

REGISTERED OFFICE:
"Bommidala House" # 5-87-15/A,
Lakshmiapuram Main Road,
GUNTUR – 522007, A.P., INDIA
Tel : +91 863 2355108
Fax : +91 863 2358453
PAN : AACCB3364P
CIN : L05005AP1993PLC015304
e-mail : bkvind@bommidala.co.in
www : bkvindustries.in

BKV INDUSTRIES LIMITED

Date: 23.08.2024

To
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code No. 519500

Sub: Annual Report for 31st Annual General Meeting ('AGM') of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended). We are enclosed herewith the Notice of the 31st AGM of our Company scheduled to be held on Monday, 16th September, 2024 at 03:30 P.M. (IST) at Bommidala Cold Complex, Bye pass Road, Lalpuram, Guntur – 522017 through physical mode.

The Notice forms part of the 31st Annual Report of the Company for the Financial Year 2023-24.

The Notice of the AGM is also available on the website of the Company at <https://www.bkvindustries.in>

This is for your information and records.

Thanking you,

Yours faithfully,

For BKV Industries Limited,

Budavaram Virat Vishnu,
(Company Secretary & Compliance Officer).

CC to The Calcutta Stock Exchange Limited, Kolkata.



BKV INDUSTRIES LIMITED

31st

ANNUAL REPORT

2023 - 2024

BOARD OF DIRECTORS

| | |
|--|---|
| Sri Bommidala Rama Krishna Managing Director | Member : Stakeholders Relationship Committee |
| Smt. Bommidala Anitha Non Executive Director | Chairperson : Stakeholders Relationship Committee Risk Management Committee Member : Audit Committee Nomination & Remuneration Committee |
| Sri Kola Hari Venkata Nagendra Non Executive - Independent Director | Chairman : Nomination & Remuneration Committee Member : Audit Committee Risk Management Committee Stakeholders Relationship Committee |
| Smt. Maddula Durga Sushma Non Executive - Independent Director | Chairman : Audit Committee Member : Nomination & Remuneration Committee |
| Mr. B. Virat Vishnu | Company Secretary & Compliance Officer |
| Mr. K. Bhanu Kumar | Chief Financial Officer |
| Registered Office: "Bommidala House" # 5-87-15/A, Lakshmiapuram Main Road, Guntur - 522 007. Phone: +91-863-2355108 Fax: + 91-863-2358453 CIN: L05005AP1993PLC015304 E mail: bkvind@bommidala.co.in Website: bkvindustries.in | Bankers: Union Bank of India, D.No. 12-21-56, Guntur Main, Near Gowri Shankar Theatre, Kothapet, Guntur - 522 001. |

Stock Exchanges

| | |
|--|---|
| BSE Limited, Registered Office: PJ Towers, Dalal Street, Mumbai - 400 001. | The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata - 700 001. |
|--|---|

Statutory Auditors:

| | |
|--|--|
| M/s. Garlapati & Co., Chartered Accountants, # 31-03-305, Old No: 311 (6-3-11), 3/4, Arundelpet, Guntur - 522 002. | Internal Auditors: M/s. Jonnalagadda & Associates, Chartered Accountants, New No:104 (Old No:54), Thiruvalluvarpuram, II Street, Choolaimedu, Chennai - 600 094. |
|--|--|

Secretarial Auditors:

| | |
|---|---|
| M/s. K. Srinivasa Rao & Co., Company Secretaries, # 6-13-14A, 13/3, Arundelpet, Guntur - 522 002. | Registrars & Share Transfer Agents: M/s. KFin Technologies Limited, "Selenium Tower B", Plot No: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. |
|---|---|

NOTICE is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of the members of BKV INDUSTRIES LIMITED will be held on Monday 16th September 2024 at 03.30 P.M, at Bommidala Cold Complex, By Pass Road, Lalpuram, Guntur – 522017, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2024 and together with the reports of the Board of Directors and Auditors there on.
2. To appoint a Director in place of Smt. Bommidala Anitha (DIN 00112766), who retires by rotation and being eligible, offers herself for re- appointment.

Special Resolution:

3. To re-appoint Sri Bommidala Rama Krishna (DIN:00105030) as a Managing Director and in this regard to consider and if thought fit, to pass with or without modifications, the following Resolution as an **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, the approval of the Members be and is hereby accorded for re-appointment of Mr. Bommidala Rama Krishna (DIN: 00105030) as the Managing Director of the Company, for a term of 5 (Five) years with effect from March 10th, 2024 upto March 9th, 2029 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

for and on behalf of Board of Directors

For BKV Industries Limited

Place: Guntur

Date : 28-05-2024

BOMMIDALA RAMA KRISHNA

Managing Director

DIN:00105030

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday 09th September, 2024 to Monday 16th September, 2024 (both days inclusive), for the purpose of Annual General Meeting.
2. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on the date of dispatch of AGM notice.
3. The Board of Directors of the Company (the “Board”, which term shall deem to include any Committee(s) constituted/ to be constituted by the Board, from time to time) has appointed Mr. K. Srinivasa Rao (Membership No. F5599), Partner of M/s. K.Srinivasa Rao & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
4. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. Accordingly, the Proxy Form and Attendance Slip are annexed to this AGM Notice, which should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder.

5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Limited (“Kfintech”) having their office at Selenium Building, Tower B, Plot Nos 31 - 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032. In compliance with the aforesaid MCA Circulars and SEBI Circulars. AGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Kfintech / Depositories. Members may note that the AGM Notice will also be available on the Company's website www.bkvindustries.in and website of the Stock Exchanges respectively and on the website of Kfintech <https://evoting.kfintech.com> for any communication, the Members may also send a request to the Company's email: bkvind@bommidala.co.in
7. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e - voting system will be provided by KFin Technologies Limited.
Procedure for Remote E-voting In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and provisions of Regulation 44 of the Listing Regulations, the MCA Circulars and the circulars issued by the SEBI, the Members are provided with the facility to cast their vote electronically, through the e- voting services provided by Kfin Technologies Limited, on the Resolution set forth in this AGM Notice, through remote e - voting.
 - i. The remote e-voting facility will be available during the following period: Day, date and time of Commencement of remote e-voting From: Friday 13th September, 2024 at 10:00 A.M. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed To: Sunday, 15th September, 2024 at 5:00 P.M. Cut off date for e- voting: 09th September, 2024.
 - ii. The remote e - voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Kfintech upon expiry of the aforesaid period.
 - iii. Details of Website: <https://evoting.kfintech.com> once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

- iv. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on date of dispatch of AGM notice. Any person who acquires Equity Shares and becomes a Member after dispatch of AGM notice and holds shares as on the cut-off date, i.e. 22nd August 2024, may obtain the User ID and Password in the manner as mentioned below:
- a. If email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - b. Member may call Kfintech's Toll free number 1-800-309- 4001.
 - c. Member may send an email request to einward.ris@kfintech.com However, Kfintech shall endeavor to send User ID and Password to those new Members whose email ID's are available.
- v. Details of person(s) to be contacted for issues relating to e- voting: N. Shyam Kumar Manager -RIS, KFin Technologies Limited Unit: BKV Industries Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032.

Tel. No.: +91 40 67162222; Toll Free No.: 1-800-309-4001;

Fax No.: +91 40 2342 0814. E-mail: einward.ris@kfintech.com

The instructions for remote e-voting are as under:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials provided in the email and click on Login.
- iii. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- iv. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- v. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- vi. Login again with the new credentials.
- vii. On successful login, the system will prompt you to select the “EVENT” i.e. “BKV Industries Limited”.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- ix. Members holding multiple folios may choose to vote differently for each folio / demat account.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking “SUBMIT”.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF / JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through email: ksrao21@gmail.com at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLEL_EVENT No'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at [https://evoting.kfintech.com / public / Faq.aspx](https://evoting.kfintech.com/public/Faq.aspx) or call KFin on 1-800-309-4001 (toll free).

Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:

Visit the link: AGM/EGM - Mobile & Email Registration <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- i. Select the company name i.e. BKV INDUSTRIES LIMITED
- ii. Select the Holding type from the drop down i.e. - NSDL/ CDSL/ Physical
- iii. Enter DPID - Client ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- v. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi. Enter the email address and mobile number.
- vii. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- viii. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- ix. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- x. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- xi. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- xii. In case of queries, members are requested to write to inward.ris@kfintech.com or call at the toll free number 1- 800 - 309 - 4001

Login method for e-Voting and Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: http://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS portal or click at https://eservices.nsd.com/SecureWeb/Ideas Direct Reg.jsp |

| | |
|--|---|
| | <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be able to see the E Voting Menu. The Menu will have links of e - Voting service provider KFINTECH, click on e - Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiR8registration. Alternatively, the user can directly access e -Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43 |

Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature (s) of the duly authorised representative (s), to the Scrutinizer at email ID. ksrao21@gmail.com They may also upload the same in the e - voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name - EVENT NO". In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of KFinTech's website <https://evoting.kfintech.com> or at evoting@kfintech.com or call Toll free No. 1- 800-309-4001, for any further clarifications.

8. Procedure for registering the email addresses and obtaining the AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with Kfintech (in case of Members holding shares in physical form):
 - i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Transfer Agents, KFin Technologies Limited by sending an email request at the email ID: einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
 - ii. To facilitate Members to receive this AGM Notice electronically and cast their vote electronically, the Company has made special arrangements with Kfintech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or Kfintech are required to provide their email address to Kfintech, on or before 5:00 p.m. (IST) on 22nd August, 2024. Process to be followed for Registration of E-mail address with Kfintech for receiving the AGM Notice and login ID and password for e -voting is as under:
 - i. Visit the link: <https://ris.kfintech.com/emailregistration/>
 - ii. Select the Company name: BKV INDUSTRIES LIMITED.
 - iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
 - iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for update.
 - v. Enter your email address and mobile number.
 - vi. The system will then confirm the email address for receiving this AGM Notice. The process for registration of email address with the Company for receiving the AGM Notice and login ID and password for e - voting is as Members are requested to visit the website of the RTA <https://evoting.kfintech.com> for email registration and click on "Click here for temporary registration of email-id of Members for AGM 2024" and follow the process as mentioned on the landing page to receive the AGM Notice and Voting Instructions. After successful submission of the email address, Kfintech will email a copy of this AGM Notice along with the e - voting user Id and password. In case of any queries, Members are requested to write to Kfintech.

Those Members who have already registered their email addresses are requested to keep their email addresses validated / updated with their DPs / Kfintech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.
9. Submission of Questions / Queries prior to AGM:
 - a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's investor email-id: bkvind@bommidala.co.in at least 3 (three) days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they hold the shares as on the cut - off date i.e. 13th September, 2024.
 - b. Alternatively, Members holding shares as on the cut off date may also visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be closed 72 hours before the time fixed for the AGM.
10. General Instructions/Information for Members for voting on the Resolution at the AGM:
 - a. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, these Members are not entitled to cast their vote again in the Meeting.
 - b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the

Company as on the cut-off date i.e. 09th September, 2024. Members are eligible to cast their vote either through remote e-voting only if they are holding Shares as on that date. A person who is not a Member as on the cut off date is requested to treat this AGM Notice for information purposes only.

- c. The Scrutinizer after scrutinizing the votes through remote e-voting will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favor or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting. The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company on or before 18th September, 2024 immediately after the results are declared and will simultaneously be forwarded to BSE Limited, where the Equity Shares are listed.
 - d. The Resolution shall be deemed to be passed on the date of the Meeting, i.e. 16th September, 2024, subject to receipt of the requisite number of votes in favour of the Resolution.
11. The Register of Directors and Key Managerial Personnel and their, shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic 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 bkvind@bommidala.co.in in the same will be replied by the Company suitably.
 12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities in view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The proforma of the Forms for dematerialization and KYC are annexed in the annual report for their immediate usage. Members can contact the Company or Company's Registrars and Transfer Agent M/s Kfin Technologies Limited for assistance in this regard.
 13. The explanatory statement pursuant to Section 102 of the Company's Act., in respect of the business set out in the AGM notice is annexed hereto.

Additional Information with respect to Item No.2 in this Notice, under regulation 36 of SEBI (LODR) Regulations & Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India Details of Directors Seeking Appointment Re-appointment are provided herein below.

Item No: 2

| | |
|--|--|
| Name | Smt. Bommidala Anitha |
| DIN | 00112766 |
| Date of Birth | 16 / 07 / 1968 |
| Date of Appointment / Re-appointment | 16 / 09 / 2024 |
| Designation | Non – Executive Director |
| Qualification | LLB |
| Brief resume and justification for Appointment / Re-appointment and expertise in specific functional areas and nature of expertise the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Smt. Bommidala Anitha W/o. Bommidala Rama Krishna aged 56 Years resident of Guntur and she is a Law Graduate and underwent training in Personnel Management. Nature of Expertise. She has good experience and knowledge in areas like, legal, banking and HR related activities. Her knowledge of legal aspects will be considerable to the management in complying with ever changing various Government and Other Rules, Procedures and Regulations. |
| Directorships & Committees membership held in other listed companies. | Nil |
| Number of meetings of the Board attended during the financial Year 2023-24. | 4 |
| Listed entries from which the person has resigned in the past three Years. | Nil |
| Number of shares held | 4,06,825 |
| Relationship with other directors | She is a wife of Sri B. Rama Krishna, Managing Director of the Company |

The above director is not disqualified from being a director as per the provisions of (i) SEBI (LODR) Regulations, 2015 and (ii) in terms of section 164 of the Companies Act, 2013 and have given their consent to act as a Director.

14. The following explanatory statement sets out all material facts relating to Item no: 3 of the Notice in accordance with Section 102 of the Companies Act., 2013.

The Board of Directors of the Company (“the Board”), at its meeting held on 02 March 2019 approved on the recommendation of the Nomination and Remuneration Committee, re-appointed Sri Bommidala Rama Krishna “DIN 00105030) as Managing Director of the Company for a period of 5 years commencing from 10th March 2019. The aforesaid was approved by the Members at the Annual General Meeting held on September 12, 2019. Thus, the tenure of Mr. Bommidala Rama Krishna was expiring on March 9, 2024.

In view of the aforesaid and based on the recommendation of the Nomination and Remuneration Committee (“the NRC”), the Board at its meeting held on February 12, 2024, subject to the approval of Members, has re-appointed Mr. Bommidala Rama Krishna as the Managing Director (“MD”) of the Company, for a period of 5 (Five) years with effect from March 10th, 2024 upto March 9th, 2029, on the terms and conditions as stated in the Letter of Appointment duly approved by the Board. Mr. Bommidala Rama Krishna is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act 2013 (“the Act”) and as required under Section 196(4) of the Act, the material terms and conditions of the appointment entered into with Mr. Bommidala Rama Krishna.

Particulars of the terms of re-appointment of and remuneration payable to Mr. Bommidala Rama Krishna (DIN: 00105030) as a Managing Director are as under

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

1. General Information:

| | |
|---|--|
| Nature of Industry | Prawn Culture |
| Details of commencement of commercial production | Since 1993 (Now the farm is under lease) |
| Financial performance based on given indicators | Revenue from operations: Net profit: |
| Foreign investments or collaborations, if any | Nil |
| Reasons of loss or inadequate profits | NA |
| Steps taken or proposed to be taken for improvement | Asset is under lease |
| Expected increase in productivity and profits in measurable terms | NA |

2. Information about the appointee:

| | |
|---|---|
| Particulars | Bommidala Rama Krishna. |
| Background details | Given above |
| Past remuneration | Rs. 2,00,000/- |
| Recognition or awards | Nil |
| Job profile and his suitability | Given above |
| Remuneration proposed | As per resolution |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin) | The remuneration proposed to Bommidala Rama Krishna is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company . |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration proposed, he has pecuniary relationship with the Company as a Director and promoter of the company. |

Remuneration

In accordance with Schedule V of the Companies Act, 2013, wherein in any financial year during the currency of tenure of Managing Director, the company has no profits or its profits are inadequate, subject to the ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of Central Government, if required, the remuneration of the Managing Director by way of remuneration or perquisites or commission or all shall not exceed the following limits:

REMUNERATION:

Remuneration is increased from Rs. 2,00,000/- per month or Rs.24,00,000/- per annum to Rs. 3,00,000/- per month or Rs. 36,00,000/- per annum including dearness and other allowances, with effect from 10th March 2024.

PERQUISITES:

In addition to the above remuneration, the Managing Director shall be entitled for the following perquisites broadly classified as below.

The total amount of perquisites shall not exceed Rs. 1,50,000/- per month or Rs.18,00,000/- per annum, or 50% of the annual remuneration, whichever is less.

CATEGORY – A

a) **Medical expenses:**

Expenses incurred by the Managing Director and his family subject to a ceiling of one month's remuneration or three months' remuneration over a period of five years.

b) **Leave Travel Assistance:**

For the Managing Director and his family once in a year in accordance with any rules specified by the company.

c) **Club Fees:**

Fees of clubs subject to a maximum of two clubs. This will not include admission fees and Life membership fees.

d) **Personal Accident Insurance:**

Premium not exceeding Rs. 50,000/- per annum.

Explanation:

For the purpose of category A, Family, means spouse, the dependent children and dependent parents of the Managing Director.

CATEGORY – B

i) Contribution to Provident Fund, Superannuation fund, or Annuity fund to the extent either singly or put together not taxable under the Income Tax Act, 1961 and he shall be entitled for a gratuity not exceeding half a month's salary for each completed year of service.

ii) He shall be entitled for the encashment of leave at the end of his tenure, in accordance with the company's rules.

CATEGORY – C

He shall be provided with a car for use on company's business and telephone at residence. However, personal long distance calls on telephone and use of car for private purpose shall be paid by him to the company.

Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 35 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise Goods

Industries with wide business contracts and administrative capabilities. The Board believes that Sri Bommidala Rama Krishna by using his vast experience, expertise and knowledge would turn the Company into a profitable one.

Sri Bommidala Rama Krishna has given his consent to the reappointment. He satisfies all the conditions specified in Section 196(3) and part I of schedule V to the Companies Act, 2013. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors of the company be and are hereby authorized to accept without any modification/s to the said revised remuneration to Sri Bommidala Rama Krishna as may be required by the Central Government if necessary and agreed by Board of Directors and Sri Bommidala Rama Krishna.

He shall not retire as Director by rotation during the tenure of his Managing Directorship. He shall oversee the day to day affairs of the Company subject to the superintendence of the Board. Since such re appointment requires confirmation of the shareholders by way of resolution in General Meeting the approval of the shareholders is sought.

Sri Bommidala Rama Krishna and Smt. Bommidala Anitha are interested in the resolution.

Your directors commend the proposed resolution for approval of the members.

for and on behalf of Board of Directors
For BKV Industries Limited

Place : Guntur
Date : 28.05.2024

BOMMIDALA RAMA KRISHNA
Managing Director
DIN: 0010503

BOMMIDALA ANITHA
Director
DIN: 00112766

BOARD'S REPORT

Your Directors have pleasure in presenting you the Thirty First Annual Report together with Standalone Audited Financial Statements for the year ended 31st March, 2024.

FINANCIAL PERFORMANCE OF THE COMPANY

(Rs. in Lakhs)

| Particulars | For the year ended 31/03/2024 | For the year ended 31/03/2023 |
|---|----------------------------------|----------------------------------|
| Sales & Other Income | 81.94 | 81.02 |
| Profit / (Loss) before interest and Depreciation | 18.45 | 22.16 |
| Loss Finance Cost | - | - |
| Loss: Depreciation and Amortization expenses | 0.22 | 0.52 |
| Profit before Exceptional Items & Taxes | 18.28 | 21.64 |
| Exceptional items | - | - |
| Profit after Exceptional items & taxes | 18.28 | 21.64 |
| Less : Tax expenses | - | - |
| Profit / (Loss) after tax | 18.28 | 21.64 |
| Other Comprehensive Income / (Loss) | 0.44 | (1.60) |
| Total Comprehensive Income / (Loss) attributable to the owners of the company | 18.72 | 20.04 |
| Less: Appropriations | - | - |
| Closing Balance (including Other Comprehensive income) for the year | 18.72 | 20.04 |

RESULTS OF OPERATIONS AND STATE OF COMPANY AFFAIRS:

The Aqua Farm situated at Isakapalli, which was given on an extension of lease from 1st July 2020 for seven years earned a gross income of Rs. 81.94 lakhs including Other Income of Rs. 2.23 lakhs and earned a Net Profit of Rs. 18.72 lakhs (Including gain considered under Other Comprehensive Income/(Loss)).

DIVIDEND AND RESERVES:

In view of considerable accumulated depreciation losses, though there is a profit during the current year, no dividend is recommended for the financial year 2023-24 and no amounts were transferred to reserves.

SUBSIDIARIES AND JOINT VENTURES / ASSOCIATES

The company does not have any subsidiaries, joint Ventures and Associates.

PARTICULARS REGARDING ENERGY CONSERVATION etc.:

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in Annexure V to this Report.

CHANGES AMONG DIRECTORS AND KEY MANAGERIAL PERSONNEL
CHANGES IN BOARD & KMP

Re-appointment of Retiring Director:

Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, Smt. Bommidala Anitha (DIN:00112766), who retire by rotation pursuant to Section 152 (6) of the Companies Act, 2013 read with the Articles of Association of the Company, at the forth coming Annual Meeting and being eligible, offers herself for re-appointment.

Re-appointment of Managing Director

Based on the recommendation of Nomination & Remuneration Committee and approval of the Board, Sri Bommidala Rama Krishna (DIN 00105030), has been re-appointed as Managing Director of the company for five years with effect from 10th March, 2024 and being eligible for the re-appointment and not liable for retirement, subject to the approval of shareholders and approval of the central government, if necessary.

Board evaluation of its own performance:

As per the provisions of Section 134 (3)(p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the performance of Committees of the Board, namely, Audit Committee, Risk Management Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and the directors individually. The manner in which the evaluation was carried out and the process adopted has been mentioned in the Corporate Governance Report.

Policy for selection and appointment of Directors, Senior Management and their remuneration:

The Board, on the recommendation of the Nomination & Remuneration Committee, has framed a policy for selection and appointment of Directors, Senior Management and their remuneration and also framed the criteria for determining experience, qualifications, positive attributes and independence of directors.

Declaration Given by Independent Directors:

All the Independent Directors viz., have submitted declarations confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013, under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and confirming that their names are appeared continuously in the data bank maintained by the Indian Institute of Corporate Affairs and under- Regulation 25(8) of SEBI (LODR) Regulations, 2015.

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

During the financial year 2023-24, the Company has not given any guarantees / loan or made any investments. However, during the year, the company has repaid amount of Rs. 7.50 lakhs against the Interest Free Unsecured Loan received from Managing Director to meet the temporary cash flow requirements and due as on 31st March, 2024 was Rs. Nil.

Board and Committee Meetings:

The Board met 4 times during the financial year 2023-24 the details of which are given in the Corporate Governance Report.

Committees of the Board:

The details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in the "Report on Corporate Governance" forming part of this Annual Report.

PARTICULARS OF EMPLOYEES:

The ratio of remuneration of each Director to the median of employees' remuneration as per Section 197 (12) of the Companies Act, 2013 and information relating to employees to be disclosed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed in Annexure VI to the Board of Directors report.

AUDITORS AND AUDITOR'S REPORT**Statutory Auditors:**

M/s. Garlapati & Co., Chartered Accountants (Firm Regn.No:000892S) was appointed as Statutory Auditors of your Company at the Annual General Meeting held on 28th September 2022 for a period of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. But in accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

Statutory Auditors Report:

The Report given by the Auditors on the financial statements of the Company forms part of this Report. There are no qualifications, reservations, adverse remarks or disclaimers given by the Auditors in their Report.

Fraud reported by the Auditor under Section 143(12): Nil

EXPLANATION FOR AUDITORS' EMPHASIS OF MATTER:

Regarding the preparation of accounts on going concern basis, the notes of independent audit report is self - explanatory and the company had given the farm on long term lease and getting steady income and been able to meet its operational and compliance expenses, though there are considerable carry forward depreciation losses.

Maintenance and Audit of Cost Records - Not Applicable**SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s K. Srinivasa Rao & Co, Company Secretaries, as the Secretarial Auditors to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is given in Annexure -III to this Report.

There were no qualifications, reservations, adverse remarks or disclaimers in their report. Except the delay in submission of the corporate announcement related to proceedings of annual general meeting held on 25-09-2023 with delay of 7.25 Hours from the conclusion of the AGM without explanation As per the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, Board clarification on Secretarial Auditor qualifications: the company has resubmitted the revised AGM Proceedings with explanation for delay on 08-04-2024.

RISK MANAGEMENT:

The Company has put in place a mechanism to identify, assess, monitor and mitigate various risks to its key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. The Company has formulated a Risk Management Policy which is also available on the Company's website: www.bkvindustries.in

INTERNAL FINANCIAL CONTROLS:

In addition to the Internal Controls on Operations, the Board has laid down standards, processes, and structures to implement internal financial controls to ensure that the financial affairs of the Company are carried out with due diligence. The effectiveness of the internal financial controls is ensured by management reviews, continuous monitoring and self-assessment and review of all financial transactions and operating systems by the internal auditors. During the year, such controls were tested and no reportable material weakness or inefficacy or inadequacy in the operation were observed.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e.(a) net worth of the Company to be '500 crore or more; or (b) turnover of the company to be Rs. 1,000 crore or more; or (c) net profit of the company to be Rs. 5 crore or more. As the Company does not fall under any of the threshold limits given above, the provisions of Section 135 are not applicable to the Company.

RELATED PARTY TRANSACTIONS:

All contracts / arrangements / transactions entered into during the financial year with the related parties were on arm's length basis and were in the ordinary course of business. Section 188 (1) of the Companies Act, 2013 exempts related party transactions that are in the ordinary course of business and are on arm's length basis. The Board of Directors and the Audit Committee have also approved the said related party transactions.

There are no materially significant related party transactions with the promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The policy on dealing with Related Party Transactions as approved by the Board is available at the investors section of the Company's website : www.bkvindustries.in The particulars of contracts / arrangements entered into by the Company with related parties as required disclosed and is given in AOC-2 as Annexure IV to this Report.

CORPORATE GOVERNANCE REPORT:

The Company is committed to good corporate governance practices. All material information was circulated to the directors before their meeting or placed at their meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Sub- Regulation 7 of Regulation 17 of the Listing Regulations.

In terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance along with a Certificate from a Practicing Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under Part E of Schedule V of Sub- Regulation 34 (3) of the Listing Regulations is attached to this report.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (LODR) 2015, Regulations, given in Corporate Governance Report, which is the part of this Annual Report.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND:

The company has not declared any dividend till date from inception therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

EXTRACT OF THE ANNUAL RETURN:

The details of the extract of the Annual Return of the company under Companies Act, 2013 read with Rule 12 of the Company (Management and Administration) Rules, 2014 is available at the website of the Company : www.bkvindustries.in

DISCLOSURES:**Vigil Mechanism & Whistle Blower Policy**

The Company has a vigil mechanism and a whistle blower policy. The same has been posted on the Company's website: www.bkvindustries.in and the details of the same are given in the Corporate Governance Report.

STOCK EXCHANGES:

As per the requirement of SEBI Listing Regulations, the Company declares that its securities are listed on the Stock Exchanges of Mumbai & Kolkata. The company confirms that it has paid annual listing fees to the Stock Exchange of Mumbai & Kolkata for the Year 2023-24.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in Section 134 (3) (c) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to information and explanations obtained from the management, confirm that:

- i) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures from the same.
- ii) 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 as at March 31, 2024 and of the cash flows and Profit of the Company for the year ended on that date.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors have laid down proper internal financial controls to be followed by the Company relevant to its nature of operations and such controls are adequate and operating effectively.
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems adequate and operating effectively.

GENERAL:

Your directors state that no disclosure is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with or without differential rights as to dividend, voting or otherwise. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. No orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.

Material Changes and commitments, if any, affecting the Financial position of the company which has occurred between the end of the Financial year of the company to which the Financial statements relate and the date of the report:

No Material Changes and commitments affecting the financial position of the company occurred between the end of the financial year and the date of the report.

UNSECURED LOANS RECEIVED FROM DIRECTORS DURING THE YEAR 2023-24:

During the year, the Company has received interest free unsecured loan from the Managing Director and also a declaration in writing stating that the amount given to the Company is not borrowed by them.

| S.No | Name of the Director | Amount Received during the year |
|------|------------------------|---------------------------------|
| 1 | Bommidala Rama Krishna | Rs.7,50,000/ |

SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2).

DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a prevention of Sexual Harassment and Grievance Handling Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. The Company did not receive any complaints during the year.

CHANGES IN THE NATURE OF THE BUSINESS:

There has been no change in the nature of the business of the Company during the financial year ended 31st March, 2024.

PERSONAL RELATIONS AND APPRECIATION:

Your directors place on record their appreciation for the continued co-operation, support and assistance extended to the Company by its Bankers, Shareholders and Employees. The Directors place on record the appreciation of the contribution of the Independent Directors during their tenure.

for and on behalf of Board of Directors

For **BKV Industries Limited**

Place: Guntur

Date : 28-05-2024

BOMMIDALA RAMA KRISHNA

Managing Director

DIN:00105030

MANAGEMENT DISCUSSION & ANALYSIS

A. INDUSTRY, STRUCTURE, DEVELOPMENT AND OUTLOOK

India's seafood exports touched an all-time high in volume during the financial year 2023-24 despite various challenges in significant export markets. India shipped 17,81,602 MT of seafood worth 60,523.89 crore (US\$7.38 billion) during 2023-24.

Frozen shrimp remained the major export item in quantity and value, while the USA and China became the major importers of India's seafood. During FY 2023-24, the export improved in quantity terms by 2.67%. In 2022-23, India exported 17,35,286 MT of seafood worth 63,969.14 crore (US\$8,094.31million).

Frozen shrimp, which earned 40,013.54 crore (US\$4881.27million), retained its position as the top item in the seafood export basket, accounting for a share of 40.19% in quantity and 66.12% of the total dollar earnings. Shrimp exports during the period increased by 0.69% in quantity terms. The export of frozen shrimps during 2023-24 was pegged at 7,16,004 MT. The USA, the largest market, imported 2,97,571 MT of frozen shrimp, followed by China (1,48,483MT), the European Union (89,697 MT), Southeast Asia (52,254MT), Japan (35,906MT), and the Middle East (28,571 MT).

In India, the rising shrimp exports due to the escalating global demand for shrimp and seafood, particularly in countries like the United States, European Union, and Japan, represents the primary factor driving the market growth. Shrimp is known for its quality, competitive pricing, and compliance with international standards, making it a preferred choice in the global market. Moreover, the increasing popularity of shrimp-based cuisine and the growing consumer preference for protein-rich seafood within India has accelerated the product adoption rate. Apart from this, the widespread adoption of shrimp in various dishes and the country's diverse culinary traditions have augmented the demand for shrimp among Indian consumers.

B. OPPORTUNITIES & THREATS

Fisheries represent a significant economic activity in India and offer vast growth opportunities on account of the long coastline and favourable geographical conditions. This, coupled with the easy availability of healthy and disease-free shrimp, represents one of the key factors impelling the growth of the market. The country's competitive pricing, high-quality produce, and compliance with international food safety standards have positioned it favourably in the global market, driving sustained export growth and contributing significantly to the overall expansion of the shrimp market in India. Furthermore, the rising government support through favourable policies, subsidies, and research and development (R&D) initiatives that improves production efficiency and ensures adherence to environmental regulations is contributing to the market growth.

One of the most critical factors driving the Indian aquatic market is the industry's adaptability to climate change. As global temperatures rise and aquatic ecosystems become increasingly vulnerable, the Indian market is showing resilience by adopting innovative, climate-resilient farming methods. These methods not only protect against environmental hazards but also ensure a steady supply of diverse aquatic species. From developing heat-tolerant species to creating buffer zones against flooding, these adaptive techniques are making it possible for the industry to not just survive but also thrive. Investment in research and technology for climate-resilient aquaculture is opening new avenues for sustainable growth, attracting both domestic and international stakeholders. This factor plays an indelible role in safeguarding the future of the industry and offers a competitive edge in the global arena, further driving market expansion.

The principal concern revolves around tepid global demand for shrimp, falling prices due to excess stock, and a subsequent decline in local production. Shrimp constitutes a significant portion of India's seafood exports, and industry leaders express a lack of optimism regarding a swift recovery in the coming months. 15 to 20 percent drop in shrimp prices, with sluggish markets in the US and reduced Chinese buying. Payment issues with Chinese importers further compound the challenges. Additionally, due to the rising environmental concerns, the Government of India is introducing various initiatives to encourage organic shrimp farming practises, which is offering lucrative growth opportunities to key players operating in the country.

C. RISKS AND CONCERNS:

Pursuant to SEBI Listing Regulations, the Company had since constituted a Risk Management Committee. The details of the Committee, its terms of reference are given in the corporate governance report. The methodology for risk management primarily involves mapping of risks with strategy, assessing the risks on its importance, identifying de-risking measures and assigning it to risk owners and continuously monitoring the status of the risks. The risks were categorized into strategy and planning, operations and compliance and the risks associated with each risk category was further classified and identified as 'critical', 'major' and 'moderate'.

The company does not foresee any critical / major risk, as it had given its farm on long term lease by another seven years from July 2020. The lessee had been meeting their commitments as per the lease agreement. The maintenance and compliance expenses of the company are taken care through the lease income; hence, the company does not foresee any major risk for its operations in the short and medium term, except in the event of costs for additional regulatory measures.

The management periodically reviews the risk management frame work to identify the major business risks as applicable to the Company and works out their mitigation strategy.

D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Given the operations, the Company has well-established processes and defined the roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility specific to the respective businesses. Adherence to these processes is ensured through frequent internal audits. The internal audits conducted are reviewed by the Audit Committee and requisite guidelines and procedures augment the internal controls. The internal control system is designed to ensure that financial and other records are reliable for preparing financial statements and other information which ensures that all transactions are properly reported and classified in the financial records. The Company had given its farm on seven years long term lease and did not carry any other business operations during the year 2023.

E. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial statements are prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India including Ind AS. The management accepts the responsibility of integrity and objectivity of the financial statements and the basis for various estimates and the judgments used in preparing the financial statements.

The company extended the lease agreement of its Farm for a period of 84 months with effect from July, 2020, as the promoters have decided to meet with lease income, the fixed expenses and statutory compliance costs. Lessee is paying the lease amount in advance every year and hence the company could meet it's fixed and compliance costs.

With various financial measures, the company could perform reasonably and ended up with a net profit from operations Rs. 18.72 Lakhs after providing the depreciation for Rs.0.22 Lakhs, including gains on re-measurement of employee benefits of Rs.0.44 lakhs during the year ended 31st March 2024.

Details of significant Changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios along with detailed explanations.

| Sl No | Ratio | Formulae | Year Ended 31-3-24 | Year Ended 31-3-23 | Variation | Explanation for Variance |
|-------|----------------------------------|---|--------------------|--------------------|-----------|---|
| 1 | Current Ratio | Current Assets / Current Liabilities | 2.20 | 1.88 | 44% | Improved due to higher cash flows and payment of current liabilities in time. |
| 2 | Debt Equity Ratio | Debt /Share Holder Equity | NA | NA | NA | As there are no loans, hence,the ratio is not applicable |
| 3 | Debt Service Coverage Ratio | EBIT/ Debt | NA | NA | NA | As there are no loans, hence,the ratio is not applicable |
| 4 | Return on Equity | PAT / Average Equity | 4.18% | 4.68% | 12% | |
| 5 | Trade Receivables Turnover Ratio | Revenue from Operations /Average Receivables | NA | NA | NA | As there are no receivables, hence, the ratio is not applicable. |
| 6 | Trade Payables Turnover Ratio | Expenses / Average Trade Payables | 1134.62 | 1069.85 | 2540% | Increased due to higher expenses, but very low trade payables. |
| 7 | Net Capital Turnover Ratio | Revenue from Operations / Average working capital | 5.93 | 17.54 | -108% | Due to same level of revenue from operations but higher average net working capital, ratio decreased. |
| 8 | Net Profit Ratio % | Net Profit / Revenue | 23.43% | 25.15% | -7% | |
| 9 | EBITDA % | EBITDA/Revenue | 23.70% | 25.79% | -8% | |
| 10 | EBIT % | EBIT/Revenue | 23.43% | 25.15% | -7% | |

| | | | | | | |
|----|---|---|-------|-------|------|--|
| 11 | Return on Capital Employed % | PBIT / Average Capital Employed | 1.05% | 1.17% | -12% | |
| 12 | Return on Investment % - Fixed Deposits | Income Generated from Invested Funds / Average Invested funds in treasury funds | NA | NA | NA | All the investments in fixed deposits have been closed at the year end, hence, not applicable. |

Note:

1. EBIT: Earnings Before Interest and Taxes.
2. EBITDA: Earnings Before Interest, Taxes and Depreciation & Amortisation
3. PBIT: Profit Before Interest and Taxes

Material Developments in human resources / industrial relations, including number of people employed:

The company gave its farm on long term lease and except the lease income, the company has not been carrying any other commercial operations. It had employed only five employees during the year, which includes the Managing Director. During the year ended 31st March 2024, the relations with Lessee and Employees are cordial.

A. DEVELOPMENTS IN HUMAN RESOURCES:

In a challenging and competitive environment, the Company believes that people are the key to success and continues to focus on people capabilities. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

B. CAUTIONARY STATEMENT:

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statement. As the company had given its farm assets on long term lease and that being the only source of income for the company only the changes in the government regulations, compliance frame work, tax laws and other factors, may effect the future earnings of the company.

C. DISCLOSURE OF ACCOUNTING TREATMENT:

Financial Statements during the year have been prepared, based on the prescriptions in accounting standards issued by the Government from time to time.

ANNEXURE - I REMUNERATION POLICY
1. Preamble

This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company.

This Policy is guided by the principles and objectives as enumerated in Section 178 of the Companies Act, 2013 to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company. This policy reflects the remuneration philosophy and principles of the company and considers the pay and employment conditions with peers/competitive market to ensure that pay structures are appropriately aligned.

2. Remuneration of Non-Executive Directors

As the company had earlier incurred substantial losses and do not have any operations other than the lease Income, sitting fees is paid to the Non-Executive Directors("NEDs") during the year 2023-24.

Now the company is showing the signs of turn around, though the losses are yet to be fully recovered. The Company to pay fixed remuneration, over a period of time subject to the statutory ceiling and the sitting fee will be reviewed periodically and aligned to comparable in class companies, over a period of time.

3. Remuneration of Managing Director

The compensation paid to the Managing Director is within the scale approved by the Shareholders. The elements of the total compensation are approved by the N&R Committee within the overall limits specified under the Companies Act,2013.

The elements of compensation of the Managing Director are as follows:

The company do not have adequacy of profit in any financial year, the remuneration payable to the Managing Director shall be subject to the relevant provisions of the Companies Act, 2013 and the same is paid within the limit specified.

Remuneration includes Salary, Perquisites not exceeding the salary amount per annum viz. Medical Expenses, Leave Travel Assistance, Club Fees and Personal Accident Insurance Charges. Further, transport charges, telephone expenses, provident fund, superannuation fund and encashment of leave (if applicable to the company) are provided or reimbursed on actual basis.

During the year ended 31-03-2024 Managing Director remuneration incurred was Rs. 24.71 Lakhs.

4. Remuneration to Key Managerial Personnel/Other Employees:

The Company's total compensation for Key Managerial Personnel/other employees consists of fixed compensation as the company incurred substantial losses in the earlier years and earning only lease income from the farm and earned marginal profits during the year.

Fixed compensation is determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation includes Basic Salary, Housing Allowance, Leave Travel Allowance and other cash allowance.

Overall compensation shall be subject to periodic reviews which takes into account factors such as affordability based on the Company's performance and the economic environment.

5. Adoption, Changes and Disclosure of Information:

This Remuneration Policy and any changes thereof are approved by the Board of Directors based on the recommendation(s) of the HR, N&R Committee. The policy may be reviewed at such intervals as the Board or the Committee may deem necessary. Such disclosures of this Remuneration Policy as may be required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Annexure -II

Criteria for Board Nominations

The Nomination and Remuneration Committee (N&R Committee) of the Board is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The following are the qualifications, positive attributes and independence criteria laid down by the Committee of BKV Industries Ltd., in terms of section 178(3) of the Companies Act, 2013 to be considered for nominating candidates for Board positions/re- appointment of directors..

QUALIFICATIONS:

Personal Traits.

- Highest personal and professional ethics, integrity and values.
- Shares the values and beliefs of the Company.
- Inquisitive and objective perspective, practical wisdom and mature judgment.
- Demonstrates intelligence, maturity, wisdom and independent judgment.
- Self-confidence to contribute to board deliberations has a stature that other board members will respect his or her views.

Experience and Background:

- Well accomplished in his/ her respective field.
- Demonstrated success at policy-setting and strategy development levels in a medium sized organization (such as corporation, government, academic institution or profession).
- Leadership role at the time a potential director's initial candidacy is evaluated must either be current or very fresh and recent, and incumbent directors should continue to demonstrate a sophisticated understanding and current knowledge of business issues.
- Absence of adverse events (e.g., bankruptcy, affiliations, securities law sanctions, disqualifications under Companies Act 2013 or other applicable laws etc.) that either disqualify or require adverse disclosures.

Fit and proper:

With respect to Directors being nominated for independent position, the candidate should comply with the “Independence qualifications” as defined by applicable laws.

- Willingness to devote sufficient time to carry out the duties and responsibilities effectively, including attendance at meetings.
- Commitment to representing the long-term interests of the shareholders and balancing the interests of stake holders.
- Adhere to the code of conduct of the Company.
- Absence of unfair obstruction in the functioning of the Board/Committees.

POSITIVE ATTRIBUTES:

- The positive attributes for a director would encompass:
- Ethical Integrity & transparency.
- He/She acquires sufficient knowledge in the Company's business and operations.
- Demonstrate sound judgment gained through experience & expertise in management/ technical/ financial governance or regulatory matters.
- Foresight - ability to see and prepare for future, anticipate needs, opportunities, and threats.
- Managerial abilities required to lead and guide the management such as effective communication skills, cultural sensitivity, flexibility, team player, strategic thinking, and balancing risk with opportunity, ability to juggle several variables and make complicated decisions etc.

INDEPENDENCE STANDARDS:

- A Director is independent if the Board affirmatively determines that he meets the Independence criteria provided under the applicable laws. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relating to a director's independence.
- Two core objectives in selecting board members and continued board service are that the skills, experience and perspectives of the Board as a whole should be broad and diverse, and the collective talent should blend together to be as effective as possible.

M/s K. Srinivasa Rao & Co., Company Secretaries have certified none of the Directors on the Board of the Company as stated for the financial year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

For and on behalf of the Board of Directors

Date: 28.05.2024

Place: Guntur

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

Declaration by Managing Director in terms of Regulation 26 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I confirm that all the Board Members and Senior Management have affirmed their compliance with the Code of Conduct for the year ended 31st March 2024.

Date: 28.05.2024

Place: Guntur

Bommidala Rama Krishna
Managing Director
DIN:00105030

CERTIFICATE OF NON - DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

BKV INDUSTRIES LIMITED

Guntur.

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of BKV INDUSTRIES LIMITED having CIN: L05005AP1993PLC015304 and having registered office at Bommidala House, D.NO. 5-87-15/A. Lakshmipuram Main Road, Guntur - 522007, A.P. (here in after referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we here by certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S. No. | NAME OF DIRECTORS | DIN |
|--------|----------------------------|----------|
| 1 | BOMMIDALA RAMA KRISHNA | 00105030 |
| 2 | BOMMIDALA ANITHA | 00112766 |
| 3 | KOLA HARI VENKATA NAGENDRA | 09718318 |
| 4 | MADDULA DURGA SUSHMA | 09717698 |

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **K. Srinivasa Rao & Co.**
Company Secretaries

Place: Guntur

Date: 28.05.2024

CS K. Srinivasa Rao
Partner
FCS: 5599 / CP No:5178
UDIN: F005599F000474837

Annexure - III FORM NO. MR - 3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements, Regulations, 2015 as amended)

To,

The Members,

M/s. BKV INDUSTRIES LIMITED

Guntur.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. BKV INDUSTRIES LIMITED (here in after called the Company) for the financial year ended 31.03.2024. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed here under 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 here in after:

We 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, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (iii) The Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder.
- (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') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
(Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
(Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
(Not applicable to the Company during the Audit Period);
- (vi) The Company has identified the following laws as specifically applicable to the Company:
Not Applicable since the Company has long term lease income from its Farm and did not carry any other business.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited and the Uniform Listing Agreement entered with the said stock exchange pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Except the delay in submission of the corporate announcement related to proceedings of annual general meeting held on 25-09-2023 with delay of 7.25 Hours from the conclusion of the AGM without explanation for delay which was non-compliance As per the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, however the company has resubmitted the revised AGM Proceedings with explanation for delay on 08-04-2024.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors about the schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any are captured and recorded as part of the minutes. We further report that there are adequate systems and processes in the company commensuration with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc., referred to above.

For K. Srinivasa Rao &Co.,
Company Secretaries.,

Place : Guntur
Date : 28.05.2024

CS K. Srinivasa Rao,
Partner
FCS.No. 5599/ C. P. No:5178
UDIN: F005599F000474881

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE 'A'

To,
The Members

M/s. BKV Industries Limited
Guntur

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Guntur
Date : 28.05.2024

For K. Srinivasa Rao &Co.,
Company Secretaries.,

CS K. Srinivasa Rao,
Partner
FCS.No. 5599/ C. P. No:5178
UDIN: F005599F000474881

List of core skills/ expertise/ competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

Special Knowledge/ Practical Experience/Skills/Expertise/Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing, Stakeholder management, operations and process Optimization, Taxation.

| Names of Directors | Special Knowledge / Practical Experience / Skills / Expertise / Competencies | Other Skills |
|----------------------------|--|---|
| Bommidala Rama Krishna | Special Knowledge / Practical Experience /Skills / Expertise / Competencies in Policy Making, Finance Business Strategy, Risk Management, Corporate Governance, value Creation, Marketing, Stakeholder management, operations and process Optimization, Taxation | Work, Health, safety, Information, Technology |
| Bommidala Anitha | Special knowledge / Practical Experience / Skills / Expertise / Competencies Legal, stakeholder management, Risk Management, Operations and Process Optimization | Work, Health, Safety, Information Technology |
| Hari Venkata Nagendra Kola | Special Knowledge / Practical Experience / Skills / Expertise / Competencies in Finance, Strategy, Risk Management, Corporate Governance | Work, Health, Safety, Information Technology |
| Maddula Durga Sushma | Special Knowledge / Practical Experience / Skills / Expertise / Competencies in Finance, Strategy, Risk Management, Corporate Governance | Work, Health, Safety, Information Technology |

Annual Secretarial Compliance Report of BKV Industries Limited**For The Year Ended 31.03.2024**

(Pursuant to Regulation 24A of SEBI (LODR) Regulations 2015)

We K. Srinivasa Rao & Co., Company Secretaries, Guntur have examined:

- (a) all the documents and records made available to us and explanation provided by M/s BKV INDUSTRIES LIMITED (CIN:L05005AP1993PLC015304) ("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 31.03.2024 ("Review Period" i.e 01.04.2023 to 31.03.2024) 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 as there was no reportable event during the financial year under review
- (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 as there was no reportable event during the financial year under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
Not Applicable as there was no reportable event during the financial year under review
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
Not Applicable as there was no reportable event during the financial year under review
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable as there was no reportable event during the financial year under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (j) SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of Para 6(A) and 6(B) of the said circulars on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period of the listed entity - Not applicable to the company
- (k) Other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we 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 |
|-------|--|--|--|
| 1. | As per the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twelve hours from the occurrence of event or information. Provided that in case the disclosure is made after twelve hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay. | The corporate announcement submission related to proceedings of annual general meeting held on 25-09-2023 was submitted with delay from the conclusion of the AGM without explanation for delay. | The corporate announcement submission related to proceedings of annual general meeting held on 25-09-2023 was submitted with delay of 7.25 Hours from the conclusion of the AGM without explanation for delay, however the company has resubmitted the revised AGM Proceedings with explanation for delay on 08-04-2024. |

(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. |
|-------|-----------------|----------------------|--|--|
| | | -NIL- | | |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31.03.202 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
| | | | | -NIL- |

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS |
|---------|---|--------------------------------|------------------------------|
| 1 | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | YES | |
| 2 | Adoption and timely Updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI | YES YES | |

| | | | |
|---|--|----------------------------------|---|
| 3 | Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents / information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s) / section of the website | <p>YES</p> <p>YES</p> <p>YES</p> | |
| 4 | Disqualification of Director: None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | <p>YES</p> | |
| 5 | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | <p>NOT APPLICABLE</p> | <p>The Listed entity have no subsidiaries/Material Subsidiaries</p> |
| 6 | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | <p>YES</p> | |
| 7 | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | <p>YES</p> | |
| 8 | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | <p>YES</p> <p>NOT APPLICABLE</p> | <p>Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable</p> |
| 9 | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed the reunder | <p>YES</p> | <p>The corporate announcement submission related to proceedings of annual general meeting held on 25-09-2023 was submitted with delay of 7.25 Hours from the conclusion of the AGM without explanation for delay, however the company has resubmitted the revised AGM Proceedings with explanation for delay on 08-04-2024.</p> |

| | | | |
|----|--|-----|---|
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | |
| 11 | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder | NA | No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under |
| 12 | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NO | No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except the filing of the corporate announcement submission related to proceedings of annual general meeting held on 25-09-2023 submitted with delay from the conclusion of the AGM without explanation for delay which is a non-compliance ,As per the provisions of Regulation 30(6) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, |

This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.

For K. Srinivasa Rao &Co.,
Company Secretaries.,

Place : Guntur
Date : 28.05.2024

CS K. Srinivasa Rao,
Partner
FCS.No. 5599/ C. P. No:5178
PR No. 1416/2021
UDIN: F005599F000474861

ANNEXURE

To

M/s BKV INDUSTRIES LIMITEDBommidala House, D.no.5-87-15/A, Lakshmipuram Main Road,
Guntur-522 007

The Secretarial Compliance Report of even date is to be read along with this letter.

1. Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and Regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For K. Srinivasa Rao &Co.,
Company Secretaries.,

CS K. Srinivasa Rao,
Partner

FCS.No. 5599/ C. P. No:5178
UDIN: F005599F000474861

Place : Guntur

Date : 28.05.2024

Annexure - IV FORM No. AOC - 2**Related Party Transactions**

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arms - length transactions under third proviso there to.

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

there were no transactions with related parties, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis: NIL

Remuneration to the Managing Director and Key Managerial Personnel, Interest Free Unsecured Loans have been extended by the Managing Director to the Company are the only related party transactions entered during the year by the company, which are in the nature of ordinary course of business and not material transactions.

Place : Guntur

Date : 28.05.2024

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

Annexure V

Information to be given under Section 134 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

| | | |
|-----|---|---------------------|
| I | The steps taken or impact on conservation of energy | Not Applicable |
| II | The steps taken the company for utilizing alternate sources of energy | Not Applicable |
| III | The capital investment on energy conservation equipment | Nil, Not Applicable |

B. TECHNOLOGY ABSORPTION

| | | |
|-----|---|---------------------|
| I | The efforts made towards technology absorption | Not Applicable |
| II | The benefits derived like product improvement, cost reduction, product Development or import substitution | Not Applicable |
| III | In case of imported technology (imported during the last three Years reckoned from the Beginning of the financial Year) a) The details of technology imported b) The Year of import c) Whether the technology been fully absorbed d) If not fully absorbed, areas where absorption taken place. | Not Applicable |
| IV | The expenditure incurred on Research and Development | NIL, Not Applicable |

C. FOREIGN EXCHANGE EARNINGS AND OUT GO:

| The foreign exchange earned in terms of actual inflows during the year and the Foreign exchange outgo during the year in terms of actual outflows. | 2023-2024 In Rs | 2022-2023 In Rs. |
|--|----------------------------------|-----------------------------------|
| Foreign exchange earned | NIL | NIL |
| Foreign exchange outgo | NIL | NIL |

Annexure VI

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

A. Information as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

1. Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year.

| Sl. No. | Particulars | Median Ratio with that of employees |
|---------|---|-------------------------------------|
| 1 | Bommidala Rama Krishna, Managing Director | 7.65 : 1 |
| 2 | Bommidala Anitha, Director | NIL |
| 3 | Kola Hari Venkata Nagendra, Director | NIL |
| 4 | Maddula Durga Sushma, Director | NIL |

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, If any in the financial Year.

| Sl. No. | Particulars | Median Ratio with that of employees |
|---------|---|-------------------------------------|
| 1 | Bommidala Rama Krishna, Managing Director | 2.96 |
| 2 | Bommidala Anitha, Director | Only sitting fee paid |
| 3 | Kola Hari Venkata Nagendra, Director | Only sitting fee paid |
| 4 | Maddula Durga Sushma, Director | Only sitting fee paid |
| 5 | B. Virat Vishnu (CS) | NIL |
| 6 | K. Bhanu Kumar (CFO) | NIL |

3. Percentage increase in the median remuneration of employees in the financial year 4.36%
4. Number of permanent employees on the rolls of company: 5 Nos.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
 - a) The average increase/ (Decrease) in salaries of employees other than managerial personnel is 4.36%.
 - b) Average increase/(Decrease) in managerial remuneration is 2.15%.
6. Key parameters for any variable component of remuneration availed by the directors:

The Non-Executive Directors are not paid any remuneration, except sitting fees, as the company had been having lease income and only marginal profit is earned. No variable component is there in the remuneration payable to the Managing Director.
7. Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None
8. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

A (1) Information as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014: There were no other employees covered under these rules.

By order of the Board of Directors

BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Managing Director

DIN: 0010503

BOMMIDALA ANITHA

Director

DIN: 00112766

Place: Guntur
Date: 28.05.2024

ANNEXURE TO THE BOARD'S REPORT

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR APRIL 01, 2023 TO MARCH 31, 2024.

Pursuance to new SEBI (LODR) Regulations 2015, and Listing Agreement with Stock Exchanges, your directors present below a detailed Compliance Report on Corporate Governance:

Company's philosophy on code of Governance

Corporate Governance aims at achieving high level of efficiency, accountability, responsibility and fairness in dealing with all stakeholders.

Your company is committed to Good Corporate Governance to ensure that all functions of the company are discharged in a professionally sound and competent manner, which leads to increasing employee, customer satisfaction and shareholder value.

Board of Directors Composition:

The strength of the Board of Directors as on 31/03/2024 is 4 Board comprises of Executive and Non-Executive Directors. The Non-Executive Directors bring external and wider perspective to the Board's deliberations and decisions. The Board comprises of one Managing Director and 3 Non-Executive directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations with the Stock Exchanges. Section 149 (3) of the Companies Act, 2013 requires the appointment of a woman director, in compliance with the requirement Smt. Bommidala Anitha, a woman director had been continued to be in the Board from the inception.

The Board has formulated a policy on Remuneration and the criteria for Board nominations which outline the appointment criteria and qualifications for appointment on the Board and the matters related to remuneration of Directors. The said policy has been published elsewhere in the Annual Report as per Annexure I & II. The independent directors have confirmed that they satisfy the 'criteria of independence' as stipulated in SEBI (LODR) Regulations. Details of familiarization programs imparted to Independent Directors is available at www.bkvindustries.in

No. of Board Meetings held during the year along with the dates of the Meetings:

Board meets generally to take stock of the assets management, to discuss and decide on company/business policy and strategy apart from normal Board business.

During the financial year ended March 31, 2024 Four Board Meetings were held on 29th May 2023, 12th August 2023, 13th November, 2023 and 12th February, 2024.

The following table gives the composition and category of the Directors of the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of Directorships and Committee Memberships/ Chairmanships held by them in other companies.

| Name of the Director | Category of Directorship | Board Meeting Attended | Attendance At last AGM | No. of Directorship in other public companies | No. of Memberships / Chairmanships of committees of other companies |
|---|------------------------------------|------------------------|------------------------|---|---|
| Sri Bommidala Rama Krishna Managing Director DIN : 00105030 | Executive Director | 4 | Yes | None | None |
| Smt. Bommidala Anitha DIN : 00112766 | Non Executive Director | 3 | Yes | None | None |
| Smt. Maddula Durga Sushma DIN: 09717698 | Non Executive Independent Director | 4 | Yes | None | None |
| Sri Kola Hari Venkata Nagendra DIN: 09718318 | Non Executive Independent Director | 4 | Yes | None | None |

*Excludes alternate directorships, Directorships in Indian Private Limited companies & Foreign Companies

Independent Directors Meeting:

During the year ended March 31, 2024 Two Meetings of Independent Directors were held on 12th August, 2023 and 12th February, 2024.

Membership on other Boards:

None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five committees across all the companies in which they are Directors. For this purpose, only membership and chairmanship in Audit Committee and Stakeholders Relationship Committee are considered. Every director informs the Company about the Committee positions he/she occupies in other companies and notifies the changes as and when it takes place.

Code of Conduct & Ethics:

The Company has adopted the code of conduct & ethics for all Board members and Senior Management as required under the SEBI (LODR) Regulations. The Code is posted on the Company's website: www.bkvindustries.in

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually and the Committees viz., Audit, Nomination & Remuneration, Stakeholders Relationship and Risk Management. A structured questionnaire was prepared after taking into consideration the inputs received from the Directors covering various aspects such as attendance, quality contributions to Board deliberations, providing perspectives and feedback going beyond the information provided by the management, commitment to shareholder and other stakeholders interests etc.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its minority shareholders etc. The performance evaluation of Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors at their meeting held separately.

| | |
|---|-----|
| i. Observations of board evaluation carried out for the year. | Nil |
| ii. Previous year's observations and actions taken. | Nil |
| iii. Proposed actions based on current year observations. | Nil |

Board training and Induction:

At the time of appointment, the Director is explained in detail the compliances required from him under the Companies Act, 2013 and SEBI Listing Regulations and other relevant regulations.

By way of an introduction to the Company, the MD/CFO interacts with the newly appointed Director and explains the functioning of various operations, developments, the Company's market share, governance and internal control processes and other relevant information pertaining to the Company's business. The above initiatives help incoming the Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his role as a Director of the Company.

Board Committees:

The Board has constituted Committees consisting of Executive and Non- Executive Directors to ensure focused attention on various facts of business and for better accountability.

Pursuant to the Companies Act, 2013 as on March 31, 2024 the Company has the following Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee
4. Risk Management Committee

Each of the above Committees has been mandated to operate within a given framework. The Minutes of the proceedings of the Committee Meetings are circulated to the Directors and noted at the Board Meeting.

Directors retiring by rotation:

The information is provided in the Notes appended to the Explanatory Statement of the Notice under the heading “Information under the Regulations of the SEBI (LODR) Regulations, 2015 regarding reappointment of Directors “.

Disclosure of transactions where Non-Executive Directors have pecuniary interest:

None of the Non-Executive Directors have any pecuniary relationship or transactions vis-a-vis the Company. The directors periodically disclose their interest in deferent companies and transactions/contracts with such companies are taken on record in the Board Meetings. No. of equity shares held by the non-executive directors as on 31.03.2024.

Name of Smt. Bommidala Anitha - Non Executive Director No. of Shares held - 4,06,825 & Percentage - 2.63%

Audit Committee:

(a) Brief description of terms of reference

The Terms of reference of this committee cover the matters specified for Audit Committee under Regulation 18 of the SEBI (LODR) Regulations as well as Section 177 of the Companies Act, 2013, besides other terms as maybe referred by the Board of Directors. As on 31st March 2024, the Audit Committee of the Board comprises three members viz.,

As on 31st March, 2024, the Audit Committee of the Board comprises three directors viz., Smt. Maddula Durga Sushma, Independent Director, Mr. Kola Hari Venkata Nagendra, Independent Director and Mrs. Bommidala Anitha, Non- Executive Director.

(b) Composition, Meetings and attendance during the year

The Audit Committee comprises of three non-executive directors. During the financial year ended 31st March, 2024 the committee met 4 times i.e. 29.05.2023, 12.08.2023, 13.11.2023 & 12.02.2024.

| Name of the Director | Designation | Category | No. of meeting attended | |
|--------------------------------|-------------|---------------------------------------|-------------------------|----------|
| | | | Held | Attended |
| Smt. Maddula Durga Sushma | Chairperson | Independent Non-Executive Director | 4 | 4 |
| Sri Kola Hari Venkata Nagendra | Member | Independent Non-Executive Director | 4 | 4 |
| Smt. Bommidala Anitha | Member | Non-Executive Director | 4 | 3 |

Terms of reference of Audit Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act,2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings.

- e) Compliance with listing and other legal requirements relating to financial statements.
- f) Disclosure of any related party transactions.
- g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document /prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of under takings or assets of the Company, wherever it is necessary and appointment of values;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
17. To recommend to the Board, appointment of Cost Auditors, if required and review of the reports there on;
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing experience and background, etc. of the candidate;
19. Oversee the vigil mechanism established for directors and employees-[Section 177(10) read with rule 7(2) Companies (Meetings of Board and its Powers)] Rules, 2014.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. The scope of the Audit Committee also includes matters which are set out in SEBI (LODR) Regulations 2015, read with Section 177 of the Companies Act, 2013 and the rules made there under, as amended from time to time.

Nomination and Remuneration Committee

Nomination and Remuneration Committee comprising of three non- executive Directors Namely Sri Kola Hari Venkata Nagendra (Chairman) and Smt. Maddula Durga Sushma, Smt. Bommidala Anitha as members.

The composition of the Nomination and Remuneration Committee and particulars of meetings held on 29.05.2023, 13.11.2023 & 12.02.2024 attended by the members of the Committee are given below:

| Name of the Director | Designation | Category | No. of meeting attended | |
|--------------------------------|-------------|---------------------------------------|-------------------------|----------|
| | | | Held | Attended |
| Sri Kola Hari Venkata Nagendra | Chairman | Independent Non-Executive Director | 3 | 3 |
| Smt. Bommidala Anitha | Member | Non-Executive Director | 3 | 3 |
| Smt. Maddula Durga Sushma | Member | Independent Non-Executive Director | 3 | 3 |

Terms of reference:

The terms of reference of the Nomination and Remuneration Committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down and recommend to the board their appointment, removal and shall carry out evaluation of every director's performance.
3. Formulation of criteria for evaluation of Independent Directors and the Board.
4. Devising a policy on Board diversity.
5. 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 their appointment and removal.
6. Determine and recommend to the Board, the remuneration payable including any revision in remuneration payable to Managing Director/ Executive Directors/ Non-Executive Directors.
7. Take into consideration and ensure compliance of the provisions under Schedule V of the Companies Act, 2013 and the Rules made there under while determining the remuneration.
8. Consider such other matters as the Board may advise the Committee.

Remuneration to Executive Directors:

The details of the remuneration paid to Managing Director for the financial year 2023-2024 are given below:

| Name of the Director | Sri Bommidala Rama Krishna Managing Director |
|----------------------|--|
| Salary | Rs. 24,70,967/- |
| Benefits | - |
| TOTAL | Rs. 24,70,967/- |

Remuneration paid as per Schedule V, Part II of the Companies Act, 2013.

No other benefits (including provident fund) have been provided to the Managing Director.

Non - Executive Directors

During the year, the company paid only sitting fees of Rs. 1,40,000/- for attending the Board Meetings and Committee Meetings. The company did not pay any remuneration to the non- executive directors.

The detailed Remuneration Policy formulated by the Committee for members of the Board, Key Managerial Personnel and other employees of the Company is annexed to the Directors Report. The Company does not have any Employees Stock Option Scheme.

Stakeholders Relationship Committee

The company has a Stakeholders Relationship Committee comprising of three directors namely Smt. Bommidala Anitha, Non-executive Director, Sri Bommidala Rama Krishna, Managing Director and Sri Kola Hari Venkata Nagendra, Non- executive Independent Director.

The composition of the Stakeholders Relationship Committee and particulars of meetings held on 29.05.2023, 12.08.2023, 13.11.2023 & 12.02.2024 attended by the members of the Committee are given below:

| Name of the Director | Designation | Category | No. of meeting at ended | |
|--------------------------------|-------------|---|-------------------------|----------|
| | | | Held | Attended |
| Smt. Bommidala Anitha | Chairperson | Non – Executive Director | 4 | 3 |
| Sri Bommidala Rama Krishna | Member | Executive Director | 4 | 4 |
| Sri Kola Hari Venkata Nagendra | Member | Independent Non – Executive Director | 4 | 4 |

Functions of the Committee:

The role and terms of reference of the Stakeholders Relationship Committee shall, inter- alia, include the following:

1. Dealing with the investors complaints like delay in transfers of shares, non- receipt of balance sheet, non- receipt of declared dividends/share certificates, dematerialization of shares, replacement of lost/stolen/ mutilated share certificates, etc.,
2. Investigate into investors complaints and take necessary steps for redressal thereof.
3. To perform all functions relating to the interest of the stakeholders of the Company as may be required by the provisions of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR) Regulations 2015 and the guidelines issued by SEBI or any other regulatory authority.

The Stakeholders Relationship Committee met four times and reviewed shareholders' complaints position and expressed satisfaction over the compliance of the investor grievances. All complaints received from the shareholders by the company are forwarded to Registrars and Share Transfer Agents "M/s. KFin Technologies Limited" for furnishing replies to the shareholders explaining the position of the complaints. The Registrars and Share Transfer Agents "M/s. KFin Technologies Limited" submits "Investor Grievance Report" every quarter which will be reviewed by the Stakeholders Relationship Committee.

The Company received a total 82 no's of complaints from 01.04.2023 to 31.03.2024 from its shareholders, all of which were resolved within stipulated time to the satisfaction of the shareholders.

In terms of SEBI (LODR) Regulations 2015, the designated e-mail address for investor's complaints is www.bkvind@bommidala.co.in

Name, designation and address of Compliance Officer:

Mr. B. Virat Vishnu, Company Secretary and Compliance Officer, BKV Industries Limited,
Bommidala House, # 5-87-15/A, Lakshmiapuram, Main Road, Guntur - 522 007, Andhra Pradesh, India

Risk Management Committee:

Business risk evaluation and management is an ongoing process of the organization. The Company has a reliable risk management frame work to identify, monitor and minimize risks.

Broadly, the scope of the Risk Management Committee comprises of

- (i) Reviewing the risks and evaluates treatment including initiating the mitigation actions and ownership and
- (ii) Defining framework for identification, assessment, monitoring, mitigation and reporting of risks. Within its overall scope, the Committee reviews risk trends, exposure, and potential impact analysis and mitigation plan.

The company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The company has introduced several improvements to risk management, internal controls and internal audit management and assurance and process to drive a common view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

During the financial year 2023-2024, the Committee met on 12.02.2024.

The Composition of the Risk Management Committee as at March 31, 2024 and particulars of meetings held and attended during the year by the members of the Committee are given below:

| Name of the Director | Designation | Category | No. of meeting attended | |
|--------------------------------|-------------|---------------------------------------|-------------------------|----------|
| | | | Held | Attended |
| Smt. Bommidala Anitha | Chairperson | Non – Executive Director | 1 | 1 |
| Sri Kola Hari Venkata Nagendra | Member | Independent Non-Executive Director | 1 | 1 |

General Body Meetings: Annual General Meetings:

Details of location of the last three Annual General Meeting of the company are given below:

| Date of AGM | Time | Place | Details of Special Resolutions Passed |
|---------------------|------------|---|--|
| 27th September 2021 | 03:30 P.M. | Through Video Conferencing ("VC") / Other Audio – Visual Means ("OAVM") | No Special Resolution Passed. |
| 28th September 2022 | 03.30 PM | Through Video Conferencing ("VC") Other Audio – Visual Means ("OAVM") | 1. Special resolutions passed for appointment of Sri Kola Hari Venkata Nagendra as Independent Director. 2. Special resolutions passed for appointment of Smt. Maddula Durga Sushma as Independent Director. 3. Ordinary resolution passed for appointment of Statutory Auditor for 5 Years. |
| 25th September 2023 | 03:30 P.M. | Through Video Conferencing ("VC") / Other Audio – Visual Means ("OAVM") | No Special Resolution Passed. |

There has been no ordinary or special resolution passed by the company's shareholders through Postal Ballot during the previous three years.

Extra-Ordinary General Meetings:

No Extra Ordinary General Meetings have been conducted by the company during the last three years.

Disclosures:

(i) During the year, there were no related party transactions that are material in nature and that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Notes to Accounts.

Disclosures from Senior Management that there had been no material financial and commercial transactions that had a potential conflict with the interest of the Company at large were placed before the Board.

(ii) There was no non - compliance by the Company and no penalties or strictures were imposed on the Company by Stock Exchanges or Securities Exchange Board of India or any statutory authority on any matter related to the capital markets during the last three years.

(iii) Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has a Whistle-Blower Policy and Vigil Mechanism for Directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimization of the persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases. No employee of the Company was denied access to the Audit Committee. The said Vigil Blower Policy & Vigil mechanism has been posted at company's website. The Company has complied with all the mandatory requirements on Corporate Governance as specified in SEBI (LODR) Regulations. A compliance report in the prescribed format has been submitted to the Stock Exchanges for all the quarters.

(iv) The company has complied with all the mandatory requirements on Corporate Governance as specified in SEBI (LODR) Regulations. A compliance report in the prescribed format has been submitted to the stock Exchanges for all the quarters.

(v) The Company has also complied with the following non- mandatory as requirements.

Shareholder Rights:

The quarterly financial results are published in leading financial newspapers and uploaded on the Company's websites besides being sent to the Stock Exchanges. The Company has therefore not been sending the quarterly financial results to the shareholders.

Audit qualifications:

Company's financial statements are unqualified.

Reporting of Internal Auditor:

The Internal Auditors of the Company directly report to the Audit Committee.

Compliance certificate:

Certificate from Auditors of M/s Garlapati & Co, Guntur confirming compliance with the conditions of Corporate Governance as required under Clause E of SCHEDULE V read with Regulation 34(3) Regulations of the SEBI (LODR) Regulations, 2015 is annexed to this Report.

Declaration regarding compliance by Board Members and Senior Management with the Company's Code of Conduct for Director's and senior management:

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2024 as envisaged in under Clause D of SCHEDULE V and Regulation 26 of the SEBI (LODR) Regulations 2015, with the Stock Exchanges.

Declaration that none of the Directors are disqualified.

As stipulated by SEBI, a certificate from a Practicing Company Secretary has been obtained, 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 SEBI or Ministry of Corporate Affairs (MCA) or any such statutory authority, and the same is annexed to this report

Share Capital Audit:

A qualified practicing Company Secretary carried out the audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Share Capital audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The audit is carried out every quarter and report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors.

Compliance:

The Board reviews periodically compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify the instances of non-compliances, if any.

Compliance of Clause 5A of the SEBI Listing Regulations, 2015:

The disclosure as required under Clause 5A of the SEBI Listing Regulations is given below:

Particulars of shareholders No. of Equity Shares:

Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year. NIL

Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year. NIL

Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year. NIL

Transfer of Unpaid / Unclaimed amounts to Investor Education and Protection Fund:

The Company did not declare any dividends from the inception hence, the question of transfer and payment in respect of such claims does not arise.

Prevention of Insider Trading:

Under the New Regulations notified by The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the requirements of initial disclosures are applicable to promoter, key managerial personnel and director of a company and requirements of continual disclosures are applicable to promoters, employees and director of a company. As required under the New Regulations, the Company has formulated a Code of practices and procedures for fair disclosures of unpublished price sensitive information and a Code of Conduct to regulate, monitor and report trading by insiders in securities of the Company.

Means of Communication:

The quarterly audited / un-audited financial results of the Company are published in Business Standard (National newspaper) and Andhra Prabha (vernacular newspaper). The financial results, shareholding pattern and other updates on the working of the Company have been posted on the Company's website: www.bkvindustries.in

Company also submits, inter-alia, to the Stock Exchanges, the full version of the Annual Report; quarterly report on corporate governance quarterly / yearly financial results; quarterly shareholding pattern; quarterly secretarial audit report; details of appointment/resignation of Directors and such other reports as may be specified. In terms of the Regulations of the SEBI Listing Regulations with the Stock Exchanges, the Company also submits the statements, information and reports at <https://listing.bseindia.com> specified by BSE.

Under the SEBI Complaints Redressal System (SCORES), the investor complaints are processed in a centralized web-based complaints redress systems wherein the concerned Companies can upload Action Taken Reports (ATRs) for the complaints and the investors can view the action taken on their complaints and its current status online. The Company has also designated the email id: bkvind@bommidala.co.in for investor servicing.

General Shareholder Information:

Annual General Meeting:

16th September 2024 at 03.30 P.M at Bommidala Cold Complex, Lalpuram, Bypass, Road, Guntur - 522017 to seek the consent of the shareholders of the Company.

Financial Calendar

- | | | |
|---------------------------|---|---------------------------------|
| a. Financial year | : | April to March |
| b. First Quarter Results | : | In the Second week of August. |
| c. Half yearly Results | : | In the Second week of November. |
| d. Third Quarter Results | : | In the Second week of February. |
| e. Fourth Quarter Results | : | In the Last week of May. |

Dates of Book Closure: 09th September 2024 to 16th September 2024 (both days inclusive).

Listing to Stock Exchanges: The Company's shares are presently listed on the following stock Exchanges:

- i. BSE Limited
- ii. The Calcutta Stock Exchange Ltd.

ISIN Number for NSDL & CDSL: INE 356 C 01022

Registrars & Share Transfer Agents:

Contact Persons: Mr. N. Shyam Kumar, M/s. KFin Technologies Limited, Selenium Tower, B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, HYDERABAD - 500 032. Phone No: 040-6716 2222, 3321 10000

E-mail ID of the Grievance Redressal Division:

As required by the Regulation 13 SEBI (LODR) Regulations 2015, the company's e-mail ID of the Grievance Redressal: bkvind@bommidala.co.in mail ID for quick attention of the company.

Share Transfer System:

SEBI has notified the compulsory trading of equity shares of the Company in dematerialization form. The Company appointed M/s.KFin Technologies Limited as Registrars & Share Transfer Agents.

For demat shares, the Company is registered with NSDL and CDSL. The ISIN allotted to Equity Shares is INE356C01022. Annual Custody Issuer fee for the year 2023-2024 have been paid.

Distribution of Shareholding as on 31st March 2024

| Shareholding | No. of Share Holders | % | No. of Shares | % |
|-------------------|----------------------|---------------|--------------------|---------------|
| 1 - 5,000 | 15,784 | 99.45 | 33,14,929 | 21.46 |
| 5,001 - 10,000 | 47 | 0.29 | 3,37,579 | 2.18 |
| 10,001 - 20,000 | 20 | 0.13 | 2,63,494 | 1.70 |
| 20,001 – 30,000 | 6 | 0.04 | 1,49,540 | 0.97 |
| 30,001 - 40,000 | 2 | 0.01 | 70,300 | 0.46 |
| 40,001 – 50,000 | 2 | 0.01 | 83,400 | 0.54 |
| 50,001 – 1,00,000 | 4 | 0.03 | 3,21,158 | 2.08 |
| 1,00,001 & above | 6 | 0.04 | 1,09,08,184 | 70.61 |
| Total | 15,871 | 100.00 | 1,54,48,584 | 100.00 |

Categories of Shareholding as on 31st March 2024

| Category | Category of Shareholder | No. of Shareholders | No. of Shares held | % to Shareholding |
|--|--|---------------------|--------------------|-------------------|
| Promoter & promoter group Holding | | | | |
| Indian | Promoter | 4 | 1,07,83,084 | 69.81 |
| | Promoter Group | 5 | 32,700 | 0.20 |
| | Sub Total | 9 | 1,08,15,784 | 70.01 |
| Public | | | | |
| Institutions | Financial Institutions & Banks | 1 | 5,000 | 0.03 |
| | Mutual Funds & UTI | 2 | 41,900 | 0.27 |
| | Foreign Institutional Investors (FIIs) | - | - | - |
| | Sub Total | 3 | 46,900 | 0.30 |
| Non- Institutions | | | | |
| | Bodies Corporates | 95 | 5,82,025 | 3.77 |
| | Non Resident Indians | 82 | 1,62,815 | 1.05 |
| | OCB's | 1 | 19,400 | 0.13 |
| | Individuals | 15,681 | 38,21,660 | 24.74 |
| | Sub Total | 15,859 | 45,85,900 | 29.69 |
| | Total Public | 15,862 | 46,32,800 | 29.99 |
| | Grand Total | 15,871 | 1,54,48,584 | 100.00 |

| Category | No. of Shareholders | Total Shares | % |
|--------------|---------------------|--------------------|---------------|
| Physical | 10,396 | 26,79,600 | 17.35 |
| NSDL | 1,718 | 1,18,04,582 | 76.41 |
| CDSL | 3,757 | 9,64,402 | 6.24 |
| TOTAL | 15,871 | 1,54,48,584 | 100.00 |

Dematerialization of Shares: 82.65% Equity shares of the company have been dematerialized as on 31st March, 2024.

Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form. Through KFin Technologies Ltd, the Company's Registrars & Share Transfer Agents, connectivity has been established with both the Depositories in India viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's shares are traded on the BSE Limited and the Calcutta Stock Exchange Limited. The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository system is: INE356C01022

Outstanding GDRs/ ADRs/ Warrants or any Convertible CERTIFICATE instruments, conversion date and likely impact on equity: The Company does not have any outstanding GDRs/ ADRs/ Warrants or any Convertible instruments.

Plant Location:

Shrimp Farm - Given on Long Term Lease Iskapalli, Allur Mandal, Potti Sreeramulu Nellore Dist. Andhra Pradesh, India

No. of Employees as on 31.3.2024 - 05 (Five)

Address of Company for Correspondence:

B K V Industries Limited,

“Bommidala House”,

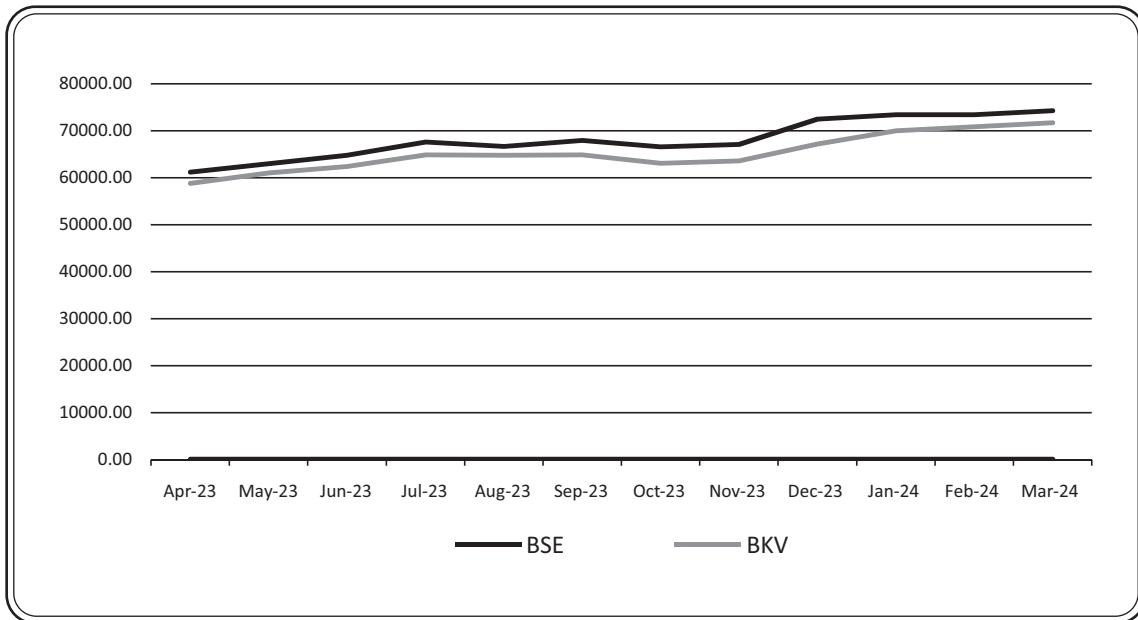
5-87-15/A, Lakshmiapuram Main Road,

Guntur - 522007, Andhra Pradesh, India

Market Price High / Low of the Company Equity shares trading during the financial Year 2023-24 comparison with BSE Sensex.

| Month | Share Price (Rs) | | BSE Index | |
|--------------|------------------|-------|-----------|----------|
| | High | Low | High | Low |
| April 23 | 9.65 | 8.00 | 61209.46 | 58793.08 |
| May 23 | 9.65 | 8.01 | 63036.12 | 61002.17 |
| June 23 | 9.85 | 7.70 | 64768.58 | 62359.14 |
| July 23 | 9.25 | 7.89 | 67619.17 | 64836.16 |
| August 23 | 11.31 | 8.58 | 66658.12 | 64723.63 |
| September 23 | 10.58 | 9.30 | 67927.23 | 64818.37 |
| October 23 | 10.50 | 8.56 | 66592.16 | 63092.98 |
| November 23 | 10.10 | 8.55 | 67069.89 | 63550.46 |
| December 23 | 9.97 | 8.79 | 72484.34 | 67149.07 |
| January 24 | 13.26 | 9.13 | 73427.59 | 70001.60 |
| February 24 | 16.76 | 11.21 | 73413.93 | 70809.84 |
| March 24 | 14.04 | 10.21 | 74245.17 | 71674.42 |

Performance of share price of the Company in comparison with the BSE Sensex for FY 2023-24



for and on behalf of Board of Directors
For BKV Industries Limited

Place : Guntur
Date : 28.05.2024

BOMMIDALA RAMA KRISHNA
Managing Director
DIN: 0010503

BOMMIDALA ANITHA
Director
DIN: 00112766

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION**Pursuant to Regulation 17(8) read with Schedule Part II(B) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirement) Regulations 2015**

We Certify that

Sir,

- A. We have reviewed the standalone Balance Sheet and Profit and Loss and all its Notes of financial statements as well as the Cash Flow Statements, Statement of changes in equity and the Director's Report for the year ended 31st March, 2024 and that to the best of our knowledge and belief.
- a. These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading.
- b. These statements together present a true and fair view of the company, and are in compliance with the existing Accounting Standards and/ or 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 Companies Code of Conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, the deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps we have taken to rectify these deficiencies.
- D. We have also disclosed to the auditors as well as Audit Committee, that to the best of our knowledge that there are no
- a. Significant changes in the internal control over financial reporting during the year, if any
- b. Significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- c. Instances of significant fraud of which we have become aware and the involvement there in, if any of the management or an employee having significant role in the company's internal control system over financial reporting during the year.

On Behalf of Board of Directors

For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Managing Director

DIN:00105030

Place : Guntur
Date : 28.05.2024

KOTA BHANU KUMAR
Chief Financial Officer

CERTIFICATE

To
The Members of
BKV Industries Limited,

We have examined the compliance of conditions of Corporate Governance by BKV Industries Limited ('the company'), for the year ended 31st March 2024 as per Regulation 15 (2) of the Listing Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for enduring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/ Listing Regulations, as applicable.

We further state that compliance 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.

For **Garlapati & Co,**
Chartered Accountants
Firm Regn. No. 0008925

CA Garlapati Satyanarayana
M.No.: 022101
UDIN:24022101BKDFCF5827

Place : Guntur
Date : 28.05.2024

Independent Auditor's Report

To
The Members of
BKV Industries Limited,
Report on the Audit of the Standalone Financial Statements.

Opinion

We have audited the accompanying standalone financial statements of BKV Industries Limited (the "Company"), which comprise the Balance Sheet as at 31st March 2024, and the Statement of Profit and Loss (including the statement Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the afore said standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, (Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, and its profit, total comprehensive profit, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (Sas). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements. Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements for the financial year ended 31st March 2024. 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 the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the auditors' responsibilities for the audit of the standalone financial statements section of our report, including the relation to these matters. Accordingly, our audit included the performance of the procedures designed to respond to our assessment of the risk of material misstatements of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion, on the accompanying standalone financial statements.

Our findings with respect to going concern:

As included in Note No.26 to the Standalone financial statements, the company's financial statements have been prepared using the going concern basis of accounting. The use of this basis of accounting is appropriate unless management either intend to liquidate the company or to cease operations or has no realistic alternative but to do so.

Management has not identified a material uncertainty that cast significant doubt on the company's ability to continue as going concern and accordingly none is disclosed in the financial statements.

Auditor's Response to KAMS

As part of our audit of the standalone financial statements, our Audit procedures consisted of testing the revenue recognised including testing of revenue recognition from lease agreement accessing the revenue recognise with substantive analytical procedures and accessing the Companies commitments.

We concluded to concur with management's use of going concern basis of accounting in preparation of the Company's financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

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 included in the standalone financial statements and our auditors report thereon. Our opinion on the standalone Ind AS financial statements does not cover the other information and does not express any form of assurance conclusions there on.

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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of Standalone Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of Standalone Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 stand alone 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 safe guards.
- 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 for the financial year ended 31st March 2024 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.

Emphasis of Mater

We draw attention to the following matters in the Notes to the financial Statements:

Note No.26 in the Standalone financial statements which indicates that the company has considerable accumulated losses, though the company earned marginal net profit during the current year, and as at the Balance Sheet Date. These conditions indicate the existence of material uncertainty that may cast significant about the company's ability to continue as a going concern. However, as the company has consistent lease income and the company is able to meet its financial commitments from time to time and hence, the accounts have been drawn up on going concern basis.

As more specifically explained in Note: 31(e) to the financial statements, the company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment

and other assets. Based on current indicators of future economic conditions, the company expects to recover the carrying amount of these assets.

The company will continue to closely monitor any material changes arising of future economic conditions and impact on its business. Our opinion is not qualified in this matter.

1. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income(Profit), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the afore said standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure - B**". 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, read with Schedule V to the Act. 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 read with Schedule V of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long- term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The management of the Company and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associates respectively that, to the best of its knowledge and belief,
 - a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company and by the associates to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of any of such, associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) No funds have been received by the Company and respective associates from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company and any of such associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The company has not declared any final or interim dividend during the year from its inception. Hence, the applicability of Section 123 of the Act to the extent it applies to the payment of dividend does not arise. The company does not have any Holding Companies and its subsidiary companies and joint venture companies. No associate companies have declared any interim and final dividend for the year. Hence, the question of applicability of Sec 123 of the Act, to the extent it applies to declaration of dividend approval of the members of the respective companies at the respective ensuing Annual General Meeting does not arise.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **Garlapati & Co,**
Chartered Accountants
Firm Regn.No. 000892S

CA Garlapati Satyanarayana
M.No.: 022101
UDIN:24022101BKDFCE8057

Place: Guntur
Date : 28.05.2024

Annexure - A of Independent Auditors' Report

Referred to in Paragraph of Report on Other Legal and Regulatory Requirements of our report of even date on the Accounts of the BKV Industries Limited, for the year ended 31st March 2024.

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (b) The Company has maintained proper records showing full particulars of intangible assets.
- (c) The company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which in our opinion is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were notified on such verification.
- (d) The title deeds of all the immovable properties of the Company shown under the Property, Plant and Equipment schedule are held in the name of Company.
- (e) The Company has not revalued it's Property, Plant and Equipment (including right of use assets) or intangible assets or both during the year.
- (f) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made thereunder.
- (ii) The company has given it's farm on operating lease and hence does not hold any Inventory and the Company has not been sanctioned any working capital limits during the year from banks or financial institutions on the basis of security of current assets. Hence Paragraph 3 (ii) is therefore not applicable to the company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. -Hence, Clause 3 (iii) of the order is not applicable.
- (iv) The Company has not granted any loans/ investments/ guarantees, to which the provisions of Section 185 and 186 of the Act are applicable -Hence, Clause 3 (iv) of the order is not applicable.
- (v) The Company has not accepted deposits during the year. Hence, Clause 3 (v) of the Order is not applicable.
- (vi) As the company's farm given on operating lease and no other manufacturing activity is undertaken during the financial year 2023- 24 maintenance of cost records under section 48 does not arise. Thus paragraph 3 (vi) of CARO is not applicable to the company.
- (vii) (a) According to the information and explanations given to us, and records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income- tax, goods and service tax, Duty of customs, cess, and any other statutory dues to the appropriate authorities. There are no arrears of undisputed statutory dues outstanding as at March 31, 2024 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, and the records of the Company examined by us, there are no dues of income tax or goods and service tax or duty of customs or duty of excise or value added tax, cess have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Companies Act. The Company does not hold any investment in any joint venture as defined under the Companies Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies as defined under the Companies Act. The Company does not hold any investment in any joint venture as defined under the Companies Act.
- (x) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence Paragraph 3(x) of the order is not applicable to the company.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the cost auditors, Secretarial auditors or by us in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company/as per Nidhi rules 2014 and hence, Clause 3(xii) of the Order is not applicable.
- (xiii) All the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) (a) The Company has an Internal audit system commensurate with the size and nature of the business.
 - (b) We have considered the reports of the Internal auditors for the period under audit.
- (xv) According to the information and explanation provided to us and based on our examination of records, the Company has not entered in to any non-cash transactions with Directors or persons connected with him and hence Clause 3(xv) is not applicable.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
 - (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the

Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) In our opinion and according to the information and explanations given to us, Sec 135 of the Companies Act, is not applicable to the company, as the net worth, turnover and net profit are not within the limits applicable for the CSR activity. Accordingly, clause 3(xx) of the Order is not applicable.

For **Garlapati & Co,**
Chartered Accountants
Firm Regn.No. 0008925

CA Garlapati Satyanarayana

M.No.: 022101

UDIN:24022101BKDFCE8057

Place: Guntur
Date :28.05.2024

“Annexure - B” of Independent Auditors' Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date) Report on the Internal Financial Controls under Clause (l) of Subsection 3 of Section 143 of the Companies Act, 2013 (the act).

We have audited the internal financial controls over financial reporting of BKV Industries Limited (“the Company”) as of March 31, 2024 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on 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 **Garlapati & Co,**
Chartered Accountants
Firm Regn.No. 000892S

CA Garlapati Satyanarayana

M.No.: 022101

UDIN:24022101BKDFCE8057

Place: Guntur
Date :28.05.2024

Balance Sheet as at 31st March 2024

(Rs. in Lakhs)

| Particulars | Note No. | As at 31-03-2024 | As at 31-03-2023 |
|--|----------|------------------|------------------|
| ASSETS | | | |
| Non-current assets | 2 | | |
| Property, plant and equipment | (a) | 9.30 | 9.25 |
| Capital work-in-progress | (b) | - | - |
| Investment Property | (c) | 411.91 | 412.06 |
| Intangible Assets | (d) | - | - |
| Financial assets | 3 | | |
| Investments | (a) | 0.03 | 0.03 |
| Loans | | - | - |
| Other Financial Assets | (b) | 1.47 | 1.47 |
| Other non-current assets | 4 | 0.03 | 0.03 |
| Total non-current assets | | 422.74 | 422.84 |
| Current assets | | | |
| Financial assets | 5 | | |
| Trade Receivable | (a) | - | - |
| Cash & Cash Equivalents | (b) | 38.68 | 21.60 |
| Loans | (c) | - | - |
| Current Tax Asset (Net) | 6 | 7.91 | 8.68 |
| Other current assets | 7 | 2.83 | 3.06 |
| Total current assets | | 49.42 | 33.34 |
| Total assets | | 472.16 | 456.18 |
| EQUITY AND LIABILITIES | | | |
| Equity | 8 | | |
| Equity share capital | (a) | 154.49 | 154.49 |
| Other equity | (b) | 292.86 | 274.14 |
| Total equity | | 447.35 | 428.63 |
| LIABILITIES | | | |
| Non-current liabilities | 9 | | |
| Financial Liabilities | | - | - |
| Provisions | 10 | 2.35 | 9.86 |
| Total non-current liabilities | | 2.35 | 9.86 |
| Current liabilities | | | |
| Financial liabilities | 11 | | |
| Borrowings | (a) | - | - |
| Trade Payables | | | |
| Total outstanding dues of Micro Enterprises and Small Enterprises | | - | - |
| Total outstanding dues of creditors other than Micro and Small Enterprises | (b) | 0.01 | 0.10 |
| Other Financial Liabilities | (c) | - | - |
| Other current liabilities | 12 | 13.50 | 17.03 |
| Provisions | 10 | 8.95 | 0.56 |
| Total current liabilities | | 22.46 | 17.69 |
| Total liabilities | | 24.81 | 27.55 |
| Total equity and liabilities | | 472.16 | 456.18 |

Significant Accounting Policies and notes to the financial statements are an integral part of this Balance Sheet.

As per our attached report of even date

For and on behalf of the Board

For Garlapati & Co
Chartered Accountants
Firm Regd. No: 000892S

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

CA G.Satyanarayana,
Partner.
(M.No:022101)
Date: 28.05.2024
Place: Guntur

B. Virat Vishnu
Company Secretary

K. Bhanu Kumar
Chief Financial Officer

Statement of Profit and Loss for the Year Ended 31st March 2024

(Rs. in Lakhs)

| | Particulars | Note No | For the Year Ended | |
|------|--|---------|--------------------|---------------|
| | | | 31-03-2024 | 31-03-2023 |
| I | Revenue From Operations | 13 | 79.71 | 79.71 |
| II | Other Income | 14 | 2.23 | 1.31 |
| III | Total Income (I+II) | | 81.94 | 81.02 |
| IV | EXPENSES | | | |
| | Employee benefits expense | 15 | 39.05 | 37.55 |
| | Finance costs | 16 | - | - |
| | Depreciation and amortization expenses | 17 | 0.22 | 0.52 |
| | Other expenses | 18 | 24.39 | 21.31 |
| | Total expenses (IV) | | 63.66 | 59.38 |
| V | Profit/(loss) before exceptional items and tax (I-IV) | | 18.28 | 21.64 |
| VI | Exceptional Items | | - | - |
| VII | Profit/(loss) before tax (V-VI) | | 18.28 | 21.64 |
| VIII | Tax expense: | | | |
| | Current tax | | - | - |
| | Deferred tax | | - | - |
| IX | Profit/(Loss) for the year from continuing operations (VII-VIII) | | 18.28 | 21.64 |
| X | Profit/(loss) from discontinued operations | | - | - |
| XI | Tax expense of discontinued operations | | - | - |
| XII | Profit/(loss) from Discontinued operations (after tax) (X-XI) | | - | - |
| XIII | Profit/(loss) for the year (IX+XII) | | 18.28 | 21.64 |
| XIV | Other Comprehensive Income | | | |
| | A (i) Items that will not be reclassified to Profit or (Loss) Re-measurements Gains/(Loss) on defined benefit plans | | 0.44 | (1.60) |
| | (ii) Income tax relating to items that will not be reclassified to Profit or (Loss) | | - | - |
| | B (i) Items that will be reclassified to Profit or (Loss) | | - | - |
| | (ii) Income tax relating to items that will be reclassified to Profit or (Loss) | | - | - |
| | Total Other Comprehensive Income | | 0.44 | (1.60) |
| | Total Comprehensive Income for the year (XIII+XIV) Comprising Profit/ (Loss) and Other Comprehensive Income for the year | | 18.72 | 20.04 |
| | Earnings per equity share (for continuing operations) | 20 | | |
| | Basic | | 0.12 | 0.14 |
| | Diluted | | 0.12 | 0.14 |

Significant Accounting Policies and notes to the financial statements are an integral part of this Profit and Loss.

As per our attached report of even date

For and on behalf of the Board

For Garlapati & Co
Chartered Accountants
Firm Regd. No: 0008925

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

CA G.Satyanarayana,
Partner.
(M.No:022101)
Date: 28.05.2024
Place: Guntur

B. Virat Vishnu
Company Secretary

K. Bhanu Kumar
Chief Financial Officer

Statement of Cash Flows for the Year Ended 31st March 2024

(Rs. in Lakhs)

| Particulars | For the Year Ended | |
|--|--------------------|---------------|
| | 31-03-2024 | 31-03-2023 |
| A. Cash flow from operating activities | | |
| Net Profit before Income Tax | 18.28 | 21.64 |
| Adjustments for | | |
| Depreciation and amortisation expense | 0.22 | 0.52 |
| Interest income classified as investing cash flows | (2.23) | (1.31) |
| Re-measurement of employee benefits | 0.44 | (1.60) |
| Operating Profit before working Capital changes | 16.72 | 19.25 |
| Adjustments for changes in working capital | | |
| Increase/ (Decrease) in trade payables | (0.09) | 0.09 |
| (Increase)/Decrease in other financial assets | - | - |
| (Increase)/Decrease in other non-current assets | - | - |
| (Increase)/Decrease in other current assets | 0.23 | (1.11) |
| Increase/(Decrease) in employee benefit obligations | 0.88 | 2.67 |
| (Decrease)/Increase in other financial liabilities | - | - |
| Increase /(Decrease) in other current liabilities | (3.53) | (1.05) |
| Cash generated from operations | 14.20 | 19.85 |
| Income Tax Refund Received / (Paid) | 0.77 | 3.61 |
| Net cash inflow from (used in) operating activities | 14.98 | 23.46 |
| B. Cash flows from investing activities | | |
| (Purchase) / Sale of Property Plant Equipment including CWIP & IA | (0.11) | - |
| (Purchase) / Sale of Investment Property | - | (0.88) |
| Interest received | 2.23 | 1.31 |
| Net cash outflow from (used in) investing activities | 2.12 | 0.43 |
| C. Cash flows from financing activities | | |
| Proceeds from borrowings (Net) | - | (4.00) |
| Net cash inflow (outflow) from financing activities | - | (4.00) |
| D. Net increase/(decrease) in cash and cash equivalents (A+B+C) | 17.09 | 19.89 |
| E. Cash and cash equivalents at the beginning of the year | 21.60 | 1.71 |
| Cash and cash equivalents at end of the year | 38.68 | 21.60 |

Significant Accounting Policies and notes to the financial statements are an integral part of this Cash Flow Statement
Above Cash Flow Statement has been prepared under the 'Indirect Method', as set out in Ind AS 7 Statement of Cash Flows.

As per our attached report of even date

For and on behalf of the Board

For Garlapati & Co
Chartered Accountants
Firm Regd. No: 000892S

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

CA G.Satyanarayana,
Partner.
(M.No:022101)
Date: 28.05.2024
Place: Guntur

B. Virat Vishnu
Company Secretary

K. Bhanu Kumar
Chief Financial Officer

Statement of Changes in Equity for the Year Ended 31st March 2024

A. Equity Share Capital

(Rs. In lakh)

| | |
|---|---------------|
| As at 31st March 2022 | 154.49 |
| Changes in equity share capital during the Year | Nil |
| As at 31st March 2023 | 154.49 |
| Changes in equity share capital during the Year | Nil |
| As at 31st March 2024 | 154.49 |

B. Other Equity

| Particulars | Reserves and Surplus | | Revaluation Surplus | Other items of Other Comprehensive Income | Total |
|---|----------------------------|-------------------|---------------------|---|---------------|
| | Securities Premium Reserve | Retained Earnings | | | |
| Balance as at 01st April 2022 | 211.81 | (341.36) | 376.83 | 6.82 | 254.10 |
| Re-measurements Gains/(Loss) on defined benefit plans | - | - | - | (1.60) | (1.60) |
| Additions during the year | - | 21.64 | - | - | 21.64 |
| Total Comprehensive Income | - | 21.64 | - | (1.60) | 20.04 |
| Balance as at 31st March 2023 | 211.81 | (319.72) | 376.83 | 5.22 | 274.14 |
| Balance as at 01st April 2023 | 211.81 | (319.72) | 376.83 | 5.22 | 274.14 |
| Re-measurements Gains/(Loss) on defined benefit plans | - | - | - | 0.44 | 0.44 |
| Additions during the year | - | 18.28 | - | - | 18.28 |
| Total Comprehensive Income | - | 18.28 | - | 0.44 | 18.72 |
| Balance as at 31st March 2024 | 211.81 | (301.44) | 376.83 | 5.66 | 292.86 |

For and on behalf of the Board

For Garlapati & Co
Chartered Accountants
Firm Regd. No: 000892S

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

CA G.Satyanarayana,
Partner.
(M.No:022101)
Date: 28.05.2024
Place: Guntur

B. Virat Vishnu
Company Secretary

K. Bhanu Kumar
Chief Financial Officer

SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024.**1. Corporate Information**

BKV Industries Limited ('the company') is a public limited company in India having its registered office at Guntur, in the State of Andhra Pradesh engaged in the aqua culture business. However, the company gave its aqua farm situated at Isakapally for lease for seven years from July, 2020. The address of its registered office is Bommidala House 5-87-15A, Lakshmipuram Main Road, Guntur – 522007. The Company's shares are listed at BSE Limited. The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 28th May 2024.

1.2. Significant Accounting Policies

The financial statements have been prepared in accordance with Ind AS notified under section 133 of the Companies Act, 2013 (Companies (Indian Accounting Standards) Rules, 2015) and other relevant provisions of the Act.

1.3. Basis of Accounting and Preparation of Financial Statements

The Financial Statements of the Company, comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow for year ended March 31, 2024 and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

Basis of Preparation & compliance with Ind AS

The financial statements have been prepared in accordance with Ind AS notified and revised under section 133 of the Companies Act, 2013 (Companies (Indian Accounting Standards) Rules, 2015) as amended from time to time) and presentation requirements of Division II of Schedule III and other relevant provisions of the Act. The Financial Statements have been prepared under the historical cost convention on an accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period and the defined benefit asset/(liability) is recognised as the present value of defined benefit obligation less fair value of plan assets. Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use. The Company has prepared the financial statements on the basis that it will continue to operate as a going concern. The Standalone Financial Statements are presented in Indian Rupees, which is a functional currency of the company, and all values are rounded off to the nearest Rs. In Lakhs with two decimals and negative numbers disclosed in brackets.

Current and non-current classification:

The Company presents assets and liabilities in the Balance Sheet based on Current/Non-Current classification as per Schedule III division II of Act. An asset is treated as Current when it is:

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

All other assets are classified as non-current.

A liability is treated as Current when:

- i) It is expected to be settled in normal operating cycle;
- ii) Held primarily for trading;
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Company has considered 12 months as its normal operating cycle.

Use of estimates and judgement

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates. Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

1.3.1 Property Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost of acquisition, construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any.

Cost includes purchase price of assets or its construction cost including inward freight and other expenses incidental to acquisition or installation and adjustment for exchange differences wherever applicable and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended for its use.

For eligible assets, interest and other costs incurred on/ related to borrowings to finance such assets or fixed assets during construction period and related pre-operative expenses are capitalized.

The component of assets is capitalized only if the life of the components varies significantly and whose cost is significant in relation to the cost of the respective asset. The carrying amount of any component accounted for as separate asset is derecognized when replaced.

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 entity and the cost can be measured reliably.

Capital Work in progress includes preoperative and development expenses, equipment to be installed, construction and erection materials, advances etc., net of accumulated impairment losses, if any. Such items are classified to the appropriate categories of PPE when completed and ready for intended use.

Depreciation and Amortization

Depreciation on PPE is provided as per Schedule II of the Companies Act, 2013 on Written Down Value method, over the useful life of Property (excluding the freehold land), Plant, and Equipment at all locations of the Company.

No depreciation is charged on Free hold land. Depreciation on Property, Plant and Equipment commences when the assets are ready for their intended use. The residual value for all the above assets are retained at 5% of the cost. On tangible fixed assets added / disposed off during the year, depreciation is charged on pro-rata basis for the period for which the asset was purchased and used. Depreciation methods, useful lives, residual values are reviewed and adjusted as appropriate, at each reporting date.

1.3.2 Intangible Assets

Intangible assets are stated at cost comprising of purchase price incurred less accumulated amount of amortization and impairment losses. Such assets are amortized over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

1.3.3 Derecognition of Tangible and Intangible assets

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

1.3.4 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the lessee is classified as finance lease. A lease that no substantial transfer of risk and reward of the property to the lessee Company, throughout the period of lease such lease is classified as operating lease.

Company as a lessee:

The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the lease term. The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right of use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right of use assets. The estimated useful lives of right of use assets are determined on the same basis as those of property, plant and equipment. The Company applies Ind-AS 36 to determine whether a RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets. For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease.

Company as a lessor:

Lessor accounting under Ind AS 116 is substantially unchanged compared to IndAS17. The company has only operating lease and accounts the same as follows:

The company has classified it's lease of farm to a company, as operating lease, as the company does not transfer substantially all the risks and rewards incidental to ownership of it's farm assets. The company continued to present the underlying farm assets other than those of land and buildings under Property, Plant and Equipment. Farm assets of land and buildings given on operating lease, have been included in the Investment Properties. Lease income is recognized on a straight-line basis over the non-cancellable lease term, unless there is another systematic basis, which is more representative than of the time pattern of the lease. However, as per the lease agreement lease terms are as follows: a. The Company has extended 7 years lease of Farm with all assets located in the farm from July 2020 onwards to the company. b. the lease rent is agreed to increase by 10% every two years. c. Lease rent to be paid in advance every year. d. Company had agreed to provide the fencing in the boundary of the land, wherever required. The company completed the boundary fencing as agreed in the lease agreement and costs incurred have been capitalized under Investment Property and further, the company didn't take any assets on lease.

1.3.5 Investment Properties:

Recognition and Initial Measurement

Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially, at cost including the transaction costs, to bring the asset to it's working condition for the intended use.

Subsequent Measurement (Depreciation and useful lives).

Subsequent costs are recognized in the assets carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and fair value of the property is disclosed in the notes. Fair values are determined on an annual evaluation performed by registered valuer. Investment properties are stated at cost less depreciation and accumulated impairment of loss, if any subsequently. Depreciation is provided on written down value method, as per the useful life of the assets as prescribed under Schedule II of the Companies Act, 2013.

De-recognition

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between net disposal proceeds and the carrying amount is recognized in the Statement of Profit and Loss in the period of de-recognition.

1.3.6 Impairment of Non-Financial Assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

1.3.7 Financial Assets and Financial Liabilities Initial recognition and measurement

Financial assets and financial liabilities are recognized and measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Trade receivables are recognized at their transaction value as the same do not contain significant financing component. Trade payables in respect of the amount due on account of goods or services purchased in the normal course of business and are recognized at their transaction value and services availed value as the same do not contain significant financing component.

Non-derivative financial assets Subsequent measurement

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

Financial Assets at Fair Value Through Other Comprehensive Income (FVTOCI) - Includes assets that are held within in a business model where the objective is both collecting contractual cash flows and selling the financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments principal and interest on principal amount outstanding. The election is made on instrument by instrument basis.

Financial assets at Fair Value Through Profit or Loss (FVTPL) - Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortized cost or at fair value through other comprehensive income. The election is made on instrument by instrument basis.

As there are no investments made by the company in the categories under FVTPL and FVTOCI, the question of election of such a measurement during the period of reporting did not arise.

Impairment and Derecognition of Financial Assets: All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any evidence of impairment of a financial asset or group of financial assets.

In accordance with Ind AS 109, the Company uses "Expected Credit Loss" (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that results from those default events on the financial instrument that are possible within 12 months after the reporting date): or
- Full lifetime expected credit losses (expected credit losses that results from all possible default events over the life of the financial instrument).

For other assets, the Company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Non-derivative financial liabilities

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. Any discount or premium on redemption / settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Equity Instruments

Equity Instruments are recognized at the value of the proceeds net of direct costs of the capital issue.

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortized cost using the effective interest rate method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognized in statement of profit and loss.

The effective interest rate is the rate that discounts estimated future cash payments or receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortized cost of financial liability or where appropriate a shorter period to the net carrying amount on initial recognition.

De-recognition of financial instruments.

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for recognition under Ind AS 109.

A Financial liability (or apart of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligations specified in the contract is discharged or cancelled or expires.

Derivative Financial instruments and hedge accounting

Derivative financial instruments are accounted for at FVTPL except for derivatives designated as hedging instruments in cash flow hedge relationships, which require a specific accounting treatment. To qualify for hedge accounting, the hedging relationship must meet strict conditions with respect to documentation, strategy and economic relationship of the hedged transaction. For the reporting periods under review, the Company do not have any derivative instruments including forward currency contracts, and hence question of derivative and hedge accounting does not arise.

Offsetting of Financial instruments

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

1.3.8 Inventories

Inventories are valued at lower of cost or net realizable value. Cost of inventories is ascertained on 'weighted average' basis. Net Realizable Value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale.

Cost in respect of raw materials and stores and spares includes all expenses incurred in bringing the material to the location and excludes the credit availed with respect to duties and taxes. Cost in respect of finished goods represents prime cost and includes appropriate portion of overheads. Cost in respect of process stock represents, cost incurred up to the stage of completion, including the landed cost of raw materials.

The company doesn't have inventories during the reporting period, hence not applicable.

1.3.10. Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an out flow of resources and a reliable estimate can be made of the amount of obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties surrounding the obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for onerous contracts.

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The Company at the end of every reporting period conducts the onerous contract test per the provisions of Ind AS 37 by comparing the remaining costs to be incurred under the contract with the related revenue of the contract. Where the costs of a contract exceed the related revenue of the contract, the Company makes a provision for the difference.

Contingent Liabilities

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an out flow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognized but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

1.3.11 Employee Benefits**Short term obligations**

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment obligation

Contribution to defined contribution plans such as Provident Fund, ESI, Compensated Absences, are not applicable to the company, as the number of employees is lower than the prescribed limit under the respective Acts.

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972 as well as accordance with the rules of the Company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation, or termination of employment, of an amount based on the respective employee's salary and the tenure of Employment. The liability or asset is recognized in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by the Actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash out flows by reference to market yields at the end of the reporting period on the government bonds that have terms approximating to the terms of the related obligation. The company do not have any plan assets for meeting the gratuity liability.

Remeasurement gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period they occur, directly in other comprehensive income net of taxes. They are included in retained earnings through OCI in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss.

1.3.12 Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of goods

Revenue from sale of components is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Company considers whether there are other promises in the contract that are separate

performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented, and disclosed on the same basis as trade receivables.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

Lease income

Lease income is recognized on a straight-line basis over the non-cancellable lease term, unless there is another systematic basis which is more representative than the time pattern of the lease. Revenue from lease rentals is disclosed net of indirect taxes, if any.

Sale of services

Revenues from fixed-price and fixed-time frame contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, are recognised to the extent the Company has rendered the services, as per the contractual arrangements. Revenue is measured at the fair value of the consideration received or receivable in exchange for transferring the promised services, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Other Income**Interest income**

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, security deposit, prepayment etc.) but does not consider the expected credit losses.

Dividend Income

Dividends Revenue is recognized when the Company's right to receive the payment is established.

1.3.13 Borrowing Costs

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes

substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

1.3.14 Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income. Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Standalone Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

As there is substantial carry forward depreciation losses, and it is not probable that there will be taxable profits, in the near future, hence, no current tax and deferred tax asset is recognized by the company.

1.3.15 Foreign Currency Transactions and Derivatives

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate as at the date of transaction and are not re-translated. The gain or loss on decrease/ increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary assets and liabilities in foreign currency, are recognized in the Statement of Profit and Loss.

1.3.16 Segment Reporting

Operating segments are identified and reported taking into account the different risk and return, organization structure and internal reporting system. However, the company during the period under reporting have only one segment of lease income from the farm, and accordingly, Company has the single segment as per the requirements of Ind AS 108 - Operating Segments. All assets are located in India and revenue of the Company is earned in India hence, there is single geographic segment.

1.3.17 Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

1.3.18 Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue. Non- adjusting events are events that are indicative of

conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted but disclosed. No adjusting or significant events have occurred between 31st March 2024 and the reporting date and the date of authorization.

1.3.19 Cash Flow Statement

Cash flows are reported using the indirect method, whereby the profit/(loss) and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The Cash flows from operating, investing and financing activities of the Company are segregated based on available information.

For this purpose, cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short term balances with original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.4. Significant management judgement in applying accounting policies and estimation uncertainty.

1.4.1. The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions about the recognition and measurement that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

1.4.2 Recognition of deferred tax assets - The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments. It is not probable that there will be taxable profits, in the near future, hence, no current tax and deferred tax asset is recognized by the company.

1.4.3 Evaluation of indicators for impairment of non-financial assets in assessing impairment, management has estimated economic usefulness of the assets, the recoverable amount of each asset or cash-generating units based on expected future cash flows and use of an interest rate to discount them. Estimation of uncertainty relates to assumption about economically future operating cash flows and the determination of a suitable discount rate.

1.4.4 Classification of leases - The Company entered into leasing arrangement for farm assets. The classification of the leasing arrangement as operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term.

1.4.5 Impairment of financial assets at each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets. The company has been keeping its surplus funds temporarily in short-term deposits with the Banks, however, at the year end, all the deposits are uncashed and bank balances considered under cash and cash equivalents which are subject to an insignificant risk of changes in value.

1.4.6 Provisions at each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement. However, the company do not have any contingent liabilities as at the year end.

1.4.7 Useful life of depreciable assets - Management reviews its estimates of the useful lives of Property Plant, and Equipment, Investment Property and Intangible Assets at each reporting date, based on expected utility of the assets.

1.4.8 Defined benefit obligation (DBO) - Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

1.4.9 Fair value measurements - Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management based its assumptions on observable data as far as possible but where it is not available, the management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction on the reporting date.

1.5 Recent pronouncements

As on the date of release of these financial statements, MCA has not issued any standards/amendments to accounting standards which are effective from 1st April 2024.

Notes forming part of the Financial Statements
ASSETS:
Note - 2 : Non-Current Assets:
(a) Property, Plant and Equipment

(Rs. in Lakhs)

| Particulars | Furniture, Fittings & Electrical Installations | Office Equipment | Plant & Machinery | Vehicles | Data Processing Equipment | Total |
|--|--|------------------|-------------------|-------------|---------------------------|---------------|
| Gross carrying amount as on 01st April 2022 | 1.57 | 1.11 | 281.99 | 1.75 | 0.06 | 286.48 |
| Additions / (Deletions) during the year | - | - | - | - | - | - |
| Closing gross carrying amount as at 31st March 2023 | 1.57 | 1.11 | 281.99 | 1.75 | 0.06 | 286.48 |
| Additions / (Deletions) during the year | - | - | - | 0.11 | - | 0.11 |
| Gross carrying amount as at 31st March 2024 | 1.57 | 1.11 | 281.99 | 1.86 | 0.06 | 286.59 |
| Accumulated depreciation as at 01st April 2022 | 1.55 | 0.92 | 272.89 | 1.72 | 0.06 | 277.14 |
| Depreciation charge during the year | - | 0.08 | - | 0.01 | - | 0.09 |
| Accumulated depreciation as at 31st March 2023 | 1.55 | 1.01 | 272.89 | 1.73 | 0.06 | 277.23 |
| Depreciation charge during the year | - | 0.03 | - | 0.03 | - | 0.06 |
| Accumulated depreciation as at 31st March 2024 | 1.55 | 1.04 | 272.89 | 1.75 | 0.06 | 277.29 |
| Net carrying amount Year ended 31st March, 2024 | 0.02 | 0.07 | 9.10 | 0.11 | - | 9.30 |
| Net carrying amount Year ended 31st March, 2023 | 0.02 | 0.11 | 9.10 | 0.02 | - | 9.25 |

(b) Capital Work in Progress

| Description | Opening Balance | Additions / Adjustments | Capitalised during the year | Others | Closing Balance |
|---------------------------------------|-----------------|-------------------------|-----------------------------|--------|-----------------|
| During the year ended 31st March 2024 | - | - | - | - | - |
| During the year ended 31st March 2023 | 7.89 | 0.87 | 8.76 | - | - |

CWIP Ageing Schedule

| Particulars | As at 31 st March, 2024 | | | | |
|--------------------------------|------------------------------------|-------------|-----------|-------------------|-------|
| | Less than 1 Year | 1 - 2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in Progress | - | - | - | - | - |
| Projects Temporarily Suspended | - | - | - | - | - |

| Particulars | As at 31 st March, 2023 | | | | |
|--------------------------------|------------------------------------|-------------|-----------|-------------------|-------|
| | Less than 1 Year | 1 - 2 Years | 2-3 Years | More than 3 Years | Total |
| Projects in Progress | - | - | - | - | - |
| Projects Temporarily Suspended | - | - | - | - | - |

Of the above there are no projects where the cost has exceeded the budget and there was no delay in completion of the project(s).

Notes forming part of the Financial Statements
(c) Investment Property

(Rs. in Lakhs)

| Particulars | 31-3-2024 | | 31-03-2023 | |
|--------------------------------|---------------|-------------|---------------|-------------|
| | Land | Buildings | Land | Buildings |
| Cost / Deemed cost | 407.27 | 45.33 | 398.51 | 45.33 |
| Additions during the year | - | - | 8.76 | - |
| Disposals during the year | - | - | - | - |
| Gross Total | 407.27 | 45.33 | 407.27 | 45.33 |
| Accumulated depreciation | - | 40.54 | - | 40.11 |
| Additions during the year | - | 0.15 | - | 0.43 |
| Disposals during the year | - | - | - | - |
| Total Accumulated Depreciation | - | 40.69 | - | 40.54 |
| Net carrying amount | 407.27 | 4.64 | 407.27 | 4.79 |

Note:

Fair value: As at 31st March 2024 the fair value of the farm is Rs.770 lakhs. The valuation is based on valuation performed by independent registered valuer. The fair value estimate for investment properties are included in level - 3 has been done based on the discounted value of the rental income.

(d) Intangible Assets
Intangible Assets and Intangible Assets under Development

| Particulars | Intangible Assets | Total |
|--|-------------------|----------|
| Closing gross carrying amount as at 31st March 2022 | - | - |
| Additions / (Deletions) during the year | - | - |
| Closing gross carrying amount as at 31st March 2023 | - | - |
| Additions / (Deletions) during the year | - | - |
| Closing gross carrying amount as at 31st March 2024 | - | - |
| Accumulated depreciation as at 31st March 2022 | - | - |
| Additions / (Deletions) during the year | - | - |
| Depreciation charge during the year | - | - |
| Accumulated depreciation as at 31st March 2023 | - | - |
| Additions / (Deletions) during the year | - | - |
| Depreciation charge during the year | - | - |
| Accumulated depreciation as at 31st March 2024 | - | - |
| Net carrying amount Year ended 31st March, 2024 | - | - |
| Net carrying amount Year ended 31st March, 2023 | - | - |

Note:

There are no Intangible assets and Intangible assets under development (IAUD), hence the aging of IAUD is not disclosed. Hence, in case of the cost of the project exceeding the budget and delay in completion of the project does not arise.

Notes forming part of the Financial Statements
Leased Assets:

Furniture & Fittings and equipment includes the following amounts where Company is a lessor under operating lease:

(Rs. in lakhs)

| Particulars | 31-3-2024 | | 31-03-2023 | |
|--------------------------------|-------------------|--|-------------------|--|
| | Plant & Machinery | Furniture, Fittings and Electrical Installations | Plant & Machinery | Furniture, Fittings and Electrical Installations |
| Cost/Deemed cost | 281.99 | 1.57 | 281.99 | 1.57 |
| Additions during the year | - | - | - | - |
| Deletions during the year | - | - | - | - |
| Gross Total | 281.99 | 1.57 | 281.99 | 1.57 |
| Accumulated depreciation | 272.89 | 1.55 | 272.89 | 1.55 |
| Additions during the year | - | - | - | - |
| Deletions during the year | - | - | - | - |
| Total Accumulated Depreciation | 272.89 | 1.55 | 272.89 | 1.55 |
| Net carrying amount | 9.10 | 0.02 | 9.10 | 0.02 |

Note- 3: Financial assets
Investments
(a) Non-current investments

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Investment in Government or Trust securities | | |
| Unquoted | | |
| NSC Bonds | 0.03 | 0.03 |
| Total | 0.03 | 0.03 |

| | | |
|---|------|------|
| Total non-current investments measured at cost | 0.03 | 0.03 |
| Aggregate amount of unquoted investments. | 0.03 | 0.03 |
| Aggregate amount of impairment in the value of investments. | - | - |

b) Other financial assets

| Particulars | 31st March 2024 | 31st March 2023 |
|---|-----------------|-----------------|
| (unsecured considered good - Unless otherwise stated) | | |
| Non- Current | - | - |
| Security Deposit with Government authorities | | |
| Considered good | 1.47 | 1.47 |
| Considered doubtful | - | - |
| Less: Allowance for doubtful receivable | - | - |
| Total | 1.47 | 1.47 |

Note:

Movement in allowance for doubtful receivable is Nil (Previous year Nil)

As the security deposit discounting for time value is impractical and not material. Hence, the fair value of non-current financial assets carried at amortized cost is substantially same as their carrying amount.

Note - 4: Other Non -current assets

| Particulars | 31st March 2024 | 31st March 2023 |
|---|-----------------|-----------------|
| (unsecured considered good - Unless otherwise stated) | | |
| Others | | |
| Interest accrued and due on NSC Bonds | 0.03 | 0.03 |
| Total | 0.03 | 0.03 |

Notes forming part of the Financial Statements

Note - 5: Current Assets

Financial Assets

(a) Trade Receivables

(Rs. in lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Considered Good - Secured | - | - |
| Considered good - Unsecured | - | - |
| Trade receivables which have significant increase in credit risk | - | - |
| Trade receivables - credit impaired | - | - |
| Less: Allowance for doubtful debts | - | - |
| Total | - | - |

Ageing of Trade Receivables

As on March 31, 2024

| Particulars | Not Due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
|--|---------|--------------------|--------------------|--------------|--------------|-------------------|-------|
| Undisputed | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Sub - total | - | - | - | - | - | - | - |
| Less: Allowance for doubtful debts | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - |

As on March 31, 2023

| Particulars | Not Due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
|--|---------|--------------------|--------------------|--------------|--------------|-------------------|-------|
| Undisputed | | | | | | | |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Considered good | - | - | - | - | - | - | - |
| Having significant increase in credit risk | - | - | - | - | - | - | - |
| Credit impaired | - | - | - | - | - | - | - |
| Sub - total | - | - | - | - | - | - | - |
| Less: Allowance for doubtful debts | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - |

Movement in the allowance for impairment of trade receivables – Not Applicable
 There are no-unbilled receivable as at 31st March 2024 – NIL (Previous Year – Nil)

Notes forming part of the Financial Statements
(b) Cash and cash equivalents

(Rs. in lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|-----------------------|-----------------|-----------------|
| Cash on hand | 0.26 | 0.14 |
| Balances with banks | | |
| - in current accounts | 38.42 | 21.46 |
| Total | 38.68 | 21.60 |

(c) Loans

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Unsecured, considered good | | |
| Non-Current | | |
| Considered Good - Secured | - | - |
| Considered good - Unsecured | - | - |
| Trade receivables which have significant increase in credit risk | - | - |
| Trade receivables - credit impaired | - | - |
| Less: Allowance for doubtful debts | - | - |
| Current | | |
| Considered Good - Secured | - | - |
| Considered good - Unsecured | - | - |
| Trade receivables which have significant increase in credit risk | - | - |
| Trade receivables - credit impaired | - | - |
| Less: Allowance for doubtful debts | - | - |
| Total | - | - |

Note - 6:
Current Tax assets (Net)

| Particulars | 31st March 2024 | 31st March 2023 |
|----------------------|-----------------|-----------------|
| Advance Income Taxes | 7.91 | 8.68 |
| Total | 7.91 | 8.68 |

Note - 7: Other current assets

| Particulars | 31st March 2024 | 31st March 2023 |
|---|-----------------|-----------------|
| (Unsecured considered good - Unless otherwise stated) | | |
| Advances for Expenses | 1.48 | 1.90 |
| Considered doubtful | - | - |
| Less: Allowance for doubtful advances | - | - |
| Balances with Government authorities | | |
| GST Input Tax | 1.25 | 1.12 |
| Prepaid Expenses | 0.10 | 0.04 |
| Total | 2.83 | 3.06 |

Notes forming part of the Financial Statements
Note- 8: Equity
a) Equity share capital

(Rs. in lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Authorized Share Capital | 1,150.00 | 1,150.00 |
| 11,50,00,000(Previous year: 11,50,00,000) equity shares of Rs.1/- each | | |
| TOTAL | 1,150.00 | 1,150.00 |
| Issued, Subscribed and fully paid up | | |
| 154,48,584 (Previous year: 154,48,584) equity shares of Rs.1/- each | 154.49 | 154.49 |
| TOTAL | 154.49 | 154.49 |

Shares held by Promoters as at 31st March 2024

| Promoters Share Holding | 31st March 2024 | | | 31st March 2023 | | |
|---------------------------|-----------------|--------------------|-------------|-----------------|--------------------|-------------|
| | % | No. of Shares | % of change | % | No. of Shares | % of change |
| Bommidala Saroja Devi | 0.74 | 1,13,716 | - | 0.74 | 1,13,716 | - |
| Bommidala Anitha | 2.63 | 4,06,825 | - | 2.63 | 4,06,825 | - |
| Bommidala Srinivas | 1.53 | 2,36,900 | - | 1.53 | 2,36,900 | - |
| Bommidala Rama Krishna | 64.90 | 1,00,25,643 | - | 63.87 | 98,66,821 | - |
| Bommidala Kasiviswanadham | - | - | - | 1.03 | 1,58,822 | - |
| Polisetty Gnana Dev | 0.09 | 14,200 | - | 0.09 | 14,200 | - |
| Pulikonda Pitchaiah | 0.03 | 5,000 | - | 0.03 | 5,000 | - |
| Bommisetty Rajeswari | 0.03 | 5,000 | - | 0.03 | 5,000 | - |
| Polisetty Ekanadha Gupta | 0.03 | 5,000 | - | 0.03 | 5,000 | - |
| Devisetty Rama Devi | 0.02 | 3,500 | - | 0.02 | 3,500 | - |
| Total | 70.01 | 1,08,15,784 | | 70.01 | 1,08,15,784 | |

Reconciliation of Equity Shareholding

| Particulars | 31st March 2024 | 31st March 2023 |
|---|--------------------|--------------------|
| As at 1st April 2023 / 1st April 2022 | | |
| No. of Shares | 1,54,48,584 | 1,54,48,584 |
| Additions / Deletions | - | - |
| As at 31st March 2024 / 31st March 2023 | 1,54,48,584 | 1,54,48,584 |

The Company has only one class of equity shares having a par value of Rs.1/- per share. Each holder of equity shares 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 if any, the distribution will be proportion to the number of equity shares held by the shareholders.

Notes forming part of the Financial Statements
Details of shareholders holding more than 5% shares in the Company.

| Particulars | 31st March 2024 | 31st March 2023 |
|----------------------------|-----------------|-----------------|
| Sri Bommidala Rama Krishna | | |
| No. of Shares | 1,00,25,643 | 98,66,821 |
| % of holding | 64.90 | 63.87 |

(b) Other Equity

(Rs. in lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|---|-----------------|-----------------|
| Other Reserves | | |
| Securities premium reserve | 211.81 | 211.81 |
| Revaluation Reserve | 376.83 | 376.83 |
| Items of Other Comprehensive Income | 5.66 | 5.22 |
| (Items net will not be reclassified to Profit and Loss) | | |
| Retained earnings | (301.44) | (319.72) |
| Total | 292.86 | 274.14 |

Note - 9: Non- Current liabilities
Financial Liabilities

| Particulars | 31st March 2024 | 31st March 2023 |
|-----------------------------|-----------------|-----------------|
| Non-current - Unsecured | | |
| Borrowings | - | - |
| Other Financial Liabilities | - | - |
| Total | - | - |

Note - 10: Provisions:

| Particulars | 31st March 2024 | 31st March 2023 |
|---------------------------------|-----------------|-----------------|
| Provision for Employee Benefits | | |
| Defined Benefit Obligations | | |
| Gratuity - Current | 8.95 | 0.56 |
| Gratuity -Non Current | 2.35 | 9.86 |
| Total | 11.30 | 10.42 |

Notes forming part of the Financial Statements

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the Year are as follow

(Rs. in Lakhs)

| Particulars | Present value of obligation | Fair value of plan assets | Total | Impact of minimum funding requirement / asset ceiling | Net Amount |
|---|-----------------------------|---------------------------|---------------|---|---------------|
| Obligation as of 01-04-2022 | 7.76 | - | 7.76 | - | 7.76 |
| Current service cost | 0.52 | - | 0.52 | - | 0.52 |
| Past service cost | - | - | - | - | - |
| Interest expense/(income) | 0.54 | - | 0.54 | - | 0.54 |
| Total amount recognised in profit and (loss) | 1.06 | - | 1.06 | - | 1.06 |
| Re-measurements | | | | | |
| (Gain)/ Loss due to Demographic Assumption changes. | 1.60 | - | 1.60 | - | 1.60 |
| (Gain) / Loss due to Experience on DBO | - | - | - | - | - |
| Gain / Loss from change in Financial assumptions. | - | - | - | - | - |
| Total amount of Gain/ (Loss) recognised in OCI | 1.60 | - | 1.60 | - | 1.60 |
| Contributions: | | | | | |
| Employers benefit payments | - | - | - | - | - |
| As of 31-03-2023 | 10.42 | - | 10.42 | - | 10.42 |
| As of 01-04-2023 | 10.42 | - | 10.42 | - | 10.42 |
| Current service cost | 0.54 | - | 0.54 | - | 0.54 |
| Past service cost | - | - | - | - | - |
| Interest expense/(income) | 0.78 | - | 0.78 | - | 0.78 |
| Total amount recognised in profit and (loss) | 1.32 | - | 1.32 | - | 1.32 |
| Re-measurements | | | | | |
| (Gain) / Loss due to Demographic Assumption changes | (0.44) | - | (0.44) | - | (0.44) |
| (Gain)/ Loss due to Experience on DBO | - | - | - | - | - |
| (Gain)/ Loss from change in financial assumptions. | - | - | - | - | - |
| Total amount of Gain/ (Loss) recognised in OCI | (0.44) | - | (0.44) | - | (0.44) |
| Contributions: | | | | | |
| Employers benefit payments | - | - | - | - | - |
| Obligation as of 31-03-2024 | 11.30 | - | 11.30 | - | 11.30 |

Fair Value of Plan Assets

| Particulars | 31 - Mar -24 | 31 -Mar-23 |
|------------------------------|--------------|------------|
| Fair Value of Planned Assets | - | - |

Assets and Liabilities recognized in the Balance Sheet

| Particulars | 31 - Mar -24 | 31 -Mar-23 |
|--|--------------|--------------|
| Present Value of the defined benefit obligations | 11.30 | 10.42 |
| Fair value of the plan assets | - | - |
| Amount recognized as Liability | 11.30 | 10.42 |

Notes forming part of the Financial Statements
Defined benefit obligations cost for the year:

| Particulars | 31 - Mar -24 | 31 -Mar-23 |
|--|--------------|-------------|
| Service Cost | 0.54 | 0.52 |
| Interest Cost | 0.78 | 0.54 |
| Actuarial (Gain)/ Loss | (0.44) | 1.60 |
| Net Defined Benefit Obligation Cost | 0.88 | 2.66 |

Actuarial Assumptions

| Particulars | 31 - Mar -24 | 31 -Mar-23 |
|--|--------------|------------|
| Principal actuarial assumptions used : | | |
| Discount rate | 7.23% | 7.54% |
| Salary escalation rate | 6.50% | 6.50% |
| Attrition rate | 5.00% | 5.00% |

Expected Contribution to the Fund in the Next Year

| Particulars | 31 - Mar -24 | 31 -Mar-23 |
|-------------|--------------|------------|
| Gratuity | 8.80 | 0.59 |

Sensitivity Analysis

| 31-3-2024 | Change in Assumption | Impact | Increase in Assumption | Impact | Decrease in Assumption |
|---------------|----------------------|-------------|------------------------|-------------|------------------------|
| Discount rate | 1.0% | Increase by | (0.15) | Decrease by | 0.17 |
| Salary Growth | 1.0% | Increase by | 0.16 | Decrease by | (0.15) |

| 31-3-2023 | Change in Assumption | Impact | Increase in Assumption | Impact | Decrease in Assumption |
|---------------|----------------------|-------------|------------------------|-------------|------------------------|
| Discount rate | 1.0% | Increase by | (0.18) | Decrease by | 0.20 |
| Salary Growth | 1.0% | Increase by | 0.21 | Decrease by | (0.20) |

Defined Benefit Liability

| 31-3-24 | Less than a Year | Between 1 – 2 Years | Between 2 – 5 Years | Over 5 Years | Total |
|---------------------------------------|------------------|---------------------|---------------------|--------------|-------|
| Defined Benefit Obligation (Gratuity) | 8.81 | 0.16 | 2.14 | 0.19 | 11.30 |

| 31-3-23 | Less than a Year | Between 1 – 2 Years | Between 2 – 5 Years | Over 5 Years | Total |
|---------------------------------------|------------------|---------------------|---------------------|--------------|-------|
| Defined Benefit Obligation (Gratuity) | 0.59 | 8.47 | 0.29 | 1.07 | 10.42 |

Notes forming part of the Financial Statements
Note - 11: Financial Liabilities
(a) Borrowings

(Rs. in Lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Interest free loan repayable on demand and unsecured | | |
| Loans from related parties | | |
| from Director | | |
| Balance at the beginning of the year | - | 4.00 |
| Loan Received during the year | 7.50 | 16.00 |
| Repayment made during the year | (7.50) | (20.00) |
| Balance at the end of the year | - | - |
| Total | - | - |

The repayment schedule is summarized as under:

| Particulars | 31st March 2024 | 31st March 2023 |
|----------------------------|-----------------|-----------------|
| Repayable | | |
| within one year | - | - |
| in the second year | - | - |
| in the third to fifth year | - | - |
| Total | - | - |

b) Trade payables

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Current | | |
| Total outstanding dues of Creditors Micro and Small Enterprises | - | - |
| Total outstanding dues of Creditors other than Micro and Small Enterprises | | |
| Trade payable towards related parties | - | - |
| Trade payable towards others | - | - |
| Expenses Payable | 0.01 | 0.10 |
| Total | 0.01 | 0.10 |

The identification of micro, small and medium enterprise suppliers as defined under the provisions of "Micro, small and medium enterprises Act, 2006" is based on Management's knowledge of their status.

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31st March 2024 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the company

Notes forming part of the Financial Statements
Total outstanding dues of Creditors Micro and Small Enterprises as at

(Rs. in Lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Amount due to vendors | | |
| Principle | - | - |
| Interest | - | - |
| Interest paid beyond appointed day | - | - |
| Amount of interest due and payable for the period of delay in making payment | - | - |
| Amount of interest accrued and remaining unpaid at the end of the year | - | - |
| Amount of further interest remaining due and payable even in succeeding years until the amount is actually paid. | - | - |
| Total | - | - |

Ageing of Trade payables non-current and current
As on March 31, 2024

| Particulars | < 1 year | 1-2 years | 2-3 years | > 3 years | Total |
|------------------------|-------------|-----------|-----------|-----------|-------------|
| MSME | - | - | - | - | - |
| Others | 0.01 | - | - | - | 0.01 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| Total | 0.01 | - | - | - | 0.01 |

As on March 31, 2023

| Particulars | < 1 year | 1-2 years | 2-3 years | > 3 years | Total |
|------------------------|-------------|-----------|-----------|-----------|-------------|
| MSME | - | - | - | - | - |
| Others | 0.10 | - | - | - | 0.10 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| Total | 0.10 | - | - | - | 0.10 |

(c) Other Financial Liabilities

| Particulars | 31st March 2024 | 31st March 2023 |
|--------------|-----------------|-----------------|
| Others | - | - |
| Total | - | - |

Note - 12: Other Current Liabilities

| Particulars | 31st March 2024 | 31st March 2023 |
|------------------------------|-----------------|-----------------|
| Advance received from Lessee | 12.51 | 15.03 |
| Statutory liabilities | 0.46 | 1.36 |
| Other Liabilities | 0.53 | 0.64 |
| Total | 13.50 | 17.03 |

Note - 13: Revenue from operations

| Particulars | 31st March 2024 | 31st March 2023 |
|------------------------------|-----------------|-----------------|
| Other Operating Revenues | | |
| Lease revenue from Aqua farm | 79.71 | 79.71 |
| Total | 79.71 | 79.71 |

Notes forming part of the Financial Statements
Note- 14: Other Income

(Rs. in Lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|----------------------|-----------------|-----------------|
| Interest income from | | |
| Bank Term Deposits | 1.88 | 0.99 |
| Income Tax Refund | 0.35 | 0.32 |
| Total | 2.23 | 1.31 |

Note - 15: Employee benefit expense

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Salaries, wages and bonus | 12.91 | 12.37 |
| Director Remuneration | 24.71 | 24.00 |
| Contribution to other Funds - Gratuity | 1.32 | 1.07 |
| Staff welfare expenses | 0.11 | 0.11 |
| Total | 39.05 | 37.55 |

Note - 16: Finance costs

| Particulars | 31st March 2024 | 31st March 2023 |
|------------------------------|-----------------|-----------------|
| Interest and finance charges | - | - |
| Total | - | - |

Note - 17: Depreciation and Amortization

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Depreciation on Property and Plant and Equipment | 0.06 | 0.09 |
| Depreciation on Investment Property | 0.16 | 0.43 |
| Total | 0.22 | 0.52 |

Note - 18: Other expenses

| Particulars | 31st March 2024 | 31st March 2023 |
|---|-----------------|-----------------|
| Repairs & Maintenance - Equipment | 0.04 | 0.10 |
| Operating Lease Exp. | 0.06 | 0.86 |
| Telephone and communication charges | 0.21 | 0.19 |
| Postage & Telegram | 2.65 | 0.63 |
| Rates and Taxes | 5.71 | 5.10 |
| Legal and Professional charges | 8.10 | 6.48 |
| Travelling and Conveyance | 1.33 | 2.09 |
| Insurance | 0.02 | 0.02 |
| Printing and Stationery | 0.69 | 0.82 |
| Advertisement | 2.78 | 2.75 |
| Sitting fee | 1.40 | 0.96 |
| Statutory Auditors Fees and Expenses (refer Note. 18) | 0.76 | 0.75 |
| Other Expenses | 0.64 | 0.56 |
| Total | 24.39 | 21.31 |

Notes forming part of the Financial Statements
Note - 18 (a): Details of Statutory Auditors Fees and Expenses

(Rs. in Lakhs)

| Particulars | 31st March 2024 | 31st March 2023 |
|----------------------------|-----------------|-----------------|
| Payment to auditors | | |
| As auditor: | | |
| Statutory Audit fee | 0.55 | 0.55 |
| For other services: | | |
| Certification fees | 0.21 | 0.20 |
| Total | 0.76 | 0.75 |

19. Contingent Liabilities & Provisions:

Estimated amount of contracts remaining to be executed on capital account and not provided for: NIL (Previous year: NIL)
 Claims against the company not acknowledged as debt: NIL - (Previous year: NIL)

20. Earnings per share

| Particulars | Year ended | |
|--|-------------|-------------|
| | 31.03.2024 | 31.03.2023 |
| Nominal value of the equity share | 1.00 | 1.00 |
| Profit / (Loss) attributable to equity shareholders | 18.28 | 21.64 |
| Basic Earnings per equity share | 0.12 | 0.14 |
| Weighted average number of equity shares outstanding During the year | 1,54,48,584 | 1,54,48,584 |
| Dilutive effect on profit | - | - |
| Profit attributable to equity shareholders for computing Diluted EPS | 18.28 | 21.64 |
| Shares outstanding during the year | - | - |
| Weighted average number of equity shares for computing Diluted | 1,54,48,584 | 1,54,48,584 |
| Diluted earnings per equity share | 0.12 | 0.14 |

21. Related Party Disclosures:

1. Key Management personnel:

2. Enterprises in which Key Management Personnel have significant influence:

Bommidala Rama Krishna - Managing Director
 B. Virat Vishnu -
 Company Secretary & Compliance Officer
 K. Bhanu Kumar - Chief Financial Officer

Corporates:

- Bommidala Ventures (P) Ltd
- Bommidala Exports (P) Ltd
- Digital Key Board (P) Ltd.,
- A One Duty Free (P) Ltd;
- Hotel Shivam International (P) Ltd

Partnership Firms:

- Hindustan Tobacco Company
- Bommidala Exports

Notes forming part of the Financial Statements

Transactions during the year with related parties

(Rs. in lakhs)

| Particulars | Key Management Personnel | | Enterprises in which Key Management Personnel has interest |
|---|--------------------------|------------|--|
| | 31.03.2024 | 31.03.2023 | |
| i) Remuneration (included in Salaries & Wages) | 33.71 | 33.00 | - |
| ii) Unsecured Loan received, Unsecured Loan repayment | 7.50 | 16.00 | - |
| | 7.50 | 20.00 | - |
| iii) Unsecured Loan Balance at the year end | - | - | - |
| iv) Remuneration Payable | - | - | - |

22. Farm Given on Lease: Un expired operational lease period is 39 months from 31.03.2024.

| a. Details of the Operating Lease Assets | Land | Ponds & Other Fixed Assets Shown under Plant & Machinery | Buildings | Electrical Installation |
|---|--------|--|----------------|-------------------------|
| Total Gross Value of the asset | 407.27 | 281.99 | 45.33 | 1.57 |
| Total accumulated Depreciation | - | 272.89 | 40.69 | 1.55 |
| Total Depreciation recognized in Statement of Profit and Loss during the lease period | - | - | 0.16 | - |
| b. Minimum Lease Payments receivable under operating lease in the aggregate for the periods: | | | 2023-24 | 2022-23 |
| Not Later than one year | | | 79.71 | 79.71 |
| More than One Year and less than five years | | | 200.32 | 280.03 |
| More than Five years | | | - | - |
| c. Total Lease Rent recognized | | | 79.71 | 79.71 |
| d. The direct costs for maintenance of the leased assets are recognized as expenses in the statement of the Profit and Loss | | | 0.06 | 2.22 |

23. Deferred Taxes are recognized to the extent that it is probable that taxable profits will be available against, which the deductible temporary differences and the carry forward of unabsorbed depreciation can be utilized. Considering the accumulated unabsorbed depreciation losses carried forward, the Deferred Tax Assets aggregating to Rs.121.25 lakhs (Previous Year Rs.126.22 Lakhs) is not recognised for. However, the same will be reassessed at the subsequent Balance Sheet Date(s) and will be recognized to the extent that it has become probable profits will allow, the Deferred Tax Asset to be recovered.

We give below the details of such Deferred Tax Assets:

| Particulars | 31st March 2024 | 31st March 2023 |
|--|-----------------|-----------------|
| Significant component of deferred tax asset / (liabilities) | | |
| The amount of unused tax losses for which no deferred tax asset is recognized. | | |
| Deferred Tax Asset in relation to: | | |
| Written down value of Property, Plant & Equipment. | 2.34 | 2.33 |
| Unabsorbed Depreciation Loss | 117.90 | 122.87 |
| Total | 120.24 | 125.20 |

Notes forming part of the Financial Statements

24. However, the company during the period under reporting have only one segment of lease income from the farm, and Accordingly, Company has the single segment as per the requirements of Ind AS 108 - Operating Segments. All assets are located in India and revenue of the Company is earned in India hence, there is single geographic segment. Hence no separate segment reporting is required.

25. Foreign Exchange Earnings/ Outgo – NIL

26. The company's ability to continue as a going concern.

The Company has accumulated substantial losses, however, the Company earned a net profit during the current year and previous year. Even the current assets exceed the current liabilities which may not indicate existing of material uncertainty about the company's ability to continue as a going concern. As the company has consistent lease income and extended the existing lease period of the farm by seven years from July 2020, as the lease income is a consistent to the company to meet it's commitments, and hence, the company accounts have drawn upon going concern basis.

27. As per the limits specified under Companies Act, 2013, the company's operations do not satisfy the criteria of Corporate Social Responsibility (CSR), hence the provisions of expenditure on CSR are not applicable.

28. Fair Value Measurement Hierarchy:

The Company categorizes financial assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which are used inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Fair Value Measurement Hierarchy

(Rs. in Lakhs)

| Particulars | 31st March, 2024 | | | | | Carrying Amount | 31st March, 2023 | | | |
|--|------------------|------------|---------|--------------|--------------|-----------------|------------------|---------|--------------|--------------|
| | Carrying Amount | Fair Value | | | | | Fair Value | | | |
| | | Level 1 | Level 2 | Level 3 | Total | | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | | | | | | |
| Investment | 0.03 | - | - | 0.03 | 0.03 | 0.03 | - | - | 0.03 | 0.03 |
| Loans | - | - | - | - | - | - | - | - | - | - |
| Cash, Cash equivalents & Bank balances | 38.68 | - | - | 38.68 | 38.68 | 21.60 | - | - | 21.60 | 21.60 |
| Other Financial Assets | - | - | - | - | - | - | - | - | - | - |
| Security Deposit | 1.47 | - | - | 1.47 | 1.47 | 1.47 | - | - | 1.47 | 1.47 |
| Total | 40.18 | - | - | 40.18 | 40.18 | 23.10 | - | - | 23.10 | 23.10 |
| Financial Liabilities | | | | | | | | | | |
| Borrowings | - | - | - | - | - | - | - | - | - | - |
| Trade Payables | 0.01 | - | - | 0.01 | 0.01 | 0.10 | - | - | 0.10 | 0.10 |
| Total | 0.01 | - | - | 0.01 | 0.01 | 0.10 | - | - | 0.10 | 0.10 |

The management assessed that carrying amount of cash and cash equivalents, other bank balances, trade receivables, loans, Investment in government securities, other financial assets, unsecured borrowings, trade payables and other financial liabilities approximate their fair values largely due to the short-term maturities of these instruments. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. There have been no transfers between Level 1 and Level 2 during the year.

Notes forming part of the Financial Statements

Fair Value Disclosure

All the financial assets and liabilities are disclosed at amortized cost and all are incurred/earned in the normal course of business and are recognized at their transaction value and services availed value as the same do not contain significant financing component and liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(Rs. in lakhs)

| Particulars | 31st March, 2024 | | | | 31st March, 2023 | | | |
|--|------------------|-------|----------------|--------------|------------------|-------|----------------|--------------|
| | FVTPI | FVOCI | Amortized Cost | Total | FVTPI | FVOCI | Amortized Cost | Total |
| Financial Assets | | | | | | | | |
| Investment | - | - | 0.03 | 0.03 | - | - | 0.03 | 0.03 |
| Loans | - | - | - | - | - | - | - | - |
| Cash, Cash equivalents & Bank balances | - | - | 38.68 | 38.68 | - | - | 21.60 | 21.60 |
| Other Financial Assets | | | | | | | | |
| Security Deposit | - | - | 1.47 | 1.47 | - | - | 1.47 | 1.47 |
| Total | - | - | 40.18 | 40.18 | - | - | 23.10 | 23.10 |
| Financial Liabilities | | | | | | | | |
| Borrowings | - | - | - | - | - | - | - | - |
| Trade Payables | - | - | 0.01 | 0.01 | - | - | 0.10 | 0.10 |
| Total | - | - | 0.01 | 0.01 | - | - | 0.10 | 0.10 |

29. Nature and extent of risks arising from financial instruments and respective financial risk management objectives and policies. The Company's principal financial liabilities comprise borrowing from the Managing Director, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations, as and when required. The Company's principal financial assets include the loans, deposit, cash and short- term deposits that derive directly from operations.

In view of limited operations viz., leasing income and meeting the corporate compliances, the Company is marginally exposed to market risk, credit risk and liquidity risk. The Board discusses on financial risks and appropriate risk governance frame work for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that the risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board review and agree policies for managing each of these risks, which are summarized below:

i. Market risk

Market risk or uncertainty arising from possible events and circumstances from business movement and their impact on future performance of business. As the company entered into seven years lease agreement during July 2020 for its farm for seven years with lease rent to meet it's commitments and the lessee is meeting the commitment in advance, hence the uncertainty is very limited.

The Company is exposed to market risk through its financial instruments and specially to interest rate and risk, price risks, which results from both its operating and investing risks. During the current year, the company do not have any investments others than the Electricity Deposit with state government and cash and bank balances which are highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Hence, the company do not perceive any risk on this count.

ii. Interest rate risk

As there are no investments and borrowings in the market, the company do not get exposed to any interest rate risk, other than investing the surplus funds in short term bank deposits.

Notes forming part of the Financial Statements

iii. Credit risk

Credit risk is the risk that the counter party will not meet its obligations under a financial instrument or customer contract, leading to financial loss. The company is exposed to only other operating activity viz., lease income. With respect to the lease income and generally the advance payment is received during the second quarter for the entire ensuing year, hence the credit risk is very limited.

iv. Liquidity risk

The Company's objective is to meet the day to day operational commitments in time, as there are only limited operations other than the compliance and leasing activity, the Company manages its activity with the lease income and in case of any exigency, the Company resorts to the borrowings from the Managing Director for a short term, which will generally be repaid once, the lease income is received. Hence, with limited operations, the company do not foresee any liquidity risk.

v. Business concentration risk:

The company is solely depending upon the lease income from one customer, which is highly concentrated risk. However, from the past nine years of track record of the lessee, it is clear that the lease payments for the whole year is received in advance, and the company has only lease operations and was incurring the asset maintenance costs in addition to the compliance costs. Hence, the Board had considered the concentration risk while taking the decision of extending the lease from July 2020.

b. Capital Management

Company's capital comprises of equity share capital, retained earnings and other equity attributable to equity holders. The primary objective of company capital management is to maximize the shareholder value. The Company manages its capital and makes adjustments to it in the light of economic and market conditions. The Capital as on 31st March, 2024 is Rs.447.35 lakhs (Previous year Rs. 428.63 lakhs).

30. Micro, small and medium enterprises

The identification of micro, small and medium enterprise suppliers as defined under the provisions of "Micro, small and medium enterprises Act, 2006" is based on Management's knowledge of their status. Kindly refer note no. 11(b) for details of trade payables to micro and small enterprises.

31. Other Statutory Information:

- a. here are no proceedings initiated or pending against the Company for holding any benami property under Prohibition of Benami Property Transaction Act., 1988 and Rules made thereunder.
- b. The Company is not carried out any revaluation of its property, plant and equipment during the year.
- c. The Company has borrowed only from Managing Director hence quarterly returns and statement of current assets filing with banks and financial institutions, declarations of the Company as willful defaulter and utilization of funds for specific purpose is not applicable.
- d. As there are no secured and unsecured loans raised from Banks or Financial Institution's by the Company during the year and pending as on 31st March 2023 & 31st March 2024, hence, the application for the purposes for which the borrowings have been raised and the filing of registration /satisfaction of charges are not applicable.
- e. The title deeds of immovable properties (other than immovable property where the company is lessee, are duly executed in favor of lessee) disclosed in the standalone financial statements are held in the name of the Company.

Notes forming part of the Financial Statements

- a. No scheme of arrangement has been approved by the competent authority in terms of Sec. 230 to 237 of The Companies Act, 2013 during the year and earlier, hence the disclosure of effect of such arrangement accounted for in the books of accounts of the Company do not arise.
- b. Company has not traded or invested in crypto currency or virtual currency during the year.
- c. The Company does not have any transaction not recorded in the books of accounts that has been reported or disclosed as income during year in tax assessment under Income Tax Act, 1961.
- d. Disclosure of Struck off Companies : The company do not have any transactions including purchases, sales investments and balances with any struck off companies under Sec 248 of the Companies Act, 2013 during the year and as on 31st March, 2024. Hence, the provision of the details as required is not applicable for the year.
- e. Company has not extended any loans or advances in the nature of loans repayable on demand or without specifying any terms or period of repayment to promoters, key manager personal and related parties during the year and there are no dues as at the end of 31st March 2023 and as at 31st March 2024.
- f. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entities including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other per sons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- g. The Company has not received any funds from any person(s) or entity (ies) including foreign entities (funded party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other person or entities identified in any moment whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- h. Compliance with number of layers of companies – The company has not invested any other company or companies, hence the question of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, does not apply to the company.

For and on behalf of the Board

For Garlapati & Co
Chartered Accountants
Firm Regd. No: 000892S

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

CA G.Satyanarayana,
Partner.
(M.No:022101)
Date: 28.05.2024
Place: Guntur

B. Virat Vishnu
Company Secretary

K. Bhanu Kumar
Chief Financial Officer

| | | |
|---|--------------------------------------|--|
| 3 | Proof of Address of the first holder | <p>Any one of the documents, only if there is change in the address;</p> <p><input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by DP.</p> <p><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill.</p> <p><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</p> <p><input type="checkbox"/> Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</p> <p><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p><input type="checkbox"/> The proof of address in the name of the spouse</p> |
| 4 | Bank details | <p>Account Number: _____</p> <p>Bank Name: _____</p> <p>Branch Name: _____</p> <p>IFS Code: _____</p> <p>Provide the following:</p> <p><input type="checkbox"/> <u>original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank #</u></p> |
| 5 | E-mail address | _____ # |
| 6 | Mobile | _____ # |

* or any date as may be specified by the CBDT (DP: Depository Participant)
 # In case it is not provided, the details available in the CML will be updated in the folio

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s) _____, _____, (use Separate Annexure if extra space is required) in which I / We are the holder(s) (strike off what is not applicable).

Declaration: All the above facts stated are true and correct.

| | Holder 1 | Holder 2 | Holder 3 |
|--------------|---|---|---|
| Signature | ✓ | | |
| Name | ✓ | | |
| Full address | ✓ | | |
| PIN | ✓ <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |

Mode of submission of documents to the RTA

Please use any one of the following mode;

1. In Person Verification (IPV): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photocopy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, with e-sign of scanned copies of documents
4. Service portal of the RTA with e-sign with scanned copies of documents, if the RTA is providing such facility

Note

| | |
|---|--|
| <ul style="list-style-type: none"> • It is mandatory for holders of physical securities in listed company to furnish PAN, full KYC details (address proof, bank details, e-mail address, mobile number) and Nomination (for all the eligible folios). | |
| <ul style="list-style-type: none"> • Upon receipt or up-dation of bank details, the RTA will automatically, pay electronically, all the moneys of / payments to the holder that were previous unclaimed / unsuccessful. | |
| <ul style="list-style-type: none"> • RTA shall update the folio with PAN, KYC details and Nominee, within seven working days of its receipt. However, cancellation of nomination, shall take effect from the date on which this intimation is received by the company / RTA. | |
| <ul style="list-style-type: none"> • RTA shall not insist on Affidavits or Attestation / Notarization or indemnity for registering / up-dating / changing PAN, KYC details and Nomination. | |
| <ul style="list-style-type: none"> • Specimen Signature | <ul style="list-style-type: none"> • Provide banker’s attestation of the signature of the holder(s) as per <u>Form ISR – 2</u> in <u>SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 03, 2021</u>) and • <u>original cancelled cheque</u> with name of security holder printed on it <u>or Bank Passbook or Bank Statement attested by the Bank</u> |
| <ul style="list-style-type: none"> • Nomination** | <ul style="list-style-type: none"> • Providing Nomination: Please submit the duly filled up Nomination Form (<u>SH-13</u>) or ‘Declaration to Opt out of Nomination’ as per <u>Form ISR–3</u>, in <u>SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/655 dated November 03, 2021</u> • Change in Existing Nomination: Please use <u>Form SH-14</u> in <u>SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655</u> • Cancellation of Existing Nomination: use <u>Form SH-14 & Form ISR – 3</u> |

** Nomination (**Form SH-13 or SH-14**) / ‘Declaration to Opt-Out of nomination’ (**Form ISR – 3**), has to be furnished by the holder(s) separately for each listed company.

(Page 3 & 4 is for information to investors; print out of the same is not required)

Objection Memo that can be raised by the RTA

(only if the relevant document / details is / are not available in the folio or if there is a mismatch / discrepancy in the same or change thereof)

Note

RTAs shall raise all objections, if any / at all, in one instance only; the RTA shall not raise further objections on the same issue again and again, after the holder / claimant furnishes all the prescribed documents and details, unless there is any deficiency / discrepancy in the same.

| No. | Item | Documents / Details to be provided to the RTA by the holder(s) / claimant(s) |
|-----|---|--|
| 1 | PAN – Exceptions and Clarification | ‘Exemptions/clarifications to PAN’, as provided in clause D to ‘Instructions/Check List for Filing KYC Forms’ in Annexure – 1 to <u>SEBI circular No. MIRSD/SE/Cir-21/2011 dated October 05, 2011</u> on Uniform Know Your Client (KYC) Requirements for the Securities Market, shall also applicable for holder(s) / claimant(s) of securities held in physical mode. |
| 2 | Minor mismatch in Signature - minor | The RTA shall intimate the holder at the existing address, seeking objection, if any, within 15 days |
| 3 | Major mismatch in Signature or its non-availability with the RTA | <ul style="list-style-type: none"> • Banker’s attestation of the signature of the holder(s) as per <u>Form ISR – 2</u> • <u>Original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank</u> |
| 4 | Mismatch in Name | <p>Furnish any one of the following documents, explaining the difference in names;</p> <ul style="list-style-type: none"> • Unique Identification Number (UID) (Aadhaar) • Valid Passport • Driving license • PAN card with photograph • Identity card / document with applicant’s Photo, issued by any of the following: Central / State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions • Marriage certificate • Divorce decree |
| 5 | Present address of the holder is not matching with the address available in the folio | <p>RTA shall issue intimation to both the old and new addresses.</p> <ul style="list-style-type: none"> • In case where the letter is undelivered at the old address, RTA shall not insist for any proof of the old address provided the current address proof is in the form of an address proof issued by a Government Authority. <p>The above procedure will be applicable for request for change in address of the holder also</p> |

(Page 3 & 4 is for information to investors; print out of the same is not required)

Form ISR – 2

(see circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

Confirmation of Signature of securities holder by the Banker

| | |
|---|---|
| 1. Bank Name and Branch | |
| 2. Bank contact details Postal Address Phone number E-mail address | |
| 3. Bank Account number | |
| 4. Account opening date | |
| 5. Account holder(s) name(s) | 1) 2) 3) |
| 6. Latest photograph of the account holder(s) | |
| <div style="border: 1px solid black; width: 100px; height: 100px; margin: 0 auto; display: flex; align-items: center; justify-content: center;">1st Holder</div> | <div style="border: 1px solid black; width: 100px; height: 100px; margin: 0 auto; display: flex; align-items: center; justify-content: center;">2nd Holder</div> |
| <div style="border: 1px solid black; width: 100px; height: 100px; margin: 0 auto; display: flex; align-items: center; justify-content: center;">3rd Holder</div> | |
| 7. Account holder(s) details as per Bank Records | |
| a) Address | |
| b) Phone number | |
| c) Email address | |
| d) Signature(s) | |
| 1) <div style="border: 1px solid black; width: 150px; height: 40px; display: inline-block;"></div> | 2) <div style="border: 1px solid black; width: 150px; height: 40px; display: inline-block;"></div> |
| | 3) <div style="border: 1px solid black; width: 150px; height: 40px; display: inline-block;"></div> |
| Seal of the Bank | Signature verified as recorded with the Bank |
| Place: | (Signature) Name of the Bank Manager |
| Date: | Employee Code E-mail address |

Form ISR - 3

Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Name of the Company :

Registered Address of the Company :

I / we the holder(s) of the securities particulars of which are given hereunder, **do not wish to nominate** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

| Nature of Securities | Folio No. | No. of Securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
| | | | | |

I/ we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s)

Signature(s)

Sole / First Holder Name

Second Holder Name

Third Holder Name

| Name and Address of Witness | Signature |
|-----------------------------|-----------|
| | |

Form ISR-4

(see circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 on Issuance of Securities in dematerialized form in case of Investor Service Requests)

Request for issue of Duplicate Certificate and other Service Requests

(for Securities - Shares / Debentures / Bonds, etc., held in physical form)

Date: ___ / ___ / ___

A. Mandatory Documents / details required for processing all service request:

I / We are submitting the following documents / details and undertake to request the Depository Participant to dematerialize my / our securities within 120 days from the date of issuance of Letter of Confirmation, received from the RTA/Issuer Company (tick ✓ as relevant, refer to the instructions):

- Demat Account No. (If available):

Provide Client Master List (CML) of your Demat Account from the Depository Participant*

- Provide the following details, if they are not already available with the RTA (see [SEBI circular dated November 03, 2021](#) in this regard)

| | |
|-------------------------------------|--------------------|
| PAN | Specimen Signature |
| Nomination / Declaration to Opt-out | |

* (Your address, e-mail address, mobile number and bank details shall be updated in your folio from the information available in your CML). You can authorize the RTA to update the above details for all your folios. In this regard, please refer to and use [Form ISR-1](#) in [SEBI circular dated November 03, 2021](#).

B. I / We request you for the following (tick ✓ relevant box)

| | |
|---|--|
| <input type="checkbox"/> Issue of Duplicate certificate | <input type="checkbox"/> Claim from Unclaimed Suspense Account |
| <input type="checkbox"/> Replacement / Renewal / Exchange of securities certificate | <input type="checkbox"/> Endorsement |
| <input type="checkbox"/> Sub-division / Splitting of securities certificate | <input type="checkbox"/> Consolidation of Folios |
| <input type="checkbox"/> Consolidation of Securities certificate ? | <input type="checkbox"/> Transmission |
| <input type="checkbox"/> Transposition (Mention the new order of holders here) | |

C. I / We are enclosing certificate(s) as detailed below:**

| | |
|---|----------------|
| Name of the Issuer Company | |
| Folio Number | |
| Name(s) of the security holder(s) as per the certificate(s) | 1. 2. 3. |
| Certificate numbers | |
| Distinctive numbers | |
| Number & Face value of securities | |

** Wherever applicable / whichever details are available

D. Document / details required for specific service request:

- I. Duplicate securities certificate
- II. Claim from Unclaimed Suspense Account

| | |
|--------------------|----------------------------|
| Securities claimed | (in numbers) (in words) |
|--------------------|----------------------------|

- III. Replacement / Renewal / Exchange of securities certificate
(that is defaced, mutilated, torn, decrepit, worn out or where the page on the reverse is fully utilized)
- IV. Endorsement
- V. Sub-division / Splitting of securities certificate
- VI. Consolidation of securities certificate/Folios
- VII. Transmission
- VIII. Transposition

Provide / attach original securities certificate(s) for request for item numbers III to VIII above.

Declaration: All the above facts stated are true and correct to best of my / our knowledge and belief.

| | Security Holder 1 / Claimant | Security Holder 2 | Security Holder 3 |
|--------------|------------------------------|-------------------|-------------------|
| Signature | ✓ | ✓ | ✓ |
| Name | ✓ | ✓ | ✓ |
| Full address | ✓ | | |

| | | | |
|-----|---|---|---|
| PIN | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
|-----|---|---|---|

After processing the service request, the RTA shall issue a 'Letter of Confirmation' to the securities holder/claimant, which is valid only for 120 days. Using this 'Letter of Confirmation', the securities holder/claimant shall request the DP to dematerialize the securities, failing which the securities shall be credited to the Suspense Escrow Demat Account of the Company.

(g) E-mail id:

(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

(a) Date of birth:

(b) Date of attaining majority

(c) Name of guardian:

(d) Address of guardian:

Name:

Address:

Name of the Security

Holder (s)

Signature

Witness with
name and address

FORM NO. SH-14
CANCELLATION OR VARIATION OF NOMINATION
[Pursuant to sub section 3 of section 72 of Companies Act, 2013 and rule 19(9) of the
Companies (Share Capital and Debenture) Rules 2014]

To,

I/ We _____ hereby
cancel the nomination(s) made by me/us in favour of _____ residing at
_____ in respect of the below mentioned securities.

OR

I/ We _____ hereby
nominate the following person in place of _____ as nominee in respect of the
below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/varied)

| Nature of securities | Folio No. | No. of securities | Certificate No. | Distinctive No. | |
|----------------------|-----------|-------------------|-----------------|-----------------|----|
| | | | | From | To |
| | | | | | |

2) a. PARTICULARS OF THE NEW NOMINEE

| | | |
|--|----------------------------|--------------------|
| Name: _____ | Date of Birth: ___/___/___ | |
| Father's/ Mother's/Spouse's name: _____ | Occupation: _____ | Nationality: _____ |
| Address: _____ | | |
| E-mail id: _____ | | Pin code: _____ |
| Relationship with the security holder: _____ | | Phone No : _____ |

b. IN CASE NEW NOMINEE IS A MINOR

| | | |
|----------------------------|---|-------------------------|
| Date of birth: ___/___/___ | Date of attaining Majority: ___/___/___ | Name of guardian: _____ |
| Address of guardian: _____ | | Pincode: _____ |

3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

| | | |
|--|----------------------------|-----------------|
| Name: _____ | Date of Birth: ___/___/___ | |
| Father's/ Mother's/ Spouse's name: _____ | Occupation: _____ | |
| Nationality: _____ | Phone No.: _____ | |
| Address: _____ | | |
| E-mail id: _____ | | Pin code: _____ |
| Relationship with the security holder: _____ | | |
| Relationship with the Minor Nominee: _____ | | |

| | |
|---------------------------------------|---------------------------------------|
| Name of the Security Holder(s) | Signature |
| | |
| Witness with Name and Address: | Signature of Witness with date |
| Address: _____ | |
| Pincode: _____ | |
| Place: _____ | Date: ___/___/___ |

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. The Shareholder(s) shall provide particulars of nominee in the event of death of minor nominee before attaining age of majority.
5. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
6. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
7. The nomination form filled in "**duplicate**" should be lodged with the Registrar and Share transfer Agent of the Company i.e. **M/s. XL Softech Sytems Limited** Unit Kakatiya Cement Sugar & Industries Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
8. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
9. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
10. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
11. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
12. A copy of photo identity proof (like PAN/Passport) of nominee is required.

| FOR OFFICE USE ONLY | | |
|-----------------------------|----------------------|-------------------------------------|
| Nomination Registration No. | Date of Registration | Signature of Employee with Code No. |
| | | |

BKV INDUSTRIES LIMITED

CIN: L05005AP1993PLC015304

Regd. Office: "Bommidala House", D.No:5-87-15/A, Lakshmpuram Main Road, Guntur - 522 007, Andhra Pradesh, India

Please complete the attendance slip and hand it over at the entrance of Meeting Hall. Please also bring your copy of the enclosed Annual Report.

ATTENDANCE SLIPI hereby record my presence at the 31st Annual General Meeting of the company held on 16th September 2024.

| | |
|--|-----------|
| Regd. Folio No. | DP Id* |
| No. of shares | Clint Id* |
| Name of the Shareholder (in block letters) | |
| Signature of the shareholder or proxy | |

*Applicable for investors holding shares in electronic form

BKV INDUSTRIES LIMITED

CIN: L05005AP1993PLC015304

Regd. Office: "Bommidala House", D.No:5-87-15/A, Lakshmpuram Main Road, Guntur - 522 007, Andhra Pradesh, India

PROXY FORM / FORM NO: MGT – 11

(PURSUANT TO SECTION 105 (6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULE, 2014).

| | |
|------------------------|-------------------------|
| Name of the member(s): | e-mail Id: |
| Registered Address: | Folio No./ * Client Id: |
| | *DP Id: |

I/We, being the member (s) of.....of.....shares of **BKV INDUSTRIES LIMITED** hereby appoint

-Of.....having e-mail Id.....or failing him or failing him
-Of.....having e-mail Id.....or failing him or failing him
-Of.....having e-mail Id.....or failing him or failing him

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf the 31st Annual General Meeting of the Company, to be held on Monday, September 16th 2024 at 03.30 P.M. at Bommidala Cold Complex, Bye-pass Road, Lalpuram, Guntur - 522 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

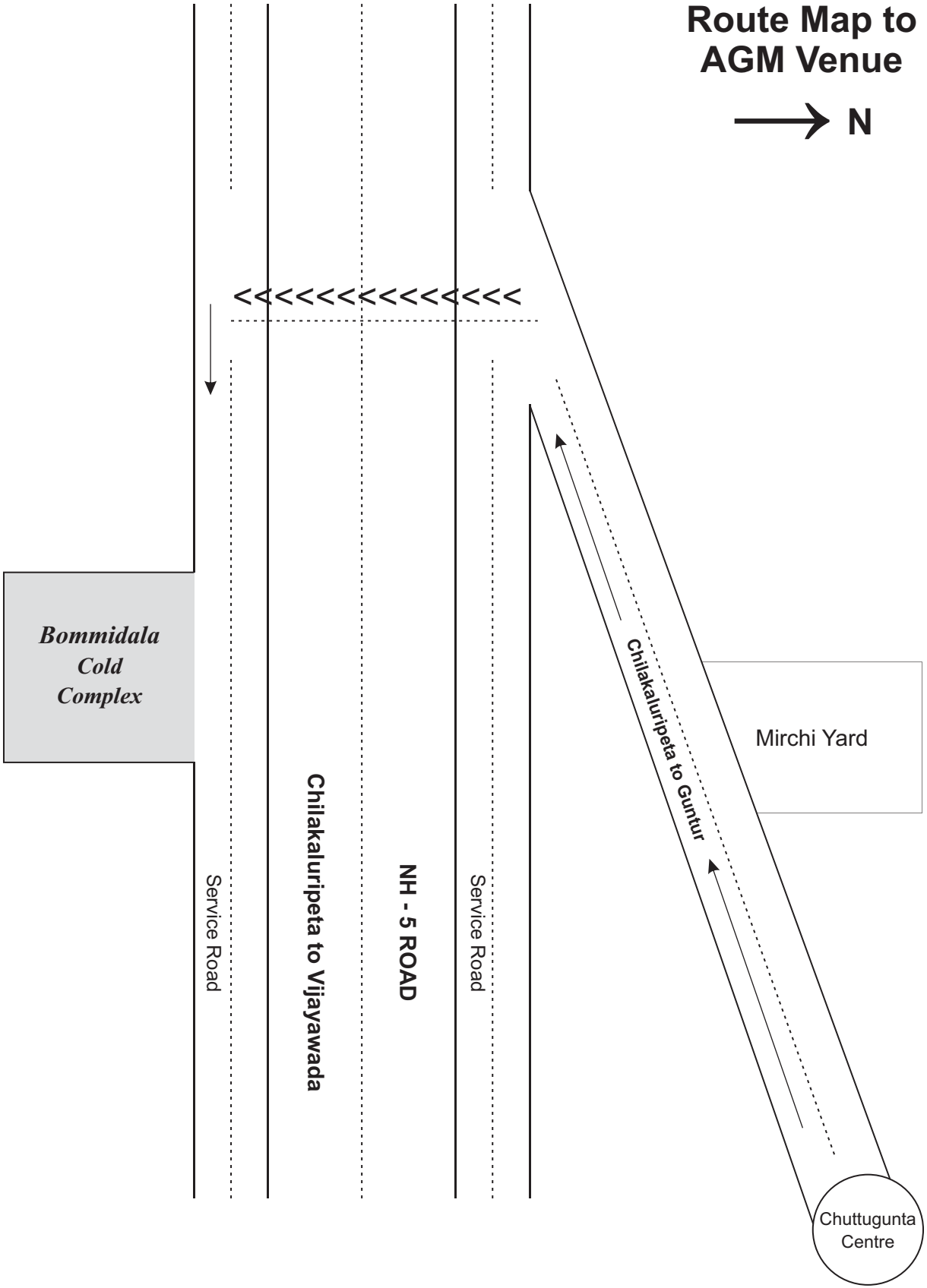
** I wish my above Proxy to vote in the manner as indicated in the box below:

| S. No. | Resolutions | For | Against |
|--------|--|-----|---------|
| | Consider and adopt: | | |
| 1. | Audited financial statements for the year ended March 31, 2024 and reports of the Board of Directors and Auditors thereon. | | |
| 2. | Re Appoint Smt. Bommidala Anitha (DIN: 00112766) as Director who retires by rotation. | | |
| 3. | Re Appoint Sri Bommidala Rama Krishna (DIN: 00105030) as Managing Director. | | |

NOTE: The proxy form duly completed shall be deposited at the Registered Office of the company not less than 48 hours before the time for holding the Meeting. Proxy need not be a member.

Affix Rs. 1/
Revenue
Stamp

Route Map to AGM Venue



*Bommidala
Cold
Complex*

Service Road

Chikaluripeta to Vijayawada

NH - 5 ROAD

Service Road

Chikaluripeta to Guntur

Mirchi Yard

Chuttugunta
Centre