

14th Annual Report 2019-20



BHAGYANAGAR PROPERTIES LIMITED

BOARD OF DIRECTORS

Narender Surana	-	Director
Devendra Surana	-	Whole-time Director
Manish Surana	-	Additional Director
Sri Nagesh Boorugu	-	Independent Director
Dr. R.N.Sreenath	-	Independent Director
Sanjana Jain	-	Independent Director

STATUTORY COMMITTEES

AUDIT COMMITTEE

Sri Nagesh Boorugu	-	Chairman
Dr. R.N.Sreenath	-	Member
Sanjana Jain	-	Member

NOMINATION & REMUNERATION COMMITTEE

Dr. R.N.Sreenath	-	Chairman
Sri Nagesh Boorugu	-	Member
Narender Surana	-	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Dr. R.N.Sreenath	-	Chairman
Narender Surana	-	Member
Devendra Surana	-	Member

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Narender Surana	-	Chairman
Devendra Surana	-	Member
Dr. R.N.Sreenath	-	Member

CHIEF FINANCIAL OFFICER

Shresha Surana

COMPANY SECRETARY

Thakur Vikram Singh

STATUTORY AUDITORS

Luharuka & Associates

Chartered Accountants
5-4-187/3&4, Soham Mansion, 2nd Floor,
Above Bank of Baroda, M G Road,
Secunderabad - 500 003

INTERNAL AUDITORS

Sekhar & Co.

Chartered Accountants
133/4, R. P. Road, Secunderabad-500 003

SECRETARIAL AUDITOR

Rakhi Agarwal

Company Secretary in Practice
6-3-660, Flat 520,
Block 4, Amrit Apartments,
Kapadia Lane, Somajiguda,
Hyderabad-500082

REGISTRAR & TRANSFER AGENTS

KFin Technologies Private Limited

KFintech, Tower – B,
Plot No 31 & 32, Selenium Building,
Financial District, Nanakramguda,
Gachibowli, Hyderabad - 500 032
Tel No.040-67162222 / 040-79611000
E-mail : einward.ris@kfintech.com
Web Site : www.kfintech.com

REGISTERED OFFICE

Bhagyanagar Properties Limited

5th Floor, Surya Towers,
S.P. Road, Secunderabad
-500 003, India
Tel: +91 40 27845119, 44665750
Fax : +91 40 27818868
E-mail: surana@surana.com
Investors: cs@surana.com,
investorservices_bpl@surana.com
Website:www.bhagyanagarproperties.com,
www.surana.com
CIN: L70102TG2006PLC050010



CONTENTS

❖ Notice.....	3
❖ Directors' Report.....	12
❖ Report on Corporate Governance.....	37
❖ Independent Auditors' Report.....	53
❖ Balance Sheet.....	60
❖ Statement of Profit & Loss.....	61
❖ Cash Flow Statement.....	63
❖ Significant Accounting Policies.....	64
❖ Notes to Financial Statements.....	69
CONSOLIDATED FINANCIAL STATEMENTS	
❖ Independent Auditors' Report.....	79
❖ Balance Sheet.....	84
❖ Statement of Profit & Loss.....	85
❖ Cash Flow Statement.....	87
❖ Significant Accounting Policies.....	88
❖ Notes to Financial Statements.....	94
❖ Information related to Subsidiary / Associate Companies (AOC-1).....	104

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the members of Bhagyanagar Properties Limited will be held on Wednesday the 30th September, 2020 at 10.00 A.M. (IST), through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Devendra Surana (DIN: 00077296), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Shri Manish Surana (DIN: 00014373) as Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri Manish Surana (DIN: 00014373), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 23rd March, 2020 and who holds office up to the date of this Annual General Meeting, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as Non-Executive Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such, acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

4. **To ratify and approve the Related Party Transactions:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of the Company do hereby confirm, ratify and approve the material related party transactions as detailed below entered or to be entered into by the Company and authorise the Audit Committee and the Board of Directors of the Company to enter into arrangements/ transactions with the following entities and finalize all such terms and conditions, as it may deem fit, within the limits mentioned below:

Name of the Related Party	Maximum Transaction Value (₹ in Cr)	Nature of Transaction
Related party transactions during the year 2019-20:		
Tejas Technopark Private Limited	0.31	Intercompany Lending
AP Golden Apparels Private Limited	14.40	Intercompany Lending
Innova Technologies Private Limited	9.33	Intercompany Lending
Surana Telecom and Power Limited	7.59	Intercompany Borrowing
Related party transactions for the year 2020-21:		
Surana Solar Limited	15.00	Intercompany Lending/ Borrowing
Tejas Technopark Private Limited	15.00	Intercompany Lending/ Borrowing
Scientia Infocom India Private Limited	50.00	Intercompany Lending/ Borrowing
Metropolitan Ventures India Limited	15.00	Intercompany Lending/ Borrowing
Surana Telecom and Power Limited	30.00	Intercompany Lending/ Borrowing
Innova Technologies Private Limited	10.00	Intercompany Lending/ Borrowing
AP Golden Apparels Private Limited	6.46	Investment in Equity

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Approval for giving Loans, providing Guarantee or Security u/s 185 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, the shareholders

of the company do hereby ratify the loans given and accord their consent to the Board of Directors of the Company for giving loan(s) in one or more tranches including loan(s) represented by way of book debt (the "Loan") to, and/or giving guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by the following entities, which are falling under the category of 'a person in whom any of the directors of the company is interested' as specified in the explanation of 185(2)(b), within the limits as mentioned below for each entity, in its absolute discretion deemed beneficial and in the best interest of the company:

Name of the Related Party	Maximum Transaction Value (₹ in Cr)	Nature of Transaction
Loans given during the year 2019-20:		
Tejas Technopark Private Limited	15.31	Intercorporate lending
AP Golden Apparels Private Limited	44.39	Intercorporate lending
Innova Technologies Private Limited	9.33	Intercorporate lending
Giving of Loans /Providing Guarantee/Security during the year 2020-21:		
Surana Solar Limited	15.00	Intercorporate lending
Tejas Technopark Private Limited	15.00	Intercorporate lending
Scientia Infocom India Private Limited	50.00	Intercorporate lending
Metropolitan Ventures India Limited	15.00	Intercorporate lending
Surana Telecom and Power Limited	30.00	Intercorporate lending
Innova Technologies Private Limited	10.00	Intercorporate lending

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or

things incidental or expedient thereto and as the Board may think fit and suitable.”

6. To lease/sell/transfer/convey/assign or otherwise dispose off the Undertaking u/s. 180 (1)(a) of the Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under [including any statutory modification(s) or re-enactment thereof, for the time being in force], and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors, to lease/sell/transfer/convey/assign or otherwise dispose off, either in parts or whole of the land comprising 11.57 Acres situated in parts of Sy.nos. 221 to 224 Vattinagulapally Village, Gandipet Mandal, Ranga Reddy District, Telangana State ('Undertaking'), in the ordinary course of business of the Company, from time to time, to any prospective lessee(s)/buyer(s)/ assignee(s) for such consideration and on such terms and conditions as the Board may deem fit in the best interest and for the benefit of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, and finalise and execute such agreements, deeds and documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.”

By Order of the Board
For **BHAGYANAGAR PROPERTIES LIMITED**

NARENDER SURANA
DIRECTOR
DIN-00075086

Place: Secunderabad
Date: 01.08.2020

NOTES

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

KFin Technologies Private Limited, Registrar & Transfer Agent of the Company, (earlier known as Karvy Fintech Private Limited) ("KFin" or "KFintech") shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC/OAVM shall be allowed on a first-come-first-served basis.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on resolution(s) by poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum under Section 103 of the Act.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 25.09.2020 to 30.09.2020 (both days inclusive) for the purpose of 14th Annual General Meeting of the company.
6. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice. Director seeking appointment/re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
7. **Dispatch of Annual Report through electronic mode:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the

financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended 31st March, 2020 pursuant to section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ KFintech or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

A copy of the Notice of this AGM alongwith Annual Report for the Financial Year 2019-2020 is available on the website of the Company at www.bhagyanagarproperties.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.karvy.com>.

8. Members are requested to register/update their email addresses for receiving all communications (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical form and who have not registered / updated their email addresses with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorservices_bpl@surana.com or to KFin Tech at einward.ris@kfintech.com.
 - b) Members holding shares in dematerialised form are requested to register / update their email addresses with the relevant Depository Participant.
9. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
10. In accordance with the proviso to Regulation 40(1) of the SEBI Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

1. **Attending the AGM:** Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available on the shareholder/Members login where the "Event" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail addresses or do not have the User ID and Password for e-voting or have forgotten the User ID and Password

may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. **Submission of questions / queries prior to AGM:** The shareholders who do not wish to speak during the AGM but desiring any additional information with regards to Accounts/ Annual Reports or has any question or query are requested to write to the Company at email id: investorservices_bpl@surana.com mentioning their name, demat account number/ folio number, email id and mobile number. Questions/queries received by the Company till 5.00 p.m. on Sunday, 27th September, 2020 will only be considered and responded during the AGM.
7. **Speaker Registration before AGM:** Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by visiting the link <https://ris.kfintech.com/agmvcspkeregistration> on or before 27th September, 2020, 5.00 P.M. (IST). **Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session during the AGM, hence shareholders are encouraged to send their questions etc. in advance.**

Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions, number of speakers and time for each speaker depending upon the availability of time for the AGM
8. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
9. Members who need technical assistance before or during the AGM, can contact KFinTech at <https://ris.kfintech.com/agmqa/agmqa/login.aspx>.
10. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the provisions of Section

113 of Companies Act, 2013 are requested to send a certified copy of the relevant Board resolution to the Company.

INSTRUCTIONS FOR E-VOTING:

In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on 23rd September, 2020 (end of day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.

The procedure and instructions for e-voting are as follows:

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User-ID.

User - ID for Members holding shares in Demat Form:

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- For CDSL: 16 digits beneficiary ID.

For Members holding shares in Physical Form:

- EVENT No. followed by Folio Number registered with the Company.
- Password: Your unique password is printed on separate sheet / via email forwarded through the electronic notice.

Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. Please contact our toll free no. [1800 3454 001] for any further clarifications.
4. Members can cast their vote online from 09.00 A.M. (IST) on 26th September, 2020 to 5.00 P.M. (IST) on 29th September, 2020.
5. After entering these details appropriately, click on "LOGIN".
6. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0- 9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFIN Technologies Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share

your password with any other person and take utmost care to keep your password confidential.

7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the 'Event' i.e. 'Bhagyanagar Properties Limited'.
9. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any Company where the System Provider was KFIN Technologies Private Limited, then your existing login id and password given earlier are to be used.
10. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ABSTAIN for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the Member do not wish to cast, select 'ABSTAIN'. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
11. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE AGM SESSION:

1. The e-voting window shall be activated upon instructions of the Chairman during the AGM.
2. E-voting during the AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the AGM.
3. Members / shareholders, attending the AGM through Video Conference and who have not cast their vote on resolutions through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM.
4. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

GENERAL INFORMATION:

1. The Company's equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
2. Members are requested to send all communications relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at

KFIN Technologies Private Limited (Unit: Bhagyanagar Properties Limited), Selenium Building, Tower B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Telangana State, India.

3. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorservices_bpl@surana.com.

GENERAL INSTRUCTIONS:

1. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.
2. Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps from Sl. No. (1) to (11) under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.
3. The e-voting period commences from 09.00 A.M. (IST) on 26th September, 2020 to 5.00 P.M. (IST) on 29th September, 2020. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 23rd September, 2020 may cast their votes electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The Company has appointed Mrs. Rakhi Agarwal, Company Secretary in Practice, Hyderabad as the Scrutinizer to conduct the voting process (e-voting) in a fair and transparent manner.
5. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained and shall submit the Report to the Chairman of the Company.
6. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 14th Annual General Meeting of the Company scheduled to be held on 30th September, 2020, the results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhagyanagarproperties.com, within 48 hours of conclusion of the Annual General Meeting.

By Order of the Board
For **BHAGYANAGAR PROPERTIES LIMITED**

NARENDER SURANA
DIRECTOR
DIN-00075086

Place: Secunderabad
Date: 01.08.2020

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Shri Manish Surana (DIN: 00014373) as an Additional Director of the Company with effect from 23rd March 2020. Under Section 161(1) of the Companies Act, 2013 read with Article 112 of the Articles of Association of the Company, he holds office up to the date of the Annual General Meeting of the Company.

Requisite Notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member proposing the appointment of Shri Manish Surana as a candidate for the office of Director of the Company, and consent has been filed by Shri Manish Surana pursuant to Section 152 of the Companies Act, 2013.

The period of office of Shri Manish Surana shall be liable to determination by retirement of directors by rotation. If Shri Manish Surana is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Director, designated as "Non-Executive Director".

The Board of Directors recommend the resolution set forth at item no.3 of this Notice for your approval.

Except Shri Manish Surana, being an appointee and Shri Narender Surana, Director, Shri Devendra Surana, Whole time Director and Ms. Shresha Surana, CFO, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4:

Your company has entered into transactions with the entities, as mentioned in the resolution, which are falling under the definition of "related party" as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) ("SEBI Listing Regulations").

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further, as required under Regulation 23 of SEBI Listing Regulations, all material related party transactions shall require approval of the shareholders through an Ordinary Resolution.

The Company, in ordinary course of its business, regularly does the transactions with the related parties including those mentioned in the Notice on an arm's length basis. On basis of the same, the Company hereby proposes to seek shareholders' approval for the said transactions by way of

an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are mentioned in the said resolution item no. 4 of the Notice.

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommend the resolution set forth at item no.4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested, financially or otherwise, in the proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No. 5:

The Company may be required to make loan(s) including loan represented by way of Book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any, to the entities, mentioned in item no. 5 of the Notice, which are falling under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of Section 185 of the Companies Act, 2013.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the entities (mentioned in item no. 5 of the Notice) for the purpose of capital expenditure of the projects and/or working capital requirements, including purchase of fixed assets as may be required from time to time for the expansion of its principal business activities and other matters connected therewith and incidental thereto.

The Members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/ accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution set forth at item no.5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No. 6:

The Company's land situated in parts of Sy. nos. 221 to 224, Vattinagulapally Village, Gandipet Mandal, Ranga Reddy District, Telangana State falls under the definition of "Undertaking" as per the explanation provided under Section 180(1) (a) of the Companies Act, 2013. The Section 180(1) (a) of the Companies Act, 2013 mandates that, the Board of Directors of a company shall exercise the power to lease/sell/transfer/convey/assign or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, the consent of the members of the Company is being sought by way of a Special Resolution to lease/sell/transfer/convey/assign or otherwise dispose off, either part or whole of the land admeasuring Acres 11.57 situated in parts of Sy. nos. 221 to 224, Vattinagulapally Village, Gandipet Mandal, Ranga Reddy District, Telangana State ('Undertaking'), in the ordinary course of Business of the Company, from time to time as the Board may deem fit, to any prospective lessee(s)/

buyer(s)/assignee(s) at such consideration and on such terms and conditions as may deem fit by the Board in the best interest of the company.

The Board of Directors recommend the resolution set forth at item No.6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as shareholder of the Company.

By Order of the Board
For **BHAGYANAGAR PROPERTIES LIMITED**

NARENDER SURANA
DIRECTOR
DIN-00075086

Date : 01.08.2020
Place : Secunderabad

Particulars of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:-
1) Shri Manish Surana, Director:

Name of Director	Manish Surana
DIN	00014373
Date of Birth	08.08.1986
Qualification	Shri Manish Surana holds a Diploma in Business Strategy from Harvard University, USA and a Diploma in A.I from University of Michigan Ann Arbor, USA.
Expertise in specific functional area	Shri Manish Surana is having rich experience in Business Management, Business Strategy and Marketing.
Inter-se relationship with other Directors and Key Managerial Personnel	Son of Shri Narendra Surana, Director of the Company.
Nature of appointment (appointment/ reappointment)	Appointment as Director of the Company.
Name of the listed and other entities in which Shri Manish Surana holds the directorship as on 31 st March, 2020.	<ol style="list-style-type: none"> 1. Surana Solar Limited 2. Crescentia Labs Private Limited 3. Harinam Metals Private Limited 4. Bhagyanagar Metals Private Limited 5. Crescentia Solar Private Limited 6. Hyderabad Solar Private Limited 7. Bhagyanagar Green Energy Private Limited 8. Innova Infrastructure Private Limited 9. Metropolitan Ventures India Limited 10. Bhagyanagar Ventures Private Limited 11. Scientia Infocom India Private Limited 12. Majestic Logistics Private Limited 13. Globecom Infotech Private Limited 14. Royal Skyscrapers India Private Limited 15. Bhagyanagar Industrial Park 16. Indian Solar Power Producers Association
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 st March, 2020.	Nil
No. of equity shares held	24,59,412

2) Shri Devendra Surana, Whole-time Director: (Retiring Director)

Name of Director	Devendra Surana
DIN	00077296
Date of Birth	08.02.1965
Qualification	B.E. (MECH), PDGM (IIM, Bangalore)
Expertise in specific functional areas	Shri Devendra Surana is a graduate in Mechanical Engineer and holds a Post Graduate Diploma in Management from IIM, Bangalore and had chosen as the Brain of the Batch. Shri Devendra Surana is a Managing Director of Bhagyanagar India Limited, Director of Surana Solar Limited and Surana Telecom and Power Limited which are listed Companies under the Surana Group. He has been in the field of Ferrous & Non Ferrous, Telecom Industry for more than 3 Decades and in the field of Renewable Energy Industry for more than 2 decades. He is the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and Past Chairman for Telangana State Council, Federation of Indian Chambers of Commerce & Industry (FICCI). He is also Founder President of Young Entrepreneur Organization for Hyderabad Chapter and Past President of Rotary Club of Hyderabad Deccan. He is also a Member of the Governing Body, University College of Engineering, and Osmania University. He has been the guest speaker at many Management & Educational Institutions. Hyderabad Management Association (HMA) has awarded Shri Devendra Surana as Entrepreneur of the Year 2019.
Inter-se relationship with other Directors and Key Managerial Personnel	Shri Devendra Surana is a brother of Shri Narendra Surana, Director of the Company.

Nature of appointment (appointment/reappointment)	Retires by Rotation and offers himself for re-appointment.
Name of the listed and other entities in which Shri Devendra Surana holds the directorship as on 31 st March, 2020.	<ol style="list-style-type: none"> 1. Bhagyanagar India Limited 2. Surana Solar Limited 3. Surana Telecom and Power Limited 4. Bhagyanagar Copper Private Limited 5. Scientia Infocom India Private Limited 6. Surana Solar Systems Private Limited 7. AP Golden Apparels Private Limited 8. Everytime Food Industries Private Limited 9. Value Infrastructure and Properties Private Limited 10. Tejas India Solar Energy Private Limited 11. Solar Dynamics Private Limited 12. Bhagyanagar Green Energy Private Limited 13. Metropolitan Ventures India Limited 14. Surana Infocom Private Limited 15. Globecom Infra Ventures Private Limited 16. Bhagyanagar Securities Private Limited 17. Shah Sons Private Limited
Member of the Committees of the Board of other Companies in which he is a Director as on 31 st March, 2020.	<ol style="list-style-type: none"> 1. Bhagyanagar India Limited (Audit Committee) 2. Bhagyanagar India Limited (Stakeholders Relationship Committee) 3. Bhagyanagar India Limited (CSR Committee) 4. Surana Solar Limited (Stakeholders Relationship Committee) 5. Surana Solar Limited (CSR Committee) 6. Surana Telecom and Power Ltd (Stakeholders Relationship Committee) 7. Surana Telecom and Power Ltd (CSR Committee)
No. of equity shares held	31,37,707

DIRECTORS' REPORT

To the Members of
Bhayanagar Properties Limited

The Directors have pleasure in presenting the 14th Annual Report of your Company and the Audited financial statements for the financial year ended 31st March, 2020 together with Auditors' Report thereon.

FINANCIAL RESULTS:

The standalone and consolidated performance of the Company during the year is summarized below: (Amount in ₹)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Sales and other Income	9,33,66,792	8,76,85,264	16,51,86,656	9,45,90,902
EBIDTA	7,05,19,072	6,71,99,528	12,36,40,413	6,81,25,268
LESS :				
Depreciation	12,45,177	2,03,568	17,24,625	4,23,665
Interest and Finance charges	96,39,199	7,18,656	1,80,68,559	8,28,318
Profit before Taxation	5,96,34,696	6,62,77,304	10,38,47,229	6,68,73,286
Provision for Taxation : Current Tax	98,86,161	1,35,35,944	1,71,58,548	1,41,72,955
MAT Credit Entitlement	(98,86,161)	(1,26,09,587)	(1,02,05,268)	(1,26,09,587)
Profit after Tax	5,96,34,696	6,53,50,948	9,68,93,949	6,53,09,918
Add: Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	5,96,34,696	6,53,50,948	9,68,93,949	6,53,09,918
Less: Minority Interest (Current year's Profit/(loss))	-	-	7,00,156	(27,860)
Surplus brought forward from previous year	8,20,79,335	1,67,28,387	7,96,20,770	1,70,33,330
Less: Profit / (Loss) of earlier years on acquisition of subsidiaries	-	-	(18,58,588)	(27,50,338)
Balance available for appropriation	14,17,14,031	8,20,79,335	17,76,73,151	7,96,20,770
APPROPRIATION:				
Balance c/f to Balance Sheet	14,17,14,031	8,20,79,335	17,76,73,151	79,620,770

PERFORMANCE AND OPERATIONS:

During the year 2019-20, the Company's revenue from operations and other income stood at ₹ 9,33,66,792/- and Profit After Taxation (PAT) is ₹ 5,96,34,696/-.

The Company and its subsidiaries have sizeable land bank in and around Hyderabad. In view of the rapid growth of e-commerce as well as information technology companies in Hyderabad, the Company has set up a Warehouse at Gachibowli, Hyderabad with around 62,000 Sq.ft. and will be adding further warehouse space in the near future.

IMPACT OF COVID-19: The outbreak of novel Coronavirus (COVID-19) Pandemic globally and in India and the consequent lockdown restrictions imposed by national governments is causing significant disturbance and slowdown of economic activity across the globe. The Company has assessed the possible effects that may arise from the COVID-19 pandemic on the business. As on the current date, based on the assessment, the Company has concluded that the impact of COVID – 19 pandemic is not material on the carrying values

of the assets of the business, however this has effected the operations of the company and has had impact on sales and profitability among others. Due to the nature of the pandemic and the resultant operational guidelines that may be announced by the governments in future, the Company will continue to monitor the developments to identify significant impact, if any in the future period.

SUBSIDIARIES / ASSOCIATES:

The Company has the following subsidiary companies as on 31/03/2020. Further there has been no material change in the nature of business of the subsidiaries.

S. No.	Name of Subsidiary	Percentage of shareholding (%)
1	Scientia Infocom India Private Limited	76.00
2	Metropolitan Ventures India Limited	100.00
3	Masanto Containers Private Limited*	100.00

(*Your Company has divested the entire equity shares held in M/s. Masanto Containers Private Limited, a wholly-owned subsidiary Company to M/s. Sia Publishers and Distributors Private Limited pursuant to Share Purchase Agreement dated 30/09/2019. Consequent to said divestment, M/s. Masanto Containers Private Limited ceased to be a Subsidiary Company with effect from 18/12/2019).

As per the provisions of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies in Form AOC-1 is annexed to this Board's Report.

CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements for the financial year ended 31st March, 2020 forms part of the Annual Report. As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate Audited accounts of its Subsidiaries on its website www.bhagyanagarproperties.com and a copy of separate Audited Financial Statements of its Subsidiaries will be provided to shareholders upon their request.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed and complied by the Company.

SHARECAPITAL:

The paid-up Equity Share Capital as on 31st March, 2020 was ₹ 6,39,90,000/- divided into 3,19,95,000 equity shares of face value of ₹ 2/- each. During the year under review, the Company has not issued any shares. Also, the Company has not issued shares with differential voting rights.

TRANSFER TO RESERVES:

The Board of Directors of the Company have not recommended for transfer of any amount to the General Reserve for the financial year ended 31st March, 2020.

DIVIDEND:

During the year under review, the Board of Directors has not recommended any dividend on the Equity Shares of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company's business, internal controls and their adequacy, risk management systems and other material developments during the financial year.

Management Discussion and Analysis Report is presented in a separate section which forms part of the Annual Report as Annexure-II.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) that the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that the directors have 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 31st March, 2020 and of the profit of the company for the year ended on that date;
- (c) that the directors have 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) that the directors have prepared the annual accounts for the financial year ended 31st March, 2020 on a going concern basis;
- (e) that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 and Regulation 25 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149.

NOMINATION AND REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The details of Nomination and Remuneration Committee and Policy are provided in the Corporate Governance Report.

**PARTICULARS OF LOANS, GUARANTEES OR SECURITIES OR INVESTMENTS:**

The details of Loans, Guarantees, Securities and Investments made during the financial year ended 31st March, 2020 are given in the notes to the Financial Statements in compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

RELATED PARTY TRANSACTIONS:

The Related Party Transactions entered into by the Company during the year are in its ordinary course of business and on arm's length basis. There were no materially significant related party transactions between your Company and the Directors, Promoters, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of your Company at large. All the related party transactions are placed before the Audit Committee as well as before the Board for their approval, wherever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive in nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions is available on the Company's website <http://www.bhagyanagarproperties.com/codes-and-policies.html>

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is prepared in Form AOC-2 pursuant to clause (h) of the Companies (Accounts) Rules, 2014 and the same is annexed herewith as "Annexure-IV" to this Report.

AUDIT COMMITTEE:

During the year 2019-20, the Audit Committee was reconstituted and Mrs. Sanjana Jain, Independent Non-Executive Director was appointed as the member of the Audit Committee, effective from 21st September, 2019, in place of Shri D. Venkatasubbaiah, who ceased to be the member of the Audit Committee upon his resignation as a Director of the Company. Accordingly, Audit Committee comprises Independent Non-Executive Directors, namely, Shri Srinagesh Boorugu (Chairman), Dr. R.N. Sreenath and Mrs. Sanjana Jain (Members). Powers and role of the Audit Committee are included in Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return as per the provisions of Section 92 of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed to this Board's Report as Annexure - V and has been uploaded on company's website at <http://www.bhagyanagarproperties.com/annual-report.html>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended from time to time, is annexed to this Report as Annexure-I.

RISK MANAGEMENT POLICY:

The Company has in place a Risk Management policy to identify, evaluate and monitor business risks and challenges across the Company, that seek to minimise the adverse impact on business objectives and capitalise on opportunities. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report. At present the Company has not identified any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company considers social responsibility as an integral part of its business activities. Based on the applicability criteria provided under Section 135(5) of Companies Act, 2013 the Board had constituted Corporate Social Responsibility (CSR) Committee on 23rd May, 2019. During the year under review, the Corporate Social Responsibility Committee comprised of Shri Narender Surana (Chairperson), Shri Devendra Surana, Whole-time Director and Dr. R.N. Sreenath, Independent Non-Executive Director of the Company. The terms of reference of the Corporate Social Responsibility Committee is also provided in the Corporate Governance Report.

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy. The composition of the Committee, contents of CSR Policy and report on CSR activities carried out during the financial year ended 31st March, 2020 in the format prescribed under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure III.

BOARD EVALUATION:

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects.

The Board of Directors have expressed their satisfaction with the evaluation process.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:**During the year under review:**

1. The Board of Directors on recommendation and approval of Nomination and Remuneration Committee & Audit Committee, appointed Ms. Shresha Surana as Chief Financial Officer and Key Managerial Personnel of the Company with effect from 08th April, 2019. Further, Ms. Shresha Surana resigned from the office of the Whole-time Director of the Company with effect from 20th July, 2019.
2. The Board of Directors on recommendation of Nomination and Remuneration Committee re-appointed Shri Devendra Surana as Whole-time Director of the Company for a period of five years with effect from 07th August, 2019, liable to retire by rotation. Further, his appointment as Whole-time Director of the Company have been ratified by the members in the AGM held on 21st September, 2019.
3. The Board of Directors on recommendation of Nomination and Remuneration Committee appointed Mrs. Sanjana Jain as an Additional Director (under Independent Women Director category) of the Company with effect from 7th August, 2019. Further, her appointment as Independent Director of the Company have been ratified by the members in the AGM held on 21st September, 2019.
4. Due to old age and health constraints, Shri D. Venkatasubbiah had resigned from the office of the Independent Director of the Company with effect from 21st September, 2019.
5. The Board of Directors on recommendation of Nomination and Remuneration Committee and by passing resolution by circulation dated 23rd March, 2020 appointed Shri Manish Surana as an Additional Director of the Company.

Pursuant to the provisions of Section 203 of the Act, Shri Devendra Surana, Whole-time Director, Ms. Shresha Surana, Chief Financial Officer and Shri Thakur Vikram Singh, Company Secretary were formalized as the Key Managerial Personnel of the Company.

Director retiring by rotation: Shri Devendra Surana, Whole-time Director of the Company will retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

MEETINGS OF THE BOARD:

During the financial year under review, 6 (Six) Board Meetings were convened and held. The particulars of the meetings held and attended by Directors are detailed in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed under the Companies Act, 2013 and Regulation 17(2) of SEBI (LODR) Regulations, 2015.

FIXED DEPOSITS:

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 or 76 of the Companies Act, 2013, read with rules made there under.

LISTING OF EQUITY SHARES:

The Company's equity shares are listed on the following Stock Exchanges:

- (i) **BSE Limited**, Phiroze Jee Jeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India; and
- (ii) **National Stock Exchange of India Limited**, Exchange Plaza, Floor 5, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India.

The Company has paid the Annual Listing Fees to the said Stock Exchanges for the Financial Year 2020-21.

STATUTORY AUDITORS AND AUDITORS' REPORT:

In terms of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company in 11th Annual General Meeting held on 26th September, 2017 approved the appointment of M/s. Luharuka & Associates, Chartered Accountants (Firm Registration No. 001882S), as the Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company. The Statutory Auditors have confirmed they are not disqualified from continuing as Auditors of the Company.

The Report given by M/s. Luharuka & Associates, Chartered Accountants on the financial statement of the Company for the year ended 31st March, 2020 is part of the Annual Report. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

INTERNAL AUDITORS:

The Board of Directors of the Company have re-appointed M/s Sekhar & Co., Chartered Accountants as Internal Auditors to conduct Internal Audit of the Company for the Financial Year ended 31st March, 2020.

SECRETARIAL AUDITORS:

In terms of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. Rakhi Agarwal, Company Secretary in Practice (CP No. 6270), have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure-VI.

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in her Report.

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARIES:

Scientia Infocom India Private Limited (SIPL), a material subsidiary of the Company undertakes Secretarial Audit pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit of SIPL for the Financial Year 2019-20 was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of SIPL submitted by Mrs. Rakhi Agarwal, Company Secretary in Practice, does not contain any qualification, reservation or adverse remark or disclaimer.

ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has undertaken an audit for the Financial Year 2019-20 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mrs. Rakhi Agarwal, Company Secretary in Practice has been submitted to the Stock Exchanges and is annexed at Annexure VII to this Board's Report.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Internal Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

CORPORATE GOVERNANCE:

The Company has complied with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Corporate Governance. A report on the Corporate Governance practices, a Certificate from practicing Company Secretary regarding compliance of mandatory requirements thereof are given as an annexure to this report.

In compliance with Corporate Governance requirements as per the Listing Regulations, the Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism and a Whistleblower Policy in place to enable its Directors, employees and its stakeholders to report their concerns, if any. The said Policy provides for (a) adequate safeguards against victimisation of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of the Company. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. Details of the Vigil Mechanism and Whistleblower policy are made available on the Company's website.

PARTICULARS OF EMPLOYEES:

A. Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Name of the Director	Ratio to Median Remuneration
Shri Narender Surana, Director	12.75
Shri Devendra Surana	NA
Shri Manish Surana*	NA

* Appointed as Additional Non-Executive Director w.e.f. 23/03/2020.

- (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;

Name of Person	% increase in remuneration
Shri Narender Surana, Director	Nil
Shri Devendra Surana, Whole-time Director	Nil
Shri Manish Surana, Additional Director	Nil
Ms. Shresha Surana, CFO	Nil
Shri Rohit Jain, Company Secretary*	18.75
Shri Thakur Vikram Singh, Company Secretary#	NA

* Resigned as Company Secretary w.e.f. 29/09/2019.

Appointed as Company Secretary w.e.f. 18/11/2019.

- (iii) The percentage increase in the median remuneration of employees in the financial year is -28.59%.
- (iv) There were 22 permanent employees on the rolls of company as on 31st March, 2020.
- (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:

The average increase in salaries of employees other than managerial personnel in the Financial Year 2019-20 was -0.77%. Percentage increase in the managerial remuneration for the year was Nil.

- (vi) It is hereby affirm that the remuneration paid is as per the remuneration policy of the company - Yes.

B. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any member interested in obtaining a copy of the same may write to the Company Secretary.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Directors had laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company 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. The Audit Committee evaluates the internal financial control system periodically.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There have been no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments affecting the financial position of the Company which occurred between the Financial Year ended 31st March, 2020 to which the Financial Statements relates and the date of signing of this report.

INDUSTRIAL RELATIONS:

During the year under review, Industrial relations continued to be cordial and the Company is committed to maintain

good industrial relations through effective communication, meetings and negotiations.

COMPLIANCE WITH PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is committed to uphold and maintain the dignity of woman employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. The Company has not received any complaints during the year.

Further, The Company has constituted an Internal Complaints Committee as prescribed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CAUTIONARY STATEMENT:

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation and sincere thanks to the shareholders, customers, Bankers, Insurance Companies, Central and State Government Departments for their support and co-operation extended to the Company from time to time. The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff.

For and on behalf of the Board of Directors

NARENDER SURANA
DIRECTOR
DIN-00075086

DEVENDRA SURANA
WHOLE-TIME DIRECTOR
DIN-00077296

Place: Secunderabad
Date: 01.08.2020

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY,
TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND
OUTGO**

*[Information Under Section 134(3)(m) of The Companies Act, 2013,
Read with Rules 8(3) of the Companies (Accounts) Rules, 2014]*

FORM – A

1. CONSERVATION OF ENERGY :

- | | |
|----------------------------------|---|
| (i) Energy Conservation measures | : The Company is continuing with energy saving measures initiated earlier like introduction of Variable Frequency Drive (VFD) etc. to reduce the Power Consumption. |
| (ii) Total energy consumption | : N.A. |

2. TECHNOLOGY ABSORPTION :

FORM – B

(Disclosure of particulars with respect to Technology Absorption)

A. Research and Development (R & D) :

- | | |
|--|---|
| 1. Specific areas in which R & D is carried out by the Company | : Nil |
| 2. Benefits derived as a result of the above R & D | : Nil |
| 3. Future plan of action | : Development of land property. |
| 4. Expenditure on R & D | : No expenditure was incurred on Research & Development |

B. Technology absorption, adaptation and innovation : Nil

3. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Total Foreign Exchange used and earned:

- | | |
|--------|-------|
| Used | : Nil |
| Earned | : Nil |

For and on behalf of the Board of Directors

Place: Secunderabad
Date: 01.08.2020

NARENDR SURANA
DIRECTOR
DIN-00075086

DEVENDRA SURANA
WHOLE-TIME DIRECTOR
DIN-00077296

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY'S OVERVIEW:

Bhagyanagar Properties Limited ('BPL' or 'the Company') is engaged in the real estate business incorporated on 25th April, 2006. During the year 2016-17, a Scheme of arrangement was entered by the Company with M/s. Bhagyanagar India Limited which was sanctioned by the Hon'ble High Court of Andhra Pradesh & Telangana on 21.11.2016 and became effective on 23.01.2017. Pursuant to which the "Real Estate Undertaking" of Bhagyanagar India Limited merged with the Company. The shares of the Company were listed on Stock Exchanges w.e.f. 20.07.2017. The Company is planning to develop the land situated at the prime IT Centres of the City, in view of the rapid growth of e-commerce with a focus on customer satisfaction and evolving itself into country's one of the most promising mid cap companies.

A) REAL ESTATE - INDUSTRY ANALYSIS:

Real estate and infrastructure sector is a key driver for the Indian economy. Government reforms such as RERA, GST, REIT, etc., have made the sector safer by bringing greater transparency in the industry. Additionally, flagship schemes of the Government such as 'Housing for all' have seen major traction in the market, with affordable housing being given the infrastructure status.

Financial year 2019-20 was a difficult year for the Indian real estate sector due to challenging regulatory and macro-economic environment. This was compounded by the unprecedented impact of the COVID-19 pandemic. Although the overall impact of COVID-19 on the business will become clearer in the next fiscal, we need to take utmost care in steering our organization through this crisis with minimal effect on growth.

Warehousing sector which has seen a sharp increase in demand due to advancement in e-commerce. Now, with the liberalization of FDI policy, demand for warehousing is expected to escalate even more. The electronic and white goods segment is another key driver, as the need for substantial warehouses in urban and semi-urban areas will increase. According to an industry report, India is set to witness investments close to ₹ 50,000 Cr for creation of warehousing facilities across the country between 2018 and 2020.

The Hyderabad office market had an exceptional 2019, accounting for 12.8 million sq ft in terms of transactions, nearly twice its previous annual high and which was the second highest amongst the top eight cities in the country. The prime office corridors of Hitec City and Gachibowli continued to dominate in terms of space take-up. After the record high of 0.6 mn sq m (6.9 mn sq ft) in July to December of 2019, 2020 was slated to be as promising, if not more. However, due to Covid-19, Hyderabad by the end of June this year saw only 0.2 mn sq m (2.2 mn sq ft) of transaction activity, a fall of 43 per cent compared to same time last year.

B) BUSINESS OUTLOOK:

The Company is fortunate to have most of its land situated at prime IT centres of the city where e-commerce companies thrive most of its business for better support and competitive edge. Moreover, there is a constant rise

in the demand of large warehouses and office space in the areas where the company is having huge land bank to give on lease. The Company had set up a warehouse at Gachibowli, Hyderabad with around 61,000 Sq.ft and will be adding further warehouse space. Presently the Company is having tenants like Amazon, Flipkart, Big Basket, Blue Dart, Food Junction, etc. Further your company is also planning to setup co-working space around 30,000 Sq.ft with high standard facilities for IT. The company has entered into Lease Agreement with various parties for commercial lease of part portion of its open land.

C) RISKS AND CONCERNS:

Your company is exposed to various risks i.e., strategic, financial, legal, regulatory and political which impact its performance and business. To monitor and address such risks, the Company has developed and implemented the Risk Management Policy. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through extenuating actions on a continuous basis. The Board of Directors is also apprised of the risks faced by the Company, and of the adequate and timely risk management measures taken to mitigate them.

D) INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The Company has implemented an internal control framework to ensure all assets are safeguarded and protected against loss from unauthorized use or disposition, and transactions are authorized, recorded and reported correctly. The framework includes internal controls over financial reporting, which ensures the integrity of financial statements of the company and reduces the possibility of frauds. The company has clearly defined roles and responsibilities for all managerial positions and all operating parameters are monitored and controlled. These systems are augmented by written policies, an organizational structure providing division of responsibilities, careful selection and training of qualified personnel, and a program of internal audits.

E) FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:

i) FINANCIAL PERFORMANCE:

Capital Structure:

The Equity Share Capital of the Company is ₹ 6,39,90,000 (Rupees Six Crore Thirty Nine Lakhs Ninety Thousand only) comprising of 3,19,95,000 (Three Crore Nineteen Lakhs Ninety Five Thousand) Equity Shares of ₹ 2 (Rupees Two only) each fully paid.

Other Equity:

The Other Equity of the Company as on 31.03.2020 stands at ₹ 1,06,23,54,892 as compared to ₹ 1,00,27,20,196 in the previous year.

Property, Plant and Equipment:

During the year, the Company has added Property, Plant and Equipment amounting to ₹ Nil as against ₹ 1,28,67,444 in the previous year. The total net block of assets as on 31.03.2020 is ₹ 41,50,35,350.

Trade Receivables:

Trade receivables as on 31.03.2020 increased to ₹ 51,60,000 as against ₹ 13,76,461 in the previous year. These debtors are considered good and realizable.

Cash and Bank Balances:

Cash and Bank balances as on 31.03.2020 is ₹ 9,51,999 as against ₹ 4,95,65,752 in the previous year.

Loans (Non-Current):

Long Term Loans and Advances as on 31.03.2020 is ₹ 81,04,87,914 as against ₹ 432,609,545 in the previous year.

Other Current Assets:

Other Current Assets as on 31.03.2020 is ₹ 28,09,706 as against ₹ 23,44,967 in the previous year.

Other Liabilities:

Other Liabilities as on 31.03.2020 is ₹ 66,80,000 as against ₹ 1,34,09,048 in the previous year.

Other Financial Liabilities:

Other Financial Liabilities as on 31.03.2020 is ₹ 19,18,977 as against ₹ 9,572,351 in the previous year.

Other Current Liabilities:

Current Liabilities as on 31.03.2020 is ₹ 5,92,14,407 as against ₹ 3,29,18,950 in the previous year.

ii) OPERATIONAL RESULTS:
Turnover:

During the year 2019-20, the turnover of the Company was ₹ 7,13,27,650 as compared to ₹ 8,36,83,187 in the previous year.

The Income from other sources as on 31.03.2020 was ₹ 2,20,39,142 compared to ₹ 40,02,077 in the previous year.

Depreciation:

The Company has provided a sum of ₹ 12,45,177 towards depreciation for the year as against ₹ 2,03,568 in the previous year.

Provision for Tax:

The Company has provided a current tax of ₹ 98,86,161 as against ₹ 1,35,35,944 in the previous year.

Net Profit:

The Net Profit of the Company for the year after tax is ₹ 5,96,34,696 as against ₹ 6,53,50,948 in the previous year.

Earnings Per Share:

The Earnings Per Share of the Company as on 31st March, 2020 is ₹ 1.86 per share for Face

Value of ₹ 2 as against ₹ 2.04 per share for Face Value of ₹ 2 in the previous year.

F) DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

Ratios	2020	2019	Change(%)
Debtors Turnover	159	26	133
Inventory Turnover	NA	NA	NA
Interest Coverage Ratio	NA	NA	NA
Current Ratio	0.14	1.49	-1.35
Debt Equity Ratio	0.10	NA	0.10
Operating Profit Margin	0.40	0.71	-0.31
Net Profit Margin	0.64	0.75	-0.11
Return on Net Worth	0.06	0.06	0

Note:

- The Company's operational income for the previous year is accrued from the Rental income. As the tenants' business segment is affected due to overall economic condition, there is a slight delay in realization.
- The Company's Current Ratio have gone down as the surplus funds parked in Liquid funds amounting to ₹ 4.67 crores in previous year is liquidated.
- Operating Profit Margin & Net Profit Margin has slightly gone down due to the increase in operating expenses in the current year.
- There is no change in Return on Net worth which is constant for the current year in comparison with previous year.

G) HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

Your Company's industrial relations continued to be harmonious during the year under review. The Company believes that the Company's growth and future success depend largely on the skills of the Company's workforce, including executives and officers, as well as the designers and engineers and the attraction of critical skills. The Company's success also depends, on its continued ability to attract and retain experienced and qualified employees. The organization maintains harmonious relations at all levels within the company and employees are well motivated round the year to meet the goals set for them.

H) CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

For and on behalf of the Board of Directors

NARENDER SURANA
DIRECTOR
DIN-00075086

DEVENDRA SURANA
WHOLE-TIME DIRECTOR
DIN-00077296

Place: Secunderabad
Date: 01.08.2020

Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014:

1. A brief outline of Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

A brief outline of Company's CSR Policy is available on the website of the Company i.e. www.bhagyanagarproperties.com

2. The composition of the CSR Committee:

S. No.	Name	Designation
1	Shri Narender Surana	Chairman (Non-Executive Director)
2	Shri Devendra Surana	Member (Executive Director)
3	Dr. R.N. Sreenath	Member (Independent Director)

3. Average Net Profit of the Company for last three financial years:

Net Profit	For the financial year ended 31 st March (Amount in ₹)		
	2018-19	2017-18	2016-17
	6,69,61,051	64,99,465	1,41,38,561
Average Net Profit for the preceding three financial years	2,91,99,692		

4. Prescribed CSR Expenditure (2% of the amount as in item No. 3 above) : ₹ 5,83,994

5. Details of CSR spent during the financial year:

- (a) Total amount to be spent for the financial year : ₹ 5,83,994
- (b) Amount spent during the year : Nil
- (c) Amount unspent, if any : ₹ 5,83,994
- (d) Manner in which the amount spent during the financial year is detailed below:

Sl. No.	CSR project / activity identified	Sector in which the Project is covered	Projects / Programmes 1. Local area/ others- 2. Specify the state and district where projects or programmes were undertaken	Amount outlay (budget) project/ programs wise (₹)	Amount spent on the project / programs Subheads: 1) Direct expenditure on project, 2) Overheads	Cumulative spend up to the reporting period	Amount spent: Direct/ through implementing agency*
Nil							

6. In case the Company fails to spend the 2% of the Average Net Profit (INR) of the last 3 financial years, the reasons for not spending the amount shall be stated in the Board report:

The Company is in the process to identify the projects for spending the unspent amount. The Board approved that the unspent amount will be carried forward to the next financial year 2020-21.

7. We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Corporate Social Responsibility (CSR) Committee

Place: Secunderabad
Date: 01.08.2020

Narender Surana
Chairman of the Committee

Devendra Surana
Member of the Committee

**FORM NO. AOC-2**

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

1. **Details of contracts or arrangements or transactions not at arm's length basis:** No transactions.
2. **Details of material contracts or arrangement or transactions at arm's length basis:** Nil

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or Transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Nil						

For and on behalf of the Board of Directors

Place: Secunderabad
Date: 01.08.2020

NARENDER SURANA
DIRECTOR
DIN-00075086

DEVENDRA SURANA
WHOLE-TIME DIRECTOR
DIN-00077296

FORM NO. MGT – 9**EXTRACT OF ANNUAL RETURN**as on the Financial Year ended on 31st 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:**

CIN	L70102TG2006PLC050010
Registration Date	25 th April, 2006
Name of the Company	BHAGYANAGAR PROPERTIES LIMITED
Category / Sub-Category of the Company	Company limited by shares/Indian-Non Government Company
Address of the Registered Office and contact details	5 th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500 003. Phone No: 040-44665700
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Building, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana. Phone # +91-40-67162222, Fax # 91-40-23420814, Email ID: einward.ris@kfintech.com Website: https://www.kfintech.com

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:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Real estate activities with own or leased property.	6810	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Scientia Infocom India Private Limited	U72200TG2005PTC047966	Subsidiary	76.00	2(87)
Metropolitan Ventures India Limited	U45200TG2007PLC053036	Subsidiary	100.00	2(87)
Masanto Containers Private Limited*	U25206TG1968PTC001236	Subsidiary	100.00	2(87)

*Ceased to be a Subsidiary Company with effect from 18th December, 2019.**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):****i) Category-wise Shareholding:**

Category code	Category of shareholder	No. of shares held at the beginning of the year 01.04.2019				No. of shares held at the end of the year 31.03.2020				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter and Promoter Group									
(1)	Indian									
(a)	Individual /HUF	18458874	0	18458874	57.69	18461162	0	18461162	57.70	0.01
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	5536083	0	5536083	17.30	5535083	0	5535083	17.30	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00

Category code	Category of shareholder	No. of shares held at the beginning of the year 01.04.2019				No. of shares held at the end of the year 31.03.2020				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	23994957	0	23994957	75.00	23996245	0	23996245	75.00	0.00
(2)	Foreign									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	23994957	0	23994957	75.00	23996245	0	23996245	75.00	0.00
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds /UTI	0	5250	5250	0.02	0	5000	5000	0.02	0.00
(b)	Financial Institutions / Banks	272979	0	272979	0.85	272979	0	272979	0.85	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	272979	5250	278229	0.87	272979	5000	277979	0.87	0.00
(2)	Non-Institutions									
(a)	Bodies Corporate	666240	6097	672337	2.10	878053	6097	884150	2.76	0.66
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 2 lakh	3534061	343461	3877522	12.12	3235705	338391	3574096	11.17	-0.95
	(ii) Individuals holding nominal share capital in excess of ₹ 2 lakh	3122299	0	3122299	9.76	3231610	0	3231610	10.10	0.34
(c)	Others									
	Clearing members	1555	0	1555	0.00	4825	0	4825	0.02	0.01
	NBFC	2909	0	2909	0.01	0	0	0	0.00	-0.01
	Non Resident Indians	31293	0	31293	0.10	13706	0	13706	0.04	-0.05
	NRI Non-Repatriation	13649	0	13649	0.04	12139	0	12139	0.04	0.00
	Trusts	250	0	250	0.00	250	0	250	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	7372256	349558	7721814	24.13	7376288	344488	7720776	24.13	0.00
	Total B=B(1)+B(2):	7645235	354808	8000043	25.00	7649267	349488	7998755	25.00	0.00
	Total (A+B) :	31640192	354808	31995000	100.00	31645512	349488	31995000	100.00	0.00

Category code	Category of shareholder	No. of shares held at the beginning of the year 01.04.2019				No. of shares held at the end of the year 31.03.2020				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A+B+C):		31640192	354808	31995000	100.00	31645512	349488	31995000	100.00	

ii) Shareholding of Promoters:

S. No.	Shareholders Name	Shareholding at the beginning of the year (as on 01.04.2019)			Shareholding at the end of the year (as on 31.03.2020)			% 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	G.M. Surana (MHUF)	178775	0.56	-	178775	0.56	-	0.00
2	Narender Surana (HUF)	106500	0.33	-	106500	0.33	-	0.00
3	Devendra Surana (HUF)	67500	0.21	-	67500	0.21	-	0.00
4	G.M. Surana (HUF)	166380	0.52	-	166380	0.52	-	0.00
5	Namrata Surana	1870342	5.85	-	2725837	8.52	-	2.67
6	Devendra Surana	3137707	9.81	-	3137707	9.81	-	0.00
7	Sunita Surana	1641639	5.13	-	2497133	7.80	-	2.67
8	Narender Surana	3560424	11.13	-	3559748	11.13	-	0.00
9	G.M. Surana	1710990	5.35	-	0	0.00	-	-5.35
10	Vinita Surana	765051	2.39	-	763713	2.39	-	0.00
11	Manish Surana	2459412	7.69	-	2459412	7.69	-	0.00
12	Nivriti Samkit Jain	347500	1.09	-	347500	1.09	-	0.00
13	Rahul Surana	1404500	4.39	-	1404500	4.39	-	0.00
14	Shresha Surana	580613	1.81	-	584916	1.83	-	0.02
15	Mitali Surana	300000	0.94	-	300000	0.94	-	0.00
16	Advait Surana	161541	0.50	-	161541	0.50	-	0.00
17	Bhagyanagar Securities Private Limited	50000	0.16	-	49000	0.15	-	-0.01
18	Surana Infocom Private Limited	4342347	13.57	-	4342347	13.57	-	0.00
19	Surana Telecom and Power Limited	1143736	3.57	-	1143736	3.57	-	0.00
	Total	23994957	75.00	-	23996245	75.00	-	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change):

S. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding during the year			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
1	G.M. Surana (MHUF)	178775	0.56	01.04.2019			178775	0.56
				28.06.2019	178775	Sale	0	0.00
				29.06.2019	178775	Purchase	178775	0.56
				31.03.2020			178775	0.56
2	Narender Surana (HUF)	106500	0.33	01.04.2019	-	-	106500	0.33
				31.03.2020	-	-	106500	0.33
3	Devendra Surana (HUF)	67500	0.21	01.04.2019	-	-	67500	0.21
				31.03.2020	-	-	67500	0.21
4	G.M. Surana (HUF)	166380	0.52	01.04.2019			166380	0.52
				28.06.2019	166380	Sale	0	0.00
				29.06.2019	166380	Purchase	166380	0.52
				31.03.2020			166380	0.52
5	Namrata Surana	1870342	5.85	01.04.2019			1870342	5.85
				28.06.2019	1028072	Purchase	2898414	9.06
				29.06.2019	172577	Sale	2725837	8.52
				31.03.2020			2725837	8.52
6	Devendra Surana	3137707	9.81	01.04.2019			3137707	9.81
				31.03.2020	-	-	3137707	9.81
7	Sunita Surana	1641639	5.13	01.04.2019			1641639	5.13
				14.06.2019	1	Sale	1641638	5.13
				28.06.2019	1028073	Purchase	2669711	8.34
				29.06.2019	172578	Sale	2497133	7.80
				31.03.2020			2497133	7.80
8	Narender Surana	3560424	11.13	01.04.2019			3560424	11.13
				05.04.2019	1	Purchase	3560425	11.13
				12.04.2019	22	Purchase	3560447	11.13
				14.06.2019	5	Purchase	3560452	11.13
				30.09.2019	750	Sale	3559702	11.13
				29.11.2019	2	Purchase	3559704	11.13
				06.12.2019	7	Purchase	3559711	11.13
				13.12.2019	12	Purchase	3559723	11.13
				20.12.2019	15	Purchase	3559738	11.13
				27.12.2019	10	Purchase	3559748	11.13
9	G.M. Surana	1710990	5.35	01.04.2019			1710990	5.35
				28.06.2019	1710990	Sale	0	0.00
				31.03.2020			0	0.00
10	Vinita Surana	765051	2.39	01.04.2019			765051	2.39
				12.04.2019	1341	Sale	763710	2.39
				06.12.2019	3	Purchase	763713	2.39
				31.03.2020			763713	2.39
11	Manish Surana	2459412	7.69	01.04.2019			2459412	7.69
				31.03.2020	-	-	2459412	7.69

S. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding during the year			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
12	Nivriti Samkit Jain	347500	1.09	01.04.2019			347500	1.09
				31.03.2020	-	-	347500	1.09
13	Rahul Surana	1404500	4.39	01.04.2019			1404500	4.39
				31.03.2020	-	-	1404500	4.39
14	Shresha Surana	580613	1.81	01.04.2019			580613	1.81
				26.07.2019	1	Purchase	580614	1.81
				09.08.2019	2651	Purchase	583265	1.82
				23.08.2019	150	Purchase	583415	1.82
				27.09.2019	1500	Purchase	584915	1.83
				22.11.2019	1	Purchase	584916	1.83
				31.03.2020			584916	1.83
15	Mitali Surana	300000	0.94	01.04.2019			300000	0.94
				31.03.2020	-	-	300000	0.94
16	Advait Surana	161541	0.50	01.04.2019			161541	0.50
				31.03.2020	-	-	161541	0.50
17	Bhagyanagar Securities Private Limited	50000	0.16	01.04.2019			50000	0.16
				27.09.2019	1000	Sale	49000	0.15
				31.03.2020			49000	0.15
18	Surana Infocom Private Limited	4342347	13.57	01.04.2019			4342347	13.57
				31.03.2020	-	-	4342347	13.57
19	Surana Telecom and Power Limited	1143736	3.57	01.04.2019			1143736	3.57
				31.03.2020	-	-	1143736	3.57

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding during the year			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
1	Sambhav Munoth	823000	2.57	01.04.2019			823000	2.57
				31.03.2020			823000	2.57
2	PCS Securities Limited	165824	0.52	01.04.2019			165824	0.52
				05.04.2019	200000	Purchase	365824	1.14
				03.01.2020	6200	Purchase	372024	1.16
				31.01.2020	2589	Purchase	374613	1.17
				14.02.2020	79999	Purchase	454612	1.42
				21.02.2020	20000	Purchase	474612	1.48
				28.02.2020	39077	Purchase	513689	1.61
31.03.2020			513689	1.61				



S. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding during the year			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
3	Narender Munoth	352436	1.10	01.04.2019			352436	1.10
				27.12.2019	350	Purchase	352786	1.10
				27.03.2020	92	Purchase	352878	1.10
				31.03.2020			352878	1.10
4	Arun Kumar Jain	279165	0.87	01.04.2019			279165	0.87
				31.03.2020			279165	0.87
5	General Insurance Corporation of India	272709	0.85	01.04.2019			272709	0.85
				31.03.2020			272709	0.85
6	Ankit Luharuka	339137	1.06	01.04.2019			339137	1.06
				05.04.2019	5423	Purchase	344560	1.08
				12.04.2019	2500	Purchase	347060	1.08
				03.05.2019	4627	Purchase	351687	1.10
				24.05.2019	7000	Sale	344687	1.08
				12.07.2019	322	Purchase	345009	1.08
				19.07.2019	103	Purchase	345112	1.08
				02.08.2019	6312	Purchase	351424	1.10
				13.09.2019	10000	Purchase	361424	1.13
				18.10.2019	95028	Sale	266396	0.83
				22.11.2019	11827	Sale	254569	0.80
				06.12.2019	11279	Sale	243290	0.76
				31.12.2019	51860	Purchase	295150	0.92
				28.02.2020	10000	Sale	285150	0.89
				27.03.2020	17177	Sale	267973	0.84
31.03.2020			267973	0.84				
7	Vaibhav Mutha	257500	0.80	01.04.2019			257500	0.80
				31.03.2020			257500	0.80
8	Sushila Kumari Bothra	200	0.00	01.04.2019			200	0.00
				03.01.2020	37813	Purchase	38013	0.12
				24.01.2020	25209	Purchase	63222	0.20
				31.01.2020	42494	Purchase	105716	0.33
				07.02.2020	28	Sale	105688	0.33
				14.02.2020	895	Sale	104793	0.33
				21.02.2020	488	Purchase	105281	0.33
				28.02.2020	495	Purchase	105776	0.33
				06.03.2020	3000	Purchase	108776	0.34
				13.03.2020	5500	Purchase	114276	0.36
				20.03.2020	34994	Purchase	149270	0.47
				27.03.2020	2322	Purchase	151592	0.47
				31.03.2020	24524	Purchase	176116	0.55
				31.03.2020			176116	0.55
				9	Vijay Kumar	138250	0.43	01.04.2019
12.04.2019	1380	Sale	136870					0.43
26.04.2019	3130	Purchase	140000					0.44
03.05.2019	1161	Purchase	141161					0.44
10.05.2019	18839	Purchase	160000					0.50
14.06.2019	10000	Sale	150000					0.47
23.08.2019	5000	Purchase	155000	0.48				

S. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding during the year			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
				30.08.2019	1522	Purchase	156522	0.49
				06.09.2019	1831	Purchase	158353	0.49
				13.09.2019	1616	Purchase	159969	0.50
				20.09.2019	29	Purchase	159998	0.50
				27.09.2019	243	Purchase	160241	0.50
				04.10.2019	2650	Purchase	162891	0.51
				11.10.2019	15627	Purchase	178518	0.56
				18.10.2019	133	Purchase	178651	0.56
				01.11.2019	1000	Sale	177651	0.56
				31.12.2019	17651	Sale	160000	0.50
				13.03.2020	2	Sale	159998	0.50
				20.03.2020	50	Sale	159948	0.50
				27.03.2020	725	Sale	159223	0.50
				31.03.2020			159223	0.50
10	Nirmal Bang Securities Pvt Ltd	9851	0.03	01.04.2019			9851	0.03
				05.04.2019	4627	Purchase	14478	0.05
				03.05.2019	4627	Sale	9851	0.03
				17.05.2019	7328	Purchase	17179	0.05
				24.05.2019	28249	Purchase	45428	0.14
				31.05.2019	300	Purchase	45728	0.14
				14.06.2019	3000	Purchase	48728	0.15
				21.06.2019	3395	Purchase	52123	0.16
				28.06.2019	7000	Purchase	59123	0.18
				05.07.2019	1000	Purchase	60123	0.19
				12.07.2019	1182	Purchase	61305	0.19
				19.07.2019	129	Sale	61176	0.19
				02.08.2019	5254	Sale	55922	0.17
				09.08.2019	10000	Purchase	65922	0.21
				16.08.2019	100	Sale	65822	0.21
				13.09.2019	10000	Sale	55822	0.17
				20.09.2019	1000	Purchase	56822	0.18
				20.09.2019	1000	Sale	55822	0.17
				27.09.2019	27701	Purchase	83523	0.26
				30.09.2019	60001	Purchase	143524	0.45
				30.09.2019	83523	Sale	60001	0.19
				18.10.2019	129460	Purchase	189461	0.59
				25.10.2019	31718	Purchase	221179	0.69
				01.11.2019	9342	Sale	211837	0.66
				08.11.2019	3491	Sale	208346	0.65
				15.11.2019	1944	Sale	206402	0.65
				22.11.2019	11927	Purchase	218329	0.68
				29.11.2019	100	Sale	218229	0.68
				06.12.2019	11279	Purchase	229508	0.72
				13.12.2019	50373	Sale	179135	0.56
				20.12.2019	63	Sale	179072	0.56
				27.12.2019	937	Sale	178135	0.56
				31.12.2019	56860	Sale	121275	0.38

S. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase / Decrease in shareholding during the year			Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company	Date	No. of shares	Reason	No of Shares	% of total shares of the company
				31.01.2020	5000	Sale	116275	0.36
				07.02.2020	786	Sale	115489	0.36
				14.02.2020	6800	Sale	108689	0.34
				06.03.2020	1000	Sale	107689	0.34
				27.03.2020	17177	Purchase	124866	0.39
				31.03.2020			124866	0.39

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Directors	Shareholding at the beginning of the year (as on 01.04.2019)		Change in Shareholding		Shareholding at the end of the year (as on 31.03.2020)	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	Shri Narender Surana	3560424	11.13	74	750	3559748	11.13
2	Shri Devendra Surana	3137707	9.81	-	-	3137707	9.81
3	Shri Manish Surana ¹	2459412	7.69	-	-	2459412	7.69
4	Shri Nagesh Boorugu	3600	0.01	200	-	3800	0.01
5	Dr. R. N. Sreenath	-	-	-	-	-	-
6	Mrs. Sanjana Jain ²	-	-	-	-	-	-

S. No.	Name of the Key Managerial Personnel	Shareholding at the beginning of the year (as on 01.04.2019)		Change in Shareholding		Shareholding at the end of the year (as on 31.03.2020)	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1.	Shresha Surana ³ Chief Financial Officer	580613	1.81	4303	-	584916	1.83
2.	Rohit Jain ⁴ Company Secretary	-	-	-	-	-	-
3.	Thakur Vikram Singh ⁵ Company Secretary	-	-	-	-	-	-

1. Appointed as Additional Non-Executive Director w.e.f. 23.03.2020.
2. Appointed as Independent Director w.e.f. 07.08.2019.
3. Appointed as Chief Financial Officer w.e.f. 08.04.2019.
4. Resigned as Company Secretary w.e.f. 29.09.2019.
5. Appointed as Company Secretary w.e.f. 18.11.2019.

V. INDEBTEDNESS:

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

(Amount in ₹)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	57,72,916	-	-	57,72,916
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	57,72,916	-	-	57,72,916
Change in Indebtedness during the financial year				
Addition	-	47,17,09,040	-	47,17,09,040
Reduction	17,51,669	37,52,20,000	-	37,69,71,669
Net Change	40,21,247	9,64,89,040	-	9,47,37,371
Indebtedness at the end of the financial year				
i) Principal Amount	40,21,247	9,64,89,040	-	10,05,10,287
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	40,21,247	9,64,89,040	-	10,05,10,287

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

S. No.	Particulars of Remuneration	Devendra Surana, Whole Time Director*	Shresha Surana, Whole Time Director#	Total Amount (₹)
1	Gross Salary	Nil	Nil	Nil
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify....			
5	Others, please specify	-	-	-
	Total (A)	Nil	Nil	Nil

* Shri Devendra Surana was appointed as Whole-Time Director (change in designation) w.e.f 07.08.2019.

Ms. Shresha Surana resigned from the Board w.e.f. 20.07.2019.

B. Remuneration to other Directors:**1. Independent Directors:**

S. No.	Particulars of remuneration	Name of Director				Total Amount (₹)
		Sri Nagesh Boorugu	D. Venkata Subbiah*	Dr. R. N. Sreenath	Mrs. Sanjana Jain**	
1	Sitting Fee for attending Board/Committee Meetings	24,000	15,000	27,000	9,000	75,000
2	Commission	-	-	-	-	-
3	Others, please Specify	-	-	-	-	-
	Total (B)(1)	24,000	15,000	27,000	9,000	75,000

*Shri D. Venkatasubbiah resigned from the Board w.e.f. 21.09.2019.

**Mrs. Sanjana Jain was appointed as an Independent Director w.e.f. 07.08.2019.

2. Other Non-Executive Directors:

Particulars of remuneration	Narender Surana, Director	Manish Surana, Additional Director*	Total Amount (₹)
- Fee for attending Board/Committee Meetings	-	-	-
- Commission	60,00,000	-	60,00,000
- Others, please specify	-	-	-
Total	60,00,000	-	60,00,000

* Shri Manish Surana was appointed as an Additional Non-Executive Director w.e.f. 23.03.2020.

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

Sl. No.	Particulars of Remuneration	Shresha Surana* Chief Financial Officer	Rohit Jain# Company Secretary	Thakur Vikram Singh§ Company Secretary	Total Amount (₹)
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	24,00,000	3,42,000	1,70,300	29,12,300
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (C)	24,00,000	3,42,000	1,70,300	29,12,300

* Ms. Shresha Surana was appointed as Chief Financial Officer w.e.f. 08.04.2019.

Mr. Rohit Jain resigned as Company Secretary w.e.f. 29.09.2019.

§ Mr. Thakur Vikram Singh was appointed as Company Secretary w.e.f. 18.11.2019.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Secunderabad
Date: 01.08.2020

NARENDER SURANA
DIRECTOR
DIN-00075086

DEVENDRA SURANA
WHOLE-TIME DIRECTOR
DIN-00077296

FORM NO MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
 The Members,
Bhagyanagar Properties Limited

I have conducted the Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by Bhagyanagar Properties Limited (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

1. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st 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.
2. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 ("Audit Period") according to the provisions of:
 - i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
 - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v) 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, 2018 and amendments from time to time; (Not applicable to the Company during the audit period).
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period).
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and amendments from time to time; (Not applicable to the Company during the audit period).
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period).
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2006 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period).
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).
 - (j) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- vi) I further report that, based on the industry of the company and on examination of the relevant documents and records the Company has complied with the concerned laws and statutory provisions to the extent applicable thereunder.
- vii) I have also examined compliance with the applicable clauses of the following:
 - (a) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings of the Company.

During the period under review, the Company has complied with the provisions of the applicable Acts, Rules, Regulations and Guidelines etc. mentioned above.

- 3. I, further report that:
 - (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
 - (b) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance. There is adequate system 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 and there were no instances of dissenting members in the Board of Directors.
 - (c) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.
- 4. I, further report that during the audit period, there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards, etc.

Place: Hyderabad
Date: 29.07 .2020

Rakhi Agarwal
Company Secretary in Practice
FCS No.7047
CP No.6270
UDIN: F007047B000521211

Secretarial Compliance Report of Bhagyanagar Properties Limited for the year ended 31st March, 2020

(Pursuant to SEBI- CIR/CFD/CMD/1127/2019, Dated 8th February, 2019)

I, Rakhi Agarwal, Practicing Company Secretary, (FCS No.7047, Certificate of Practice No. 6270) have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Bhagyanagar Properties Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company as there was no reportable event during the audit period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company as there was no reportable event during the audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company as there was no reportable event during the audit period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company as there was no reportable event during the audit period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company as there was no reportable event during the audit period)**
- (h) Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
None				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports –
Not applicable as no observations were made in the previous report.

Date: 14.05.2020
Place: Hyderabad

Rakhi Agarwal
Practicing Company Secretary
FCS No.:7047
CP No.: 6270
UDIN: F007047B000237541

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is based on the Principles of equity, fairness, integrity, transparency, accountability and commitment to values. The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all stakeholders. The Company carries its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

2. BOARD OF DIRECTORS:

a) The Composition and Category of the Board of Directors is as follows:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

In terms of compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI Listing Regulations", the Company endeavor to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at March 31, 2020, the Board of Directors ("Board") comprises of Six Directors, of which Five are Non-Executive Directors and One is Executive Director. The Company has Three Independent Non-Executive Directors including a Women Director. Independent Directors comprise half of the total strength of the Board. The composition and category of the Board of Directors is as follows:

S. No	Name of Director	Designation	Category of Directors
1	Shri Narender Surana	Director	Non-Executive Director (Promoter)
2	Shri Devendra Surana *	Whole Time Director	Executive Director (Promoter)
3	Ms. Shresha Surana **	Whole Time Director	Executive Director (Promoter)
4	Shri Manish Surana #	Additional Director	Non-Executive Director (Promoter)
5	Shri Sri Nagesh Boorugu	Director	Independent Non-Executive Director
6	Dr. R. N. Sreenath	Director	Independent Non-Executive Director
7	Shri D. Venkatasubbaiah @	Director	Independent Non-Executive Director
8	Smt. Sanjana Jain §	Director	Independent Non-Executive Director

* Appointed as Whole-time Director w.e.f. 07.08.2019.

** Resigned from the Board w.e.f. 20.07.2019.

Appointed as Additional Director of the Company w.e.f. 23.03.2020.

@ Resigned from the office of the Independent Director w.e.f. 21.09.2019.

§ Appointed as Independent Director of the Company w.e.f. 07.08.2019.

b) Attendance of each director at the meetings of the Board of Directors and at the last Annual General Meeting:

The particulars of attendance of Directors at the Board Meetings and Annual General Meeting for the financial year ended 31.03.2020 are as under:

S. No.	Name of Director	No. of Board Meetings		Attendance at last AGM held on 21.09.2019
		Held	Attended	
1	Shri Narender Surana	6	6	Yes
2	Shri Devendra Surana *	6	6	Yes
3	Ms. Shresha Surana **	6	2	NA
4	Shri Manish Surana #	0	0	NA
5	Shri Sri Nagesh Boorugu	6	5	Yes
6	Dr. R. N. Sreenath	6	5	Yes
7	Shri D. Venkatasubbaiah @	6	3	Yes
8	Smt. Sanjana Jain §	6	2	Yes

* Appointed as Whole-time Director w.e.f. 07.08.2019.

** Resigned from the Board w.e.f. 20.07.2019.

Appointed as Additional Director of the Company w.e.f. 23.03.2020.

@ Resigned from the office of the Independent Director w.e.f. 21.09.2019.

§ Appointed as Independent Director of the Company w.e.f. 07.08.2019.

c) Number of other Directorships, Committee Membership(s) & Chairmanship(s):

SI No	Name of the Director	Directorship in other Listed Entities(category of Directorship)	Other Directorships *	Other Committee Membership	Other Committee Chairmanship
1	Shri Narender Surana	Bhagyanagar India Limited (Managing Director)	16	5	0
		Surana Telecom and Power Ltd (Managing Director)			
		Surana Solar Limited (Non-Independent, Non-Executive)			
2	Shri Devendra Surana	Bhagyanagar India Limited (Managing Director)	17	4	0
		Surana Solar Limited (Non-Independent, Non-Executive)			
		Surana Telecom and Power Ltd (Non-Independent, Non-Executive)			
3	Shri Sri Nagesh Boorugu	Nil	1	0	0
4	Dr. R.N.Sreenath	Surana Solar Limited (Non-Independent, Non-Executive)	5	2	0
		Surana Telecom and Power Ltd (Non-Independent, Non-Executive)			
5	Smt. Sanjana Jain	Surana Telecom and Power Ltd (Independent, Non-Executive)	1	1	0
6	Shri Manish Surana	Surana Solar Limited (Executive Director & CFO)	16	-	-

* includes Private Companies.

None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors. Chairmanships / Memberships of Committees include only Audit and Stakeholders' Relationship Committee as covered under Regulation 26 of the SEBI Listing Regulations, 2015, as per the disclosures made by the Directors.

d) Number of Board Meetings held and the date on which held are as follows:

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, the Board of Directors met 6 times in the financial year 2019-20 as against the minimum requirement of four meetings. The maximum time gap between any of two consecutive meetings did not exceed One Hundred and Twenty days.

The dates on which the Board meetings were held are as follows:

08.04.2019	23.05.2019	07.08.2019	21.09.2019	09.11.2019	08.02.2020
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e) Disclosure of relationship between directors inter-se:

Shri Narender Surana, Director and Shri Devendra Surana, Whole-time Director of the Company are Brothers and Shri Manish Surana, Additional Director is a son of Shri Narender Surana, Director. Except Shri Narender Surana, Shri Devendra Surana and Shri Manish Surana, none of the Directors are related to any other Director.

f) Shares held by Non-Executive Directors:

The number of equity shares of the Company held by the non-executive directors, as on 31.03.2020 are as follows:

S.No	Name of the Director	No of Equity Shares
1	Shri Narender Surana	3559748
2	Shri Manish Surana*	2459412
3	Shri Sri Nagesh Boorugu	3,800
4	Dr. R N Sreenath	0
5	Smt. Sanjana Jain	0

*Appointed as Additional Non-Executive Director of the Company w.e.f. 23.03.2020.

g) Familiarization programmes imparted to independent directors:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular

basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme has been posted in the website of the Company. The details of familiarization program is available on the website: <http://www.bhagyanagarproperties.com/codes-and-policies.html>

h) Chart / matrix setting out the skills/expertise/competence of the Board of Directors:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

Sl. No.	Name of the Director	Skills/expertise/competencies of the Director
1.	Shri Narender Surana	Leadership / Operational experience
		Strategic Planning
		Industry Experience
		Financial, Regulatory / Legal & Risk Management
2.	Shri Devendra Surana	Leadership / Operational experience
		Strategic Planning
		Financial, Regulatory / Legal & Risk Management
		Corporate Governance
3.	Shri Manish Surana	Marketing and Market Strategy
		Strategic Planning
4.	Dr. R.N.Sreenath	Financial, Regulatory / Legal & Risk Management
		Corporate Governance
5.	Shri Boorugu Srinagesh	Financial, Regulatory / Legal & Risk Management
		Corporate Governance
6.	Smt. Sanjana Jain	Financial, Regulatory / Legal & Risk Management
		Corporate Governance

i) Confirmation from the Board:

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

j) During the year, Shri D. Venkatasubbiah an Independent Director has resigned from the Directorship of the Company with effect from September 21, 2019 due to advancing age and health constraints. Further, pursuant to Clause 7B of Para-A of Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 he has confirmed that there are no other material reasons for his resignation other than the said reasons.

BOARD COMMITTEES:

Details of the Board Committees and other related information are provided hereunder:

3. AUDIT COMMITTEE:

(a) Brief description of terms of reference:

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;

6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the (i) Director's Responsibility Statement; (ii) major accounting entries; (iii) significant adjustments in financial statements arising out of audit findings; (iv) compliance with listing requirements etc.;
7. Interaction with statutory and internal auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further, the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

(b) Composition, Name of the members and Chairman:

During the period under review, the Audit Committee was re-constituted with appointment of Smt. Sanjana Jain, Independent Director as Member of the Committee. Shri D.Venkatasubbaiah resigned from the Directorship w.e.f 21.09.2019 and hence ceased to be the Member of the Committee.

As on March 31, 2020, the Audit Committee of the Board comprises of three (3) Independent Directors. The Chairperson of the Audit Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S. No.	Name of Director	Designation
1.	Shri Sri Nagesh Boorugu	Chairman
2.	Dr. R. N. Sreenath	Member
3.	Shri D Venkatasubbaiah*	Member
4.	Smt. Sanjana Jain [§]	Member

* *Reigned from the Board w.e.f. 21.09.2019*

[§] Appointed to the Board w.e.f. 21.09.2019

The minutes of the meetings of the Audit Committee are circulated to all the members of the Board.

(c) Meetings and attendance during the year:

The Audit Committee met Four (4) times during the Financial Year 2019-20 and the gap between any two meetings did not exceed 120 days. The dates on which the Audit Committee Meetings held were: May 23, 2019, August 07, 2019, November 09, 2019 and February 08, 2020. Requisite quorum was present at the above Meetings.

Attendance at the Audit Committee Meeting:

S. No	Name of the Director	Designation	Number of Meetings	
			Held	Attended
1.	Shri Sri Nagesh Boorugu	Chairman	4	3
2.	Dr. R. N. Sreenath	Member	4	4
3.	Shri D Venkatasubbaiah*	Member	4	2
4.	Smt. Sanjana Jain [§]	Member	4	1

* *Reigned from the Board w.e.f. 21.09.2019*

[§] Appointed to the Board w.e.f. 21.09.2019

The Audit Committee meetings are attended by Shri Narendra Surana, Director, Shri Devendra Surana, Whole-time Director, Ms. Shresha Surana, CFO wherever required. The Company Secretary acts as the Secretary of the Audit Committee. The Statutory Auditors and Internal Auditors also attend the Audit Committee meetings by invitation. All the recommendations of the Audit Committee have been accepted by the Board of Directors and followed on timely basis.

The Chairman of the Audit Committee Shri Sri Nagesh Boorugu was present at the 13th Annual General Meeting of the Company held on 21st September, 2019.

4. NOMINATION & REMUNERATION COMMITTEE:

a. Brief description of terms of reference:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management and any other matter as the Board may decide from time to time.

b. Composition, Name of the members and Chairman:

The Nomination and Remuneration Committee (NRC) has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. It comprises two Independent Directors and one Non - Executive Director and the composition of the same is as follows.

S. No	Name of Director	Designation
1.	Dr. R. N. Sreenath	Chairman
2.	Shri Sri Nagesh Boorugu	Member
3.	Shri Narendra Surana	Member

- The Company Secretary acts as the Secretary of the Committee.
- The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

c. Meetings and attendance during the year:

The Nomination and Remuneration Committee met two times during the Financial Year 2019-20 i.e., on August 07, 2019 and November 09, 2019. Attendance at the Nomination and Remuneration Committee Meetings is as follows:

S. No	Name of the Director	Number of Meetings	
		Held	Attended
1.	Dr. R. N. Sreenath	2	2
2.	Shri Sri Nagesh Boorugu	2	2
3.	Shri Narendra Surana	2	2

As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee Dr. R.N. Sreenath, was present at the 13th Annual General Meeting of the Company held on 21st September, 2019.

d. Performance evaluation of Directors:

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed their satisfaction with the evaluation process.

e. Nomination and Remuneration policy:

- In compliance with the requirements of Section 178 of the Act including Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Functional Heads and other employees of the Company. The Policy provides for Board diversity criteria and qualifications for appointment of Directors, KMPs and SMPs, remuneration paid / payable to them, etc. The said policy is available on the Company's website <http://www.bhagyanagarproperties.com/codes-and-policies.html>
- The Non-executive directors are paid sitting fees for attending meetings of Board/ Committee.

5. INDEPENDENT DIRECTORS' MEETING:

A separate meeting of the Independent Directors was held on 08th February, 2020 under the Chairmanship of Shri Sri Nagesh Boorugu, Independent Director, inter alia, to discuss evaluation of the performance of Non-independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-executive Directors and the evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

6. REMUNERATION OF DIRECTORS:
(a) Details of Remuneration paid to Non-Executive Directors:

- There were no pecuniary transactions with any Non-Executive Director of the Company.
- The criteria for making payment to Non-Executive Directors is available on the website of the Company i.e., www.bhagyanagarproperties.com
- Non-Executive Directors are paid sitting fees and Commission.

Following are the details of Sitting Fees and Commission paid to the Non-Executive Directors during the Financial Year ended 31st March, 2020:

S. No.	Name of Director	Sitting Fees paid (₹)	Commission (₹)	Total Amount (₹)
1.	Shri Sri Nagesh Boorugu	24,000	-	24,000
2.	Dr. R. N. Sreenath	27,000	-	27,000
3.	Shri D. Venkatasubbaiah*	15,000	-	15,000
4.	Smt. Sanjana Jain [#]	9,000	-	9,000
5.	Shri Narender Surana	-	60,00,000	60,00,000
6.	Shri Manish Surana [§]	-	-	-
Total		75,000	60,00,000	60,75,000

* Shri D. Venkatasubbaiah resigned from the Board w.e.f. 21.09.2019.

[#] Smt. Sanjana Jain was appointed as an Independent Director w.e.f. 07.08.2019.

[§] Shri Manish Surana was appointed Additional Director w.e.f. 23.03.2020.

(b) Details of Remuneration paid to Executive Directors:

The remuneration paid to the Whole-time Director during the year is as follows.

(Amount in ₹)

Name of Director	Designation	Salary	HRA	Total
Shri Devendra Surana *	Whole-time Director	Nil	Nil	Nil
Ms. Shresha Surana**	Whole-time Director	Nil	Nil	Nil
TOTAL		Nil	Nil	Nil

* Appointed as Whole-time Director w.e.f. 07.08.2019.

** Resigned from the Board w.e.f. 20.07.2019.

7. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In the Company, the Stakeholders' Grievance Committee is known by the name of Stakeholders' Relationship Committee. The Committee considers and resolves the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services. Email-id for Investor Grievances: investorservices_bpl@surana.com or cs@surana.com.

The Stakeholders' Relationship Committee met two times during the Financial Year 2019-20 i.e., on November 09, 2019 and February 08, 2020. Which was attended by all its members. Dr. R.N. Sreenath, Chairman of the Committee was present at the previous Annual General Meeting held on 21st September, 2019.

(a) The Composition of the Committee is as follows:

S.No.	Name of Director	Designation
1.	Dr. R.N. Sreenath	Chairman (Independent Director)
2.	Shri Narender Surana	Member (Non-Executive Director)
3.	Shri Devendra Surana	Member (Executive Director)

(b) Name and Designation of Compliance Officer:

Shri Thakur Vikram Singh was appointed as Company Secretary and Compliance Officer of the Company on 18.11.2019 in place of Shri Rohit Jain who resigned as Company Secretary and Compliance Officer on 29.09.2019.

(c) Number of Shareholders complaints received so far:

During the financial year ended March 31, 2020, the Company has received and resolved 1 complaint.

(d) Number of complaints not resolved to the satisfaction of shareholders : Nil.

(f) There were no pending complaints as at the year end.

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Based on the applicability criteria of Section 135(5) of Companies Act, 2013 for the financial year ended 31st March, 2020, the Board constituted Corporate Social Responsibility (CSR) Committee on 23rd May, 2019 as per the Companies (Corporate Social Responsibility Policy) Rules, 2014. The following are brief description of terms of reference:

- To formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- To review and recommend the amount to be spent on CSR activities;
- To monitor implementation and adherence to the CSR policy of the Company from time to time;
- Such other activities as the Board of Directors determine as they may deem fit in line with CSR Policy.

Meeting(s) held:

During the Financial Year ended March 31, 2020 the CSR Committee met one time only i.e., on 23.05.2019.

Composition of CSR Committee and attendance thereon:

The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act. **The composition of the same and attendance are as under:**

S. No	Name of the Director	Designation	Number of Meetings	
			Held	Attended
1	Shri Narender Surana	Chairperson (Non-Executive Director)	1	1
2	Shri Devendra Surana	Member (Executive Director)	1	1
3	Dr. R.N. Sreenath	Member (Independent Director)	1	1

Further, the Board has adopted the CSR Policy as formulated and recommended by the Committee. The CSR Policy is available on the website of the Company at <http://www.bhagyanagarproperties.com/codes-and-policies.html>

9. GENERAL BODY MEETINGS:

i) Venue and Time, where last three Annual General Meetings held:

Year	Date	Time	Venue
13 th AGM (2018-19)	21 st September, 2019	04.30 P.M	Hotel Parklane, 115, Parklane, Secunderabad – 500 003
12 th AGM (2017-18)	24 th September, 2018	04.30 P.M	The Grand Solitaire Hotel, 1-240, 41 & 43, SD Road, Parklane, Secunderabad – 500 003
11 th AGM (2016-17)	26 th September, 2017	01.00 P.M	The Grand Solitaire Hotel, 1-240, 41 & 43, SD Road, Parklane, Secunderabad – 500 003

ii. Whether any Special Resolutions passed in the previous 3 Annual General Meetings:

2018-19: In the 13th AGM held on 21st September, 2019 the Company has passed the following Special Resolutions:

1. Ratifying the appointment of Ms. Shresha Surana as Whole-time Director of the Company.
2. Ratifying the payment of remuneration to Shri Narendra Surana, Non-Executive Director of the Company.
3. Appointment of Shri Devendra Surana as Whole-time Director of the Company.
4. To raise funds through issue of Shares/Convertible Securities/ADR/GDR/FCCB'S/ECB'S etc.

2017-18: In the 12th AGM held on 24th September, 2018 the Company has passed the following Special Resolutions:

1. Appointment of Shri D.Venkatasubbaiah as Non-Executive Independent Director of the Company.
2. Appointment of Dr R.N.Sreenath, as Non-Executive Independent Director of the Company.
3. To approve the overall limits u/s 186 for Loans/ Guarantees/ Securities/ Investment by the Company.
4. Approval for giving of Loans, providing Guarantee or Security u/s 185 of the Companies Act, 2013.
5. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013.
6. To approve the limits u/s 180 (1)(a) of the Companies Act, 2013.
7. To raise funds through issue of Shares/Convertible Securities/ADR/GDR/FCCB'S/ECB'S etc.

2016-17: In the 11th AGM held on 26th September, 2017 the Company has passed the following Special Resolutions:

1. Appointment of Shri Devendra Surana, Whole-Time Director of the Company.
2. To authorize the Board to raise the funds through issue of convertible securities / GDRs / ADRs / FCCBs / ECBs etc.

iii) Special resolution passed last year through postal ballot:

The Company has not passed any Special Resolution through Postal Ballot during the Financial Year 2019-20.

iv) Whether any Special resolution is proposed to be conducted through postal ballot: No**10. MEANS OF COMMUNICATION:****(a) Quarterly Financial Results:**

The quarterly financial results of the Company are published in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in newspapers namely Business Standard/Financial Express (English daily) and Navatelangana (Telugu daily).

(b) Newspapers wherein results normally published:

The financial results of the Company are published in newspapers namely Business Standard/ Financial Express (English daily) and Navatelangana (Telugu daily).

(c) Any website, where displayed:

The financial results of the Company are published on the Company's website: <http://www.bhagyanagarproperties.com/financials.html>

(d) Whether it also displays official news releases:

Official news releases along with quarterly results are displayed on the Company's website: <http://www.bhagyanagarproperties.com/financials.html>

(e) Presentations made to institutional investors or to the analysts:

There are no presentations made to the investors/ analysts.

(f) Website:

The website <http://www.bhagyanagarproperties.com> contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

11. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	Wednesday, 30 th September, 2020 at 10.00 a.m. through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting
Financial Year	1 st April to 31 st March.
Date of Book Closure	25.09.2020 to 30.09.2020 (both days inclusive)
Dividend Payment Date	N.A.
The Company's equity shares are listed at	BSE Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip/Stock Code	540621 on BSE BHAGYAPROP on NSE
ISIN Number for NSDL & CDSL	INE363W01018

The Listing fees for the year 2020-21 has been paid to the above stock exchanges.

(a) Market price data – High/Low during each month in the past financial year:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr' 2019	32.40	28.10	31.65	28.00
May' 2019	30.20	23.10	29.40	24.80
Jun' 2019	29.90	22.15	32.40	22.20
Jul' 2019	25.85	20.50	26.65	21.15
Aug' 2019	23.35	18.25	22.50	18.15
Sep' 2019	22.80	20.25	22.80	20.25
Oct' 2019	22.30	16.30	22.50	16.50
Nov' 2019	22.40	19.10	21.90	16.10
Dec' 2019	25.40	18.50	25.00	18.00
Jan' 2020	24.75	20.75	24.75	21.60
Feb' 2020	24.35	20.75	24.75	21.55
Mar' 2020	23.95	16.00	23.10	17.00

(b) Performance in comparison to broad based indices of BSE SENSEX:

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

	1 st April, 2019	31 st March, 2020	% Change
Company Share Price(closing)	28.70	19.55	- 31.88
SENSEX (closing)	38,871.87	29,468.49	-24.19

(c) Suspension of trading in securities:

There was no suspension of trading in Securities of the Company during the year under review.

(d) Registrar to an issue & Share Transfer Agents:

Registrar to an Issue & Share Transfer Agents (for shares held in both Physical and Demat mode) are as follows:

M/s KFIN TECHNOLOGIES PRIVATE LIMITED

Selenium Building, Tower B, Plot No 31 & 32,

Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

Phone # +91-40-67162222

Email ID: einward.ris@kfintech.com / nageswara.raop@kfintech.com

(e) Share Transfer System:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. April 01, 2019, except in case of request received for transmission or transposition

of securities. However, Members are not barred from holding shares in physical form. Members who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

(f) Shareholding Pattern as on 31st March, 2020:

S. No.	Category	No. of Shares held	Percentage of shareholding
1	Promoters	1,84,61,162	57.70
2	Promoters Bodies Corporate	55,35,083	17.30
3	Resident Individuals	63,18,774	19.75
4	Bodies Corporates	8,84,150	2.77
5	H U F	4,86,932	1.52
6	Indian Financial Institutions	2,72,709	0.86
7	Non Resident Indians	13,706	0.04
8	Non Resident Indian Non Repatriable	12,139	0.04
9	Mutual Funds	5,000	0.01
10	Clearing Members	4,825	0.01
11	Banks	270	0.00
13	Trusts	250	0.00
Total:		3,19,95,000	100.00

(g) Distribution of shareholding as on 31.03.2020:

Shares holding of nominal value of	No. of Shareholders	No. of Shares	% of total shares
1 — 5000	8,160	18,61,980	5.82
5001 — 10000	131	4,77,113	1.49
10001 — 20000	44	3,22,702	1.01
20001 — 30000	29	3,76,461	1.18
30001 — 40000	13	2,23,695	0.70
40001 — 50000	5	1,15,631	0.36
50001 — 100000	12	4,30,593	1.35
100001 & Above	39	2,81,86,825	88.10
Total	8,433	3,19,95,000	100.00

(h) Dematerialization of Shares & Liquidity:

The Company's shares are available for dematerialisation with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

3,16,45,512 equity shares were in dematerialized form representing 98.90% of the total paid up equity share capital of the Company as on 31.03.2020.

(i) There are no outstanding Global Depository Receipts/American Depository Receipts or Warrants or any convertible instruments as on 31.03.2020.

(j) Commodity price risk or foreign exchange risk and hedging activities:

The Company is not carrying on any Commodity business and also it has not undertaken any hedging activities. Hence the same are not applicable to the Company.

(k) Site Locations:

The Company's land in development located at Sy.No. 221(P), 222(P), 223(P), 224(P), 50, 51 & 57, Vattinagulapally, Gopanpalli Village, Gachibowli, Hyderabad.

(I) Address for correspondence

S. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation / Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	M/s. KFin Technologies Private Limited Selenium Building, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana. Phone # +91-40-67162222 Email ID: einward.ris@kfintech.com / nageswara.raop@kfintech.com
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	Company Secretary Bhagyanagar Properties Limited 5 th Floor, Surya Towers, S.P. Road, Secunderabad – 500 003. Ph. No.s. 040 - 27845119/ 44665750 E-mail : cs@surana.com Investorservices_bpl@surana.com Website:www.bhagyanagarproperties.com

(m) Credit Rating obtained by the Company during the financial year 2019-20 - Nil

12. OTHER DISCLOSURES:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

During the financial year ended 31st March, 2020, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to financial statements.

(b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

There were no instances of non-compliance, penalty or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, <http://www.bhagyanagarproperties.com/codes-and-policies.html>. During the financial year under review, no Complaints has been received.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

(e) Web link where policy for determining 'material' subsidiaries is disclosed:

The policy for determining 'material' subsidiaries is available on the website of the Company
<http://www.bhagyanagarproperties.com/images/pdf/policies/RPT-policy.pdf>

(f) Web link where policy on dealing with related party transactions:

The policy on dealing with related party transactions is available on the website of the Company:
<http://www.bhagyanagarproperties.com/codes-and-policies.html>

(g) Disclosure of commodity price risks and commodity hedging activities: Not applicable

(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31.03.2020.

**(i) Certificate from Practicing Company Secretary:**

The Company has obtained a certificate from Mrs. Rakhi Agarwal, Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

(j) Instances of not accepting any recommendation of the Committee by the Board:

There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.

(k) Fees to the Statutory Auditors of the Company:

Details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s Luharuka & Associates, Chartered Accountants, Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, during the financial year are as under:

Particulars	Amount (₹)
Fees paid for Statutory Audit for the FY 2019-20	30,000
Fee for other services including reimbursement of expenses	10,000

(l) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

SI No	Particulars	No. of complaints
1	Number of complaints on Sexual harassment received during the year	Nil
2	Number of Complaints disposed off during the year	Not applicable
3	Number of cases pending as on end of the financial year	Not applicable

13. The Company has complied with the requirements of Schedule V Corporate Governance Report sub-para (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Details of compliance with mandatory requirements and adoption of Discretionary Requirements

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of discretionary requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

15. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/ No)
17	Board of Directors	Yes
17A	Maximum number of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
24A	Secretarial Compliance & Audit Report	Yes
25	Obligation with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2) (b) to (i)	Website	Yes

16. Code of Conduct:

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis.

17. CEO and CFO Certification:

Shri Narender Surana - Director, Shri Devendra Surana - Whole-time Director and Shresha Surana - CFO have given a Certificate to the Board as contemplated in Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.

18. Disclosure with respect to Demat suspense account/ unclaimed suspense account:

As per Schedule V of Part F of the Listing Regulations, the Company reports that during the year under review, there are no outstanding shares in the demat suspense account or unclaimed suspense account.

19. Unclaimed Dividend:

The Company has not issued any dividend since the inception of the Company. Hence it is not applicable.

20. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company: <http://www.bhagyanagarproperties.com/codes-and-policies.html>

21. The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.bhagyanagarproperties.com/codes-and-policies.html>

22. Company's Policy on prevention of insider trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

The Company Secretary is acting as Compliance Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

CEO AND CFO CERTIFICATION

We hereby certify that:

- a. we have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March, 2020 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee that there are no:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For Bhagyanagar Properties Limited

Date: 01.08.2020
Place: Secunderabad

Narender Surana
Director
DIN:00075086

Devendra Surana
Whole-time Director
DIN:00077296

Shresha Surana
Chief Financial Officer

DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March 31, 2020.

For **Bhagyanagar Properties Limited**

Place: Secunderabad
Date: 01.08.2020

Narender Surana
Director
DIN-00075086

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Bhagyanagar Properties Limited
5th Floor, Surya Towers, Sardar Patel Road,
Secunderabad – 500 003.

I, Rakhi Agarwal, Practicing Company Secretary, have examined the registers, records, books and Papers (online and physical) of Bhagyanagar Properties Limited (CIN: L70102TG2006PLC050010) having its Registered Office at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003, Telangana (hereinafter referred to as “the Company”) as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder for the financial year ended on March 31, 2020.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations and representation furnished to me by the Company and its officers, I certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority as on March 31, 2020:

S. No	Name of Director	Designation	DIN
1	Shri Narender Surana	Director	00075086
2	Shri Devendra Surana*	Whole-time Director	00077296
3	Ms. Shresha Surana@	Whole-time Director	06783104
4	Shri Manish Surana#	Additional Director	00014373
5	Shri Nagesh Boorugu	Independent Director	00929331
6	Dr. R.N.Sreenath	Independent Director	00124157
7	Shri D. Venkatasubbaiah ¹	Independent Director	00006618
8	Smt. Sanjana Jain ⁵	Independent Director	08532420

* Appointed as Whole-time director of the Company w.e.f. 07.08.2019.

@ Resigned from the office of the Whole-time Director w.e.f. 20.07.2019.

Appointed as Additional Non-Executive Director of the Company w.e.f. 23.03.2020.

¹ Resigned from the office of the Independent Director w.e.f. 21.09.2019.

⁵ Appointed as Independent Director of the Company w.e.f. 07.08.2019.

Place: Secunderabad
Date: 01.08.2020

Rakhi Agarwal
Company Secretary in Practice
FCS No.7047
CP No.6270
UDIN: F007047B000571204

Independent Auditors' Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Members of
Bhayanagar Properties Limited
5th Floor Surya Towers, Sardar Patel Road,
Secunderabad, Telangana - 500003

1. The Corporate Governance Report prepared by Bhayanagar Properties Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2020 as required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditors' Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on attest basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate is addressed to and provided to the members of the Company solely for the Purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this certificate.

**For M/s. Luharuka & Associates
Chartered Accountants
Firm Regn. No. 01882S**

**Ramesh Chand Jain
Partner**

M.No 023019

UDIN – 20023019AAAACY3401

Date: 01.08.2020

Place: Secunderabad

INDEPENDENT AUDITOR'S REPORT

To the Members of

BHAGYANAGAR PROPERTIES LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **BHAGYANAGAR PROPERTIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the statement of change in Equity for the year then ended and notes to the standalone financial statements, including the summary of the 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and total comprehensive income (comprising of profit and other comprehensive income) its cash flows and changes in equity 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 Act. Our responsibility under those standards are further described in the 'Auditor's Responsibility for the Audit of the Financial Statements' section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our Audit of The Financial Statements under the provision of the Act 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.

Emphasis of Matter

We draw our attention to Note-31 of the standalone financial statements, as regards to the management evaluation of COVID – 19 impact on the future performance of the Company. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our Audit of Standalone Financial Statements of the current period these matters were addressed in the context of our Audit of the Standalone Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no key audit matters to communicate in our report.

Other Information

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtain in the 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 the other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with the governance for the 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rule, 2015, as amended. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditors Responsibilities for the audit of Financial Statements

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" statement on the matters Specified in paragraphs 3 and 4 of the Order.

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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 Companies (Indian Accounting Standards) Rules, 2015, as amended;
- 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 and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. 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, in our opinion and to the best of our information and according to the explanations given to us:
 - 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; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - III. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Luharuka & Associates
Chartered Accountants
Firm Reg No:- 01882S

Rameshchand Jain
(Partner)
Membership No.023019
UDIN: 20023019AAAA6084

Place: Secunderabad
Date: 23.06.2020

Annexure A - to the Auditors' Report

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

We have audited the internal financial controls with reference to Standalone Financial Statements of **BHAGYANAGAR PROPERTIES LIMITED** ("the Company") as of 31 March 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and 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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For **Luharuka & Associates**
Chartered Accountants
Firm Reg No:- 01882S

Place: Secunderabad
Date: 23.06.2020

Rameshchand Jain
(Partner)
Membership No.023019
UDIN: 20023019AAAABL6084

‘Annexure- B’ referred to in Independent Auditors’ Report to the members of the Company on the Standalone financial statements for the year ended 31st March, 2020, we report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanation given us, no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable property held in the name of company.
- (ii) The company does not hold any physical inventory. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The company had granted loans to six parties as covered in the register maintained under section 189 of the Companies Act, 2013.
 - (a) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant for such Loan are not prejudicial to the Company's interest.
 - (b) In respect of the aforesaid loan, the schedule of repayment of principle and interest has been stipulated, repayment of principal and interest has been regular as per the stipulation.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other statutory dues, as applicable, with the appropriate authorities in India;
- (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, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes;
- (viii) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of loans from any financial institution or banks and has not issued debenture.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has provided for managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Luharuka & Associates
Chartered Accountants
Firm Reg No:- 01882S

Rameshchand Jain
(Partner)
Membership No.023019
UDIN: 20023019AAAABL6084

Place: Secunderabad
Date: 23.06.2020

Balance Sheet as at 31st March, 2020

(Amount in ₹)

PARTICULARS	Note	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non-current assets			
(a) Property, plant and equipment	5	415,035,350	494,160,034
(b) Financial Assets			
- Investments	6	36,049,910	132,049,910
- Loans	7	810,487,914	432,609,545
		1,261,573,175	1,058,819,489
Current assets			
(a) Financial assets			
- Trade receivables	8	5,160,000	1,376,461
- Cash and cash equivalents	9	951,999	49,565,752
(b) Current Tax Assets (net)	10	25,570,799	15,684,652
(c) Other current assets	11	2,809,706	2,344,967
		34,492,505	68,971,833
TOTAL ASSETS		1,296,065,680	1,127,791,322
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	63,990,000	63,990,000
(b) Other Equity	13	1,062,354,892	1,002,720,196
Total Equity		1,126,344,892	1,066,710,196
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
- Borrowings	14	98,591,310	4,021,247
- Other financial liabilities	15	6,680,000	13,409,048
		105,271,310	17,430,295
Current liabilities			
(a) Financial liabilities			
- Other financial liabilities	16	1,918,977	9,572,351
- Trade Payables	17	2,783,980	-
(b) Current Tax Liabilities (net)	18	532,115	1,159,528
(c) Other current liabilities	19	59,214,407	32,918,950
		64,449,478	43,650,831
Total liabilities		169,720,788	61,081,126
TOTAL EQUITY AND LIABILITIES		1,296,065,680	1,127,791,322

Significant accounting policies and key accounting estimates and judgements 1 to 4

See accompanying notes form an integral part of standalone financial statements. 26 to 34

As per our report of even date attached
**For Luharuka & Associates
Chartered Accountants,**
**Rameshchand Jain
Partner
M. No : 023019
Firm Reg No.01882S**
For and on behalf of the BOD of Bhagyanagar Properties Limited
**Narender Surana
Director
DIN: 00075086**
**Devendra Surana
Whole Time Director
DIN: 00077296**

 Place: Secunderabad,
Date : 23.06.2020

**Shresha Surana
Chief Financial Officer**
**Vikram Singh Thakur
Company Secretary
M.No.:A60261**

Statement of Profit and Loss for the Year Ended 31st March, 2020

Sl. No.	Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019
	INCOME			
I	Revenue from operations	20	71,327,650	83,683,187
II	Other Income	21	22,039,142	4,002,077
III	TOTAL INCOME (I+II)		93,366,792	87,685,264
	EXPENSES			
	Employee benefits expense	22	6,928,210	5,555,216
	Finance costs	23	9,639,199	718,656
	Depreciation	5	1,245,177	203,568
	Other expenses	24	15,919,510	14,930,520
	TOTAL EXPENSES		33,732,096	21,407,960
V	PROFIT BEFORE TAX (III-IV)		59,634,696	66,277,304
	TAX EXPENSE			
	Current Tax		9,886,161	13,535,944
	MAT Credit Entitlement		(9,886,161)	(12,609,587)
	Taxes for earlier years		-	-
VII	PROFIT AFTER TAX (V-VI)		59,634,696	65,350,948
	OTHER COMPREHENSIVE INCOME			
A	Items that will not be reclassified to profit or loss		-	-
B	Items that will be reclassified to profit or loss		-	-
	OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		-	-
IX	Total Comprehensive Income for the year (VII+VIII)		59,634,696	65,350,948
	Earning Per Equity Share			
(a)	Basic		1.86	2.04
(b)	Diluted		1.86	2.04

Significant accounting policies and key accounting estimates and judgements 1 to 4

See accompanying notes form an integral part of standalone financial statements. 26 to 34

As per our report of even date attached

For Luharuka & Associates
Chartered Accountants,

Rameshchand Jain
Partner
M. No : 023019
Firm Reg No.01882S

Place: Secunderabad,
Date : 23.06.2020

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Shresha Surana
Chief Financial Officer

Devendra Surana
Whole Time Director
DIN: 00077296

Vikram Singh Thakur
Company Secretary
M.No.:A60261

Statement of Changes in Equity for the Year ended 31st March 2020

A. Equity Share capital

(Amount in ₹)

Particulars	No of shares	Amount
Balance as at 1 April 2018	31,995,000	63,990,000
Changes in equity share capital during 2018-19	-	-
Balance as at 31 March 2019	31,995,000	63,990,000
Balance as at 1 April 2019	31,995,000	63,990,000
Changes in equity share capital during 2019-20	-	-
Balance as at 31 March 2020	31,995,000	63,990,000

B. Other equity

(Amount in ₹)

Particulars	Reserves and Surplus		Total
	Retained Earnings	General Reserve	
Balance at 1 April 2018	16,728,387	920,640,861	937,369,248
Additions during the year:			
Profit for the year	65,350,948	-	65,350,948
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2018-19	65,350,948	-	65,350,948
MAT Credit of earlier years	-	-	-
Dividends	-	-	-
Tax on dividends	-	-	-
Balance at 31 March 2019	82,079,335	920,640,861	1,002,720,196
Balance at 1 April 2019	82,079,335	920,640,861	1,002,720,196
Additions during the year:			
Profit for the year	59,634,696	-	59,634,696
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2019-20	59,634,696	-	59,634,696
MAT Credit of earlier years	-	-	-
Dividends	-	-	-
Tax on dividends	-	-	-
Balance as at 31 March 2020	141,714,031	920,640,861	1,062,354,892

Significant accounting policies and key accounting estimates and judgements 1 to 4

See accompanying notes form an integral part of standalone financial statements. 25 to 34

As per our report of even date attached

For Luharuka & Associates
Chartered Accountants,

Rameshchand Jain
Partner
M. No : 023019
Firm Reg No.01882S

Place: Secunderabad,
Date : 23.06.2020

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Shresha Surana
Chief Financial Officer

Devendra Surana
Whole Time Director
DIN: 00077296

Vikram Singh Thakur
Company Secretary
M.No.:A60261

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020 (Amount in ₹)

Particulars	2019-20		2018-19	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit (Loss) before Tax and Exceptional Items		59,634,696		66,277,304
Adjustments for Non-Operating Activities:				
Depreciation	1,245,177		203,568	
Interest Received	(7,570,214)	(6,325,037)	(3,439,236)	(3,235,668)
Operating Profit before Working Capital Changes		53,309,659		63,041,636
Movement in Working Capital				
(Increase) / Decrease in trade receivables	(3,783,539)		(646,520)	
(Increase) / Decrease in other current assets	(464,739)		(4,664)	
Increase / (Decrease) in other current financial liabilities	(7,653,374)		8,975,713	
Increase / (Decrease) in trade payables	2,783,980		-	
Increase / (Decrease) in other non current financial liabilities	(6,729,048)		10,259,685	
Increase / (Decrease) in other current liabilities	26,295,457	10,448,736	(1,032,144)	17,552,070
Cash Generation From Operations		63,758,395		80,593,706
Direct Taxes (Net)		10,513,560		12,482,262
Taxes of earlier years		-		-
Net Cash from Operating Activities (A)		53,244,835		68,111,444
CASH FLOW FROM INVESTMENT ACTIVITIES				
Investment in subsidiary companies	-		(96,000,000)	
Purchase of fixed assets	-		(12,867,444)	
Sale of Investments	96,000,000		-	
Sale of fixed assets	77,879,508		84,281,590	
Interest received	7,570,214		3,439,236	
Net Cash from / (Used in) Investing Activities (B)		181,449,722		(21,146,618)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceed from borrowings (net of re-payments)	94,570,063		4,021,247	
Loans given to Body Corporate	(493,209,194)		(6,286,758)	
Loans given to Subsidiary Companies	115,330,825		4,030,785	
Net Cash (used in) /from Financing Activities (C)		(283,308,306)		1,765,274
Net Increase / (Decrease) in cash and Cash Equivalents (A+B+C)		(48,613,752)		48,730,100
Cash and Cash Equivalents at the beginning of the year		49,565,752		835,652
Cash and Cash Equivalents at the end of the year		951,999		49,565,752

Notes:

1. Components of cash and cash equivalents	2019-20	2018-19
Cash in hand	56,191	40,539
Balances with banks	895,809	2,796,914
Investment in Liquid Funds	-	46,728,298
	951,999	49,565,752

2. Accompanied notes to accounts forms an integral part of the financial statements.

As per our report of even date attached

For Luharuka & Associates
Chartered Accountants,

Rameshchand Jain
Partner
M. No : 023019
Firm Reg No.01882S

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Devendra Surana
Whole Time Director
DIN: 00077296

Place: Secunderabad,
Date : 23.06.2020

Shresha Surana
Chief Financial Officer

Vikram Singh Thakur
Company Secretary
M.No.:A60261

SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

1. Corporate Information

Bhagyanagar Properties Limited (“the Company”) is a Company registered under the Companies Act, 1956. It is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). It was incorporated on 25th April, 2006 having its registered office at 5th Floor, Surya Towers, Sardar Patel Road, and Secunderabad-500003. The company’s CIN No. is U70102TG2006PTC050010. The Company is into the business of buying, selling and leasing of properties.

2. Basis of preparation

The financial statements are separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). For all periods up to and including the year ended March 31, 2020, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

3. Use of estimates and judgments:

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements

4. Significant Accounting Policies:

(a) Revenue Recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Rental Income:

Rental income from operating lease is recognized as per the terms of the agreement.

Other income:

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

(b) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). All significant costs relating to the acquisition and installation of property, plant and equipment are capitalized. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset.

Depreciation for identified components is computed on straight line method based on useful lives, determined based on internal technical evaluation. Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(c) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property. Investment Property is measured at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment Properties are depreciated using the straight-line method as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment.

(d) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

(e) Depreciation and amortization:

Depreciation is provided on the straight-line method over the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. Depreciation for assets purchased/sold during a period is proportionately charged.

(f) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is: -

- 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 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.

(g) Financial assets

Financial assets comprise of cash and cash equivalents.

Initial recognition:

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

Subsequent Measurement:

- (i) Financial assets measured at amortised cost: Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortised cost:

- a) Trade receivable
- b) Cash and cash equivalents
- c) Other Financial Asset

Impairment of Financial Assets:

Financial assets are tested for impairment based on the expected credit losses.

De-recognition of Financial Assets:

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

(h) Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and 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 other assets or groups of assets, in which case, the recoverable amount is determined for the cash generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(i) Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss account.

(j) Financial liabilities

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost. A preference share that provides for mandatory redemption by the issuer for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the issuer to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability.

Subsequent measurement:

These liabilities include are borrowings and deposits. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition of financial liabilities:

A financial liability is de-recognised 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 recognised in the statement of profit or loss.

(k) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

(l) Employee Benefits

Employee benefits are charged to the Statement of Profit and Loss for the year.

Provident Fund

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognised, when the contributions to the respective funds are due. There are no other obligation other than the contribution payable to the respective funds.

Gratuity

The Company has not created any gratuity fund. However adequate provisions have been made in the accounts for gratuity liability. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

(m) Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period. Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income.

Minimum Alternative Tax (MAT)

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

(n) Leases**As a lessee**

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**As a lessor**

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease-hold land:

Leasehold land that normally has a finite economic life and title which is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted for as leasehold land use rights (referred to as prepaid lease payments in Ind AS 17 "Leases") and is amortized over the lease term in accordance with the pattern of benefits provided.

(o) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

(p) Fair value measurement

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date. Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1—Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2—Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3—Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(r) Cash dividend to equity holders of the Company

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes forming part of the Standalone Financial Statements

5 Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment for the Year Ended 31st March 2020

(Amount in ₹)

Particulars	Land	Buildings	Office Equipment	Plant & Machinery	Computer	Vehicle	Total
Gross carrying Value as at April 01, 2019	474,568,444	10,037,657	76,000	3,000,000	133,898	6,972,385	494,788,384
Additions	-	-	-	-	-	-	-
Disposals	(77,879,508)	-	-	-	-	-	(77,879,508)
Gross carrying Value as at March 31, 2020	396,688,936	10,037,657	76,000	3,000,000	133,898	6,972,385	416,908,876
Accumulated depreciation as at April 01, 2019	-	531,325	17,386	9,890	662	69,087	628,349
Depreciation	-	170,453	14,440	190,000	42,401	827,883	1,245,177
Accumulated depreciation on disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2020	-	701,778	31,826	199,890	43,063	896,969	1,873,526
Net Carrying Value as of March 31, 2020	396,688,936	9,335,879	44,174	2,800,110	90,835	6,075,416	415,035,350

Particulars	Land	Buildings	Office Equipment	Plant & Machinery	Computer	Vehicle	Total
Gross carrying Value as at April 01, 2018	558,850,034	7,322,496	30,000	-	-	-	566,202,530
Additions	-	2,715,161	46,000	3,000,000	133,898	6,972,385	12,867,444
Disposals	(84,281,590)	-	-	-	-	-	(84,281,590)
Gross carrying Value as at March 31, 2019	474,568,444	10,037,657	76,000	3,000,000	133,898	6,972,385	494,788,384
Accumulated depreciation as at April 01, 2018	-	419,238	5,544	-	-	-	424,782
Depreciation	-	112,086	11,842	9,890	662	69,087	203,568
Accumulated depreciation on disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2019	-	531,325	17,386	9,890	662	69,087	628,349
Net Carrying Value as of March 31, 2019	474,568,444	9,506,333	58,614	2,990,110	133,236	6,903,298	494,160,035
Net Carrying Value as at April 01, 2018	558,850,034	6,903,258	24,456	-	-	-	565,777,748

Notes forming part of the Standalone Financial Statements

6 Investments

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Equity Instruments (Unquoted-At Cost)		
A) Investment in Subsidiary Companies		
(i) Scientia Infocom India Private Limited (Equity shares of ₹ 10/- each fully paid up) (March 31, 2020 : 43,35,000) (March 31, 2019 : 43,35,000)	30,400,000	30,400,000
(ii) Metropolitan Ventures India Limited (Equity shares of ₹ 10/- each fully paid up) (March 31, 2020 : 5,00,000) (March 31, 2019 : 5,00,000)	5,649,910	5,649,910
(iii) Masanto Containers Private Limited (Equity shares of ₹ 1,20,000/- each fully paid up) (March 31, 2020 : Nil) (March 31, 2019 : 800)	-	96,000,000
Total	36,049,910	132,049,910

7 Loans

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, considered good)		
(a) Loans and advances to body Corporates	574,672,891	81,463,697
(b) Loan to Subsidiary Companies	235,815,023	351,145,848
Total	810,487,914	432,609,545

Note: No loans and advances are due from directors or other officers of the company either severally or jointly with any other person.

7(a) Loans and advances to body Corporates

Name of the Company	Balance as on 31.03.2020	Balance as on 31.03.2019
(i) Tejas Technopark Private Limited	114,457,847	81,463,697
(ii) AP Golden Apparels Private Limited	398,393,585	-
(iii) Innova Technologies Private Limited	61,821,459	-
	574,672,891	81,463,697

7(b) Loan to Subsidiary Companies

Name of the Company	Balance as on 31.03.2020	Balance as on 31.03.2019
(i) Scientia Infocom India Private Limited	235,815,023	278,661,829
(ii) Metropolitan Ventures India Limited (Wholly Owned)	-	65,472,823
(iii) Masanto Containers Private Limited	-	7,011,196
	235,815,023	351,145,848

Notes forming part of the Standalone Financial Statements

8 Trade Receivables

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Considered Good Trade Receivables	5,160,000	1,376,461
Total	5,160,000	1,376,461

8(a) No Trade or other receivables are due from directors or other officers of the company. Further, no trade or other Receivables are due from firms or private companies in which any director is a partner or director or member.

9 Cash and Cash Equivalents

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(a) Cash & Cash Equivalents		
(i) Cash in Hand	56,191	40,539
(ii) Balances in current accounts	895,809	2,796,914
(b) Other Balances		
(i) Investment in Liquid Funds	-	46,728,298
Total	951,999	49,565,752

10 Current Tax Assets (net)

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Minimum Alternate Tax Credit entitlement	25,570,799	15,684,652
Total	25,570,799	15,684,652

11 Other Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, considered good, unless otherwise stated)		
Interest receivable	-	174,839
Loans to Staff	279,000	237,000
Advances to Suppliers	2,530,706	1,933,128
Total	2,809,706	2,344,967

12 Equity Share Capital

(Amount in ₹)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Number of Shares	Amount	Number of Shares	Amount
Authorized Capital				
32,500,000 Equity Shares of ₹ 2/- each	32,500,000	65,000,000	32,500,000	65,000,000
Issued, subscribed and paid-up Capital				
31,995,000 equity shares of ₹ 2/- each fully paid up	31,995,000	63,990,000	31,995,000	63,990,000
(Options, Contracts and Commitments outstanding - Nil)				
Total	31,995,000	63,990,000	31,995,000	63,990,000

a) Terms / rights attached to Equity Shares

The company has only one class of issued equity shares having a par value of ₹ 2/- per share. Each shareholder is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes forming part of the Standalone Financial Statements

b) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting year:

Particulars	As at	As at	As at	As at
	March 31st, 2020	March 31st, 2020	March 31st, 2019	March 31st, 2019
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	31,995,000	63,990,000	31,995,000	63,990,000
Cancellation of shares on account of merger	-	-	-	-
Additional Issue if shares during the year	-	-	-	-
Outstanding at the end of the year	31,995,000	63,990,000	31,995,000	63,990,000

c) There were no Bonus issues, forfeited shares and buy back of shares in last five years.

d) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 2020		As at March 2019	
	%	No. of shares	%	No. of shares
Surana Infocom Private Limited	13.57	4,342,347	13.57	4,342,347
Namrata Surana	8.52	2,725,837	5.85	1,870,342
Devendra Surana	9.81	3,137,707	9.81	3,137,707
Sunita Surana	7.80	2,497,133	5.13	1,641,639
Narender Surana	11.13	3,559,748	11.13	3,560,424
Manish Surana	7.69	2,459,412	7.69	2,459,412
G.M Surana	-	-	5.35	1,710,990

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

13 Other Equity

(Amount in ₹)

Particulars	Reserves and Surplus		Total
	Retained Earnings	General Reserve	
Balance as at 1 April, 2018 (A)	16,728,387	920,640,861	937,369,248
Additions during the year:			
Profit for the year	65,350,948	-	65,350,948
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2018-19 (B)	65,350,948	-	65,350,948
MAT Credit of earlier years	-	-	-
Balance at 31 March 2019 (C=A+B)	82,079,335	920,640,861	1,002,720,196
Balance at 1 April 2019 (D)	82,079,335	920,640,861	1,002,720,196
Additions during the year:			
Profit for the year	59,634,696	-	59,634,696
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2019-20 (E)	59,634,696	-	59,634,696
MAT Credit of earlier years	-	-	-
Balance as at 31 March 2020	141,714,031	920,640,861	1,062,354,892

The Description, Nature and Purpose of each reserve with in equity are as follows:

General Reserve: This reserve is the retained earnings of the company, which are kept aside out of the Company's profit to meet future (known or unknown) obligations.

Retained Earnings: Retained earnings comprise of net accumulated profit/(loss) of the company, after declaration of dividend.

Notes forming part of the Standalone Financial Statements

14 Borrowings - Non Current

Particulars	Non Current Portion		Current Maturities*	
	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
(a) Loans and advances from body Corporates	96,489,040	-	-	-
(b) Car Loan - Yes Bank	2,102,270	4,021,247	1,918,977	17,51,669
Total	98,591,310	4,021,247	1,918,977	17,51,669

*Current Maturities are included in note 16-Other financial liabilities

14(a) Loans and advances from body Corporates

Name of the Company	Balance as on 31.03.2020	Balance as on 31.03.2019
(i) Surana Telecom and Power Limited	96,489,040	-
	96,489,040	-

Car Loan-Yes Bank

Car loan from Yes Bank is availed at 8.90% during the current Financial Year. The Loan is repayable in 37 equal monthly installments of ₹ 1,84,000/- starting on 15-03-2018 and ending on 15-03-2022.

15 Other Liabilities

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Unsecured		
Security Deposit	6,680,000	13,409,048
Total	6,680,000	13,409,048

16 Other financial liabilities

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current Maturities on long term Debt	1,918,977	1,751,669
(Refer note: 14)		
Accrued Rental Income	-	7,820,682
Total	1,918,977	9,572,351

17 Trade Payables

Particulars	As at 31st March, 2020	As at 31st March, 2019
For Goods & Services		
Total Outstanding dues of Creditors Other than Micro and Small Enterprises	2,783,980	-
Total	2,783,980	-

18 Current Tax Liabilities (Net)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Provision for Tax (Net of TDS & Advance tax)	532,115	1,159,528
Total	532,115	1,159,528

Notes forming part of the Standalone Financial Statements

19 Other Current Liabilities

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Advance from Customers	44,466,560	29,350,557
Statutory dues payable	231,584	1,292,283
Rent deposit payable	630,000	1,158,000
Outstanding Expenses	693,382	52,000
Other Payables	237,704	937,087
Short Term Loans & Advances	12,777,177	-
Provision for Bonus	178,000	129,024
Total	59,214,407	32,918,950

20 Revenue from operations

(Amount in ₹)

Particulars	Period Ended March 31, 2020	Period Ended March 31, 2019
Lease Rent	11,843,158	19,308,777
Profit on sale of assets	59,484,492	64,374,410
Total	71,327,650	83,683,187

21 Other Income

(Amount in ₹)

Particulars	Period Ended March 31, 2020	Period Ended March 31, 2019
Interest Income	7,570,214	3,439,236
Income from Mutual Fund	407,757	526,709
Profit on sale of Investments	14,000,000	-
Sundry Balances written back	16,131	36,132
Miscellaneous Income	45,040	-
Total	22,039,142	4,002,077

22 Employee benefit expenses

(Amount in ₹)

Particulars	Period Ended March 31, 2020	Period Ended March 31, 2019
Salaries, Wages and Other Benefits	6,101,434	4,084,368
Staff Welfare Expenses	7,867	60,959
Bonus	178,000	129,024
Contribution to Provident and Other Funds	640,909	1,280,865
Total	6,928,210	5,555,216

23 Finance Costs

(Amount in ₹)

Particulars	Period Ended March 31, 2020	Period Ended March 31, 2019
Interest expense	9,547,026	27,173
Financial Charges	92,173	691,483
Total	9,639,199	718,656

Notes forming part of the Standalone Financial Statements

24 Other Expenses

(Amount in ₹)

Particulars	Period Ended	Period Ended
	March 31, 2020	March 31, 2019
Payments to The Auditor for Statutory Audit	30,000	30,000
for Tax Audit	10,000	10,000
Filing Fees	13,590	10,457
Remuneration to Directors	8,288,000	4,166,667
Professional & Consultancy Fees	536,716	572,186
Travelling and Conveyance	139,476	237,766
Rates & Taxes	215,640	25,610
Repairs and development expenses	4,408,474	7,867,051
Office & other Maintenance	-	152,375
Watch and Ward	-	84,258
Printing & Stationery	132,740	175,025
Membership fees	611,940	200,000
Advertisements	77,014	141,462
Carriage Inwards	17,225	123,892
Director's sitting Fees	87,500	94,500
Other Miscellaneous Expenses	34,532	48,672
Board meeting Expenses	15,600	13,500
Insurance	79,667	10,387
Postage, telegram & telephone	77,878	227,454
Entertainment Expenses	-	27,435
Listing fees	515,000	540,000
Business Promotion	205,208	171,824
Sundry Balances Written off	423,311	-
Total	15,919,510	14,930,520

25 Financial Instruments by Category

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair values:

(Amount in ₹)

Particulars	Carrying value		Fair value	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
- Investments	36,049,910	132,049,910	36,049,910	132,049,910
- Loans	810,487,914	432,609,545	810,487,914	432,609,545
Total Financial Assets	846,537,824	564,659,455	846,537,824	564,659,455
- Borrowings	98,591,310	4,021,247	98,591,310	4,021,247
- Other financial liabilities	6,680,000	21,314,312	6,680,000	13,409,048
Total Financial Liabilities	105,271,310	25,335,559	105,271,310	17,430,295

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Notes forming part of the Standalone Financial Statements

26. Related Party Disclosure

Name of the Related Parties and related party relationship

a) Enterprises owned or significantly influenced by key management personnel or their relatives:

(i) Bhayanagar India Limited	(x) Andhra Electro Galvanising works
(ii) Surana Telecom and Power Limited	(xi) Shahsons Private Limited
(iii) Surana Infocom Pvt Limited	(xii) Surana Solar Systems Private Limited
(iv) Surana Solar Limited	(xiii) Innova Technologies Pvt Limited
(v) Bhayanagar Green Energy Limited	(xiv) Crescentia Solar Private Limited
(vi) Bhayanagar Energy & Telecom Private Limited	(xv) Aryavaan Renewable Energy Pvt Ltd
(vii) Tejas Technopark Private Limited	(xvi) N.S Enterprises
(viii) Bhayanagar Copper Private Limited	(xvii) Surana Woodworks India Private Limited
(ix) AP Golden Apparels Private Limited	(xviii) Bhayanagar Securities Private Limited

b) Key management personnel

(i) Narender Surana	–	Director
(ii) Devendra Surana	–	Whole-time Director
(iii) Shresha Surana	–	Chief Financial Officer
(iv) Rohit Jain	–	Company Secretary (Upto Sept'2019)
(v) Vikram Singh Thakur	–	Company Secretary (w.e.f Nov'2019)

c) The following transactions were carried out during the year in the ordinary course of business: (Amount in ₹)

Nature of Transaction	Subsidiary Companies		Enterprises in which KMP or their relatives have significant influence		KMP	
	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Purchase of Solar Modules	-	-	-	31,50,000	-	-
Remuneration	-	-	-	-	88,00,300	47,42,667
Interest Paid	-	-	90,90,695	-	-	-
Interest Received	-	-	75,70,214	34,39,236	-	-
Investment in Subsidiary Company	-	9,60,00,000	-	-	-	-
Divestment in Subsidiary Company	11,00,00,000	-	-	-	-	-

(Amount in INR)

Nature of Transaction	Subsidiary Companies		Enterprises in which KMP or their relatives have significant influence	
	2019-20	2018-19	2019-20	2018-19
Loans or Advances given				
Balance at the beginning of the Year	34,41,34,652	35,51,76,633	8,14,63,697	7,51,76,939
Given during the Year	6,05,70,140	84,08,019	72,45,79,694	14,98,57,699
Recovered during the Year	(18,16,66,946)	(1,94,50,000)	(23,13,70,500)	(14,35,70,941)
Balance at the end of the Year	22,30,37,846	34,41,34,652	57,46,72,891	8,14,63,697
Loans or Advances Taken				
Balance at the beginning of the Year	-	-	-	-
Taken during the Year	-	-	47,17,09,040	-
Repaid during the Year	-	-	(37,52,20,000)	-
Balance at the end of the Year	-	-	9,64,89,040	-

27. Disclosure pursuant to Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013 is disclosed in note No. 26

28. In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business, would not be less than the amount at which the same are stated in the Balance Sheet.

Notes forming part of the Standalone Financial Statements

29. Earnings Per Share (EPS)

(Amount in INR)

Particulars	2019-20	2018-19
Net Profit after Tax	5,96,34,696	6,53,50,948
Net Profit after Tax available for equity share holders-For Basic and Diluted EPS	5,96,34,696	6,53,50,948
Weighted Average No. Of Equity Shares For Basic EPS	3,19,95,000	3,19,95,000
Weighted Average No. Of Equity Shares For Diluted EPS	3,19,95,000	3,19,95,000
Nominal Value of Equity Shares	2/-	2/-
Basic Earnings Per Equity Share	1.86	2.04
Diluted Earnings Per Equity Share	1.86	2.04

30. Impact of COVID-19: The outbreak of novel Coronavirus (COVID-19). Pandemic globally and in India and the consequent lockdown restrictions imposed by national governments is causing significant disturbance and slowdown of economic activity across the globe. The Company has assessed the possible effects that may arise from the COVID-19 pandemic on the business. As on the current date, based on the assessment, the Company has concluded that the impact of COVID – 19 pandemic is not material on the carrying value of the assets of the business, however this has effected the operations of the company and has had impact on sales and profitability among others. Due to the nature of the pandemic and the resultant operational guidelines that may be announced by the governments in future, the Company will continue to monitor the developments to identify significant impact, if any in the future period.
31. The management has considered the possible effects, if any, that made result from the pandemic relating to COVID-19 on the carrying amount of trade receivables and inventories. In developing the assumptions and estimates relating to the uncertainty as at the balance sheet date in relation to the recoverable amount of these assets. The management has considered the global economic conditions prevailing as that the date of approval of these financial results and has used internal and external source of information to the extent determined by it. The actual outcome of these assumptions and estimate may vary in future due to the impact of the pandemic.
32. **Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real-estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- i. Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- ii. Receivables resulting from other than sale of properties: The firm has established credit limits for customers and monitors their balances on ongoing basis. Credit Appraisal is performed before leasing agreements are entered into with customers. The risk is also marginal due to customers placing significant amount of security deposits for lease and fit out rentals.

Notes forming part of the Standalone Financial Statements

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's Finance department in accordance with the Company's policy. Investments of surplus funds are reviewed and approved by the Company's Board of Directors on an annual basis. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2020 and 2019 is the carrying amounts.

C. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Amount in INR)

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
31-Mar-20					
Borrowings	-	19,18,977	9,85,91,310	-	10,05,10,287
31-Mar-19					
Borrowings	-	17,51,669	40,21,247	-	57,72,916
	-	17,51,669	40,21,247	-	57,72,916

33. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(Amount in INR)

Particulars	31-Mar-20	31-Mar-19
Borrowings (Long term and Short term including Current maturity of Long term Borrowings) Note:14	10,05,10,287	57,72,916
Other Payable (current and non-current, excluding current maturity of long term borrowings) Note: 15,17,18,19	6,92,10,501	5,53,08,208
Less Cash and Cash Equivalents Note: 9	9,51,999	4,95,65,752
Net Debt (A)	16,87,68,789	1,15,15,373
Equity Share capital Note:12	6,39,90,000	6,39,90,000
Other Equity Note:13	1,06,23,54,892	1,00,27,20,196
Total Capital (B)	1,12,63,44,892	1,06,67,10,196
Capital and Net debt (C = A+B)	1,29,51,13,681	1,07,82,25,568
Gearing ratio (in %) (D= A/C)	13.03	1.07

34. Previous year's figures have been regrouped and rearranged, wherever found necessary.

As per our report of even date attached

For Luharuka & Associates
Chartered Accountants,

Rameshchand Jain
Partner
M. No : 023019
Firm Reg No.01882S

Place: Secunderabad,
Date : 23.06.2020

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Shresha Surana
Chief Financial Officer

Devendra Surana
Whole Time Director
DIN: 00077296

Vikram Singh Thakur
Company Secretary
M.No.:A60261

Independent Auditors' Report on Consolidated Financial Statements

To the Members of

BHAGYANAGAR PROPERTIES LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated Financial Statements of **BHAGYANAGAR PROPERTIES LIMITED** (herein after referred to as "The Holding Company") and two of its subsidiaries (**SCIENTIA INFOCOM INDIA PRIVATE LIMITED AND METROPOLITAN VENTURES INDIA LIMITED**) (collectively referred to as "the Group"), comprising of the consolidated balance sheet as at 31 March 2020, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement, the consolidated statement of change in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of other financial information of the subsidiary, the aforesaid consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2020, and their consolidated profit including other comprehensive Income, their consolidated cash flows and consolidated statement of changes in equity 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 Act. Our responsibility under those standards are further described in the 'Auditor's Responsibility for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, in accordance with ethical requirement that are relevant to our audit of consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants and are relevant provision of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw our attention to Note-31 of the Consolidated financial statements, as regards to the management evaluation of COVID – 19 impact on the future performance of the Company. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our Audit of Consolidated Financial Statements of the current period. These matters were addressed in the context of our Audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined there is no key audit matter to be communicated in our report.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the Consolidated 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 Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtain in the audit or other wise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility and those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred

to as “the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014 the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the company's financial reporting process of the Group.

Auditors Responsibilities for the audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 consolidated 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 consolidated 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 opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned

scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable 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 of aforesaid consolidated financial statements.
- b. In our opinion proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept by the Company so far as appears from our examination of those books and the reports.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with relevant books of account and records maintained for the purpose of preparation of consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of written representations received from the directors of Holding Company as on March 31, 2020, and taken on record by the Board of Directors of Holding Company and the report of the statutory auditors of subsidiary company, incorporated in India, none of the directors of the Group Companies, incorporated in India, is disqualified as on March 31, 2020, from being appointed as a directors in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. 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, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group, to the consolidated financial statements.
 - (ii) The Group did not have any long-term contracts including derivative contracts as at March 31, 2020; as such the question of commenting on any material foreseeable losses thereon does not arise
 - (iii) There has not been an occasion in case of the Company during the year under report to transfer the sum, required to be transferred, to the Investor Education and Protection Fund by the Group Company, incorporated in India.

Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated Financial Statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls over financial reporting of **BHAGYANAGAR PROPERTIES LIMITED** ("the Holding Company") and two of its subsidiaries (**SCIENTIA INFOCOM INDIA PRIVATE LIMITED AND METROPOLITAN VENTURES INDIA LIMITED**) (together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and 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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Luharuka & Associates**
Chartered Accountants
Firm Reg No:- 01882S

Rameshchand Jain
(Partner)
Membership No.023019
UDIN: 20023019AAAABO3934

Place: Secunderabad
Date: 23.06.2020

Consolidated Balance Sheet as at 31st March 2020

(Amount in ₹)

Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019
ASSETS			
Non-current assets			
(a) Property, plant and equipment	5	795,520,635	948,028,759
(b) Financial Assets			
- Loans and Advances	6	575,042,891	81,463,697
		1,370,563,526	1,029,492,456
Current assets			
(a) Financial assets			
- Trade receivables	7	5,928,603	4,189,309
- Cash and cash equivalents	8	1,656,828	50,700,563
(b) Current Tax Assets (net)	9	27,746,211	15,684,652
(c) Other current assets	10	34,104,473	2,788,956
		69,436,115	73,363,480
TOTAL ASSETS		1,439,999,641	1,102,855,936
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	63,990,000	63,990,000
(b) Other Equity	12	1,099,114,012	905,061,631
Equity attributable to the owners of the Company		1,163,104,012	969,051,631
(c) Non-Controlling Interests	13	9,837,566	9,137,410
Total Equity		1,172,941,578	978,189,041
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
- Borrowings	14	179,736,826	59,737,371
- Other financial liabilities	15	13,759,926	18,692,975
		193,496,752	78,430,346
Current liabilities			
(a) Financial liabilities			
- Other financial liabilities	16	9,432,319	10,889,577
- Trade Payables	17	4,783,980	1,127,474
(b) Current Tax Liabilities (net)	18	834,920	1,218,682
(c) Other current liabilities	19	58,510,093	33,000,817
		73,561,312	46,236,550
Total liabilities		267,058,064	124,666,896
TOTAL EQUITY AND LIABILITIES		1,439,999,641	1,102,855,936

Significant accounting policies and key accounting estimates and judgements

1 to 4

See accompanying notes form an integral part of consolidated financial statements.

26 to 34

As per our report of even date attached
For and on behalf of the BOD of Bhagyanagar Properties Limited
For Luharuka & Associates

 Chartered Accountants,
Firm Reg No.01882S

Rameshchand Jain
Partner
M. No : 023019
Narender Surana
Director
DIN: 00075086
Devendra Surana
Whole Time Director
DIN: 00077296

 Place: Secunderabad,
Date : 23.06.2020

Shresha Surana
Chief Financial Officer
Vikram Singh Thakur
Company Secretary
M.No.:A60261

Consolidated Statement of Profit and Loss for the Period Ending 31st March, 2020 (Amount in ₹)

Sl.No.	Particulars	Note	Period ended March 31, 2020	Period ended March 31, 2019
	INCOME			
I	Revenue from operations	20	143,147,514	90,586,675
II	Other Income	21	22,039,142	4,004,227
III	Total Income (I+II)		165,186,656	94,590,902
	IV EXPENSES			
	Employee benefits expense	22	6,928,210	5,565,216
	Finance costs	23	18,068,559	828,318
	Depreciation	5	1,724,625	423,663
	Other expenses	24	34,618,032	20,900,419
	Total expenses		61,339,426	27,717,616
V	Profit before tax (II-III)		103,847,229	66,873,286
	VI Tax expense:			
	Current Tax		17,158,548	14,172,955
	MAT Credit Entitlement		(10,205,268)	(12,609,587)
	Taxes for earlier years		-	-
VII	Profit for the year (IV-V)		96,893,949	65,309,918
	VIII Other Comprehensive Income			
A	Items that will not be reclassified to profit or loss		-	-
B	Items that will be reclassified to profit or loss		-	-
	OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		-	-
IX	Total Comprehensive Income for the year (VII+VIII)		96,893,949	65,309,918
	Total Comprehensive Income for the year attributable to:			
	- Owners of the Company		96,193,793	65,337,778
	- Non-controlling interest		700,156	(27,860)
			96,893,949	65,309,918
	X Earning Per Equity Share			
	(a) Basic		3.03	2.04
	(b) Diluted		3.03	2.04

Significant accounting policies and key accounting estimates and judgements 1 to 4

See accompanying notes form an integral part of consolidated financial statements. 26 to 34

As per our report of even date attached

For Luharuka & Associates

Chartered Accountants,
Firm Reg No.01882S

Rameshchand Jain
Partner
M. No : 023019

Place: Secunderabad,
Date : 23.06.2020

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Shresha Surana
Chief Financial Officer

Devendra Surana
Whole Time Director
DIN: 00077296

Vikram Singh Thakur
Company Secretary
M.No.:A60261

Statement of Changes in Equity for the Year ended 31st March 2020

A. Equity Share capital

(Amount in ₹)

Particulars	No of shares	Amount
Balance as at 1 April 2018	31,995,000	63,990,000
Changes in equity share capital during 2018-19	-	-
Balance as at 31 March 2019	31,995,000	63,990,000
Balance as at 1 April 2019	31,995,000	63,990,000
Changes in equity share capital during 2019-20	-	-
Balance as at 31 March 2020	31,995,000	63,990,000

B. Other equity

(Amount in ₹)

Particulars	Reserves and Surplus		Total
	Retained Earnings	General Reserve	
Balance at 1 April 2018	17,033,330	920,640,861	937,674,191
Additions during the year:	-	-	-
Profit for the year	65,337,778	-	65,337,778
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2018-19	65,337,778	-	65,337,778
Transfer In/Out of General Reserve	-	(95,200,000)	(95,200,000)
Less: Profit/(Loss) of earlier years on acquisition of subsidiaries	(2,750,338)	-	(2,750,338)
Balance at 31 March 2019	79,620,770	825,440,861	905,061,631
Balance at 1 April 2019	79,620,770	825,440,861	905,061,631
Additions during the year:	-	-	-
Profit for the year	96,193,793	-	96,193,793
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2019-20	96,193,793	-	96,193,793
Transfer In/Out of General Reserve	-	96,000,000	96,000,000
Less: Profit/(Loss) of earlier years on divestment of subsidiaries	(1,858,588)	-	(1,858,588)
Balance as at 31 March 2020	177,673,151	921,440,861	1,099,114,012

Significant accounting policies and key accounting estimates and judgements

1 to 4

See accompanying notes form an integral part of consolidated financial statements.

26 to 34

As per our report of even date attached
For and on behalf of the BOD of Bhagyanagar Properties Limited
For Luharuka & Associates

 Chartered Accountants,
 Firm Reg No.01882S

Rameshchand Jain
Partner
M. No : 023019
Narender Surana
Director
DIN: 00075086
Devendra Surana
Whole Time Director
DIN: 00077296

 Place: Secunderabad,
 Date : 23.06.2020

Shresha Surana
Chief Financial Officer
Vikram Singh Thakur
Company Secretary
M.No.:A60261

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

(Amount in ₹)

Particulars	2019-20		2018-19	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit (Loss) before Tax and Exceptional Items		103,847,229		66,236,274
Adjustments for Non-Operating Activities:				
Profit on divestment of subsidiary	1,858,588			
Depreciation	(1,309,855)		423,663	
Interest Received	(7,570,214)	(7,021,481)	(3,439,236)	(3,015,572)
Operating Profit before Working Capital Changes		96,825,748		63,220,702
Movement in Working Capital				
(Increase) / Decrease in trade receivables	(1,739,294)		(3,459,368)	
(Increase) / Decrease in other current assets	(31,315,517)		(448,653)	
Increase / (Decrease) in other current financial liabilities	(1,457,258)		10,292,939	
Increase / (Decrease) in other non current financial liabilities	(4,933,049)		15,543,612	
Increase / (Decrease) in other current liabilities	25,509,276		(1,024,145)	
Increase / (Decrease) in trade payables	3,656,506	(10,279,336)	1,127,474	22,031,859
Cash Generation From Operations		86,546,412		85,252,561
Direct Taxes (Net)		19,398,601		12,423,108
Taxes of earlier years				-
Net Cash from Operating Activities (A)		67,147,811		72,829,453
CASH FLOW FROM INVESTMENT ACTIVITIES				
(Investment)/Divestment in Subsidiaries	96,000,000		(96,000,000)	
Purchase of fixed assets	(30,390,438)		(18,507,220)	
Sale of fixed assets	184,208,417		84,281,590	
Interest received	7,570,214		3,439,236	
Net Cash (used in)/from Investing Activities (B)		257,388,193		(26,786,394)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceed from borrowings (net of re-payments)	119,999,455		16,721,247	
Loans given to Body Corporate	(493,579,194)		(6,286,758)	
Loans given to Subsidiary Companies	-		(7,001,847)	
Net Cash (used in)/from Financing Activities (C)		(373,579,739)		3,432,642
Net Increase / (Decrease) in cash and Cash Equivalents (A+B+C)		(49,043,736)		49,475,701
Cash and Cash Equivalents at the beginning of the year		50,700,564		1,224,863
Cash and Cash Equivalents at the end of the year		1,656,828		50,700,564

Notes:

1. Components of cash and cash equivalents	2019-20	2018-19
Cash in hand	105177	51,949
Balances with banks	1551651	3,920,316
Investment in Liquid Funds	-	46,728,298
Total	1,656,828	50,700,564

As per our report of even date attached

For and on behalf of the BOD of Bhagyanagar Properties Limited

For Luharuka & AssociatesChartered Accountants,
Firm Reg No.01882S**Rameshchand Jain**
Partner
M. No : 023019**Narender Surana**
Director
DIN: 00075086**Devendra Surana**
Whole Time Director
DIN: 00077296Place: Secunderabad,
Date : 23.06.2020**Shresha Surana**
Chief Financial Officer**Vikram Singh Thakur**
Company Secretary
M.No.:A60261

SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

1. Corporate Information

Bhagyanagar Properties Limited (“the Company”) is a Company registered under the Companies Act, 1956. It is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). It was incorporated on 25th April, 2006 having its registered office at 5th Floor, Surya Towers, Sardar Patel Road, and Secunderabad-500003. The company’s CIN No. is U70102TG2006PTC050010. The Company is into the business of buying, selling and leasing of properties.

2. Basis of preparation

The financial statements are separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). For all periods up to and including the year ended March 31, 2020, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

2. Basis of Consolidation

The consolidated Ind AS financial statements comprise of the M/S Bhagyanagar Properties Limited and its two subsidiary companies namely, M/S Scientia Infocom India Private Limited and M/s Metropolitan Ventures India Limited (collectively referred to as “the company” or “the Group”) as at March 31, 2020. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); Exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including: The contractual arrangement with the other vote holders of the investee; Rights arising from other contractual arrangements; The Group’s voting rights and potential voting rights, and the size of the group’s holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member’s financial statements in preparing the consolidated financial statements to ensure conformity with the group’s accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March.

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent’s investment in each subsidiary and the parent’s portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions. A change in the ownership

interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it: Derecognises the assets (including goodwill) and liabilities of the subsidiary; Derecognises the carrying amount of any non-controlling interests; Derecognises the cumulative translation differences recorded in equity; Recognises the fair value of the consideration received; Recognises the fair value of any investment retained; Recognises any surplus or deficit in profit or loss, and Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

3. Significant Accounting Policies:

(a) Business combinations and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from April 1, 2016. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward with minimal adjustment. The same first time adoption exemption is also used for associates and joint ventures. Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

(b) Revenue Recognition

Revenue is recognized and measured at the fair value of the consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Rental Income:

Rental income from operating lease is recognized as per the terms of the agreement

Other income:

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

(c) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). All significant costs relating to the acquisition and installation of property, plant and equipment are capitalized. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset.

Depreciation for identified components is computed on straight line method based on useful lives, determined based on internal technical evaluation. Freehold land is carried at cost.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(d) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both is classified as investment property. Investment Property is measured at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment Properties are depreciated using the straight-line method as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment.

(e) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

(f) Depreciation and amortization:

Depreciation is provided on the straight-line method over the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. Depreciation for assets purchased/sold during a period is proportionately charged.

(g) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is: -

- 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 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.

(h) Financial assets

Financial assets comprise of cash and cash equivalents.

Initial recognition:

All financial assets are recognised initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

Subsequent Measurement:

- (i) Financial assets measured at amortised cost: Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortised cost using effective interest rate (EIR) method. The EIR amortization is recognised as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortised cost:

- a) Trade receivable
- b) Cash and cash equivalents
- c) Other Financial Asset

Impairment of Financial Assets:

Financial assets are tested for impairment based on the expected credit losses.

De-recognition of Financial Assets:

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

(i) Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and 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 other assets or groups of assets, in which case, the recoverable amount is determined for the cash generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(j) Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss account.

(k) Financial liabilities

Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost. A preference share that provides for mandatory redemption by the issuer for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the issuer to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability.

Subsequent measurement:

These liabilities include are borrowings and deposits. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition of financial liabilities:

A financial liability is de-recognised 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 recognised in the statement of profit or loss.

(l) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

(m) Employee Benefits

Employee benefits are charged to the Statement of Profit and Loss for the year.

Provident Fund

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognised, when the contributions to the respective funds are due. There are no other obligation other than the contribution payable to the respective funds.

Gratuity

The Company has not created any gratuity fund. However adequate provisions have been made in the accounts for gratuity liability. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

(n) Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period. Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income.

Minimum Alternative Tax (MAT)

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

(o) Leases**As a lessee**

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments

are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease-hold land:

Leasehold land that normally has a finite economic life and title which is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted for as leasehold land use rights (referred to as prepaid lease payments in Ind AS 17 "Leases") and is amortized over the lease term in accordance with the pattern of benefits provided.

(p) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

(q) Fair value measurement

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date. Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1—Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2—Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3— Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(s) Cash dividend to equity holders of the Company

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes forming part of Consolidated Financial Statements

5 Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment for the Year Ended 31st March 2020

Particulars	Land	Buildings	Office Equipment	Electrical Installation	Furniture & Fixtures	Plant & Machinery	Computer	Vehicle	Total
Gross carrying Value as at April 01, 2019	919,146,028	19,882,444	288,389	316,630	72,193	5,667,600	133,898	6,972,385	95,24,79,567
Additions	3,000,000	-	-	-	-	25,815,243	-	1,575,195	3,03,90,438
Disposals	(157,077,700)	(3,808,896)	(212,389)	(141,996)	(72,193)	(22,895,243)	-	-	(18,42,08,417)
Gross carrying Value as at March 31, 2020	765,068,328	16,073,548	76,000	174,634	-	8,587,600	133,898	8,547,580	79,86,61,588
Accumulated depreciation as at April 01, 2019	-	3,898,867	219,156	166,849	68,583	27,604	662	69,087	44,50,808
Depreciation	-	254,938	14,440	16,590	-	474,846	42,401	921,410	17,24,625
Accumulated depreciation on disposals	-	(2,629,231)	(201,770)	(134,896)	(68,583)	-	-	-	(30,34,480)
Accumulated depreciation as at March 31, 2020	-	1,524,574	31,826	48,543	-	502,450	43,063	990,497	31,40,953
Net Carrying Value as of March 31, 2020	765,068,328	14,548,974	44,174	126,091	-	8,085,150	90,835	7,557,083	79,55,20,635

Particulars	Land	Buildings	Office Equipment	Electrical Installation	Furniture & Fixtures	Plant & Machinery	Computer	Vehicle	Total
Gross carrying Value as at April 01, 2018	1,003,427,618	14,195,107	242,389	316,630	72,193	-	-	-	1,01,82,53,937
Additions	-	5,687,337	46,000	-	-	5,667,600	133,898	6,972,385	1,85,07,220
Disposals	(84,281,590)	-	-	-	-	-	-	-	(8,42,81,590)
Gross carrying Value as at March 31, 2019	919,146,028	19,882,444	288,389	316,630	72,193	5,667,600	133,898	6,972,385	95,24,79,567
Accumulated depreciation as at April 01, 2018	-	3,639,443	193,108	139,912	54,682	-	-	-	40,27,145
Depreciation	-	259,424	26,048	26,937	13,901	27,604	662	69,087	4,23,663
Accumulated depreciation on disposals	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2019	-	3,898,867	219,156	166,849	68,583	27,604	662	69,087	44,50,808
Net Carrying Value as of March 31, 2019	919,146,028	15,983,577	69,233	149,781	3,610	5,639,996	133,236	6,903,298	94,80,28,759

Notes forming part of Consolidated Financial Statements

6 Loans and Advances

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, considered good)		
(a) Loans and advances to body Corporates	574,672,891	81,463,697
(b) Security Deposit	370,000	-
Total	575,042,891	81,463,697

Note: No loans and advances are due from directors or other officers of the company either severally or jointly with any other person.

6(a) Loans and advances to body Corporates

(Amount in ₹)

Name of the Company	Balance as on 31.03.2020	Balance as on 31.03.2019
(ii) Tejas Technopark Private Limited	114,457,847	81,463,697
(ii) AP Golden Apparels Private Limited	398,393,585	-
(iii) Innova Technologies Private Limited	61,821,459	-
Total	574,672,891	81,463,697

7 Trade Receivables

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Considered Good		
Trade Receivables	5,928,603	4,189,309
Total	5,928,603	4,189,309

7(a) No Trade or other receivables are due from directors or other officers of the company. Further, no trade or other Receivables are due from firms or private companies in which any director is a partner or director or member.

8 Cash and Cash equivalents

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
(a) Cash & Cash Equivalents		
(i) Cash in Hand	105,177	51,949
(ii) Balances in current accounts	1,551,651	3,920,316
(b) Other Balances		
(i) Investment in Liquid Funds	-	46,728,298
Total	1,656,828	50,700,563

9 Current Tax Assets (net)

(Amount in ₹)

Particulars	As at 31st March, 2020	As at 31st March, 2019
TDS Receivable(Net of Provisions & Advance tax)	1,856,305	-
Minimum Alternate Tax Credit Entitlement	25,889,906	15,684,652
Total	27,746,211	15,684,652

10 Other current assets

Particulars	As at 31st March, 2020	As at 31st March, 2019
Interest receivable	-	174,839
Loans to Staff	279,000	237,000
Capital Advance	30,000,000	-
Advance to Suppliers	2,680,707	1,933,128
Balances with Statutory Authorities	1,144,766	443,989
Total	34,104,473	2,788,956

Notes forming part of Consolidated Financial Statements

11 Equity Share Capital

(Amount in ₹)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Number of Shares	Amount	Number of Shares	Amount
Authorized Capital				
32,500,000 Equity Shares of ₹ 2/- each	32,500,000	65,000,000	32,500,000	65,000,000
Issued, subscribed and paid-up Capital				
31,995,000 equity shares of ₹ 2/- each fully paid up (Options, Contracts and Commitments outstanding - Nil)	31,995,000	63,990,000	31,995,000	63,990,000
Total	31,995,000	63,990,000	31,995,000	63,990,000

a) Terms / rights attached to Equity Shares

The company has only one class of issued equity shares having a par value of ₹ 2/- per share. Each shareholder is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting year:

Particulars	As at	As at	As at	As at
	March 31st, 2020	March 31st, 2020	March 31st, 2019	March 31st, 2019
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	31,995,000	63,990,000	31,995,000	63,990,000
Cancellation of shares on account of merger	-	-	-	-
Additional Issue if shares during the year	-	-	-	-
Outstanding at the end of the year	31,995,000	63,990,000	31,995,000	63,990,000

c) There were no Bonus issues, forfeited shares and buy back of shares in last five years.

d) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 2020		As at March 2019	
	%	No. of shares	%	No. of shares
Surana Infocom Private Limited	13.57	4,342,347	13.57	4,342,347
Namrata Surana	8.52	2,725,837	5.85	1,870,342
Devendra Surana	9.81	3,137,707	9.81	3,137,707
Sunita Surana	7.80	2,497,133	5.13	1,641,639
Narender Surana	11.13	3,559,748	11.13	3,560,424
Manish Surana	7.69	2,459,412	7.69	2,459,412
G.M Surana	-	-	5.35	1,710,990

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

Notes forming part of Consolidated Financial Statements

12 Other Equity

(Amount in ₹)

Particulars	Reserves and Surplus		Total
	Retained Earnings	General Reserve	
Balance at 1 April 2018	17,033,330	920,640,861	937,674,191
Additions during the year:	-	-	-
Profit for the year	65,337,778	-	65,337,778
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2018-19	65,337,778	-	65,337,778
Transfer In/Out of General Reserve	-	(95,200,000)	(95,200,000)
Less: Profit/(Loss) of earlier years on acquisition of subsidiaries	(2,750,338)	-	(2,750,338)
Balance at 31 March 2019	79,620,770	825,440,861	905,061,631
Balance at 1 April 2019	79,620,770	825,440,861	905,061,631
Additions during the year:	-	-	-
Profit for the year	96,193,793	-	96,193,793
Other Comprehensive Income (net of tax)	-	-	-
Total Comprehensive Income for the year 2019-20	96,193,793	-	96,193,793
Transfer In/Out of General Reserve	-	96,000,000	96,000,000
Less: Profit/(Loss) of earlier years on divestment of subsidiaries	(1,858,588)	-	(1,858,588)
Balance as at 31 March 2020	177,673,151	921,440,861	1,099,114,012

13 Non-Controlling Interests

(Amount in ₹)

Particulars	As at March, 2020	As at March, 2019
Opening Balance	9,137,410	9,165,270
Add: Increase in Minority Interest of Subsidiary (Scientia Infocom India Private Limited)	-	-
Add : Profit / (Loss) of earlier years	-	-
Add : Current year's Profit/ (Loss) Account	700,156	(27,860)
	9,837,566	9,137,410

14 Borrowings-Non Current

(Amount in ₹)

Particulars	Non Current Portion		Current Maturities*	
	As at March, 2020	As at March, 2019	As at March, 2020	As at March, 2019
(a) Car Loan-Yes Bank	2,102,270	4,021,247	1,918,977	1,751,669
(b) PNB Housing Finance Limited	80,199,466	-	4,393,811	-
(c) Car Loan-HDFC Bank	946,050	-	311,270	-
(d) Loans and advances from body Corporates	96,489,040	-	-	-
(e) Loan from Directors	-	55,716,124	-	-
Total	179,736,826	59,737,371	6,624,058	1,751,669

14(a) Loans and advances from body Corporates

Name of the Company	Balance as on 31.03.2020	Balance as on 31.03.2019
(i) Surana Telecom and Power Limited	96,489,040	-
	96,489,040	

Notes forming part of Consolidated Financial Statements

Car Loan-Yes Bank

Car loan from Yes Bank is availed at 8.90% during the current Financial Year. The Loan is repayable in 37 equal monthly installments of ₹ 1,84,000/- starting on 15-03-2018 and ending on 15-03-2022.

Term Loan-PNB Housing Finance Limited

Term loan from PNB Housing Finance Limited is availed at 10.20% during the current Financial Year. The Loan is repayable in 144 equal monthly installments of Rs.10,85,995/- starting on 10.06.2019 and ending on 10.05.2031.

Car Loan-HDFC Bank

Car loan from Yes Bank

Car loan from Yes Bank is availed at 9.16% during the current Financial Year. The Loan is repayable in 48 equal monthly installments of Rs.34,317/- starting on 07.11.2019 and ending on 07.10.2023.

15 Other financial liabilities-Non Current

(Amount in ₹)

Particulars	As at March, 2020	As at March, 2019
Unsecured		
Security Deposit	13,759,926	18,692,975
Total	13,759,926	18,692,975

16 Other liabilities

(Amount in ₹)

Particulars	As at March, 2020	As at March, 2019
(a) Current Maturities on long term Debt		
(i) Car Loan-Yes Bank	1,918,977	1,751,669
(ii) PNB Housing Finance Limited	4,393,811	-
(iii) Car Loan-HDFC Bank	311,270	-
(b) Accrued Rental Income	2,808,261	9,137,908
Total	9,432,319	10,889,577

17 Trade Payables

(Amount in ₹)

Particulars	As at March, 2020	As at March, 2019
For Goods & Services		
Total Outstanding dues of Creditors Other than Micro and Small Enterprises	4,783,980	1,127,474
Total	4,783,980	1,127,474

18 Current Tax Liabilities (Net)

(Amount in ₹)

Particulars	As at March, 2020	As at March, 2019
Provision for Tax (Net of TDS & Advance tax)	834,920	1,218,682
Total	834,920	1,218,682

19 Other current liabilities

(Amount in ₹)

Particulars	As at March, 2020	As at March, 2019
Advance from Customers	44,466,560	29,350,557
Statutory dues payable	425,323	1,292,283
Rent deposit payable	12,226,800	1,204,526
Outstanding Expenses	693,382	52,000
Other Payables	520,028	972,427
Provision for Bonus	178,000	129,024
Total	58,510,093	33,000,817

Notes forming part of Consolidated Financial Statements

20 Revenue from operations (Amount in ₹)

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
Lease Rent	42,309,053	26,212,265
Profit on sale of assets	100,838,461	64,374,410
Total	143,147,514	90,586,675

21 Other Income (Amount in ₹)

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
Interest Income	7,570,214	3,439,236
Income from Mutual Fund	407,757	526,709
Profit on sale of Investments	14,000,000	-
Miscellaneous Income	45,040	2,150
Sundry Balances written back	16,131	36,132
Total	22,039,142	4,004,227

22 Employee benefit expenses (Amount in ₹)

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
Salaries, Wages and Other Benefits	6,101,434	4,094,368
Staff Welfare Expenses	7,867	60,959
Bonus	178,000	129,024
Contribution to Provident and Other Funds	640,909	1,280,865
Total	6,928,210	5,565,216

23 Finance Costs (Amount in ₹)

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
Interest expense	17,372,833	27,173
Financial Charges	695,726	801,145
Total	18,068,559	828,318

24 Other Expenses (Amount in ₹)

Particulars	Period ended March 31, 2020	Period ended March 31, 2019
Payments to The Auditor for Statutory Audit	53,600	70,540
for Tax Audit	10,000	10,000
Electricity Expenses	1,912,260	-
Filing Fees	26,867	34,704
Remuneration to Directors	8,288,000	4,166,667
Professional & Consultancy Fees	1,251,986	976,766
Travelling and Conveyance	233,209	240,915
Rates & Taxes	1,423,738	463,799
Repairs and development expenses	18,841,413	12,033,406
Office & other Maitenance	-	155,375
Watch and Ward	-	162,258
Printing & Stationery	133,500	175,455
Membership fees	611,940	305,000
Advertisements	77,014	141,462
Carriage Inwards	17,225	252,302
Director's sitting Fees	87,500	94,500

Notes forming part of Consolidated Financial Statements

24 Other Expenses

(Amount in ₹)

Particulars	Period ended	Period ended
	March 31, 2020	March 31, 2019
Other Miscellaneous Expenses	71,257	267,951
Board meeting Expenses	15,600	13,500
Insurance	341,526	28,387
Postage, telegram & telephone	77,878	227,454
Entertainment Expenses	-	27,435
Listing fees	515,000	540,000
Business Promotion	205,208	436,543
Donation	-	76,000
Sundry Balances Written Off	423,311	
Total	34,618,032	20,900,419

25 Financial Instruments by Category

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair values:

(Amount in ₹)

Particulars	Carrying value		Fair value	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
- Loans	575,042,891	81,463,697	575,042,891	81,463,697
Total Financial Assets	575,042,891	81,463,697	575,042,891	81,463,697
- Borrowings	179,736,826	59,737,371	179,736,826	59,737,371
- Other financial liabilities	13,759,926	18,692,975	13,759,926	18,692,975
Total Financial Liabilities	193,496,752	78,430,346	193,496,752	78,430,346

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

26. Related Party Disclosure

a. Name of the Related Parties and related party relationship

(i) Enterprises owned or significantly influenced by key management personnel or their relatives:

(i) Bhagyanagar India Limited	(x) Andhra Electro Galvanising works
(ii) Surana Telecom and Power Limited	(xi) Shahsons Private Limited
(iii) Surana Infocom Private Limited	(xii) Surana Solar Systems Private Limited
(iv) Surana Solar Limited	(xiii) Innova Technologies Private Limited
(v) Bhagyanagar Green Energy Limited	(xiv) Crescentia Solar Private Limited
(vi) Bhagyanagar Energy & Telecom Private Limited	(xv) Aryavaan Renewable Energy Private Limited
(vii) Tejas Technopark Private Limited	(xvi) N.S Enterprises
(viii) Bhagyanagar Copper Private Limited	(xvii) Surana Woodworks India Private Limited
(ix) AP Golden Apparels Private Limited	(xviii) Bhagyanagar Securities Private Limited

(ii) Key management personnel

- (i) Narender Surana -Director
- (ii) Devendra Surana – Whole-time Director
- (iii) Shresha Surana – Chief Financial Officer
- (iv) Rohit Jain – Company Secretary (Upto Sept'2019)
- (v) Vikram Singh Thakur – Company Secretary (w.e.f Nov'2019)

Notes forming part of Consolidated Financial Statements

- b. The following transactions were carried out during the year with Enterprises owned or significantly influenced by key management personnel or their relatives related parties in the ordinary course of business:

(Amount in ₹)

Nature of Transaction	Enterprises in which KMP or their relatives have significant influence		KMP or their relatives	
	2019-20	2018-19	2019-20	2018-19
Particulars				
Purchase of Solar Modules	-	31,50,000		
Remuneration	-	-	88,00,300	47,42,667
Interest Paid	90,90,695	-	-	-
Interest Received	75,70,214	34,39,236	-	-

- c. Details of loans given and recovered during the year.

(Amount in ₹)

Nature of Transaction	Enterprises in which KMP or their relatives have significant influence		KMP	
	2019-20	2018-19	2019-20	2018-19
Loans or Advances given				
Balance at the beginning of the Year	8,14,63,697	7,51,76,939	-	-
Givenduring the Year	72,45,79,694	14,98,57,699	-	-
Recovered during the Year	(23,13,70,500)	(14,35,70,941)	-	-
Balance at the end of the Year	57,46,72,891	8,14,63,697	-	-
Loans or Advances Taken				
Balance at the beginning of the Year	-	-	-	-
Taken during the Year	47,17,09,040	-	-	-
Repaid during the Year	(37,52,20,000)	-	-	-
Balance at the end of the Year	9,64,89,040	-	-	-

27. Disclosure pursuant to Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013 is disclosed in note no.26
28. In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business, would not be less than the amount at which the same are stated in the Balance Sheet.
29. **Earnings Per Share (EPS)**

(Amount in ₹)

Particulars	2019-20	2018-19
Net Profit after Tax	9,68,93,949	6,53,09,918
Net Profit after Tax available for equity share holders - For Basic and Diluted EPS	9,68,93,949	6,53,09,918
Weighted Average No. Of Equity Shares For Basic EPS	3,19,95,000	3,19,95,000
Weighted Average No. Of Equity Shares For Diluted EPS	3,19,95,000	3,19,95,000
Nominal Value of Equity Shares	2	2
Basic Earnings Per Equity Share	3.03	2.04
Diluted Earnings Per Equity Share	3.03	2.04

30. Impact of COVID-19: The outbreak of novel Coronavirus (COVID-19). Pandemic globally and in India and the consequent lockdown restrictions imposed by national governments is causing significant disturbance and slowdown of economic activity across the globe. The Company has assessed the possible effects that may arise from the COVID-19 pandemic on the business. As on the current date, based on the assessment, the Company has concluded that the impact of COVID – 19 pandemic is not material on the carrying value of the assets of the business, however this has effected the operations of the company and has had impact on sales and profitability among others. Due to the nature of the pandemic and the resultant operational guidelines that may be announced by the governments in future, the Company will continue to monitor the developments to identify significant impact, if any in the future period.
31. The management has considered the possible effects, if any, that made result from the pandemic relating to COVID-19 on the carrying amount of trade receivables and inventories. In developing the assumptions and estimates relating to the uncertainty as at the balance sheet date in relation to the recoverable amount of these assets. The management has considered the global economic conditions prevailing as that the date of approval of these financial results and has used

Notes forming part of Consolidated Financial Statements

internal and external source of information to the extent determined by it. The actual outcome of these assumptions and estimate may vary in future due to the impact of the pandemic.

32. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances and refundable deposits that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real-estate risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company does not enter into any interest rate swaps.

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade receivables

- i. Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- ii. Receivables resulting from other than sale of properties: The firm has established credit limits for customers and monitors their balances on ongoing basis. Credit Appraisal is performed before leasing agreements are entered into with customers. The risk is also marginal due to customers placing significant amount of security deposits for lease and fit out rentals.

Financial Instrument and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's Finance department in accordance with the Company's policy. Investments of surplus funds are reviewed and approved by the Company's Board of Directors on an annual basis. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2020 and 2019 is the carrying amounts.

C. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Amount in ₹)

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
31-Mar-20					
Borrowings	-	66,24,058	12,02,68,276	5,94,68,550	18,63,60,884
		66,24,058	12,02,68,276	5,94,68,550	18,63,60,884
31-Mar-19		17,51,669	5,97,37,371	-	6,14,89,040
Borrowings	-	17,51,669	5,97,37,371	-	6,14,89,040

Notes forming part of Consolidated Financial Statements

33. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(Amount in ₹)

Particulars	31-Mar-20	31-Mar-19
Borrowings (Long term and Short term including Current maturity of Long term Borrowings) Note:14	18,63,60,884	6,14,89,040
Other Payable (current and non-current, excluding current maturity of long term borrowings) Note : 15 to 19	8,06,97,180	6,31,77,856
Less Cash and Cash Equivalents Note : 8	16,56,828	5,07,00,563
Net Debt (A)	26,54,01,236	7,39,66,333
Equity Share capital Note:11	6,39,90,000	6,39,90,000
Other Equity Note:12	1,09,91,14,012	90,50,61,631
Total Capital (B)	1,16,31,04,012	96,90,51,631
Capital and Net debt(C = A+B)	1,42,85,05,248	1,04,30,17,964
Gearing ratio (in %) (D= A/C)	18.58	7.09

34. Previous year's figures have been regrouped and rearranged, wherever found necessary.

As per our report of even date attached

For Luharuka & Associates

Chartered Accountants,
Firm Reg No.01882S

Rameshchand Jain
Partner
M. No : 023019

Place: Secunderabad,
Date : 23.06.2020

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Shresha Surana
Chief Financial Officer

Devendra Surana
Whole Time Director
DIN: 00077296

Vikram Singh Thakur
Company Secretary
M.No.:A60261

**Form AOC - 1**

(Pursuant to First proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies / joint ventures

Part "A": Subsidiaries

1	Sl. No.	1	2
2	Name of the Subsidiary	Scientia Infocom India Private Limited	Metropolitan Ventures India Limited
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding Company	Same as holding Company
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N/A	N/A
5	Share Capital	40,000,000	5,000,000
6	Reserves & Surplus	989,860	36,656,738
7	Total Assets	384,604,729	43,971,343
8	Total Liabilities	343,614,869	2,314,605
9	Investments	-	-
10	Turnover	30,465,895	-
11	Profit before taxation	2,967,794	41,244,741
12	Provision for taxation	50,475	6,902,805
13	Profit after taxation	2,917,319	34,341,936
14	Proposed Dividend	-	-
15	% of shareholding	75.999%	99.998%

1 Names of subsidiaries which are yet to commence operations - Metropolitan Ventures India Limited

2 Names of subsidiaries which have been liquidated or sold during the year - Masanto Containers Private Limited

As per our report of even date attached

For Luharuka & Associates
Chartered Accountants,

Rameshchand Jain
Partner
M. No : 023019
Firm Reg No.01882S

Place: Secunderabad,
Date : 23.06.2020

For and on behalf of the BOD of Bhagyanagar Properties Limited

Narender Surana
Director
DIN: 00075086

Shresha Surana
Chief Financial Officer

Devendra Surana
Whole Time Director
DIN: 00077296

Vikram Singh Thakur
Company Secretary
M.No.:A60261



If undelivered please return to:
Secretarial Department

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