

CIN: [L70100DL2010PLC200749](#)  
E-mail – [info@bdrbuildcon.com](mailto:info@bdrbuildcon.com)

Regd. Office: [31, Jangpura Road,  
Bhogal, New Delhi-110014](#)

# BDR BUILDCON LIMITED

*(Formerly Known as BDR Buildcon Private Limited)*

## ANNUAL REPORT FOR THE FINANCIAL YEAR 2019-20

Website: [www.bdrbuildcon.com](http://www.bdrbuildcon.com)  
Tel: [011-26477771](tel:011-26477771)

Corporate Office Address: [21, Ring,  
Road Third Floor, Front Portion,  
Lajpat Nagar- IV, New Delhi-110024](#)

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Rajesh Gupta**  
Managing Director  
DIN: 00163932

**Ms. Renu Gupta**  
Non-Executive Director  
DIN: 00163749

**Mr. Ishwar Anand**  
Independent Director  
DIN: 06437099

**Mr. Rajinder Prasad  
Sharma**  
Independent Director  
DIN: 06947420

### COMPANY SECRETARY

**Nidhi Adhikari**

### CHIEF FINANCIAL OFFICER

**Mr. Dinesh Gupta**

### BOARD COMMITTEE

**AUDIT COMMITTEE**  
Mr. Ishwar Anand (Chairperson)  
Mr. Rajinder Prasad Sharma  
(Member)  
Mr. Rajesh Gupta (Member)

### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Ishwar Anand (Chairperson)  
Mr. Rajinder Prasad Sharma  
(Member)  
Mr. Rajesh Gupta (Member)  
Ms. Renu Gupta (Member)

### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Mr. Ishwar Anand (Chairperson)  
Mr. Rajinder Prasad Sharma  
(Member)  
Mr. Rajesh Gupta (Member)  
Ms. Renu Gupta (Member)

### BANKERS

HDFC Bank Limited

### STATUTORY AUDITORS

**Sanjay Chopra & Co.**  
Chartered Accountant  
Firm Reg. No: 011074N  
G-80, Lajpat Nagar-I,  
New Delhi-110024

### SECRETARIAL AUDITOR

**Kanishk Arora & Co**  
Company Secretaries  
202, 2nd Floor, Ganga  
Chamber, 6A/1, W.E.A., Above  
Union Bank ATM, Karol Bagh,  
New Delhi-110005

### REGISTRAR TRANSFER AGENT

**Bigshare Services Private Limited**

**Head Office:** E-2 & 3, Ansa  
Industrial Estate, Saki-Vihar Road,  
Sakinaka.  
Andheri (E), Mumbai - 400 072

**Delhi Office:** 302, Kushal Bazar, 32-  
33, Nehru Place, New Delhi-110019  
Phone No.: 011-42425004,  
47565852

### REGISTERED OFFICE

31, Jangpura Road, Bhogal,  
New Delhi-110 014

### CORPORATE OFFICE:

21, Ring Road, Third Floor, Front  
Portion, Lajpat Nagar – IV, New  
Delhi – 110024  
Tel: 011-26477771  
E-mail – info@bdrbuildcon.com

### WEBSITE

www.bdrbuildcon.com

### CORPORATE INDENTITY NUMBERS

L70100DL2010PLC200749

# **BDR BUILDCON LIMITED**

Regd. Office: 31, Jangpura Road, Bhogal, New Delhi-110014

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Website: [www.bdrbuildcon.com](http://www.bdrbuildcon.com)

Tel: 011-26477771

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## **NOTICE OF AGM**

Notice is hereby given that the **10<sup>th</sup> Annual General Meeting** of the members of **BDR BUILDCON LIMITED** will be held at the Corporate Office of the Company at 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110024, on **Thursday**, the **20<sup>th</sup> day of August, 2020** at **11:30 A.M** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31<sup>st</sup> March, 2020** and Statement of Profit & Loss for the period ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Rajesh Gupta (DIN: 00163932)** who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

**On order of Board of Director  
For BDR Buildcon Limited**

*SD/-*

**Date: 14.07.2020**

**Place: New Delhi**

**Rajesh Gupta  
Managing Director  
DIN- 00163932  
R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025**

## **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. PROXY FORM IS ENCLOSED.**

A person can act as proxy on behalf of Members not exceeding fifty (50) in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. Pursuant to Section 113 of the Act and Rules framed thereunder, the Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to section 91 of the Companies Act, 2013, the register of members of the Company will remain closed from Monday, August 16, 2020 to Thursday, August 20, 2020 (both days inclusive) for the purpose of Annual General Meeting.
6. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits listed companies to send notice of Annual General Meeting along with Annual Report, comprising of Financial Statements, Board's Report, etc. via electronic mode to its members. The Company is therefore sending an email to its members, providing a link to the website of the Company facilitating Notice of Annual General Meeting and Annual Report 2019-20, unless a member has requested for a physical copy of documents. Email is sent to those members whose email id is registered with Company/Depositories. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
7. The Register of Directors, Key Managerial Personnel(s) and their shareholding maintained under section 170 of the Act along with other statutory registers as required under the provisions of Act, will be available for inspection of members at AGM.
8. The Explanatory statement pursuant to section 102 of the Companies Act, 2013, is attached and forms part of this Notice
9. Members are requested to send all communications to our Registrar and Share Transfer Agent (R & T Agent) at the following address:

### **Bigshare Services Private Limited**

Head office: E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072

Delhi Office: 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019

Phone No.: 011-42425004, 47565852  
Email ID: mukesh@bigshareonline.com  
Website: www.bigshareonline.com

10. Information as required under Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting ("AGM") is annexed herewith as **Annexure- 1** and forms part of the Notice.
11. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance to the Registered Office of the Company
12. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice
13. Members holding shares in Demat form are requested to furnish their Permanent Account Number (PAN) details to their respective Depository Participant in order to comply with the Securities and Exchange Board of India (SEBI) guidelines.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R & T Agents in case the shares are held in physical form
15. All documents referred to in the Notice shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
16. The route map of the venue of the AGM is enclosed herewith.

**On order of Board of Director  
For *BDR Buildcon Limited***

*SD/-*

**Date: 14.07.2020  
Place: New Delhi**

**Rajesh Gupta  
Managing Director  
DIN- 00163932  
R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025**

Members are requested to bring their copy of the Annual Report. Requested further to complete this attendance slip and hand it over at the entrance of the office. Only Member or their Proxies are entitled to be present at the Meeting.

**ATTENDANCE SLIP  
(To be presented at the entrance)**

**Name:**

**Folio No/DP & Client ID:**

**Address:**

**No of Shares Held:**

I certify that I am a registered shareholders/proxy/authorized representative for registered shareholders of the Company.

I hereby record my presence at the 10<sup>th</sup> Annual General Meeting of BDR Buildcon Limited held on Thursday, the 20<sup>th</sup> day of August, 2020 at 11:30 A.M at 21, Third Floor, Front Portion, Lajpat Nagar-IV, New Delhi-110024.

**SIGNATURE OF THE SHAREHOLDER/PROXY\***

Strike out whichever is not applicable

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**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:** L70100DL2010PLC200749

**Name of the Company:** BDR BUILDCON LIMITED

**Regd. Office:** 31 Jangpura Road, Bhogal, New Delhi-110014

**Corporate Office:** 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110024

Name of 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

Name: .....

Address: .....

E-mail Id:.....

Signature: .....

*or failing him/her;*

Name:.....

Address:.....

E-mail Id:.....

Signature: .....

Annual General Meeting of M/s BDR Buildcon Limited, to be held on the Thursday, the 20th day of August, 2020 at 11:30 A.M at 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar-IV, New Delhi-110024 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Optional*	Optional*	
		For	Against
1.	Consideration of financial statements and the reports of the Board of Directors and auditors;		
2.	Appointment of Mr. Rajesh Gupta as a Director liable to retire by rotation		

Signed this..... day of..... 20.....

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of shareholder

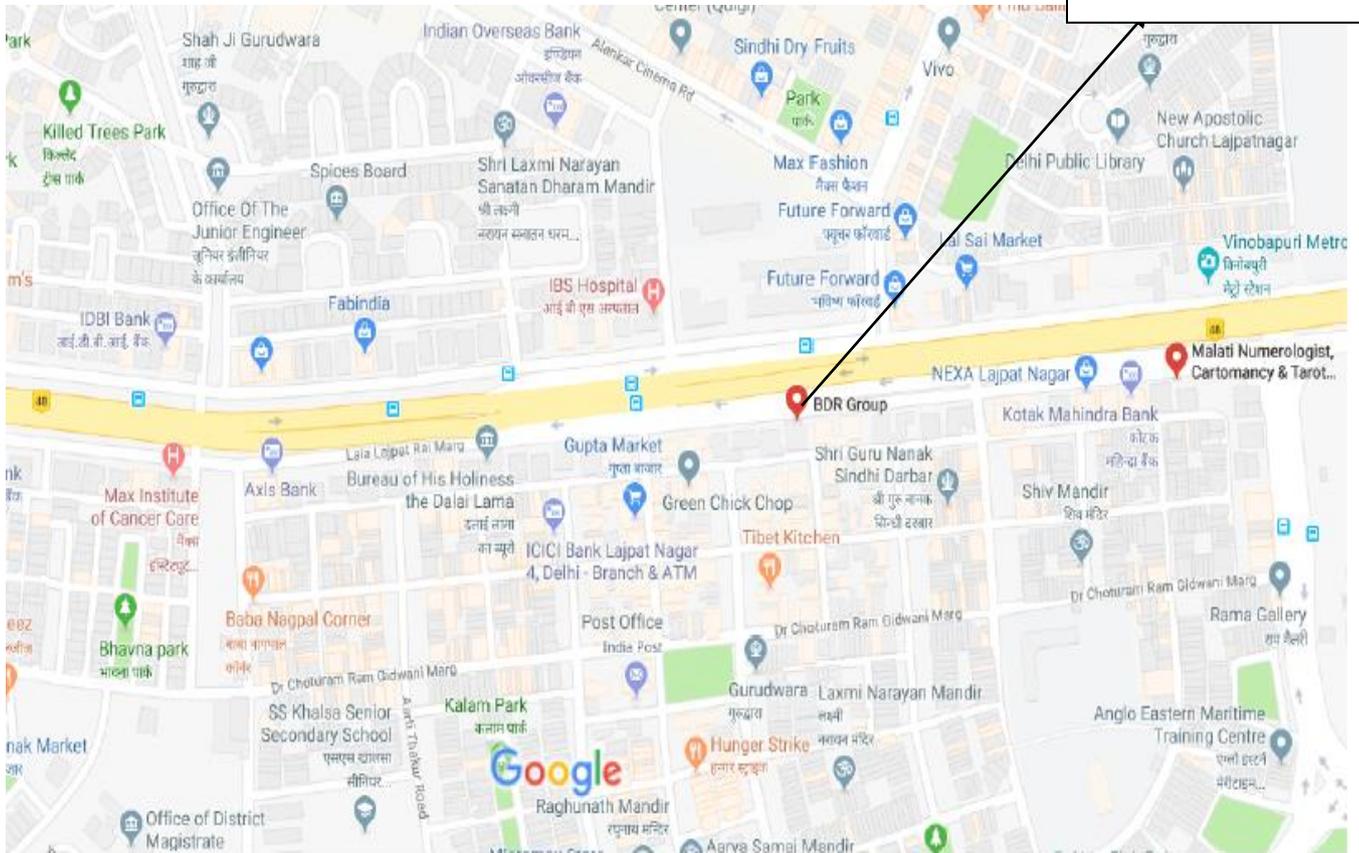
Affix Revenue Stamp

**Note:**

*\*it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*

## ROUTE MAP OF THE VENUE OF AGM

**21 Ring Road, Lajpat  
nagar- IV, New Delhi-  
110024**



## DIRECTOR'S REPORT

To,  
The Members,

The Directors of your Company have pleasure in presenting the 10<sup>th</sup> Annual Report together with the Audited Statements of Accounts and Auditors Report of your Company for the financial year ended 31<sup>st</sup> March, 2020.

### **1. FINANCIAL HIGHLIGHTS:**

The financial performance of the Company is as follows:

(in Rs.)		
<b>PARTICULAR</b>	<b>2019-20</b>	<b>2018-19</b>
Income from:		
-Business Operations	Nil	Nil
-others	67,67,171	48,74,658
Total Income	67,67,171	48,74,658
Less Interest	Nil	Nil
Expenses (including other expenses)	18,88,209	6,11,762
Profit before Depreciation	48,78,962	42,62,896
Less Depreciation	Nil	Nil
Profit after depreciation and Interest	48,78,962	42,62,896
Less Current Income Tax	Nil	15,000
Less Previous year adjustment of Income Tax	43,696	19,366
<b>Net Profit after Tax</b>	<b>48,35,266</b>	<b>42,28,530</b>
Balance carried to Balance Sheet	48,35,266	42,28,530
Earning per share (Basic)	0.73	0.64
Earning per Share (Diluted)	0.73	0.64

### **2. REVIEW OF PERFORMANCE**

The Company is engaged in the business of all kinds of real estate projects primarily relating to the residential sector since incorporation.

During the year under review, the following is the performance review of the company:

1. Net profit for the FY 2019-20 after tax is Rs. 48,35,266/- as compared to previous FY 2018-19 is Rs. 42,28,530/-.

### **3. CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there was no material changes in the nature of business of the Company and it would continue to operate in overall real estate projects primarily relating to the residential sector.

**4. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

Your Directors further state that there were no material changes and commitments affecting the financial occurred between the ends of the financial year to which these financial statements relate and the date of this report.

**5. SHARE CAPITAL**

During the year there is no change in the share capital of the Company.

**6. DIVIDEND**

To conserve the funds for future business growth, your Directors have not recommended any dividend for the FY 2019-20.

**7. PROPOSED TO CARRY TO RESERVES**

The Board has not transferred any amount towards General Reserves for the year under review.

**8. DEPOSITS**

The Company has neither invited nor accepted any deposits from the public during the financial year. There is no unclaimed or unpaid deposit lying with the Company.

**9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no Dividend declared in previous years, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**10. STOCK EXCHANGE & LISTING FEES**

Company's Equity Shares at present are listed at NSE ITP Emerge. It may be noted that there are no payment outstanding to the Stock Exchange by way of listing fees etc.

**11. NUMBER OF BOARD MEETING**

The Board of Directors has met 8 (Eight) times during the financial year 2019-20. None of the two Board meeting have a gap of more than 120 days between them.

**12. ORDERS PASSED BY REGULATORS/COURTS**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**13. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of Companies Act, 2013.

**14. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE FINANCIAL YEAR**

**i. Change in Director**

During the year under review, there is no change in the directors and Key Managerial Personnel of the Company.

**ii. Re-appointment**

As per provisions of the Companies Act, 2013, Mr. Rajesh Gupta, Director retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

**15. DECLARATION OF INDEPENDENCE**

The company has received necessary declarations from all the Independent Directors that they meet the criteria of Independence laid down in section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated which could impair or impact their ability to discharge their duties with an objective of Independent judgment and without any external influences.

**16. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Risk Management is an integral part of the Company's business strategy. The Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Board nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

**17. ANNUAL RETURN**

In terms of provisions of Section 92 and 134 of the Act, an extract of Annual Return in prescribed format is annexed to this Report as **Annexure -2** and the copy of annual return is placed on the website of the Company at the web-link <http://www.bdrbuildcon.com/default.aspx>.

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

There was no loan and guarantee made by the Company under Section 186 of the Companies Act, 2013 during the Financial Year under review. However, Company has not made any investment for the period under review.

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the financial year under review.

**20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information required to be given pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 do not apply to our Company.

## **21. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Earning: Nil  
Outgo: Nil

## **22. SECRETARIAL AUDITOR**

Pursuant to section 179 and 204 of the Act and rules made thereunder, M/s Kanishk Arora & Co., practicing Company Secretaries (Membership Number: 9575 / Certificate of Practice No.: 13253) was appointed as a Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2019-20, in the manner as stated above in forgoing provisions.

The Secretarial Audit Report for the financial year 2019-20 is appended as **Annexure-3** which forms part of this Report.

The said Secretarial Auditor's Report does not contain any qualifications, reservations and adverse remarks.

## **23. AUDIT COMMITTEE AND VIGIL MECHANISM**

The Audit Committee of the Company comprised of the following members:-

<b>Sl. No.</b>	<b>Name of Members</b>	<b>Designation</b>
1.	Mr. Ishwar Anand	Independent Director /Chairman
2.	Mr. Rajinder Parsad Sharma	Independent Director
3.	Mr. Rajesh Gupta	Managing Director

The above composition of the Audit Committee consists of independent Directors viz., Mr. Rajinder Parsad Sharma and Mr. Ishwar Anand who form the majority.

The Company Secretary functions as Secretary to the Committee.

During the year under review, 4 (four) meetings of the Audit Committee were held. The gap between two Audit Committee Meetings did not exceed one hundred and twenty days as prescribed in the Listing Regulations.

The Company has established a **vigil mechanism** and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

The Whistle Blower Policy is available on the Company's website.

## **24. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the Company comprised of the following members:-

<b>Sl. No.</b>	<b>Name of Members</b>	<b>Designation</b>
----------------	------------------------	--------------------

1.	Mr. Ishwar Anand	Independent Director /Chairman
2.	Mr. Rajinder Parsad Sharma	Independent Director
3.	Mr. Rajesh Gupta	Managing Director
4.	Mrs. Renu Gupta	Non-Executive Director

During the year under review, 3(Three) meetings of the Stakeholders Relationship Committee were held. The gap between two Audit Committee Meetings did not exceed one hundred and twenty days as prescribed in the Listing Regulations.

## **25. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company comprised of 4 (four) Directors, which is as follows:

<b>Sl. No.</b>	<b>Name of Members</b>	<b>Designation</b>
1.	Mr. Ishwar Anand	Independent Director /Chairman
2.	Mr. Rajinder Parsad Sharma	Independent Director
3.	Mr. Rajesh Gupta	Managing Director
4.	Mrs. Renu Gupta	Non-Executive Director

During the year under review, 2 (Two) meetings of the Nomination and Remuneration Committee were held.

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Code of Conduct is available on the Company's website. All Directors have confirmed compliance with provisions of section 164 of the Companies Act, 2013.

## **26. REMUNERATION POLICY**

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. The policy is available on the Company's website.

## **27. HUMAN RESOURCE MANAGEMENT & SAFETY**

During the financial year, the Company had cordial relations with workers, staff and officers. Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility.

## **28. REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013**

The Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.

## **29. EVALUATION OF THE BOARD'S PERFORMANCE**

The Companies Act, 2013 mandates formal annual evaluation by the Board of its own performance and that of its committees and Individual Directors. Schedule IV to the Companies Act, 2013 provides that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out annual evaluation of performance of Directors individually, Board as a whole and following Committees of the Board of Directors.

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholder Relationship Committee

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination and Remuneration Committee.

An exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### **30. INTERNAL CONTROL SYSTEM & INTERNAL AUDITORS**

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements. The Company has well designed Standard Operating Procedures.

M/s Naveen Upadhyaya & Associates, Chartered Accountant has been appointed in Company for the purpose of Internal Audit.

Independent Internal Auditor conducts General Accounting & Statutory Compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

The Audit Committee also met the company's Statutory Auditors to ascertain their views on the financial statements, including the Financial Reporting Systems, Compliance to Accounting Policies and Procedures, the adequacy and effectiveness of the Internal Controls and Systems followed by the Company.

### **31. COST AUDITORS**

Company does not appoint cost auditor as the provisions related to Cost Audit is not applicable to the Company.

### **32. PARTICULARS OF REMUNERATION AND EMPLOYEES**

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding directors and employees is given in ***Annexure-4***.

### **33. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Company does not have any subsidiary, joint ventures and associate Companies within the meaning of the Companies Act, 2013. Therefore the disclosure of particulars with respect to information related to performance and financial position of the Subsidiaries, joint ventures or associate

Companies subject to rule 8(1) of Companies (Accounts) Rules, 2014 is **not applicable**.

#### **34. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

1. Names of companies which have become to be its Subsidiaries, joint ventures or associate companies during the year: **N.A.**
2. Names of companies which have ceased to be its Subsidiaries, joint ventures or associate companies during the year: **N.A.**

#### **35. SHARES**

##### **a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

##### **b. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

##### **c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

##### **d. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

#### **36. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- 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;
- 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.

The Company's Internal Auditors have conducted periodic audits to provide reasonable assurance that the Company's approved policies and procedures have been followed.

### **37. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report as required under Regulation 34 of the SEBI Listing Regulations, is annexed as **Annexure- 5** to this Board Report.

### **38. ACKNOWLEDGEMENTS**

Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

**On order of Board of Director  
For BDR Buildcon Limited**

**SD/-**

**Date:** 14.07.2020

**Place:** New Delhi

**Rajesh Gupta**

Managing Director

DIN- 00163932

R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025

**SD/-**

**Renu Gupta**

Director

DIN- 00163749

R/o- B-393, Block-B,  
New Friends Colony  
New Delhi-110025

**Annexure-2**  
**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31<sup>st</sup> March, 2020

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L70100DL2010PLC200749
ii)	Registration Date	25/03/2010
iii)	Name of the Company	BDR BUILDCON LIMITED
iv)	Category / Sub-Category of the Company	Company limited by Shares and Non-Government Company
v)	Address of the Registered office and contact details	31, Jangpura Road, Bhogal, New Delhi-110014
	-Email-Id	info@bdrbuildcon.com
	-Contact No.	9810031551
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	Bigshare Services Pvt. Ltd. 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019
	-Email-Id	<a href="mailto:Mukesh@bigshareonline.com">Mukesh@bigshareonline.com</a>
	-Contact No.	011-42425004, 47565852

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

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

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

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1			NA		



d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	5,00,000	Nil	5,00,000	7.52	5,00,000	Nil	5,00,000	7.52	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	<b>5,00,000</b>	<b>Nil</b>	<b>5,00,000</b>	<b>7.52</b>	<b>5,00,000</b>	<b>Nil</b>	<b>5,00,000</b>	<b>7.52</b>	<b>Nil</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
i) Indian	18,00,036	Nil	Nil	27.08	Nil	Nil	18,00,036	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(2):-</b>	<b>18,00,036</b>	<b>Nil</b>	<b>18,00,036</b>	<b>27.08</b>	<b>18,00,036</b>	<b>Nil</b>	<b>18,00,036</b>	<b>27.08</b>	<b>Nil</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>23,00,036</b>	<b>Nil</b>	<b>23,00,036</b>	<b>34.61</b>	<b>23,00,036</b>	<b>Nil</b>	<b>23,00,036</b>	<b>34.61</b>	<b>Nil</b>

C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>66,45,000</b>	<b>Nil</b>	<b>66,45,000</b>	<b>100</b>	<b>66,45,000</b>	<b>Nil</b>	<b>66,45,000</b>	<b>100</b>	<b>Nil</b>

## ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajesh Gupta	1,13,433	1.71	Nil	113,433	1.71	Nil	Nil
2	Renu Gupta	15,30,000	23.02	Nil	15,30,000	23.02	Nil	Nil
3	Rajesh Gupta(HUF)	6,16,659	9.28	Nil	6,16,659	9.28	Nil	Nil
4	Shashank Gupta	2075072	31.23	Nil	2075072	31.23	Nil	Nil
5.	BDR Builders and Developers Private Limited	9800	0.15	Nil	9800	0.15	Nil	Nil
	<b>Total</b>	<b>4344964</b>	<b>65.39</b>	<b>Nil</b>	<b>4344964</b>	<b>65.39</b>	<b>Nil</b>	<b>Nil</b>

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>43,44,964</b>	<b>65.39%</b>	<b>43,44,964</b>	<b>65.39%</b>
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil			

	At the end of the year	<b>43,44,964</b>	<b>65.39%</b>	<b>43,44,964</b>	<b>65.39%</b>
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**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Verma Finvest Private Limited</b>				
	At the beginning of the year	566678	8.53%	566678	8.53%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	566678	8.53%	566678	8.53%
<b>2.</b>	<b>Able Management Consultants Private Limited</b>				
	At the beginning of the year	400008	6.02%	400008	6.02%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	400008	6.02%	400008	6.02%
<b>3.</b>	<b>Viable Management Consultants Private Limited</b>				
	At the beginning of the year	100002	1.50%	100002	1.50%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	100002	1.50%	100002	1.50%
<b>4.</b>	<b>MRJ Consultants Private Limited</b>				
	At the beginning of the year	733348	11.04%	733348	11.04%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil

	At the end of the year	733348	11.04%	733348	11.04%
<b>5.</b>	<b>Next Orbit Ventures Fund</b>				
	At the beginning of the year	500000	7.52%	500000	7.52%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	500000	7.52%	500000	7.52%

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Renu Gupta</b>				
	At the beginning of the year	1530000	23.02%	1530000	23.02%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	1530000	23.02%	1530000	23.02%
<b>2.</b>	<b>Dinesh Gupta (KMP)</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
<b>3.</b>	<b>Rajesh Gupta</b>				
	At the beginning of the year	113433	1.71%	113433	1.71%
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	113433	1.71%	113433	1.71%

<b>4.</b>	<b>Ishwar Anand</b>	Nil	Nil	Nil	Nil
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
<b>5.</b>	<b>Nidhi Adhikari</b>	Nil	Nil	Nil	Nil
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

### III. INDEBTEDNESS (balance sheet)

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

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

ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

S.no.	Particulars	Name of KMP	Total
		Rajesh Gupta* Managing Director	
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	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)		
	Ceiling as per the Act	11% of the Net Profit as per Section 197	

S. No.	Particulars of Remuneration	Name of Directors	Total Amount
		----	----
	Independent Director - Sitting Fees for attending board/ Committee meetings - Commission - Others, please specify	NIL	
	Total (1)		

	Other non- executive Directors - Sitting Fees for attending board/ Committee meetings - Commission - Others, please specify	
	Total (2)	
	Total (B)=(1+2)	
	Total Managerial	
	Overall Ceiling as per the Act	

**B. REMUNERATION TO OTHER DIRECTORS: Nil**

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	3,00,000	Nil	3,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify				
5.	Others, please specify	Nil	Nil	NIL	Nil
	Total	Nil	3,00,000	NIL	3,00,000

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

Type	Section of Companies Act	Brief Description Penalty /	Detail of Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)

<b>A. Company</b>					
Penalty					
Punishment			N.A.		
Compounding					
<b>B. Director</b>					
Penalty					
Punishment			N.A.		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			N.A.		
Compounding					

**On order of Board of Director  
For BDR Buildcon Limited**

*SD/-*

*SD/-*

**Date:** 14.07.2020  
**Place:** New Delhi

**Rajesh Gupta**  
Managing Director  
DIN- 00163932  
R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025

**Renu Gupta**  
Director  
DIN- 00163749  
R/o- B-393, Block-B,  
New Friends Colony  
New Delhi-110025

**Annexure-1**

**Pursuant to Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings (“SS-2”) in respect of Director seeking appointment/re-appointment of the Annual General meeting is furnished below:**

<b>Name of Director</b>	<b>Renu Gupta Director</b>	<b>Ishwar Anand Independent Director</b>	<b>Rajesh Gupta Managing Director</b>	<b>Rajinder Prasad Sharma Independent Director</b>
<b>Date of Birth</b>	<b>02/08/1972</b>	<b>14/04/1988</b>	<b>08/05/1969</b>	<b>10/05/1965</b>
<b>Age</b>	38	32	51	55
<b>DIN</b>	00163749	06437099	00163932	06947420
<b>Date of first appointment on the Board</b>	14/06/2014	25/03/2010	09/04/2014	08/08/2019
<b>Qualification</b>	Mrs. Renu Gupta has pursued B.SC. Maths (H) from Sri Venkateswara College, New Delhi	Mr. Ishwar Anand is a Graduate from Delhi University	Mr. Rajesh Gupta is a B.Com.(H), S.R.C.C., CA (ICAI)	Mr. Rajinder Prasad Sharma is Commerce Graduate.
<b>Experience and expertise</b>	She has got rich experience in handling administrative, business planning and business exploration matters. She has been Director in a number of Real Estate Companies that are engaged in the development of properties in Delhi & NCR. Her core specialization lies in administration and personnel management.	He has got massive experience as a Civil Contractor and Builder. He has handled number of projects in real estate over the past several years. His experience in construction adds tremendous value to the business of the company.	He has got extensive experience of over 3 decades in the areas of Business Development, HRD, Planning and Scheduling, Preparation of Technical Specifications, Energy Management, Renovation and Modernization of Units, Operation Monitoring, Financial Rehabilitation Plans and Training. Prior to this he had worked at Senior Level Management and acted as a Director in many real estate companies.	He has got massive experience in accounts and is working with a Chartered Accountant firm.
<b>Terms and condition of re-appointment/ appointment along with details of remuneration sought to be paid</b>	NA	NA	NA	NA
<b>Remuneration drawn</b>	NA	NA	NA	NA

Number of Board Meeting attended during the FY 2019-2020	8	8	8	3
Directorship held in other Listed Companies (As on March 31, 2020)	NA	NA	NA	NA
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2020	NA	NA	NA	NA
Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2020	NA	NA	NA	NA
Shareholding of Director in the Company (As on March 31, 2019)	15,30,000 Equity shares of the Company i.e. 23.02%	Nil	1,13,433 Equity shares of the Company i.e. 1.71	Nil
Relationship with other Director/Key Managerial Personnel ("KMP")	Mr. Rajesh Gupta Managing Director is husband of Mrs. Renu Gupta	Not related to any Director or Key Managerial Personnel of the Company.	Mr. Rajesh Gupta as husband of Mrs. Renu Gupta and Mr. Dinesh Gupta (CFO) brother of Mr. Rajesh Gupta.	Not related to any Director or Key Managerial Personnel of the Company.

**On order of Board of Director  
For BDR Buildcon Limited**

**Date:** 14.07.2020

**Place:** New Delhi

**-SD-**  
**Rajesh Gupta**  
Managing Director  
DIN- 00163932  
R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025

# BDR BUILDCON LIMITED

Regd. Office: 31, Jangpura Road, Bhogal, New Delhi-110014

CIN: L70100DL2010PLC200749

E-mail - [info@bdrbuildcon.com](mailto:info@bdrbuildcon.com)

Website: [www.bdrbuildcon.com](http://www.bdrbuildcon.com)

Tel: 011-26477771

## Annexure-4

### DETAILS AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013

#### I. DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:

DIRECTOR	RATIO TO MEDIAN REMUNERATION
Rajesh Gupta	Nil
Dinesh Gupta	Nil
Renu Gupta*	Nil
Rajinder Prasad Sharma*	Nil
Ishwar Anand*	Nil

*\*Directors do not receive any remuneration, sitting fees, or commission from the Company.*

- (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

**There is no increase in the remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2019-20.**

- (iii) There is no percentage increase in the median remuneration of employees during the financial year 2019-20.

- (iv) The number of employees on the rolls of Company as on 31st March, 2020 is One (1).

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

	2019-20	2018-19	Increase/Decrease in %
Average Salary of Employee other than key Managerial Personnel (Per Annum)	0.00	0.00	0.00
Managing Director/Director/CFO/CEO	0.00	0.00	0.00

There is no employee other than Company Secretary in the Company, so rule 5(1)(viii) is not applicable on the Company.

(vi) As per rule 5(1)(xii) The Company affirms that remuneration given is as per the remuneration policy of the Company.

Presently, no remuneration is being paid to any director, only Mrs. Nidhi Adhikari, Company Secretary of the Company has received remuneration. However, it is hereby affirmed that the

remuneration paid or will be paid as per the Nomination and Remuneration Policy of the Company.

**II. DISCLOSURE UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

During the year under review no employee is covered as per rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore no statement is required be given showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are not applicable.

**On order of Board of Director  
For *BDR Buildcon Limited***

*SD/-*

*SD/-*

**Date: 14.07.2020**  
**Place: New Delhi**

**Rajesh Gupta**  
Managing Director  
DIN- 00163932  
R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025

**Renu Gupta**  
Director  
DIN- 00163749  
R/o- B-393, Block-B,  
New Friends Colony  
New Delhi-110025

# BDR BUILDCON LIMITED

Regd. Office: 31, Jangpura Road, Bhogal, New Delhi-110014

CIN: L70100DL2010PLC200749

E-mail – [info@bdrbuildcon.com](mailto:info@bdrbuildcon.com)

Website: [www.bdrbuildcon.com](http://www.bdrbuildcon.com)

Tel: 011-26477771

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## ANNEXURE-5 MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY OVERVIEW

Our Company deals in all kinds of real estate projects primarily relating to the residential sector since its incorporation. Our principal focus, across our developments, is on premium residential projects as we believe that there exist significant growth opportunities in this segment of the real estate market. Most of our residential projects involve the construction of apartment complexes with multiple story apartment buildings. With each home a hallmark of an incredible amalgamation of luxury, comfort and style, BDR homes have been crafted keeping the dreams of the residents in mind.

### OPPORTUNITIES

These are unprecedented times for the real estate sector. With several transformational changes implemented now days, the sector is witnessing paradigm shift. As a result, the going has been tough for the last couple of years, but there are signs that the sector will soon be reviving. The dust of RERA and GST is showing signs of settling down. The factors that are going to drive the demand going forward, with regulatory reforms out of the way, are rapid urbanisation, rising incomes, and the emergence of affordable and nuclear housing.

### THREATS

#### ***1. Industrial Cyclical***

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for Projects, availability of Consumer financing and liquidity.

## ***2. Statutory Approvals***

The real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of laws and regulations, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration and use of land. These laws often vary from state to state.

## **OUTLOOK**

The Indian real estate sector is on the cusp of a major transformation. India's major fragmented property sector is witnessing a major change as far reaching reforms like the introduction of GST and the Real Estate (Regulation and Development) Act, 2016 (RERA) drive consolidation. These changes combined with the most affordable house prices in decades should lead to an improvement in sentiment which is extremely important for the revival of the sector. We strongly believe our focus on building presence in high return markets with a deep focus on execution across our project portfolio puts us in a strong position to benefit from a robust recovery in the sector and improve market share in the years ahead.

## **HUMAN RESOURCE MANAGEMENT & SAFETY**

During the financial year, the Company had cordial relations with workers, staff and officers. Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility.

## **INTERNAL CONTROL SYSTEM**

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements. The Company has well designed Standard Operating Procedures.

## **FINANCIAL RESULTS**

The Company's financial performances for the financial year under review along with previous year's figures are given hereunder:

<b>PARTICULAR</b>	<b>2019-20</b>	<b>2018-19</b>
Income from:		
-Business Operations	Nil	Nil
-others	67,67,171	48,74,658
<b>Total Income</b>	<b>67,67,171</b>	<b>48,74,658</b>
Less Interest	Nil	Nil
Expenses (including other expenses)	18,88,209	6,11,762
<b>Profit before Depreciation</b>	<b>48,78,962</b>	<b>42,62,896</b>
Less Depreciation	Nil	Nil
<b>Profit after depreciation and Interest</b>	<b>48,78,962</b>	<b>42,62,896</b>
Less Current Income Tax	Nil	15,000
Less Previous year adjustment of Income Tax	43,696	19,366
<b>Net Profit after Tax</b>	<b>48,35,266</b>	<b>42,28,530</b>
Balance carried to Balance Sheet	48,35,266	42,28,530
Earning per share (Basic)	0.73	0.64
Earning per Share (Diluted)	0.73	0.64

**On order of Board of Director  
For *BDR Buildcon Limited***

*SD/-*

*SD/-*

**Date:** 14.07.2020

**Place:** New Delhi

**Rajesh Gupta**  
Managing Director  
DIN- 00163932  
R/o-B-393, Block-B,  
New Friends Colony,  
New Delhi-110025

**Renu Gupta**  
Director  
DIN- 00163749  
R/o- B-393, Block-B,  
New Friends Colony  
New Delhi-110025



**INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE INTERIM  
STANDALONE FINANCIAL RESULTS**

To Board of Directors of  
**BDR BUILDCON LIMITED**

**Opinion**

We have audited the accompanying standalone quarterly financial results of **BDR BUILDCON LIMITED** ("the Company"), for the quarter and year ended on March 31, 2020 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulation").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter and year ended March 31, 2020.

**Basis for opinion**

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

**Management Responsibility for Standalone Financial Results**

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial Statements. The Company's Board of Directors are responsible for the preparation and presentation of interim standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' prescribed under



section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the listing Regulation. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the interim standalone financial results, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the standalone Financial Results**

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

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 interim standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Director.



- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results 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 results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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.

**For SANJAY CHOPRA & CO.**  
CHARTERED ACCOUNTANTS  
FIRM REG. NO.: 011074N



**SANJAY CHOPRA**  
PARTNER  
FCA, M. No.: 084810

Place: New Delhi  
Date: 25.06.2020  
**UDIN: 20084810AAAABL7329**

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

**Statement of Cash Flows for the period ended 31 March 2020**

<b>Particulars</b>	<b>Notes</b>	<b>31-Mar-20</b> <b>INR</b>	<b>31-Mar-19</b> <b>INR</b>
<b><u>Operating activities</u></b>			
Profit before tax		48,78,962	42,62,896
Adjustments to reconcile profit before tax to net cash flows:			
(Profit) / Loss on Sale of Investments		11,32,926	(3,17,596)
Interest on FDR		(3,98,440)	(3,71,257)
Dividend Income		(62,18,731)	(39,68,062)
(Gain)/ Loss on Revaluation of Investment		1,96,313	(2,17,743)
		<b>(4,08,970)</b>	<b>(6,11,762)</b>
Working capital adjustments:			
(Increase)/decrease in other financial and non-financial assets		71,904	(10,204)
Increase /(decrease) in trade payables , other financial and non-financial liabilities and provisions		(1,02,595)	(2,38,276)
Cash generaed from in operations		(4,39,661)	(8,60,242)
Income tax paid (including TDS) (net)		(43,696)	(34,366)
<b>Net cash flows from operating activities</b>		<b>(4,83,357)</b>	<b>(8,94,608)</b>
<b><u>Investing activities</u></b>			
Sale of Units held as investment		4,36,55,536	4,98,17,596
Purchase of units in Mutual Fund		(5,73,50,000)	(4,95,00,000)
Maturity/ (Investment) made in bank deposits (having original maturity of more than 3 months)		74,50,000	(36,50,000)
Dividend Income		62,18,731	39,68,062
Interest received (finance income)		3,98,440	3,71,257
<b>Net cash flows from / (used in) investing activities</b>		<b>3,72,707</b>	<b>10,06,915</b>
<b><u>Financing activities</u></b>			
Proceeds from long term borrowings		-	-
Repayment of long term borrowings		-	-
<b>Net cash flows from / (used in) financing activities</b>		<b>-</b>	<b>-</b>
Net increase / (decrease) in cash and cash equivalents		(1,10,650)	1,12,307
Cash and cash equivalents at the beginning of the year		2,83,595	1,71,288
<b>Cash and cash equivalents at the end</b>		<b>1,72,944</b>	<b>2,83,595</b>

**Corporate Information and Summary of significant accounting policies**

As per our audit report of even date

**For Sanjay Chopra & Co.**

Chartered Accountants

Firm Registration No.: 011074N

SD/-

**SANJAY CHOPRA**

Partner, FCA

Membership No.: 084810

*For and on behalf of Board of Directors of*

**M/s BDR BUILDCON LIMITED**

SD/-

**Managing Director**

Rajesh Gupta

DIN: 00163932

SD/-

**Director**

Renu Gupta

DIN: 00163749

Place: New Delhi

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

**Balance sheet as at 31 March 2020**

(All amounts in Rs unless otherwise stated)

	Notes	As at 31 March 2020 Amount in INR	As at 31 March 2019 Amount in INR
<b>Assets</b>			
<b>Current assets</b>			
Financial assets			
a) Investments		4,48,16,005	3,24,50,780
b) Cash and cash equivalents		1,72,944	2,83,595
c) Bank balance other than included in Cash and cash equivalents above		4,66,00,000	5,40,50,000
d) Other financial assets		39,410	1,14,032
Current Tax Assets		39,844	37,126
		9,16,68,204	8,69,35,532
<b>Total Assets</b>		<b>9,16,68,203</b>	<b>8,69,35,532</b>
<b>Equity and liabilities</b>			
Equity			
Equity Share Capital		6,64,50,000	6,64,50,000
Other Equity		2,51,26,298	2,02,91,032
Total Equity		9,15,76,298	8,67,41,032
<b>Current liabilities:</b>			
Other current liabilities		91,905	1,79,500
Current tax liabilities		-	15,000
Total Current liabilities		91,905	1,94,500
Total liabilities		91,905.00	1,94,500.00
<b>Total equity and liabilities</b>		<b>9,16,68,203</b>	<b>8,69,35,532</b>

**Corporate Information and Summary of significant accounting policies**

As per our audit report of even date

**For Sanjay Chopra & Co.**

Chartered Accountants

Firm Registration No.: 011074N

SD/-

**SANJAY CHOPRA**

Partner, FCA

Membership No.: 084810

*For and on behalf of Board of Directors of*  
**M/s BDR BUILDCON LIMITED**

SD/-

**Managing Director**

Rajesh Gupta

DIN: 00163932

SD/-

**Director**

Renu Gupta

DIN: 00163749

Place: New Delhi

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

**Statement of Profit & Loss Account for the period ended 31st March, 2020**

(All amounts in Rs unless otherwise stated)

Notes	Year ended 31st March, 2020	Year ended 31st March, 2019
Revenue from operations	-	-
Other income	67,67,171	48,74,658
<b>TOTAL INCOME (I)</b>	<b>67,67,171</b>	<b>48,74,658</b>
<b>EXPENSES</b>		
Employee benefits expenses	3,00,000	3,00,000
Other expenses	15,88,209	3,11,762
<b>TOTAL EXPENSES (II)</b>	<b>18,88,209</b>	<b>6,11,762</b>
Profit before tax	48,78,962	42,62,896
<b>Tax expenses</b>		
Current tax	-	15,000
Income Tax of Earlier Year	43,696	19,366
Deferred tax credit/(charge)	-	-
Total tax expense	43,696	34,366
Profit for the Year	48,35,266	42,28,530
Other Comprehensive Income (OCI)		
Items that will not be reclassified to profit or loss		
Income tax relating to items that will not be reclassified to profit or loss	-	-
Net other comprehensive income/ (losses) not to be reclassified to profit or loss in subsequent period	-	-
Other comprehensive income for the year, net of tax	-	-
<b>Total Comprehensive Income for the year</b>	<b>48,35,266</b>	<b>42,28,530</b>
Earnings per share		
Basic Earnings per share	0.73	0.64
Diluted Earnings per share	0.73	0.64

The accompanying notes are an integral part of these financial statements

As per our audit report of even date

**For Sanjay Chopra & Co.**  
Chartered Accountants  
Firm Registration No.: 011074N

*For and on behalf of Board of Directors of*  
**M/s BDR BUILDCON LIMITED**

SD/-  
**SANJAY CHOPRA**  
Partner, FCA  
Membership No.: 084810

SD/-  
**Managing Director**  
Rajesh Gupta  
DIN: 00163932

SD/-  
**Director**  
Renu Gupta  
DIN: 00163749

Place: New Delhi

# **BDR BUILDCON LIMITED**

## **Notes to the Financial Statements for the year ended 31 March 2020**

### **1. Corporate Information**

BDR Buildcon Limited (the 'Company') is a public company (CIN- L70100DL2010PLC200749) domiciled in India and incorporated under the provisions of the Companies Act, 2013. The Registered office of the company is situated at 31, Jangpura Road, New Delhi-110014. The Company is engaged in the business of constructing, developing, promoting, managing, operating and dealing in Real Estate Projects. The Company caters to domestic markets only.

### **2. Significant Accounting Policies**

#### **2.1 Basis of preparation**

##### **Statement of Compliance:**

The Company prepared its Standalone financial statements to comply with the accounting standards specified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These Standalone financial statements includes Balance Sheet as at 31 March 2020, the Statement of quarterly results and year ended on 31 March 2020 including Other Comprehensive Income, Cash flows Statement and Statement of changes in equity for the year ended 31 March 2020, and a summary of significant accounting

##### **Basis of Measurement:**

The Standalone Financial Information for the year ended 31 March 2020 and year ended 31 March 2019 has been prepared on an accrual basis and a historical cost convention, except for the following financial assets and liabilities which have been measured at fair value or amortised cost at the end of each reporting period:-

- Derivative financial instruments
- Certain financial assets and liabilities (refer accounting policy regarding financial instruments)

Historical cost is generally based on the 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

The financial statements are presented in Indian Rupees ("INR") except otherwise indicated.

#### **2.2 Summary of significant accounting policies**

##### **a. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. . It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- 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 treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- 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.

## **b. 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 and where collectability is reasonably certain. 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.

### **i. Sale of goods**

Recognition of revenue arising from the real estate sales is made when (a) the seller has transferred to the buyer all significant risks and rewards of ownership and the seller retains no effective control of the real estate to a degree usually associated with ownership; and (b) no significant uncertainty exists regarding the amount of consideration that will be derived from the real estate sales; and (c) it is not unreasonable to expect ultimate.

### **ii. Interest**

Revenue from interest has been recognized on the accrual basis.

### **iii. Dividends**

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

### **iv. Revaluation of Investment**

The revaluation of investment has been shown under the head other income as per Ind-As 109.

## **c. Income taxes**

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and 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. Deferred tax relating to items recognised outside profit and loss is recognised outside profit and 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 income taxes reflect the impact of temporary differences between taxable income and accounting income originating during the current year and reversal of temporary differences for the earlier years. Deferred income tax is measured using the tax rates and the tax laws enacted or substantially enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for deductible temporary differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the company re-assesses unrecognised deferred tax assets. It recognises unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

**d. Earnings Per share**

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**e. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of cash flow statement consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**f. Segment reporting**

The company is mainly engaged in Real Estate developments and as such this is the only Reportable Segment as per Indian Accounting Standard on Segment Reporting (IND AS 108) issued.

## **g. 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.

### *Initial recognition and measurement*

Financial assets and liabilities are recognized when the company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liability and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial asset and financial liabilities (other than financial asset and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset and financial liability. Transaction cost directly attributable to the acquisition of

## **Non- derivative financial assets**

### *Subsequent measurement*

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

- Financials assets at amortised cost
- Financials assets at fair value

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of Statement of Profit & Loss (i.e., fair value through Statement of Profit & Loss), or recognised in other comprehensive income (i.e., fair value through other comprehensive income).

### **a. Financials assets carried at amortised cost**

A financials asset that meets the following two conditions is measured at amortised cost (net of Impairment) unless the asset is designated at fair value through Statement of Profit & Loss under the fair value option.

- Business Model test: The objective of the Company's business model is to hold the financial assets to collect the contractual cash flow (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).
- Cash flow characteristics test: The contractual terms of the financial assets give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

### **b. Financials assets at fair value through other comprehensive income**

Financials assets is subsequently measured at fair value through other comprehensive income if it is held with in a business model whose objective is achieved by both collections contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dated to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss

### **c. Financials assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently fair valued through Statement of

#### *De-recognition of financial assets*

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

### **Non - derivative financial liabilities**

#### *Subsequent measurement*

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortized cost using the

#### *De-recognition of financial liabilities*

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **g. Significant accounting judgements, estimates and assumptions**

In the course of applying the policies outlined in all notes, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. The Company uses the following critical accounting estimates in preparation of its financial statements:

**i. Provisions and liabilities**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

**ii. Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Contingent assets are neither recognised nor disclosed in the financial statements.

**iii. Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

<b>Financial assets</b>		
<b>(a) : Investments</b>		
<b>Quoted</b>	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
<b>Investments at fair value through P&amp;L</b>		
<b>Investment in Mutual Fund</b>		
Edelweiss Arbitrage Fund- Dividend Plan	4,48,16,005	3,24,50,780
<b>Total FVTPL Investments (Quoted)</b>	<b>4,48,16,005</b>	<b>3,24,50,780</b>
Aggregate amount of quoted investments	4,48,16,005	3,24,50,780
<b>(b) : Cash and cash equivalents</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Balances with banks		
- In current account	1,12,320	1,92,381
Cash on hand	60,624	91,214
	<b>1,72,944</b>	<b>2,83,595</b>
<b>(c) : Bank balance other than cash and cash equivalents</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Deposits with original maturity for more than 12 months	-	-
Deposits with original maturity for more than 3 months but less than 12 months	4,66,00,000	5,40,50,000
	<b>4,66,00,000</b>	<b>5,40,50,000</b>
<b>(d) : Other Financial assets</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Interest accrued on fixed deposits	39,410	1,14,032
<b>Total other financial assets</b>	<b>39,410</b>	<b>1,14,032</b>
<b>Current Tax Assets</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
TDS Receivables	39,844	37,126
<b>Total Current Tax Assets</b>	<b>39,844</b>	<b>37,126</b>

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

**Share Capital**

**Authorised Share Capital**

	Equity shares	
	Numbers	Amount in INR
At 1 April 2018	10,00,000	1,00,00,000
Increase / (decrease) during the year		-
At 31 March 2019	10,00,000	1,00,00,000
Increase / (decrease) during the year	-	-
At 31 March 2020	10,00,000	1,00,00,000

**Issued, subscribed and fully paid-up shares**

	Equity shares of INR 10 each issued, subscribed and fully paid	
	Numbers	Amount in INR
At 1 April 2018	66,45,000	6,64,50,000
Changes during the year		-
At 31 March 2019	66,45,000	6,64,50,000
Changes during the year	-	-
At 31 March 2020	66,45,000	6,64,50,000

**Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	As at 31 March 2020		As at 31 March 2019	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of ` 10/- each fully paid				
Rajesh Gupta(Huf)	6,16,659	9.28%	6,16,659	9.28%
Renu Gupta	15,30,000	23.02%	15,30,000	23.02%
Shashank Gupta	20,75,072	31.23%	20,75,072	31.23%
Next Orbit Ventures Fund	5,00,000	7.52%	5,00,000	7.52%
Verma Finvest Private Limited	5,66,678	8.53%	5,66,678	8.53%
Able Management Consultants Pvt Ltd	4,00,008	6.02%	4,00,008	6.02%
MRJ Consultants Pvt Ltd	7,33,348	11.04%	7,33,348	11.04%
	<b>64,21,765</b>		<b>64,21,765</b>	

**Terms/ rights attached to equity shares:**

The company has only one class of equity shares having par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share.

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

The Company has issued Nil shares of Rs 10/- as fully paid up pursuant to contract(s) without payment being received in cash, or by way of bonus shares out of free reserves during the period of five years immediately preceding the date as at which Balance Sheet is prepared.

The company has not bought any shares by way of buy back during the period of five years immediately preceding date as at which Balance Sheet is prepared.

There are no calls unpaid on issued shares.

No Shares have been forfeited by the company.

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**Other equity**

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Total other equity	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Surplus in the Statement of Profit and Loss / Retained earnings	<u>2,51,26,298.13</u>	<u>2,02,91,032.03</u>
	<u>2,51,26,298.13</u>	<u>2,02,91,032.03</u>

**Surplus in the Statement of Profit and Loss/ Retained earnings**

	Amount in INR
At 1 April 2018	1,60,62,502
Add: Profit during the year	42,28,530
At 31 March 2019	2,02,91,032
Add: Profit during the year	48,35,266
At 31 March 2020	2,51,26,298

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

<b>Other current liabilities</b>	31-Mar-20	31-Mar-19
	Amount in INR	Amount in INR
Advance from customers	-	1,50,000
Expenses Payable	91,905	29,500
<b>Total Other current liabilities</b>	<b>91,905</b>	<b>1,79,500</b>

<b>Current Tax Liabilities</b>	31-Mar-20	31-Mar-19
	Amount in INR	Amount in INR
Provision for Current Tax	-	15,000
<b>Total Current Tax Liabilities</b>	<b>-</b>	<b>15,000</b>

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

<b>Revenue from Operations</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Operating Revenue	-	-
	<u>-</u>	<u>-</u>
<b>Other income</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Interest income on Bank Deposit	3,98,440	3,71,257
Dividend Income	62,18,731	39,68,062
Profit on Sale of Investment	-	3,17,596
Gain on Revaluation of Investment	-	2,17,743
Amount written off	1,50,000	-
<b>Total Other income</b>	<b><u>67,67,171</u></b>	<b><u>48,74,658</u></b>
<b>Employee benefits expenses</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Salaries, wages and bonus	3,00,000	3,00,000
	<b><u>3,00,000</u></b>	<b><u>3,00,000</u></b>
<b>Other expenses</b>		
	31-Mar-20 Amount in INR	31-Mar-19 Amount in INR
Power and fuel	40,070.00	52,420.00
Rates and taxes	436.55	498.18
Publication Expenses	52,837.00	57,122.00
Filing Fee	37,350.00	68,350.00
Communication Cost	25,474.00	27,596.00
Legal and professional fees	41,000.00	46,800.00
Loss on Sale of Investment	11,33,362.76	-
Loss on Revaluation of Investment	1,96,312.53	-
Payment to Auditors	29,500.00	29,500.00
Miscellaneous expenses	31,865.98	29,476.00
<b>Total Other Expenses</b>	<b><u>15,88,208.82</u></b>	<b><u>3,11,762.18</u></b>

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**Earnings Per Share**

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<b>Particulars</b>		<b>2019-20</b>	<b>2018-19</b>
Computation of Basic earning per share and Diluted earning per share Net Profit for the year ended on 31/03/2020		48,35,266.10	42,28,530.15
Weighted average number of shares outstanding during the year		66,45,000.00	66,45,000.00
<b>Basic earning per share</b>		0.73	0.64
<b>of Equity Shares with nominal value of Rs. 10 per share.</b>			
Weighted average number of shares (including potential equity shares) outstanding during the year)		66,45,000.00	66,45,000.00
<b>Diluted earning per share</b>		0.73	0.64

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**BDR BUILDCON LIMITED**  
**REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014**  
**CIN: L70100DL2010PLC200749**

**Related Party Disclosures**

**a) The list of related parties and nature of their relationship:**

Name of related parties	Nature of relationship
Dinesh Gupta	Director
Rajesh Gupta	Managing Director
Renu Gupta	Director
Udit Barathi	Director
Rajinder Prasad Sharma	Director
Ishwar Anand	Director
Nidhi Adhikari	Company Secretary

**b) Particulars of transaction with related parties during the period 01-04-2019 to 31-03-2020 and 01-04-2018 to 31-03-2019**

Name of related parties	Nature of transaction	01-04-2019	01-04-2018
		to 31-03-2020	to 31-03-2019
		-	-

**c) Particulars of amount payable/(receivable) to/from related parties as at 31 March 2020 and 31 March 2019**

Name of related parties	31-03-2020	31-03-2019
	-	-

As per our audit report of even date

**For Sanjay Chopra & Co.**

Other expenses

Firm Registration No.: 011074N

SD/-

**SANJAY CHOPRA**

Partner, FCA

Membership No.: 084810

*For and on behalf of Board of Directors of*

**M/s BDR BUILDCON LIMITED**

SD/-

**Managing Director**

Rajesh Gupta

DIN: 00163932

Place: New Delhi

Date: 25-06-2020

## **SECRETARIAL AUDIT REPORT**

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020

To,

**The Members,**

BDR Buildcon Limited  
Corp Off: 21, Ring Road, Third Floor,  
Front Portion, Lajpat Nagar, New Delhi-110024.

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BDR Buildcon 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 our opinion thereon.

Based on our verification of the Company's books, papers, minute Books, Papers, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by BDR Buildcon Limited ("the Company"), for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under ;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**Not applicable as the company has not issued any further share capital during the period under review**]
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [**Not Applicable as the company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review**]
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not applicable as the company has not issued and listed any debt securities during the financial year under review**]
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) 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 from any Stock Exchange during the financial year under review**];
  - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 [**Not applicable as the company has not bought back/proposed to buy-back any of its securities during the financial year under review**]
2. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not attracted to the Company under the financial year under report.
3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

We have also examined compliances with the applicable clauses of Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

It was also observed that the Company has complied with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the compliances by the company of applicable financial laws, like direct and indirect tax laws have not been reviewed in this audit since the same have been subject to review by the Statutory Financial Auditors and other designated professionals.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice(s) were 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.

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes. All the decisions of the Board were unanimously passed and no dissenting views have been recorded in the Minutes of the Board.

As per the records, the Company generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Kanishk Arora & Co.**  
*Company Secretaries*

**Kanishk Arora**  
**Proprietor**

CP No. -13253  
FCS No. -9575

Date: 14<sup>th</sup> July, 2020  
Place: New Delhi

UDIN: F009575B000451181

Note: This report is to be read with Annexure-I, attached herewith and forms an integral part of this report.

## **ANNEXURE – I**

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 contents of the secretarial records. The verification was done on the random 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 not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the 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 random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Kanishk Arora & Co.**  
*Company Secretaries*

**Kanishk Arora**  
**Proprietor**

CP No. - 13253  
FCS No. - 9575

Date: 14<sup>th</sup> July, 2020  
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## **SECRETARIAL AUDIT REPORT**

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FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020

To,

**The Members,**

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Corp Off: 21, Ring Road, Third Floor,  
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Based on our verification of the Company's books, papers, minute Books, Papers, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by BDR Buildcon Limited ("the Company"), for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:
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2. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not attracted to the Company under the financial year under report.
3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

We have also examined compliances with the applicable clauses of Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

It was also observed that the Company has complied with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the compliances by the company of applicable financial laws, like direct and indirect tax laws have not been reviewed in this audit since the same have been subject to review by the Statutory Financial Auditors and other designated professionals.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice(s) were 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.

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes. All the decisions of the Board were unanimously passed and no dissenting views have been recorded in the Minutes of the Board.

As per the records, the Company generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Kanishk Arora & Co.**  
*Company Secretaries*

SD/-

**Kanishk Arora**  
**Proprietor**

CP No. -13253  
FCS No. -9575

Date: 14<sup>th</sup> July, 2020  
Place: New Delhi

UDIN: F009575B000451181

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3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
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6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Kanishk Arora & Co.**  
*Company Secretaries*

SD/-

**Kanishk Arora**  
**Proprietor**

CP No. - 13253  
FCS No. - 9575

Date: 14<sup>th</sup> July, 2020  
Place: New Delhi

UDIN: F009575B000451181

## **INTERNAL AUDIT REPORT**

# **M/S BDR BUILDCON LIMITED**

<b>Report No.</b>	Real Estate Industries/Internal Audit/19-20/01
<b>Date</b>	31/03/2020
<b>Area</b>	General Accounting & Statutory Compliance
<b>Location</b>	21, Ring Road, Third floor, Front portion, Lajpat Nagar- IV, New Delhi-110024.(Corporate Office Address)
<b>Period Covered</b>	April 2019 to March 2020
<b>Report Distribution</b>	Board of Directors

# **INTERNAL AUDIT REPORT**

## **TABLE OF CONTENTS**

- Scope & Objectives
- Backgrounds
- Rating Scale
- Detailed Observations and Recommendations

### **SPECIFIC OBJECTIVES & AUDIT APPROACH**

- Review of policies, procedures and processes to gain an Understanding of existing processes
- Evaluation of present business process
- Timely identify the irregularities and correcting the same.
- Identification and Evaluation of controls over risk
- Improvements in existing business processes
- Timely Compliance of various statutory provision
- To improve effectiveness of current operating procedures, existing controls and identifies opportunities for improvement.
- Observations of lesser significance were discussed with appropriate management for information and corrective action, as necessary.

## **Background**

<b><u>Name</u></b>	M/s BDR Buildcon Limited
<b><u>Organisation Type</u></b>	Limited Company listed on NSE'S Emerge Institutional Trading Platform
<b><u>Registered Office</u></b>	31, Jangpura Road, Bhogal, New Delhi-110014
<b><u>Corporate office Address</u></b>	21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110025
<b><u>Brief about the Organization</u></b>	BDR Buildcon Limited specializes in Boutique Residential Projects. The company is part of BDR Group.
<b><u>Objective of Internal Audit</u></b>	Currently Company is not engaged in any new project but Profit from booking in previous project is generated during the year. So objectives of Internal Audit is to see audit risk (inherent risk, control risk and detection risk) in internal control system and if any shortcoming found same is reported to the management for immediate action.
<b><u>Scope of Internal Audit</u></b>	As previously reported earlier, there is no current project during the period and total vouchers during the period are below two hundred so scope of internal audit is not wide.
<b><u>Methodology Adopted for conducting internal audit</u></b>	I have adopted various methodology internal audit engagement viz. interviews of employees, observations and checking vouchers and records.

## Rating Scale

Seriousness of reported audit findings varies significantly. In order to provide consistency in reporting audit findings, significance of each finding is prioritized into “High to Low” Which is a relative scale in the context of an area or process under review. Details of each category are explained below:

**High Risk (H)** - Represents critical control weaknesses requiring prompt action to mitigate information systems or business process vulnerabilities. Adequate compensating controls do not exist to mitigate risk exposure, or may not be sufficient given the impact of a risk occurrence should it occur. Regulatory non-compliances involving penalties/prosecutions are also included in this category.

**Medium Risk (M)** - Represents moderate control weaknesses requiring near-term management focus to strengthen existing controls. Some compensating controls are present, but additional controls are necessary to further mitigate risk exposure.

**Low Risk (L)** - Represents minor control weaknesses requiring management focus to enhance existing controls. Compensating controls are present to mitigate exposure (or if not, the impact of a risk occurrence is minor), but opportunities exist to enhance controls or improve operating efficiency.

### RISK CATEGORY

Financial (F) – Reliability of financial reporting / financial impact.

Compliance (C) – Compliance with applicable laws and regulations.

## **Detailed Observations and Recommendations**

As previously reported earlier, there is no current project during the period.

Notwithstanding that Company has adopted sufficient internal control for day to day working of the company and following are findings while conducting internal audit engagement.

### **Audit Observations**

- Misc. Expenses**                      **Audit Observation**      On Vouching of miscellaneous expenses no supporting are found in respect such expenses.

**Recommendation**      Company should keep supporting of all expenses which are generally made in cash.

**DISCLAIMER**- We has restricted our work to the scope of the assignment as detailed above. This report addresses the deficiencies in the internal controls pertaining to the operations of BDR Buildcon Limited. I do not assume any responsibility for the non-discovery of any frauds or misappropriations, which could have occurred during the period under review.

**For Naveen Upadhyaya & Associates**  
Chartered Accountant

SD/-

Raman Kumar  
Partner  
M.No.-539261

Place: New Delhi  
Date: 14.07.2020



**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
BDR BUILDCON LIMITED**

**Report on the Audit of the Standalone Ind-AS Financial Statements**

**Opinion**

We have audited the accompanying standalone Ind-AS financial statements of **BDR BUILDCON LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind-AS financial statements give the information required by the Companies Act, 2013 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 March 31, 2020, and its profit (including other comprehensive income), the statement of changes in equity and the statement of 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 standalone Ind-AS 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 on the standalone Ind-AS financial statements.

**Key Audit Matters**

We have determined that there are no key audit matters to communicate in our report.



### **Information Other than the standalone Ind-AS financial statements and Auditor's Report Thereon**

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

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

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

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

### **Responsibilities of Management for Standalone Ind-AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind-AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

That Board of Directors is also responsible for overseeing the Company's financial reporting process.



## Auditor's Responsibilities for the Audit of the Standalone Ind-AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind-AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind-AS 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 Ind-AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to these Standalone Ind-AS Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind-AS Financial Statements, including the disclosures, and whether the Standalone Ind-AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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

1. 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.
2. As required by section 143(3) of the Act, we further report that:-
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash flow dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Standalone Ind-AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with companies (Indian Accounting Standards) Rules, 2015 as amended from time to time;
  - (e) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Ind-AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".



3. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For SANJAY CHOPRA & CO.**  
CHARTERED ACCOUNTANTS  
FIRM REG. NO.: 011074N



**SANJAY CHOPRA**  
PARTNER, FCA  
M. No.: 084810

Place: New Delhi  
Date: 14-07-2020  
UDIN # 20084810AAAABM2703

# **SANJAY CHOPRA & CO.**

## **CHARTERED ACCOUNTANTS**

**G-80, LAJPAT NAGAR-I, NEW DELHI-110024**

**Ph.:29818446, 9560998500/01, E-mail: sanjaychopraca@hotmail.com**

### **ANNEXURE "A" TO THE AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 UNDER REPORT ON OTHER LEGAL & REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE**

**Re : BDR BUILDCON LIMITED**

- (i) Since the Company has no fixed assets during the year, this clause is not applicable.
- (ii) Since the Company has no inventory during the year, this clause is not applicable.
- (iii) According to the information and explanation given to us the company has not granted any loan to companies, firms, limited liability partnerships or other parties covered in register maintained under Section 189 of the Companies Act, 2013
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly the provision of clause 3(v) of the order is not applicable to the company.
- (vi) According to the information and explanation given to us, government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3 (vi) of the order is not applicable to the Company.
- (vii) (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, income tax, duty of customs, Goods & Services tax (GST), Cess and any other statutory dues applicable to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31<sup>st</sup> March, 2020 for a period of more than 6 month from the date they become payable.  
  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income-tax, Duty of Custom and Goods & Services Tax (GST) which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3(viii) of the order is not applicable to the Company.



- (ix) According to the information and explanations given to us, the company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) during the year under review. Hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India, and according to the audit procedures performed and information and explanations given by the management, we have neither come across any instance of fraud by the Company nor any fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) As the Company has not paid any managerial remuneration during the financial year, this clause is not applicable.
- (xii) The company is not a Nidhi Company and the provisions of clause 3(xii) of the Order are not applicable to the company.
- (xiii) In our opinion, and according to the information and explanations given to us, the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS financial statements as required by the applicable Indian Accounting standards.
- (xiv) According to the information and explanations given to us and on the basis of review of documents, we are of the opinion that the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) In our opinion, and according to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) In our opinion, and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SANJAY CHOPRA & CO.**  
CHARTERED ACCOUNTANTS  
FIRM REG. NO.: 011074N



**SANJAY CHOPRA**  
PARTNER, FCA  
M. No.: 084810

Place: New Delhi  
Date: 14-07-2020  
UDIN # 20084810AAAABM2703

**“Annexure B” to the Auditor’s Report**  
**Referred to the clause (f) under ‘Report on other legal and Regulatory requirements of our report of even date**

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

We have audited the internal financial controls over financial reporting of **BDR BUILDCON LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone 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” (the ‘Guidance Note’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these standalone Ind-AS financial statements 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”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 with reference to the Standalone Ind-AS Financial Statements, and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these Standalone Ind-AS Financial Statements, included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Ind-AS Financial Statements, 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 with reference to these Standalone Ind-AS Financial Statements.



**Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Ind-AS Financial Statements**

A company's internal financial control with reference to these Standalone Ind-AS Financial Statements 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 with reference to these Standalone Ind-AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 with reference to these Standalone Ind-AS Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind-AS financial statements, 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 with reference to these standalone Ind-AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind-AS financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Standalone Ind-AS Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Ind-AS Financial Statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SANJAY CHOPRA & CO.**  
CHARTERED ACCOUNTANTS  
FIRM REG. NO.: 011074N



**SANJAY CHOPRA**  
PARTNER, FCA  
M. No.: 084810

Place: New Delhi  
Date: 14-07-2020  
UDIN # 20084810AAAABM2703