
Date: 29.05.2019**





**CERTIFICATE BY THE EXECUTIVE DIRECTOR CUM CFO OF THE COMPANY**

To  
The Board of Directors  
BNR Udyog Limited  
Hyderabad

Dear Sirs,

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

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2019 and to the best of our knowledge and belief;
  - a. These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - b. These statements present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
  - a) Significant changes in the internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the Company’s internal control system.

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

Place : Hyderabad  
Date : 14.08.2019

**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.
46,055	NIL	NIL	46,055

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



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

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

Sl. No.	Particulars	Kamal Narayan Rathi Managing Director	Sandeep Rathi Executive Director
1.	The ratio of remuneration to each director to the median remuneration of the employees of the Company for the financial year.	5.06	3.77
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	28.17
3.	The percentage increase in the median remuneration of employees in the financial year	NIL	NIL
4.	The number of permanent employees on the rolls of the Company	13	13
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	18.3	18.3
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes	Yes

The median remuneration of the employees of the Company during the financial year was Rs. 1,98,500/-

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

SL NO.	NAME OF THE EMPLOYEES	Designation	Remuneration Per Annum	Nature of Employment	Age	% of E.Shares held	Relative of any Director
1.	Kamal Narayan Rathi	Managing Director	10,03,489	Whole-time	62	57.92	F/o. Sandeep Rathi
2.	Sandeep Rathi	Executive Director Cum CFO	7,48,720	Whole-time	39	4.53	S/o. Kamal Narayan Rathi
3	Prakash Narayan Rathi	Gen. Manger (Finance)	5,40,000	Whole-time	55	NIL	NA
4	Vimal Kumar A	Accountant	3,73,790	Whole-time	38	NIL	NA
5	Santhosh Kumar R	Editor Cum Transcriptionist	2,38,836	Whole-time	39	NIL	NA
6	Sree Devi A	Editor Cum Transcriptionist	2,35,200	Whole-time	39	NIL	NA
7	Siddaiah M	Messenger	1,98,500	Whole-time	34	NIL	NA
8	Azam Hussain	Driver	1,70,000	Whole-time	42	NIL	NA
9	Agin Mehto	Office Boy	1,20,000	Whole-time	26	NIL	NA
10	Sonal Agarwal	Company Secretay	1,20,000	Whole-time	33	NIL	NA



**FORM MR-3**  
**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, 2019**

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 1<sup>st</sup> April, 2018 and ended 31<sup>st</sup> March, 2019, 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 BNR Udyog Limited ("The Company") for the financial year ended on 31<sup>st</sup> March, 2019, according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made there under.
  - ii. The Securities Contracts (Regulation) Act, and thereafter 1956 ('SCRA') and the Rules made thereunder;
  - iii. The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder.
  - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2018-19.
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Complied with yearly and event based disclosures.**
  - 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; **Not Applicable as the Company has not delisted/ proposed to delist its equity shares during the year under review.**
  - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**
  - v. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
  - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2019, **Not Applicable as the Company has not issued any debt securities during the year under review.**
  - vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
  - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading Regulations; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e. [www.bnrul.com](http://www.bnrul.com).**
  - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable.

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.SonalAgarwal and CFO namely Mr.SandeepRathi.
- The Company has internal auditors namely M/s. PPKG & Co, Chartered Accountants, Hyderabad.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We further report that based on the review of the compliance/ certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**Place: Hyderabad**  
**Date: 14.08.2019**

**For S.S. Reddy & Associates**  
**S/d-**  
**S. Sarveswara Reddy**  
**Practicing Company Secretaries**  
**C.P.No: 7478**



**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. Whereever 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.

**For S.S. Reddy & Associates**

**Sd/-**

**S. Sarveswara Reddy  
Practicing Company Secretaries  
C.P.No: 7478**

**Place: Hyderabad  
Date: 14.08.2019**

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

As on the Financial Year 31.03.2018

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

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

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

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

<b>Sl. No.</b>	<b>Name and Description of main products /services</b>	<b>NIC Code of the Product / service</b>	<b>% to total turnover of the Company</b>
1.	Investment	99715122	24.08
2.	Business Support Service	99831177	70.68
3.	Medical Transcription/IT/ITES	99831177	05.24

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

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



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

**i) Category-wise Share Holding:-**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.Promoters</b>									
<b>(1) Indian</b>									
Individual/HUF	2069106	4900	2074006	69.13	2067753	4900	2072653	69.09	0.04
Central Govt	0	0	0	0	0	0	0	0	0
State Govt (s)	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1) :-</b>	<b>2069106</b>	<b>4900</b>	<b>2074006</b>	<b>69.13</b>	<b>2067753</b>	<b>4900</b>	<b>2072653</b>	<b>69.09</b>	<b>0.04</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) BodiesCorp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) AnyOther....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2069106</b>	<b>4900</b>	<b>2074006</b>	<b>69.13</b>	<b>2067753</b>	<b>4900</b>	<b>2072653</b>	<b>69.09</b>	<b>0.04</b>
<b>B. Public Shareholding</b>									
<b>1.Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									
a) Bodies Corp.									
i) Indian	47457	8900	56357	1.88	17114	8900	26014	0.87	-1.01
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	427334	124816	522150	18.41	397166	120216	517382	17.25	-1.16
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	271240	0	271240	9.04	337885	0	337885	11.26	2.22
<b>c) Others (specify)</b>									
1. Non Resident Indians	0	0	0	0	11	0	11	0	0.00
2. Clearing Members	192	0	192	0.01	0	0	0	0	-0.01
3. I.E.P.F.	46055	0	46055	1.53	46055	0	46055	1.53	0.00
Sub-total(B)(2) Total Public Shareholding(B) =(B)(1)+(B)(2)	<b>792278</b>	<b>133716</b>	<b>925994</b>	<b>30.87</b>	<b>798231</b>	<b>129116</b>	<b>927347</b>	<b>30.91</b>	<b>0.04</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>2861384</b>	<b>138616</b>	<b>3000000</b>	<b>100</b>	<b>2865984</b>	<b>134016</b>	<b>3000000</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of Promoters**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Kamal Narayan Rathi	1734034	3600	1737634	57.92	1734034	3600	1737634	57.92	—
2. Mayura Rathi	136798	—	136798	4.56	135445	—	135445	4.51	-0.05
3. Sandeep Rathi	134974	800	135774	4.53	134974	800	135774	4.53	—
4. Sunita Devi Rathi	--	500	500	0.02	3641	500	4141	0.14	0.12
5. KamalNarayan Rathi HUF	63300	—	63300	2.11	63300	—	63300	2.11	—




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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mayura Rathi				
	At the beginning of the year	1,36,798	4.56	----	----
	Date wise Increase / Decrease in Promoter's Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc): Sale of 1,353 Equity Shares.				
	At the end of the year	----	----	1,35,445	4.51

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2.	Sunita Rathi				
	At the beginning of the year	500	0.02	----	----
	Date wise Increase / Decrease in Promoter's Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc): Purchase of 3,641 Equity Shares.				
	At the end of the year	----	----	4,141	0.14

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Subramanian P				
	At the beginning of the year	1,48,480	4.94	----	----
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL				
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	1,48,480	4.94

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



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

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
5.	Edelweiss Broking Ltd.	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	18,574	0.62	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment /transfer /bonus/sweat equity etc):					
	<b>Date</b>	<b>Increase/Decrease in share holding</b>		<b>Reason</b>	
	06/04/2018	1027		Transfer	
	13/04/2018	-1003		Transfer	
	20/04/2018	-25		Transfer	
	27/04/2018	17		Transfer	
	04/05/2018	-17		Transfer	
	25/05/2018	-18574		Transfer	
	14/09/2018	1974		Transfer	
	21/09/2018	-1974		Transfer	
	25/01/2019	5		Transfer	
	01/02/2019	-5		Transfer	
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	----	----



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
6.	Rasiklal Mansukhlal Barbhaya				
	At the beginning of the year	18,000	0.60	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	18,000	0.60
7.	Ramesh Kumar Gupta				
	At the beginning of the year	3,900	0.13	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): On 25.05.2018 transfer 12,468 shares					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	16,368	0.55
8.	Anita Dubey				
	At the beginning of the year	11,000	0.37	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc): NIL					
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	11,000	0.37
9.	Sangeetha S				
	At the beginning of the year	----	----	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc):					
	<b>Date</b>	<b>Increase/Decrease in share holding</b>		<b>Reason</b>	
	13/04/2018	7000		Transfer	
	13/07/2018	3690		Transfer	
	At the end of the year (or on the date of separation, if separated during the year.)	----	----	10,690	0.36



# BNR UDYOG LIMITED

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
10.	Rukmani Gautam				
	At the beginning of the year	18,574	0.62	----	----
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment /transfer /bonus/sweat equity etc):					
	<b>Date</b>	<b>Increase/Decrease in share holding</b>		<b>Reason</b>	
	20/04/2018	181		Transfer	
	27/04/2018	60		Transfer	
	11/05/2018	179		Transfer	
	18/05/2018	437		Transfer	
	25/05/2018	-215		Transfer	
	01/06/2018	-200		Transfer	
	08/06/2018	51		Transfer	
	29/06/2018	-717		Transfer	
	06/07/2018	47		Transfer	
	13/07/2018	70		Transfer	
	24/08/2018	200		Transfer	
	31/08/2018	701		Transfer	
	07/09/2018	-60		Transfer	
	05/10/2018	49		Transfer	
	19/10/2018	200		Transfer	
	02/11/2018	202		Transfer	
	09/11/2018	193		Transfer	
	30/11/2018	100		Transfer	
	14/12/2018	55		Transfer	
	31/12/2018	50		Transfer	
	11/01/2019	50		Transfer	
	18/01/2019	-16		Transfer	
	25/01/2019	-25		Transfer	
	01/02/2019	-30		Transfer	
	08/02/2019	-50		Transfer	
	01/03/2019	-130		Transfer	
	22/03/2019	-200		Transfer	
	29/03/2019	5		Transfer	
	At the end of the year (or on the date of separation, if separated during the year.)	---	---	11,277	0.38


**(v) Shareholding of Directors and Key Managerial Personnel:**

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

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

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

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

Sl. No.	Particulars of Remuneration	Name of MD / ED / Manager/ CFO		Total Amt. in Rs.
		Kamal Narayan Rathi	Sandeep Rathi	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Remuneration to managing Director Rs.10,03,489/-	Remuneration to Director cum CFO Rs.7,48,720/-	17,52,209/-



Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amt. in Rs.
		Kamal Narayan Rathi	Sandeep Rathi	
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission - as % of profit - Others, specify...	—	—	—
5.	Others, please specify	—	—	—
6.	Total (A)	Rs.10,03,489/-	Rs.7,48,720/-	17,52,209/-
7.	Ceiling as per the Act	—	—	—

**B. Remuneration to other directors:**
**Amount in Rs.**

Sl. No.	Particulars of Remuneration	Name of Director			Total Amount
		Mr. J.Vikramdev Rao	Mr. T. Bhardwaj	Dr. M. Priyadarshini	
1.	Independent Directors Fee for attending board / committee meetings · Commission · Others, please specify	13,866	18,488	18,488	50,842
	Total (1)	13,866	18,488	18,488	50,842
2.	Other Non-Executive Directors · Fee for attending board / committee meetings · commission · Others, please specify	—	—	—	—
	Total (2)	—	—	—	—
	Total Managerial Remuneration Total (B)=(1+2)	13,866	18,488	18,488	50,842
	Overall Ceiling as per the Act	—	—	—	—

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

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



**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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



**ANNEXURE II**

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s BNR Udyog Limited  
Hyderabad

Dear Sir,

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

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

Thanking You.

**Yours Faithfully,**

**Sd/-**

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

**Date: 29.05.2019  
Place: Hyderabad**





**ANNEXURE II**

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
M/s BNR Udyog Limited  
Hyderabad

Dear Sir,

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

Thanking You.

**Date: 29.05.2019**  
**Place: Hyderabad**

**Yours faithfully,**  
**Sd/-**  
**T. Bhardwaj**  
**(Independent Director)**



**ANNEXURE II**

**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

To  
The Board of Directors  
M/s BNR Udyog Limited  
Hyderabad

Dear Sir,

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

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

Thanking You.

**Date: 29.05.2019**  
**Place: Hyderabad**

**Yours faithfully,**  
**Sd/-**  
**Dr. M. Priyadarshini**  
**(Independent Director)**



## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF BNR UDYOG LIMITED.**

Report on the Audit of the Financial Statements

#### **Opinion**

We have audited the accompanying financial statements of BNR Udyog Limited (the 'Company') which comprise the Balance Sheet as at 31 March, 2019, the Statement of Comprehensive Income for the twelve months and year ended on that date, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2019, 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

#### **Management's Responsibility for the Standalone Financial Statements**

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

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

Those Board of Directors of the Company are responsible for oversees the financial reporting process of the Company.

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

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

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

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, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24.1 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**

Hyderabad,  
**29th May 2019**



**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 2019, we report that:

- (i) a. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b. As explained to us, the fixed assets of the Company have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company has no inventory; accordingly, the provisions of Clause 3(ii) of the Order, 2016 are not applicable.
- (iii) The Company does not have any Holding/Subsidiary Company. Accordingly, the provisions of Clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. Accordingly, paragraph 3 (v) of the Order is not applicable
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act.
- (vii) a. According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs duty, Excise Duty, Value added Tax, Cess, Goods and Service Tax and any other statutory dues applicable to it as on 31 March 2019. 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 2019 for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, 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 give 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**

**Hyderabad,**  
**29th May 2019**

### **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 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **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 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Sd/-  
Vijay Singh  
Partner  
Membership Number: 221671**

**Hyderabad  
29th May 2019**



**BALANCE SHEET AS AT 31st March, 2019**

( Value in Rs.)

PARTICULARS	Note	As on 31-03-2019	As on 31-03-2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	32,24,959	30,85,122
(b) Investment property	4	76,32,877	75,02,877
(c) Financial Assets			
(i) Non-Current investments	5	1,09,08,593	1,38,79,810
(ii) Long term loans and advances	6	20,000	20,000
(d) Deferred tax assets (net)	7	—	1,24,437
(e) Other non-financial assets	8	1,25,727	1,25,727
(f) Income tax assets (net)			
<b>Total Non - Current Assets</b>		<b>2,19,12,156</b>	<b>2,47,37,973</b>
<b>Current assets</b>			
(a) Financial Assets			
(i) Current investments	9	77,88,050	79,00,000
(ii) Trade receivables	10	76,89,615	1,09,40,156
(iii) Cash and cash equivalents	11	6,55,762	6,97,745
(iv) Short term loans and advances	12	17,63,000	18,81,500
(v) Other financial assets	13	8,64,266	5,38,958
(vi) Other current assets	14	68,90,767	69,64,335
<b>Total Current Assets</b>		<b>2,56,51,459</b>	<b>2,89,22,694</b>
<b>Total Assets</b>		<b>4,75,63,616</b>	<b>5,36,60,667</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	15	3,00,00,000	30,000,000
(b) Other equity		1,14,88,952	1,53,62,193
<b>Total equity</b>		<b>4,14,88,952</b>	<b>4,53,62,193</b>
<b>LIABILITIES</b>			
<b>Non-Current liabilities</b>			
(a) Financial liabilities			
(i) Long- Term borrowing	16	9,75,885	-
(b) Deferr tax liabilities (Net)	17	1,71,777	-
<b>Total Non-Current Liabilities</b>		<b>11,47,662</b>	
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Short- Term borrowings	18	12,11,045	15,58,264
(ii) Trade payables	19	23,97,422	53,39,357
(iii) Other financial liabilities	20	12,37,623	12,62,000
(b) Other current liabilities	21	80,912	1,38,853
<b>Total Current Liabilities</b>		<b>49,27,002</b>	<b>82,98,474</b>
<b>Total Equity and Liabilities</b>		<b>4,75,63,616</b>	<b>5,36,60,667</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  
Sd/-

**VIJAY SINGH**  
Partner M.No. 221671  
Place : Hyderabad  
Date : 29.05.2019

Sd/-  
**SONALAGARWAL**  
Company Secretary  
M. No. 29790

Sd/-  
**T. BHARADWAJ**  
Director  
DIN : 00211834

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

Sd/-  
**KAMAL NARAYAN RATHI**  
Managing Director  
DIN : 00011549



**Statement of Profit and Loss and other Comprehensive Income for the year ending 31st March, 2019**

PARTICULARS	Note	For the year ended 31-03-2019	For the year ended 31-03-2018
<b>Continuing operations</b>			
Revenue from operations	22	88,30,814	1,87,51,295
Other income	23	10,44,341	10,30,998
<b>Total income</b>		<b>98,75,155</b>	<b>1,97,82,293</b>
<b>Expenses</b>			
Employee benefits expense	24	41,50,070	43,37,987
Depreciation and amortization expense	3	14,66,581	21,34,541
Finance costs	25	1,30,905	1,65,188
Other expenses	26	82,83,044	1,21,51,549
<b>Total expense</b>		<b>1,40,30,600</b>	<b>1,87,89,265</b>
<b>Profit/(loss) before exceptional items and tax from continuing operations</b>		<b>-41,55,445</b>	<b>9,93,028</b>
Exceptional items	27	-18,069	-
<b>Profit/(loss) before tax from continuing operations</b>		<b>-41,37,376</b>	<b>9,93,028</b>
(1) Current Tax			
Provision of Tax		-	2,75,075
(2) Adjustment of Tax relating to earlier periods		3,37,080	2,38,193
(3) Deferred Tax		-2,96,214	-3,07,244
(4) Deferred Tax for earlier years		-	-
(5) MAT Credit		-	-
Income tax expense		<b>40,866</b>	<b>2,06,024</b>
<b>Profit/(loss) for the year</b>		<b>-40,96,510</b>	<b>7,87,004</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified subsequently to profit or loss			
Changes in fair value if investment		2,23,268	-17,48,688
(ii) Items that will be reclassified subsequently to profit or loss		-	-
Deferred relating to fair value changes		-	3,74,041
<b>Total other comprehensive income (Net of taxes)</b>		<b>2,23,268</b>	<b>-13,74,647</b>
<b>Total comprehensive income</b>		<b>-38,73,242</b>	<b>-5,87,643</b>
<b>Earning per equity share</b>			
Basic earning per share		-1.37	0.26
Diluted earning per share		-1.37	0.26

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

**VIJAY SINGH**  
Partner M.No. 221671  
Place : Hyderabad  
Date : 29.05.2019

Sd/-  
**SONALAGARWAL**  
Company Secretary  
M. No. 29790

Sd/-  
**T. BHARADWAJ**  
Director  
DIN : 00211834

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

Sd/-  
**KAMAL NARAYAN RATHI**  
Managing Director  
DIN : 00011549


**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

(Amount in Rs.)

Particulars	For the year ended 31.03.2019		For the year ended 31.03.2018	
<b>A. Cash Flow From Operating Activities</b>				
<b>Net - Profit Before Tax And Extraordinary Items</b>		-41,37,376		9,93,027
Adjustment for				
Depreciation	14,66,581		21,34,541	
Finance cost	1,30,905		1,65,188	
Profit of sale of assets	-18,069		-	
Dividend income	-85,035		-1,86,493	
Profit on sale of investments	-4,92,490		-29,55,323	
Interest income	-9,59,306	<b>42,586</b>	-8,43,944	<b>-16,86,031</b>
<b>Operating Profit Before Working Capital Changes</b>		<b>-40,94,790</b>		<b>-6,93,004</b>
<b>Adjustments for (increase)/ decrease in operating assets:</b>				
(Increase) / Decrease in Trade & Other Receivables	32,50,541		8,44,555	
(Increase) / Decrease in Other Financial Assets	-2,26,895		-48,368	
(Increase) / Decrease in Other Current Assets	73,567		-11,07,000	
(Increase) / Decrease in Short Term Loans and Advances	1,18,500		-97,000	
<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
Increase / (Decrease) in Trade Payables	-29,41,935		-13,35,518	
Increase / (Decrease) in Other Current Liabilities	-57,940		-18,04,976	
Increase / (Decrease) in Other Financial Liabilities	-24,377	<b>1,91,461</b>	76,838	<b>-34,71,469</b>
<b>Cash Generated From Operations</b>		<b>-39,03,329</b>		<b>-41,64,473</b>
Direct taxes paid/refund received	3,37,080	<b>3,37,080</b>	-18,716	<b>-18,716</b>
<b>Net Cash Flow From Operating Activities (A)</b>		<b>-35,66,249</b>		<b>-41,83,189</b>
<b>B. Cash Flow From Investing Activities</b>				
Purchase Of Fixed Assets	-20,83,380		-2,24,510	
Deletions from Fixed Assets	3,65,031			
Interest received	8,60,893		22,29,389	
Dividend received	85,035		1,86,493	
Investments sold during the year	37,98,925	<b>30,26,504</b>	12,28,279	<b>34,19,651</b>
<b>Net Cash Used In Investing Activities (B)</b>		<b>30,26,504</b>		<b>34,19,651</b>
<b>B. Cash Flow From Financing Activities</b>				
Increase / (Decrease) Long term borrowings	9,75,885		-	
Increase / (Decrease) Bank overdraft	-3,47,218		-67,87,878	
Finance charges paid	-1,30,905		-1,65,188	
Dividend paid	-	<b>4,97,762</b>	-25,27,511	<b>-94,80,577</b>
<b>Net Cash used in Financing Activities (C)</b>		<b>4,97,762</b>		<b>-94,80,577</b>
<b>Net Increase/ (Decrease) In Cash And Cash Equivalents (A+B+C)</b>		<b>-41,983</b>		<b>-1,02,44,115</b>
<b>Opening Cash and Cash Equivalents</b>		<b>6,97,745</b>		<b>1,09,41,860</b>
<b>Closing Cash and Cash Equivalents</b>		<b>6,55,762</b>		<b>6,97,745</b>

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

**VIJAY SINGH**  
 Partner M.No. 221671  
 Place : Hyderabad  
 Date : 29.05.2019

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

 Sd/-  
**T. BHARADWAJ**  
 Director  
 DIN : 00211834

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

 Sd/-  
**KAMAL NARAYAN RATHI**  
 Managing Director  
 DIN : 00011549



**STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2019**

<b>(a) Equity Share Capital</b>		(Amt in Rs.)
<b>Balance as at 1 April , 2017</b>		3,00,00,000
Changes in equity share capital during the year		-
<b>Balance as at 31 March , 2018</b>		3,00,00,000
<b>Balance as at 1 April , 2018</b>		3,00,00,000
Changes in equity share capital during the year		-
<b>Balance as at 31 March , 2019</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- nsive income	Other items of other compre- hensive income	Total other equity
Balance as of 1st April, 2017	-	1,07,50,000	52,11,385	-11,550	-	1,59,49,836
Profit and loss during period			7,87,004			7,87,004
Transfer from profit and loss to general reserve						-
Proposed dividend (inclusive of tax)						-
Ajustments due to fair value				-17,48,688		-17,48,688
Actuarial Gain				3,74,041		3,74,041
<b>Balance as on 31 March, 2018</b>	-	<b>1,07,50,000</b>	<b>59,98,389</b>	<b>-13,86,196</b>	-	<b>1,53,62,193</b>
Balance as of 1st April, 2018	-	1,07,50,000	59,98,389	-13,86,196	-	1,53,62,193
Profit and loss during period			-40,96,510			-40,96,510
Transfer from profit and loss to general reserve						-
Proposed dividend (inclusive of tax)						-
Ajustments due to fair value				2,23,268		2,23,268
Actuarial gain						-
<b>Balance as on 31 March, 2019</b>	-	<b>1,07,50,000</b>	<b>19,01,879</b>	<b>-11,62,928</b>	-	<b>1,14,88,952</b>

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

Sd/-  
**VIJAY SINGH**  
Partner M.No. 221671  
Place : Hyderabad  
Date : 29.05.2019

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

Sd/-  
**T. BHARADWAJ**  
Director  
DIN : 00211834

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

Sd/-  
**KAMAL NARAYAN RATHI**  
Managing Director  
DIN : 00011549

**Notes Forming Parts of Financial Statement****Note 1****Significant Accounting Policies****1.1 Corporate information**

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

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

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

**1.4 Basis of preparation and presentation**

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

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

**1.5 Significant accounting judgements, estimates and assumptions**

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

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

**1.6 Current versus non-current classification**

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

An asset is treated as current when it is:

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

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

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

**1.7 Foreign currency transactions and balances**

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

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

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

INR is the functional currency and also the reporting currency.

**1.8 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (i) In the principal market for the asset or liability, or (ii) In the absence of a principal market, in the most advantageous market for the asset or liability. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market

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

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

### **1.9 Revenue recognition**

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

### **1.10 Taxes**

#### **Current income tax**

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

#### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

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

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

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

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

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

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

### **1.11 Property, plant and equipment**

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, non refundable taxes and directly attributable cost of bringing the asset to its present location and condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

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

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

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

## **1.12 Provisions**

### **General**

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

## **1.13 Retirement and other employee benefits**

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

### **Defined contribution plans**

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

## **1.14 Financial instruments**

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

### **Financial assets**

#### **Initial recognition and measurement**

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

#### **Subsequent measurement**

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

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

#### **Debt instruments at amortised cost**

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

#### **Equity investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.



**Derecognition**

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

**Financial liabilities****Initial recognition and measurement**

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

**Derecognition**

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

**1.15 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand .For the purpose of the statement of cash flows, cash and cash equivalents consist of cash. Net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**1.16 Earnings per share**

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

**1.17 Impairment of assets**

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

**1.18 Provisions and contingencies**

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

## Notes forming part of the financial statements

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

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

**B) Rent and Remuneration Paid to Related Parties**

(Rs. in lakhs)

Particulars	Year ended	Remuneration Paid
<u>KMP</u>		
Mr. Kamal Narayan Rathi	31-03-17	9,70,984
	31-03-18	9,89,090
	31-03-19	10,03,489
Mr. Sandeep Rathi	31-03-17	5,07,632
	31-03-18	5,84,143
	31-03-19	7,48,720

**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 31.03.2019 the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: INR Nil, 1st April 2017 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, 2019	As on 31st March, 2018
	Amt. Rs.	Amt. Rs.
Salary to Managing Director	9,00,000	9,00,000
Contribution to Provident Fund	57,600	57,600
Medical Reimbursement	45,889	31,490
<b>Total</b>	<b>10,03,489</b>	<b>9,89,090</b>

**2.3. Earnings per Share**

	As on 31st March, 2019	As on 31st March, 2018
	Rs.	Rs.
Earnings per share has been calculated as under		
Profit after Taxation	-38,00,263	7,87,004
Number of Ordinary shares	30,00,000	30,00,000
Basic & Diluted Earnings per share (Face value Rs.10/- per shares)	-1.27	0.26

**2.4. Earnings in Foreign Currency**

	As on 31st March, 2019	As on 31st March, 2018
Medical Transcription Income	1,82,599	26,14,730
Expenditure in Foreign Currency	Nil	Nil

**2.5 Contingent Liabilities**

	As on 31st March, 2019	As on 31st March, 2018
A.Counter Gurantee against Bank Gurantee	2,88,050	4,00,000

**2.6.** There are no Micro Small and Medium Enterprises to whom the Company owes dues, as at 31st March 2019 . 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, 2019</b>	<b>As on 31st March, 2018</b>
Contribution to Defined Contribution Plan, recognized as expenses for the year are as under:		
Employer’s Contribution to Provident / Pension Fund	1,60,730	1,51,835
Employer’s Contribution to Employees State Insurance	53,122	68,520
Employer’s Contribution to Employees Deposit Link Insurance	3,835	4,153

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, 2019</b>	<b>As on 31st March, 2018</b>
	<b>Rs.</b>	<b>Rs.</b>
Present value of obligations as at beginning of year	8,58,432	7,70,184
Interest cost	68,675	61,615
Current service cost	18,955	38,574
Benefits paid	-	-
Actuarial (gain)/Loss on obligations	-58,107	-11,941
<b>Present value of obligations as at end of year</b>	<b>8,87,955</b>	<b>8,58,432</b>

**b. Assumptions**

Discount rate	7.50%	8%
Salary escalation	4%	4%

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

Fair value of plan assets at beginning of year	12,64,007	11,74,182
Actual return on plan assets	98,593	89,825
Contributions	-	-
Benefits paid	-	-
<b>Fair value of plan assets at the end of year</b>	<b>13,62,600</b>	<b>12,64,007</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-19</b>					
<b>Financial Asset</b>					
Investment in quoted equity instrument	1,09,08,593	1,09,08,593	-	-	
<b>Total</b>	<b>1,09,08,593</b>	<b>1,09,08,593</b>	-	-	
<b>31-Mar-18</b>					
<b>Financial Asset</b>					
Investment in quoted Equity Instrument	1,38,79,810	1,38,79,810	-	-	
<b>Total</b>	<b>1,38,79,810</b>	<b>1,38,79,810</b>	-	-	

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

Particulars	As on 31st March, 2019	As on 31st March, 2018
<b>Deferred tax liability arising on account of</b>		
Difference between accounting base and tax base of property, plant and equipment	3,27,722	1,61,759
Financial assets and liabilities at effective interest rate		
Fair valuation	-4,99,498	-37,322
Balance carry forward		
<b>Net Deferred Tax (Asset)/Liability</b>	<b>-1,71,777</b>	<b>1,24,437</b>

**Note A : Movements in Deferred tax assets and Deferred tax liabilities from 31 March 2018 to 31 March 2019**

Particulars	Closing balance as on 31-03-2018	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing balance as on 31-03-2019
<b>Deferred tax Liability arising on account of</b>				
Difference between accounting base and tax base of Non current Investment	1,61,759	1,65,963		3,27,722
Fair valuation	-37,322		-4,62,177	-4,99,499
Financial assets and liabilities at effective interest rate				
Balance carry forward				
<b>Deferred tax liability (Net)</b>	<b>1,24,437</b>	<b>1,65,963</b>	<b>-4,62,177</b>	<b>-1,71,777</b>

**Note 2.12 : Segment Reporting**

S.No	Particulars	As at 31.03.2019	As at 31.03.2018
			(Rs.in Lacs.)
<b>1</b>	<b>Segment Revenue</b>		
	a) Medical Transcription & Software Dev.	6.88	26.27
	b) Financial Activities/Others	23.96	45.31
	c) Business Support Services	69.80	126.24
	<b>Total</b>	<b>100.64</b>	<b>197.82</b>
	Less: Inter segment revenue		-
	<b>Income from Operations</b>	<b>100.64</b>	<b>197.82</b>
<b>2</b>	<b>Segment Results</b>		
	a) Medical Transcription & Software Dev.	-7.72	-4.00
	b) Financial Activities/Others	-6.00	11.59
	c) Business Support Services	-21.24	9.17
	<b>Total</b>	<b>-34.96</b>	<b>16.76</b>
	Less: 1) Interest	1.03	1.36
	2) Other Un-allocable Expenditure net off	-	-
	3) Unallocable Expenditure	5.38	5.47
	<b>Total Profit /(Loss) Before Tax</b>	<b>-41.37</b>	<b>9.93</b>



<b>3</b>	<b>Capital Employed</b>		
	(Segment Assets-Segment Liabilities)		
	a) Segment - A	11.23	51.25
	b) Segment - B	380.18	371.27
	c) Segment - C	23.47	31.1
	<b>Total</b>	<b>414.88</b>	<b>453.62</b>

**Notes forming part of the financial statements**

**Note : 3 Property, Plant & Equipment**

Particulars	Tangibles Assets					Total
	Buildings	Plant and (Freehold)	Computer & Equipment	Furniture & Peripherals	Vehicles Fixtures	
<b>Gross Block</b>						
Balance as at 31st March 2017	11,21,954	19,09,371	2,39,48,875	36,35,865	48,71,422	3,54,87,487
Additions	-	1,21,894	49,282	33,333	-	2,04,509
Disposals	-	-	-	-	-	-
<b>Balance as at 31st March 2018</b>	<b>11,21,954</b>	<b>20,31,265</b>	<b>2,39,98,157</b>	<b>36,69,198</b>	<b>48,71,422</b>	<b>3,56,91,996</b>
Additions	-	90,847	1,25,018	-	17,37,515	19,53,380
Disposals	-	6	4	22	3,46,930	3,46,962
<b>Balance as at 31st March 2019</b>	<b>11,21,954</b>	<b>21,22,106</b>	<b>2,41,23,171</b>	<b>36,69,176</b>	<b>62,62,007</b>	<b>3,72,98,414</b>
<b>Accumulated Deprecation</b>						
Balance as at 31st March 2017	7,20,182	13,95,105	2,18,99,480	32,88,485	31,69,081	3,04,72,333
Deprecation charge for the year	33,481	1,06,708	13,05,821	61,473	6,27,058	21,34,541
Reversal on disposals	-	-	-	-	-	-
<b>Balance as at 31st March 2018</b>	<b>7,53,663</b>	<b>15,01,813</b>	<b>2,32,05,301</b>	<b>33,49,958</b>	<b>37,96,139</b>	<b>3,26,06,874</b>
Deprecation charge for the year	33,481	1,09,465	6,69,442	63,543	5,90,650	14,66,581
Reversal on disposals	-	-	-	-	-	-
<b>Balance as at 31st March 2019</b>	<b>7,87,144</b>	<b>16,11,278</b>	<b>2,38,74,743</b>	<b>34,13,501</b>	<b>43,86,789</b>	<b>3,40,73,455</b>
<b>Net Block</b>						
Balance as at 31st March 2019	3,34,810	5,10,828	2,48,428	2,55,675	18,75,218	32,24,959
Balance as at 31st March 2018	3,68,291	5,29,452	7,92,856	3,19,240	10,75,283	30,85,122
Balance as at 31st March 2017	4,01,772	5,14,266	20,49,395	3,47,380	17,02,341	50,15,154

**Note :4 Investment property**

Particulars	As on 31st March, 2019	As on 31st March, 2018
Investment property	76,32,877	75,02,877
<b>Total</b>	<b>76,32,877</b>	<b>75,02,877</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, 2019		As on 31st March, 2018	
	Qty	Amount	Qty	Amount
<b>A) Quoted Investments</b>				
Assam Company Limited	27,000	57,510	27,000	1,10,700
Aurobindo Pharma Limited	3,300	25,93,800	7,700	42,95,445
Bharath Forge Limited	1,500	7,67,400	1,000	6,99,650
Deccan Cronicle & Holdings Ltd.	5,000	-	5,000	-
Facor Steel Ltd	25,000	-	25,000	-
Frontline Soft Limited (FSL project)	5,000	-	5,000	-
Gati Ltd.	4,000	3,48,600	-	-
Granules (India) Limited	10,000	11,43,000	10,000	10,32,500
GMR Infra Ltd.	3,000	59,400	3,000	50,550
Hazoor Multi Media Ltd.	4,265	1,962	4,265	-
HFCL Limited	-	-	10,000	2,58,500
HDIL	1,000	25,900	1,000	38,600
ICICI Prudential Limited	1,000	3,49,500	1,000	3,88,600
IDFC Bank Limited	4,000	2,20,800	4,000	1,89,400
Indoco Remedies Limited	<b>1,200</b>	2,43,240	1,200	2,54,580
Jupiter Bio Science Ltd	1,000	-	1,000	-
Kesoram Industries Limited	1,000	72,750	1,000	1,08,250
Kingfisher Air Line Ltd (Decca	500	-	500	-
KLG Systel Limited	4,369	-	4,369	-
KS Oils Limited	2,500	-	2,500	-
Marico Industries Limited	-	-	2,000	6,52,100
National Aluminium Limited	2,000	1,10,800	2,000	1,32,900
Next Generation (Silver Line Anni)	200	-	200	-
NHPC Ltd	1,502	37,174	4,000	1,10,800
NMDC Ltd (Natmine)	1,800	1,87,470	1,800	2,13,390
Pentamedia Graphics Limited	900	432	900	504
PVP Venture Ltd (Ssi Ltd.)	3,500	11,620	3,500	19,950
Radico Khaitan Limited	-	-	1,000	3,32,250
Raymond Limited	2,700	21,85,515	2,000	17,95,500
Rohit Ferro Alloys Limited	12,235	12,235	12,235	31,811
Samtel Colour Limited	2,000	-	2,000	900
Seshachal Technology Limited	2,000	-	2,000	-
Snowman Logistic Limited	<b>5,000</b>	1,64,750	5,000	2,23,750
South India Bank Limited	20,000	3,30,800	20,000	4,56,000
Sun Pharmaceuticals Limited	3,000	14,37,750	3,000	14,85,300
Suzlon Energy Ltd	13,400	82,410	13,400	1,43,380
Unitech Limited	57,500	79,925	57,500	3,19,125
ZF Stearling Limited	500	3,58,850	500	5,10,375
<b>Total (Quoted Investments)</b>		<b>1,08,83,593</b>		<b>1,38,54,810</b>
<b>B) Unquoted Investments</b>				
A.P.Mahesh Co-op Urban Bank Ltd	1250	25,000	1,250	25,000
<b>Total (Unquoted Investments)</b>		<b>25,000</b>		<b>25,000</b>
<b>Total</b>		<b>1,09,08,593</b>		<b>1,38,79,810</b>

**Particulars**
**As on 31st March, 2019 As on 31st March, 2018**
**Note : 6 Long term Loans and advances**

Long term loans and advances		
Unsecured, considered good		
Telephone Deposit	20,000	20,000
<b>Total</b>	<b>20,000</b>	<b>20,000</b>



# BNR UDYOG LIMITED

Particulars	As on 31st March, 2019	As on 31st March, 2018
<b>Note : 7 Deferred Tax Asset</b>		
Deferred Tax (Assets)	-	1,24,437
<b>Total</b>	-	<b>1,24,437</b>
<b>Note : 8 Other Non-Current Asset</b>		
Deposits with Govt bodies	1,25,727	1,25,727
<b>Total</b>	<b>1,25,727</b>	<b>1,25,727</b>
<b>Note : 9 Other Current Investment</b>		
Fixed Deposits maturing within 12 Months and lien for Bank Guarantee / Overdraft)	77,88,050	79,00,000
<b>Total</b>	<b>77,88,050</b>	<b>79,00,000</b>
<b>Note : 10 Trade Receivables</b>		
(Unsecured, considered good) Outstanding for a period exceeding six months	12,95,615	40,58,416
Others	63,94,000	68,81,740
<b>Total</b>	<b>76,89,615</b>	<b>1,09,40,156</b>
<b>Note : 11 Cash and Cash Equivalents</b>		
Cash and cash equivalents		
Cash on hand	45,627	18,575
Balances with banks		
On Current Accounts	1,17,404	1,88,386
On Unclaimed dividend account	4,82,731	4,80,784
On HDFC Bank Gratuity Employees Scheme	10,000	10,000
<b>Total</b>	<b>6,55,762</b>	<b>6,97,745</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	3,000	1,21,500
<b>Total</b>	<b>17,63,000</b>	<b>18,81,500</b>
<b>Note : 13 Other Financial Assets</b>		
Rent Receivable	85,883	78,988
Earnest Money Deposit	4,20,000	2,00,000
Accrued Interest from FDR's	3,58,383	2,59,970
<b>Total</b>	<b>8,64,266</b>	<b>5,38,958</b>
<b>Note : 14 Other - Current Assets</b>		
Current Assets		
Tax/GST Tax receivable	6,52,115	23,39,548
Other Loans and Advances Recoverable	61,51,824	45,98,517
Prepaid expenses	86,828	26,269
<b>Total</b>	<b>68,90,767</b>	<b>69,64,335</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, 2019		As on 31st March, 2018	
	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, 2019		As on 31st March, 2018	
	No of sh.	Value (Rs.)	No of sh.	Value (Rs.)
	%	No. of shares	%	No. of shares
KAMAL NARAYAN RATHI	57.92	17,37,634	57.92	17,37,634
MAYURA RATHI	4.51	1,35,445	4.56	1,36,798

**Particulars** **As on 31st March, 2019** **As on 31st March, 2018**

**Note : 16 Long - Term Borrowings**

**A.Term Loans**

From Bank		9,75,885	-
<b>Total</b>		<b>9,75,885</b>	<b>-</b>

**Note : 17 Deferred Tax Asset**

Deferred Tax (Liability)		1,71,777	-
<b>Total</b>	<b>-</b>	<b>1,71,777</b>	<b>-</b>

**Note : 18 Short - Term Borrowings**

**A.SECURED LOANS**

Bank Overdraft with Mahesh Bank		12,11,045	15,58,264
<b>Total</b>		<b>12,11,045</b>	<b>15,58,264</b>

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

**Note : 19 Trade Payables**

Trade payables		23,97,422	53,39,357
<b>Total</b>		<b>23,97,422</b>	<b>53,39,357</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		7,54,892	7,81,216
Unclaimed Dividend		4,82,731	4,80,784
<b>Total</b>		<b>12,37,623</b>	<b>12,62,000</b>

**Note : 21 Other Current Liabilities**

Other Liabilities		80,912	1,38,853
<b>Total</b>		<b>80,912</b>	<b>1,38,853</b>

**Note: 22 Revenue from operation**

**Revenue from operation**

Business Support Services		69,79,590	1,26,24,552
Medical Transcription Services		1,82,599	26,14,730





Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>Other Operating revenue</b>		
Profit on foreign exchange fluctuation	3,34,897	12,043
Rent received	8,41,238	5,44,647
Profit on sale of shares	4,92,490	29,55,323
<b>Total</b>	<b>88,30,814</b>	<b>1,87,51,295</b>
<b>Note: 23 Other Income</b>		
Interest received on FD & IT Refund	9,59,306	8,43,945
Misc Income	-	560
Dividend	85,035	1,86,493
<b>Total</b>	<b>10,44,341</b>	<b>10,30,998</b>
<b>Note: 24 Employee Benefit Expenses</b>		
Employees remuneration and benefits	29,32,303	31,25,205
Contribution to PF/ESI/Gratuity	1,69,473	1,79,864
Remuneration to Managerial personnel	10,03,489	9,89,090
Staff welfare expenses	44,805	43,828
<b>Total</b>	<b>41,50,070</b>	<b>43,37,987</b>
<b>Note: 25 Finance costs</b>		
Interest on loans	1,02,894	1,35,632
Bank charges	28,011	29,556
<b>Total</b>	<b>1,30,905</b>	<b>1,65,188</b>
<b>Note: 26 Other Expenses</b>		
Business Support Charges	58,25,468	86,65,657
Registrar Expenses	1,19,835	1,25,654
Repairs & Maintenance	5,80,933	12,04,779
Postage & Telegram	23,340	74,570
Travelling & Conveyance	69,314	1,51,476
Foreign Travel Expenses	-	93,749
Insurance	70,843	73,422
Rates & Taxes ( Excluding Taxes on Income)	4,45,522	4,09,360
Rent	-	-
Remuneration to Auditors :		
Audit Fee	45,000	45,000
Tax Audit Fee	30,000	30,000
Communication Expenses	1,87,712	2,75,375
Subscription	64,276	57,053
Advertisement Expenses	30,884	42,214
Printing & Stationery	74,731	51,111
Electricity Charges	2,09,688	2,12,891
Professional charges	1,88,000	1,73,341
Director Sitting Fees	24,442	33,664
Business Promotion Expenses	1,71,155	1,82,865
Office, General & Miscellaneous Expenses	1,06,691	87,442
Tender Fee	2,000	11,000
Share Transfer Stamps/Demat/Dly Expenses	13,178	74,926
Donation	-	76,000
Impairment Loss	32	-
<b>Total</b>	<b>82,83,044</b>	<b>1,21,51,549</b>
<b>Note: 27 Exceptional Items</b>		
Sale of Assets	18,069	-
<b>Total</b>	<b>18,069</b>	<b>-</b>



**Form No. MGT-11  
PROXY FORM**

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

CIN : L67120AP1994PLC018841  
Name of the Company : BNR Udyog Limited  
Registered office : 6-3-650, 218, 2nd floor, Maheshwari Chambers,  
Somajiguda Hyderabad – 500082, Telangana, India

Name of the member(s):  
Registered Address:  
E-mail Id:  
Folio No./Client Id:  
DP ID:

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

- 1. Name :  
Address:  
E-mail Id :  
Signature : ....., or failing him
- 2. Name :  
Address:  
E-mail Id :  
Signature : ....., or failing him
- 3. Name :  
Address:  
E-mail Id :  
Signature : ....., or failing him

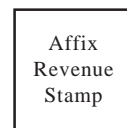
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 24<sup>th</sup> day of September, 2019 at 10-00 A.M. at The Federation of Telangana Chambers of Commerce & Industry, Federation House FAPCCI Marg, Red Hills, Hyderabad-500 004 (T.S.) and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

- 1. Approval of financial statements for the year ended 31.03.2019.
- 2. To Approve for continuation of current term of Mr.J. Vikramdev Rao (DIN: 00173556) as an Independent Non-Executive Director.
- 3. Re-appointment of Mr. Sandeep Rathi (DIN: 05261139) as Executive Director

Signed this ..... day of..... 2019

Signature of shareholder



Signature of Proxy holder(s)

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



**BNR UDYOG LIMITED**

6-3-650, 218, 2nd floor, Maheshwari Chambers, Somajiguda, Hyderabad – 500082

**ATTENDANCE SLIP**

(Please present this slip at the meeting venue)

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the members of the Company to be held on Tuesday, the 24<sup>th</sup> day of September, 2019 at 10-00 A.M. at The Federation of Telangana Chambers of Commerce & Industry, Federation House FAPCCI Marg, Red Hills, Hyderabad-500 004 (T.S.) and at any adjourned meeting thereof.

Shareholders/Proxy's Signature \_\_\_\_\_

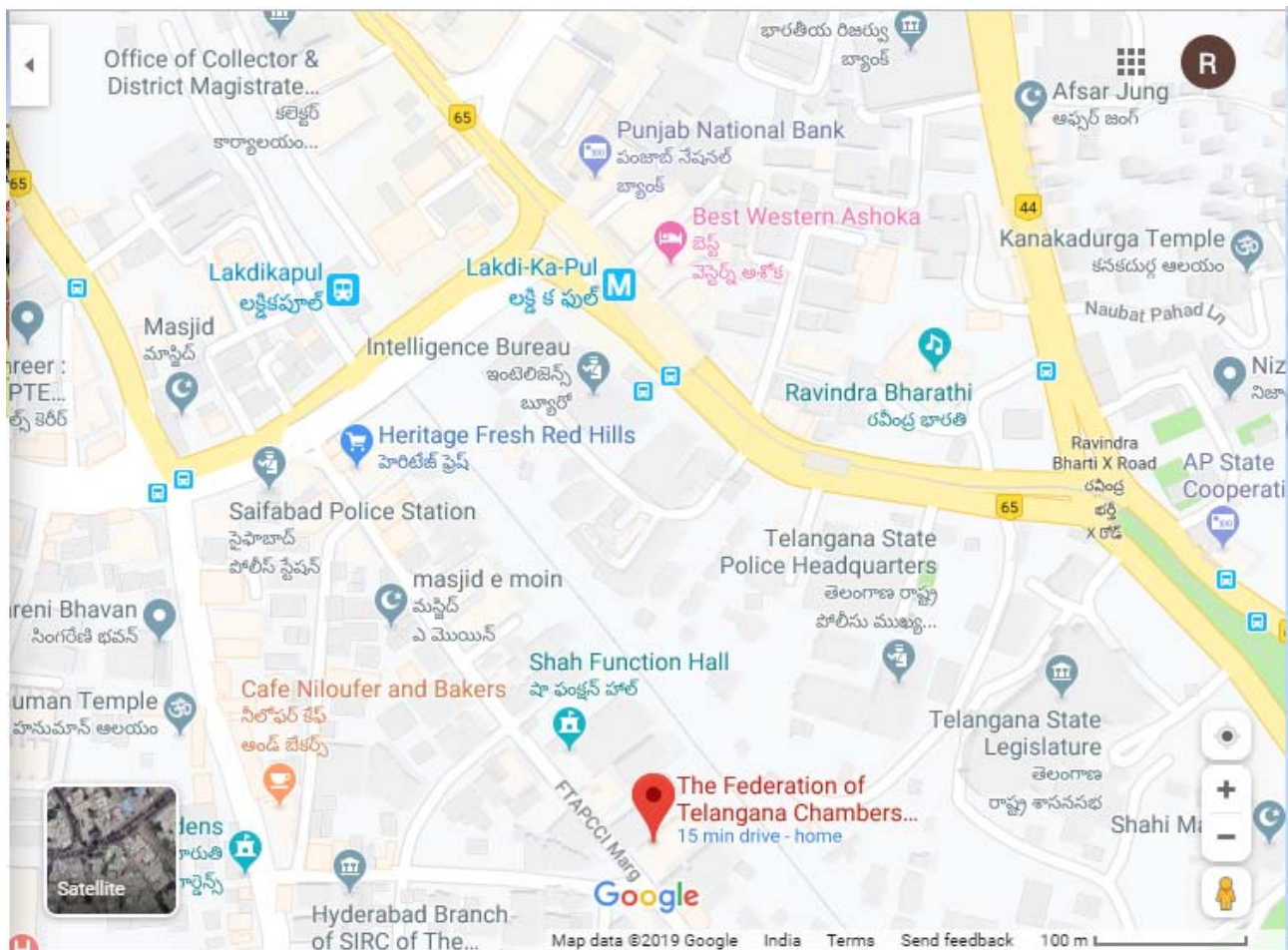
Shareholders/Proxy's full name \_\_\_\_\_  
(In block letters)

Folio No. / Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

**Note:**

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.



**Form No. MGT-12  
POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

CIN : L67120AP1994PLC018841  
Name of the Company : BNR UDYOG LIMITED  
Registered office : 218,2nd FLOOR,MAHESHWARI CHAMBERS,6-3-650  
SOMAJIGUDA, HYDERABAD TELANGANA-500082

**POLLING PAPER**

Sl. No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client IDNo. (*Applicable to investorsholding shares in dematerializedform)	
4.	Class of Share	Equity Share

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

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements for the Financial Year 2018-2019.			
2.	To approve for continuation of current term of Mr. J. Vikramdev Rao (DIN: 00173556) As An Independent Non-Executive Director.			
3.	Re-appointment of Mr. Sandeep Rathi (DIN: 05261139) as Executive Director			

Place:

Date:

(Signature of the shareholder)





**BNR UDYOG LIMITED**

PRINTED MATTER  
BOOK-POST

If undelivered please return to :

**BNR UDYOG LIMITED**

Registered Office :

6-3-650, 218, Maheshwari Chambers,  
Somajiguda, Hyderabad - 500 082 T.S.. INDIA