

**BDR Buildcon Limited**

Regd. Office: 21, Ring Road,
Third Floor, Lajpat Nagar - IV
New Delhi -110024, INDIA
Tel. : +91 11 2647 7771, 2647 7772
Website : www.bdrbuildcon.com
E.mail : info@bdrbuildcon.com
CIN : L70100DL2010PLC200749

To,
The Listing Department
National Stock Exchange of India Ltd
Exchange plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

08.09.2025

Dear Sir,

SUBJECT: OUTCOME OF BOARD MEETING HELD ON SEPTEMBER 08, 2025

Time of commencement: 11:00 AM
Time of conclusion: 12:00 PM

This is to inform you that Board of Directors in its meeting held today i.e., 08.09.2025 has dealt the following matters:

1. Consider and approve the Directors' Report
2. Consider and take note of the Secretarial Audit Report;
3. Consider and take note of the Internal Audit Report; and
4. Calling of notice for the 15th Annual General Meeting of the Company.

Kindly take the above information on record.

Thanking You,

For **BDR BUILDCON LIMITED**

RAJESH GUPTA
Managing Director
DIN: 00163932

BDR BUILDCON LIMITED

ANNUAL REPORT FOR FINANCIAL YEAR 2024 - 2025

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajesh Gupta
Managing Director
DIN: 00163932

Mr. Malay Kumar Majumder
Independent Director
DIN: 09795404

Mr. Rajinder Prasad Sharma
Independent Director
DIN: 06947420

Mrs. Renu Gupta
Non - Executive Director
DIN: 00163749

COMPANY SECRETARY

Mrs. Nidhi Adhikari

BOARD COMMITTEE

AUDIT COMMITTEE
Mr. Malay Kumar Majumder
(Chairperson)
Mr. Rajinder Prasad Sharma
(Member)
Mr. Rajesh Gupta (Member)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Malay Kumar Majumder
(Chairperson)
Mr. Rajinder Prasad Sharma
(Member)
Mr. Rajesh Gupta (Member)
Mrs. Renu Gupta (Member)

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Malay Kumar Majumder
(Chairperson)
Mr. Rajinder Prasad Sharma
(Member)
Mr. Rajesh Gupta (Member)
Mrs. Renu Gupta (Member)

BANKERS

HDFC Bank Limited

STATUTORY AUDITORS

**Vishal Subhash
Chandra & Co**
Chartered Accountant
Firm Reg. No: 024543C
112/IV, Ganga
Shopping Complex
Sector-29, Noida
Uttar Pradesh

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 & CORPORATE OFFICE:

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

WEBSITE

www.bdrbulldcon.com

CORPORATE INDENTITY NUMBERS

L70100DL2010PLC200749

SECRETARIAL AUDITOR

Kanishk Arora & Co
Company Secretaries
105, 01st Floor., Ganga Chamber
6A/1, WEA, Karol Bagh,
New Delhi - 110005

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NOTICE OF AGM

Notice is hereby given that the **15th Annual General Meeting** of the members of **BDR BUILDCON LIMITED** will be held at the Registered Office of the Company at 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110024, on **Tuesday, the 30th day of September, 2025** at **03:00 P.M** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2025** 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 **Mrs. Renu Gupta (DIN: 00163749)** who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

**Date: 08.09.2025
Place: New Delhi**

**Rajesh Gupta
Managing Director
DIN- 00163932**

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 24.09.2025 to 30.09.2025 (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 2024-2025, 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. 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

9. 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

10. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice

11. 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.

12. 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

13. 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.

14. The route map of the venue of the AGM is enclosed herewith.

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

**Rajesh Gupta
Managing Director
DIN- 00163932**

**Date: 08.09.2025
Place: New Delhi**

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 15th Annual General Meeting of BDR Buildcon Limited held on **Tuesday, the 30th day of September, 2025** at **03:00 P.M** at 21, Third Floor, Front Portion, Lajpat Nagar-IV, New Delhi-110024.

SIGNATURE OF THE SHAREHOLDER / PROXY*

Strike out whichever is not applicable

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



Note: 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.



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Director's Report

To,
The Members,

The Directors of your Company have pleasure in presenting the 15th Annual Report together with the Audited Financial Statements of Accounts and Auditors Report of your Company for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company is as follows:

(in Rs.)

PARTICULAR	2024-25	2023-24
Income from:		
-Business Operations	Nil	Nil
-others	Nil	Nil
Total Income	Nil	Nil
Less Interest	Nil	Nil
Expenses (including other expenses)	12,23,093	8,80,604
Profit before Depreciation	(12,23,093)	(8,80,604)
Less Depreciation	Nil	Nil
Profit after depreciation and Interest	(12,23,093)	(8,80,604)
Less Current Income Tax	Nil	Nil
Less Previous year adjustment of Income Tax	Nil	Nil
Net Profit / (Loss) after Tax	(12,23,093)	(8,80,604)
Balance carried to Balance Sheet	(12,23,093)	(8,80,604)
Earning per share (Basic)	(0.18)	(0.13)
Earning per Share (Diluted)	(0.18)	(0.13)

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:

Net loss for the FY 2024-25 after tax is 12,23,093/- as compared to Net loss of previous FY 2023-24 is Rs. 8,80,604/-.

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 financials 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

In absence of profits, your directors have not recommended any dividend for the FY 2024-25.

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.

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 2024-25, in the manner as stated above in forgoing provisions.

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:-

Sl. No.	Name of Members	Designation
1.	Mr. Malay Kumar Majumder	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. Malay Kumar Majumder 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 overseas 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.

11. NUMBER OF BOARD MEETING

The Board of Directors has met 4 (Four) times during the financial year 2024-25. None of the two Board meeting have a gap of more than 120 days between them.

S.No.	Date	Board Strength	No. of Directors Present
1	07.05.2024	4	4
2	01.08.2024	4	4
3	14.08.2024	4	4
4	19.09.2024	4	4
5	05.11.2024	4	4
6	21.01.2025	4	4

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

There is no change in the Directors and Key Managerial Personnel (KMP) appointed / resigned during the financial year

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, the copy of annual return is placed on the website of the Company at the web-link www.bdrbuildcon.com.

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:-

Sl. No.	Name of Members	Designation
1.	Mr. Malay Kumar Majumder	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, 4 (four) 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:

Sl. No.	Name of Members	Designation
1.	Mr. Malay Kumar Majumder	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, 1 (one) meeting 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, is provided as per the Act.

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- 4 to this Board Report.

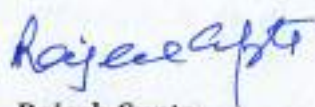
38. ACKNOWLEDGEMENTS

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.

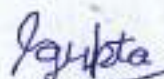
**On order of Board of Director
For BDR Buldcon Limited**

Date: 08.09.2025

Place: New Delhi



Rajesh Gupta
Managing Director
DIN- 00163932



Renu Gupta
Director
DIN- 00163749

INTERNAL AUDIT REPORT

M/S BDR BUILDCON LIMITED

Report No.	Real Estate Industries/Internal Audit/24-25/01
Date	31/03/2025
Area	General Accounting & Statutory Compliance
Location	21, Ring Road, Third floor, Front portion, Lajpat Nagar- IV, New Delhi-110024. (Corporate Office Address)
Period Covered	April 2024 to March 2025
Report Distribution	Board of Directors



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

INTERNAL AUDITREPORT

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- 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 lessers significance were discussed with appropriate management for information and corrective action, as necessary.



For Naveen Upadhyaya & Associates

Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

Background

<u>Name</u>	M/s BDR Buildcon Limited
<u>Organization Type</u>	Limited Company listed on NSE'S Emerge Institutional Trading Platform
<u>Registered Office</u>	21, Ring Road, Third Floor, Lajpat Nagar- IV, New Delhi-110025
<u>Corporate office Address</u>	21, Ring Road, Third Floor, Front Portion, Lajpat Nagar IV, New Delhi-110025
<u>Brief about the Organization</u>	BDR Buildcon Limited specializes in Boutique Residential Projects. The company is part of BDR Group.
<u>Objective of Internal Audit</u>	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 are 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.
<u>Scope of Internal Audit</u>	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.
<u>Methodology Adopted for conducting internal audit</u>	We have adopted various methodology internal audit engagement viz. interviews of employees, observations and checking vouchers and records.



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

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.



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

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

- | | | | |
|----|-----------------|--------------------------|---|
| 1. | Expenses | Audit Observation | On Vouching of miscellaneous expenses, no supporting is 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

Raman Kumar
Partner
M.No.-539261
UDIN#25539261BMMHCH4058



Place: New Delhi
Date: 17.06.2025

For Naveen Upadhyaya & Associates

Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

VISHAL SUBHASH CHANDRA & CO.

CHARTERED ACCOUNTANTS

114, BLOCK – IV, GANGA SHOPPING COMPLEX, Sec-29, NOIDA
Ph.: +91-9899477915, E-mail: cavishalgarg5@gmail.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) The inventory includes construction work in progress on identified land and the same has been physically verified during the year by the management. As informed to us no material discrepancies were noticed on such verification. That during any point of time of the year, the company does not have sanctioned working capital limits, thus the reporting for sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets is not applicable. In our opinion, the periodicity of verification is reasonable having regard to the size of the company.
- (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 31st March, 2025 for a period of more than 6 months 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 standard.



- (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.

"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, 2025 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, 2025, 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 VISHAL SUBHASH CHANDRA & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 024543C



Vishal Garg
VISHAL GARG
PROP, FCA
M. No.: 548551

Place: New Delhi
Date: 24.04.2025
UDIN #

BDR BUILDCON LIMITED

STANDALONE STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2025

(All amounts in Rs unless otherwise stated)

	Notes	Year ended 31st March, 2025	Year ended 31st March, 2024
Revenue from operations	9	-	-
Other income	10	-	-
TOTAL INCOME (I)		-	-
EXPENSES			
Employee benefits expenses	11	444,000	444,000
Other expenses	12	779,093	436,604
TOTAL EXPENSES (II)		1,223,093	880,604
Profit before tax		(1,223,093)	(880,604)
Tax expenses			
Current tax		-	-
Income Tax of Earlier Year		-	-
Deferred tax credit/(charge)		-	-
Total tax expense		-	-
Profit for the Year		(1,223,093)	(880,604)
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 periods		-	-
Other comprehensive income for the year, net of tax		-	-
Total Comprehensive Income for the year		(1,223,093)	(880,604)
Earnings per share	13		
Basic (₹)		(0.18)	(0.13)
Diluted (₹)		(0.18)	(0.13)
Weighted average equity shares used in computing earnings per equity share			
Basic		6645000	6645000
Diluted		6645000	6645000
Corporate Information and Summary of significant accounting policies	1 & 2		
Contingent liabilities and commitments	14		
Other notes to accounts	15		

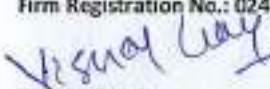
The accompanying notes are an integral part of these financial statements

As per our audit report of even date

For Vishal Subhash Chandra & Co.

Chartered Accountants

Firm Registration No.: 024543C




YISHAL GARG

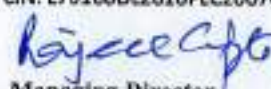
Prop., FCA

Membership No.: 548551

For and on behalf of Board of Directors of

BDR BUILDCON LIMITED

CIN: L70100DL2010PLC200749



Managing Director

Rajesh Gupta

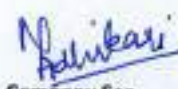
DIN: 00163932



Director

Renu Gupta

DIN: 00163749



Company Sec.

Nidhi Adhikari

Membership No.

A28099

Place: New Delhi

Date: 24.04.2025

UDIN# 25548551BMD19AB8042

BDR BUILDCON LIMITED
STANDALONE BALANCE SHEET AS AT 31 MARCH 2025

(All amounts in Rs unless otherwise stated)

	Notes	As at 31 March 2025 Amount in INR	As at 31 March 2024 Amount in INR
Assets			
Non-current assets			
Non-current tax assets (net)	3	-	680
		-	680
Current assets			
Financial assets	4		
a) Investments		-	-
b) Cash and cash equivalents		446,954	903,241
c) Bank balance other than Cash and cash equivalents		-	-
d) Other financial assets		-	-
e) Inventory - Capital WIP		216,903,715	215,295,996
f) Other Current Assets - Advances to Suppliers		6,491	4,930
Current Tax Assets	5	1,137	9,281
		217,358,297	216,213,448
Total Assets		217,358,297	216,214,128
Equity and liabilities			
Equity			
Equity Share Capital	6	66,450,000	66,450,000
Other Equity	7	24,714,297	25,937,389
Total Equity		91,164,297	92,387,389
Non-current liabilities:			
Long term Borrowings		126,015,000	120,665,000
		126,015,000	120,665,000
Current liabilities:			
Financial liabilities	8		
a) Trade payables		-	-
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		8,000	3,060,739
b) Other Current Liabilities		171,000	101,000
Total Current liabilities		179,000	3,161,739
Total liabilities		179,000	3,161,739
Total equity and liabilities		217,358,297	216,214,128
Corporate Information and Summary of significant accounting policies	1 & 2		
Contingent liabilities and commitments	14		
Other notes to accounts	15		
The accompanying notes are an integral part of these financial statements			

As per our audit report of even date

For Vishal Subhash Chandra & Co.

Chartered Accountants

Firm Registration No.: 0245432

Vishal Garg

VISHAL GARG

Prop., FCA

Membership No.: 548551

Place: New Delhi

Date: 24.04.2025

UDIN# 25548551BMN9AB8043

For and on behalf of Board of Directors of

BDR BUILDCON LIMITED

CIN: L70100DL2010PLC200749

Rajesh Gupta

Managing Director

Rajesh Gupta

DIN: 00163932

Nidhi Adhikari

Company Secretary

Nidhi Adhikari

Membership No. A28099

Renu Gupta

Director

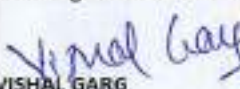
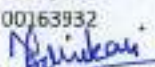
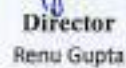
Renu Gupta

DIN: 00163749

BDR BUILDCON LIMITED

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in Rs unless otherwise stated)

	Year ended 31st March, 2025	Year ended 31st March, 2024
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	(1,223,093)	(880,604)
Adjustments to reconcile profit before tax to net cash flows:		
(Profit) / Loss on Sale of Investments	-	-
Interest on FDR	-	-
Interest on IT refund	-	-
Dividend Income	-	-
(Gain)/ Loss on Revaluation of Investment	-	-
Operating profit before working capital changes	(1,223,093)	(880,604)
Movement in Working capital:		
(Increase)/decrease in other financial and non-financial assets	(1,600,456)	7,949,890
Increase /(decrease) in trade payables, other financial and non-financial liabilities and provisions	(2,982,739)	2,916,642
Cash generated (outflow) from operations	(5,806,287)	9,985,927
Income tax paid (including TDS) (net)	-	-
Net cash flows from (used in) operating activities (A)	(5,806,287)	9,985,927
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Sale of Units held as investment	-	-
Purchase of units in Mutual Fund	-	(22,610,410)
Maturity/ (Investment) made in bank deposits (having original maturity of more than 3 months)	-	-
Dividend Income	-	-
Interest received	-	-
Net cash flows from / (used in) investing activities (B)	-	(22,610,410)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	5,350,000	12,640,000
Repayment of borrowings	-	-
Net cash flows from / (used in) financing activities (C)	5,350,000	12,640,000
Net increase / (decrease) in cash and cash equivalents (A+B+C)	-456,287	15,518
Cash and cash equivalents at the beginning of the year	903,241	887,724
Cash and cash equivalents at the end	446,954	903,241
Corporate Information and Summary of significant accounting policies	1 & 2	
Contingent liabilities and commitments	14	
Other notes to accounts	15	
The accompanying notes are an integral part of these financial statements		
As per our audit report of even date		
For Vishal Subhash Chandra & Co.		
Chartered Accountants		
Firm Registration No.: 024543C		
 		
VISHAL GARG		
Prop., FCA		
Membership No.: 548551		
Place: New Delhi		
Date: 24.04.2025		
UDIN# 25548551BMN9AB8043		
For and on behalf of Board of Directors of		
BDR BUILDCON LIMITED		
CIN: L70100DL2010PLC200749		
 		
Managing Director		
Rajesh Gupta		
DIN: 00163932		
		
Company Secretary		
Nidhi Adhikari		
Membership No. A28099		
		
Director		
Renu Gupta		
DIN: 00163749		

BDR BUILDCON LIMITED**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025****a. Equity Share Capital:**

Equity shares of ₹ 10 each issued, subscribed and fully paid	<u>Nos.</u>	<u>Amount in INR</u>
At 1 April 2023	6,645,000	66,450,000
Changes in equity share capital during 2023-24 (Note 6)	-	-
At 31 March 2024	6,645,000	66,450,000
Changes in equity share capital during 2024-25 (Note 6)	-	-
At 31 March 2025	6,645,000	66,450,000

b. Other Equity:

Particulars	Retained earnings (Note 7)	Total other equity
Balance as at 1st April 2023	26,817,994	26,817,994
Net Profit for the year	(880,604)	(880,604)
Other comprehensive income	-	-
Total comprehensive income	(880,604)	(880,604)
Balance as at 31 March 2024	25,937,389	25,937,389

Particulars	Retained earnings (Note 7)	Total other equity
Balance as at 1st April 2024	25,937,389	25,937,389
Net Profit for the year	(1,223,093)	(1,223,093)
Other comprehensive income	-	-
Total comprehensive income	(1,223,093)	(1,223,093)
Balance as at 31 March 2025	24,714,297	24,714,297



BDR BUILDCON LIMITED

Notes to Standalone Financial Statements for the year ended 31 March 2025

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 21, Ring Road Third Floor, Lajpat Nagar - IV, New Delhi - 110024. 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. Summary of 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 and guidelines issued by Securities and Exchange Board of India ("SEBI"). These Standalone financial statements includes Balance Sheet as at 31 March 2025, the Statement of Profit and Loss including Other Comprehensive Income, Cash flows Statement and Statement of changes in equity for the year ended 31 March 2025, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

Basis of Measurement:

The Standalone Financial Information for the year ended 31 March 2025 and year ended 31 March 2024 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 market participants at the measurement date.

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

IND AS 115 was made effective from 1 April 2018 and establishes a five-step model to account for revenue arising from contracts with customers. The new revenue standard replaced IND AS 18 & IND AS 11 and interpretations on revenue recognition related to sale of goods and services. The Company has applied the modified retrospective approach and accordingly has included the impact of Ind AS 115.

i. Revenue from 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. Other Income

Other income is comprised primarily of interest income, dividend and gain/loss on translation of other assets and liabilities. Interest income for all financial assets measured either at amortized cost or FVTPL is recognized using the effective interest method.

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 unrecognized 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 earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as fresh issue, bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

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 financial asset and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

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



c. Financial 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 Profit & Loss.

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 effective interest method.

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. Use of estimates and judgments

In the course of applying the policies outlined in all notes, the Company is required to make judgments, 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. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

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

Provisions 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. Provision for income tax and deferred tax assets

The Company uses estimates and judgments based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Accordingly, the Company exercises its judgment to reassess the carrying amount of deferred tax assets at the end of each reporting period.

iv. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If an indication exists, or when the annual impairment testing of the asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or Cash-generating-unit's (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from the other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and it's written down to its recoverable amount.

v. Employees Benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note.

h. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

i. Figures relating to previous year have been regrouped wherever necessary to make them comparable with the current year figures.



BDR BUILDCON LIMITED
NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

Note 3: Non-current Tax Assets (Net)

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Input GST Credit	-	680
Non-current tax assets (net of provision for taxation)	-	-
Net current income tax asset	-	680

Note 4: Financial assets

Note 4 (a) : Investments

Quoted	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Investments at fair value through P&L		
Investment in Mutual Fund	-	-
Total FVTPL Investments (Quoted)	-	-
Aggregate amount of quoted investments	-	-

Note 4 (b) : Cash and cash equivalents

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Balances with banks		
- In current account	101,306	729,746
- In FDR account	-	-
- Payment under Clearing	-	-
Cash on hand	345,648	173,496
	446,954	903,241

Note 4 (c) : Bank balance other than cash and cash equivalents

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Deposits with original maturity for more than 3 months but less than 12 months	-	-
	-	-

Note 4 (d) : Other Financial assets

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Interest accrued on fixed deposits	-	-
Total other financial assets	-	-

Note 4 (f) : Other Current assets

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Advances to Suppliers:		
Acquire Projects P Limited	-	-
Asro Arcade	-	-
Jeevan Jee Plaza	-	-
Schindler India Pvt Ltd	6,491	4,930
SEPL India Ltd	-	-
Sudhir Power Ltd	-	-
Veda Innovation	-	-
Total other financial assets	6,491	4,930

Note 5: Current Tax Assets

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
TDS & TCS Receivables	1,137	9,281
Advance Tax	-	-
Total Current Tax Assets	1,137	9,281



BDR BUILDCON LIMITED

REGD. OFFICE: 21, RING ROAD THIRD FLOOR, LAJPAT NAGAR-IV, NEW DELHI-110024

NOTE-4E

Inventories:

ASSETS	GROSS BLOCK			NET BLOCK	
	Balance as on 01.04.2024	Addition during the year	DISPOSALS/ ADJUSTMENTS	Balance as on 31.03.2025	AS ON 31.03.2024
<u>Work - in - Progress:</u> A-1/149, Safdarjung Enclave, New Delhi	215,295,996	1,607,719	-	216,903,715	215,295,996
Total	215,295,996	1,607,719	-	216,903,715	215,295,996



BDR BUILDCON LIMITED
NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

Note 6: Share Capital

Authorised Share Capital

	Numbers	Equity shares Amount in INR
At 1 April 2023	10,000,000	100,000,000
Increase / (decrease) during the year	-	-
At 31 March 2024	10,000,000	100,000,000
Increase / (decrease) during the year	-	-
At 31 March 2025	10,000,000	100,000,000

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 2023	6,645,000	66,450,000
Changes during the year	-	-
At 31 March 2024	6,645,000	66,450,000
Changes during the year	-	-
At 31 March 2025	6,645,000	66,450,000

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

Name of the shareholder (Equity shares of Rs.10/- each fully paid)	As at 31 March 2025		As at 31 March 2024	
	Numbers	% holding in the class	Numbers	% holding in the class
Rajesh Gupta (HUF)	616,659	9.28%	616,659	9.28%
Renu Gupta	1,530,000	23.02%	1,530,000	23.02%
Shashank Gupta	2,475,080	37.25%	2,075,072	31.23%
Next Orbit Ventures Fund	500,000	7.52%	500,000	7.52%
Verma Finvest Private Limited	566,678	8.53%	566,678	8.53%
Able Management Consultants Pvt Ltd	-	0.00%	400,008	6.02%
MRJ Consultants Pvt Ltd	733,348	11.04%	733,348	11.04%
	6,421,765		6,421,765	

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.



Note 7: Other equity

Total other equity	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Surplus in the Statement of Profit and Loss / Retained earnings	24,714,297	25,937,389
	<u>24,714,297</u>	<u>25,937,389</u>

Surplus in the Statement of Profit and Loss/ Retained earnings

	Amount in INR
At 1 April 2023	26,817,994
Add: Profit during the year	(880,604)
At 31 March 2024	25,937,389
Add: Profit during the year	(1,223,093)
At 31 March 2025	24,714,297



Financial Liabilities**Note 8: Trade Payable**

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Total outstanding dues of micro and small enterprises		
Trade payables - Others	-	-
Trade payables to related parties	-	-
Total outstanding dues of creditors other than micro and small enterprises		
Trade payables - Others	8,000	3,060,739
Trade payables to related parties	-	-
	8,000	3,060,739

Note

(a) During the year the company has not received any memorandum from Micro, Small and Medium Enterprises, as defined in Micro, Small, Medium Enterprises Development Act, 2006. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
(i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act :		
Principal	-	-
Interest	-	-
(ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-



BDR BUILDCON LIMITED
NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

Note 9: Revenue from operations

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Operating Revenue	-	-
	-	-

Note 10: Other income

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Interest on IT refund	-	-
Total Other income	-	-

Note 11: Employee benefits expenses

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Salaries and bonus	444,000	444,000
	444,000	444,000

Note 12: Other expenses

	31-Mar-25 Amount in INR	31-Mar-24 Amount in INR
Audit Fees	75,000	75,000
D-Mat Charges	37,760	50,270
Filing Fee	220,755	80,250
Legal and professional fees	102,660	72,880
Miscellaneous expenses	31,736	36,070
Office Expense	195,621	23,914
Power and fuel	61,380	42,240
Publication Expenses	54,180	55,980
Total Other Expenses	779,093	436,604

Note 13: Earnings Per Share

Particulars	2024-25	2023-24
Profit after taxation	(1,223,093)	(880,604)
Weighted average number of equity shares for basic and diluted earning per share	6,645,000	6,645,000
Earning per share- Basic and Diluted (one equity share of Rs. 10 each)	(0.18)	(0.13)

Note:

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.

Note 14: Contingent liabilities and commitments

(A) Contingent liabilities (to the extent not provided for)

Nil

(B) Commitments

Nil



BDR BUILDCON LIMITED**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025****Note 15: Related Party Disclosures****a) Key management personnel**

Dinesh Gupta	Chief Financial Officer (CFO)
Rajesh Gupta	Managing Director
Renu Gupta	Director
Rajinder Prasad Sharma	Independent Director
Malay Kumar Majumder	Director
Nidhi Adhikari	Company Secretary
Shashank Gupta	Son of Managing Director
Rajesh Gupta HUF	Managing Director is Karta of HUF

b) Transactions with KMP :-

	For the period ended 31 March 2025	For the period ended 31 March 2024
(i) Acceptance of Loan		
Rajesh Gupta	2,150,000	3,890,000
Renu Gupta	-	500,000
Shashank Gupta	3,200,000	8,250,000
Rajesh Gupta HUF	500,000	-
	<u>5,850,000</u>	<u>12,640,000</u>
(ii) Repayment of Loan		
Rajesh Gupta	-	-
Renu Gupta	-	-
Shashank Gupta	-	-
Rajesh Gupta HUF	500,000	-
	<u>500,000</u>	<u>-</u>

As per our audit report of even date

For Vishal Subhash Chandra & Co.**Chartered Accountants****Firm Registration No.: 024543C**

Vishal Garg
VISHAL GARG
 Prop., FCA
 Membership No.: 548551



Rajesh Gupta
Managing Director
 Rajesh Gupta
 DIN: 00163932

*For and on behalf of Board of Directors of***BDR BUILDCON LIMITED****CIN: L70100DL2010PLC200749**

Renu Gupta
Director
 Renu Gupta
 DIN: 00163749

Nidhi Adhikari
Company Secretary
 Nidhi Adhikari
 M. No. A28099

Place: New Delhi

Date: 24.04.2025

UDIN# 25548551BMN@AB8043



KANISHK ARORA & CO.

Company Secretaries | Insolvency Professional | Regd. Valuer (SFA)
Peer Reviewer | Peer Reviewed Unit | Regd. Trademark Agent

Form No. MR-3

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 31st MARCH, 2025

To,

The Members,

BDR Buildcon Limited

(CIN: L70100DL2010PLC200749)

Regd. Address: 21, Ring Road, Third Floor,

Lajpat Nagar-IV, New Delhi-110024

Dear Sir(s),

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 31st March, 2025, 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 31st March, 2025 according to the provisions of:





KANISHK ARORA & CO.

Company Secretaries | Insolvency Professional | Regd. Valuer (SFA)
Peer Reviewer | Peer Reviewed Unit | Regd. Trademark Agent

- (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'):-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **[Not applicable to the company during the audit period]**
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - iii. 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]**
 - iv. 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]**
 - v. 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]**
 - vi. 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;
 - vii. The Securities and Exchange Board of India (Dellisting of Equity Shares)





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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];

viii. 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.





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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.


KANISHK ARORA
Company Secretary
M.No.: 9575 COP No.: 13253

Date: 08/09/2025
Place: New Delhi

For KANISHK ARORA & CO.
Company Secretaries



Kanishk Arora
Practicing Company Secretary
FCS No. 9575
C.P. No. 13253
Firm Registration No. S2014DE256300
Peer Review No. 1202/2021

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



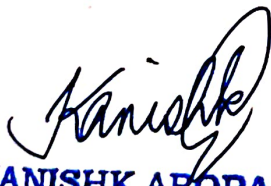
KANISHK ARORA & CO.

Company Secretaries | Insolvency Professional | Regd. Valuer (SFA)

Peer Reviewer | Peer Reviewed Unit | Regd. Trademark Agent

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.



KANISHK ARORA
Company Secretary

M.No.: 9575 COP No.: 13253

Date: 08/09/2025

Place: New Delhi

For KANISHK ARORA & CO.

Company Secretary



Kanishk Arora

Practicing Company Secretary

FCS No. 9575

C.P. No. 13253

Firm Registration No. S2014DE256300

Peer Review No. 1202/2021

.....END OF REPORT.....