

# **BNR UDYOG LIMITED**



**27<sup>th</sup> Annual Report  
2020-2021**



## **TWENTY SEVENTH ANNUAL GENERAL MEETING**

Day : Tuesday Date : 21-9-2021 Time : 10-00 A.M.

<b>S.No.</b>	<b>Contents</b>	<b>Page No.</b>
1.	Index	1
2.	Corporate Information	2
3.	Notice of Annual General Meeting	3
4.	Director's Report	10
5.	Secretarial Audit Report Form MR-3	23
6.	Annexure to Secretarial Audit Report	25
7.	Management & Discussion Analysis	27
8.	Independant Auditor's Report	30
9.	Annexure to Independant Auditor's Report	33
10.	Balance Sheet	37
11.	Profit and Loss Account	38
12.	Cash Flow Statement	39
13.	Statement of Change in Equity	40
14.	Notes forming part of the Financial Statements	41

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

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

**Company Secretary**

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

**REGISTERED OFFICE**

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

**CORPORATE IDENTITY NUMBER**

L67120AP1994PLC018841

**STATUTORY AUDITORS**

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

**INTERNAL AUDITOR**

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

**SECRETARIAL AUDITOR**

M/s. S. S. Reddy & Associates  
Practicing Company Secretaries  
8-2-603/23/3 & 8-2-603/23, 15, 2nd Floor,  
HSR Summit, Road No;10, Banjara Hills,  
Beside No.1 News Channel Office,  
Hyderabad-500 034, Telangana.

**AUDIT COMMITTEE**

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

**NOMINATION & REMUNERATION COMMITTEE**

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

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

**BANKERS**

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

**REGISTRAR & SHARE TRANSFER AGENTS**

KFIN Technologies Private Limited  
Karvy Selenium Tower B, Plot No. 31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad-500 032.  
Toll free No. : 1-800-309-4001

**LISTED AT**

BSE Limited.

**DEMAT ISIN NUMBER IN NSDL & CDSL**

INE355C01016

**WEBSITE**

www.bnrul.com

**INVESTOR E-MAIL ID**

info@bnrul.com



**NOTICE**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of M/s. BNR Udyog Limited will be held on Tuesday, the 21<sup>st</sup> day of September, 2021 at 10.00 A.M. through video conference / other Audio-Visual means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sandeep Rathi (Holding DIN: 05261139), who retires by rotation and being eligible, offers himself for re-appointment.

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

**Place : Hyderabad  
Date : 12.08.2021**

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

**NOTES:**

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, and extended Circular dated January 15, 2021, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the AGM of the Company is being held through VC / OAVM.  
  
Pursuant to the provisions of the 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 15-09-2021 to 21-09-2021 (including both days).
4. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
5. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. KFin Technologies Pvt Ltd.)
6. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. KFin Technologies Pvt Ltd., share transfer agents of the Company for their doing the needful.
7. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
8. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
9. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/ RTA incase shares are held in physical form, and to their respective depository participant, if held in electronic form.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, and extended vide SEBI circular dated January 15, 2021, notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
11. Members may also note that the Notice of the 27<sup>th</sup> Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website [www.bnrul.com](http://www.bnrul.com) for download. For any communication, the shareholders may also send requests to the Company's investor email id: [info@bnrul.com](mailto:info@bnrul.com)
12. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 27<sup>th</sup> Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
13. e-AGM: Company has appointed M/s KFin Technologies Pvt Ltd., Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
14. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
  - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference. Physical attendance of the Members at the meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate there at and cast their votes through e-voting.

15. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
16. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
17. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
18. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

#### **PROCEDURE FOR REMOTE E-VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility Provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Pvt Ltd., on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences Saturday, 18th September 2021 from 9-00 a.m. (IST) and end at 5-00 p.m. (IST) on Monday 20th September 2021
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who have acquired shares of the Company and becomes a member after the Notice is sent and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin Technologies Pvt Ltd., for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who have acquired shares of the Company and become a Member of the Company after the Notice is sent and holds shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 

**Step 1 :** Access the Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access the KFin Technologies Pvt Ltd. e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3 :** Join virtual meetings (e-AGM) of the Company on KFin Technologies Pvt Ltd. system to participate e-AGM and vote at the AGM.

**Details of Step 1 are mentioned below:**

#### **i) Login method for remote e-Voting for individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
	<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. 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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin Technologies Pvt Ltd.</p> <p>V. On successful selection, you will be redirected to <b>KFin Technologies Pvt. Ltd.</b> e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin Technologies Pvt Ltd. e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFin Technologies Pvt Ltd.</b>, where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>KFin Technologies Pvt Ltd.</b> and you will be redirected to e-Voting website of <b>KFin Technologies Pvt Ltd.</b>, for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542/543</b>

**Details on Step 2 are mentioned below:**

**I) Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFin Technologies Pvt Ltd. which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN E-Voting Event Number) xxxx, followed by folio number In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies Pvt Ltd. for e-Voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVEN" i.e., BNR UDYOG LTD. AGM" and click on "Submit"
  - 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 herein above. You may also choose the option ABSTAIN. 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.
  - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - 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 else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin Technologies Pvt Ltd., by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the



- email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**I) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFin Technologies Pvt Ltd. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFin Technologies Pvt Ltd. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [shankar@bnrul.com](mailto:shankar@bnrul.com). Questions /queries received by the Company till 18-09-2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 16-09-2021 to 18-09-2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFin Technologies Pvt Ltd. On successful login, select 'Post Your Question' option which will be opened from 16-09-2021 to 18-09-2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Technologies Pvt Ltd. Website) or contact P. Nageshwara Rao, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin Technologies Pvt Ltd. toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 14-09-2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.



- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> e-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    - Example for NSDL:
    - MYEPWD <SPACE> IN12345612345678
    - Example for CDSL:
    - MYEPWD <SPACE> 1402345612345678
    - Example for Physical:
    - MYEPWD <SPACE> XXXX1234567890
  - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Pvt Ltd. at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
- VI. The results of the electronic voting shall be declared to the Stock Exchange after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
19. The members who have cast their vote by remote e-Voting may also attend the meeting but shall not be entitled to cast their vote again.
20. The Board of Directors of the Company has appointed M/s. S.S Reddy & Associates, Practicing Company Secretaries, as scrutinizer to scrutinize the remote e-Voting process and voting at the meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
21. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 14-09-2021.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 14-09-2021 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
23. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.bnrul.com](http://www.bnrul.com) and on the website of the KFin Technologies Pvt Ltd. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the Stock Exchange.
24. In terms of Companies Act, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2020-21, the Company would be transferring the unclaimed or unpaid Final Dividend for the year 2013-14 to the IEPF within a period of thirty days of such amounts becoming due. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
25. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 14-09-2021.
26. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Register office of the Company.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
28. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. upto the date of Annual General Meeting.
29. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

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

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

**Place : Hyderabad  
Date : 12.08.2021**