

REGISTERED OFFICE :

'Bommidala House'

5-87-15/A, Lakshmipuram Main Road

GUNTUR - 522 007, INDIA

Tel : +91 863 2355108

Fax : +91 863 2358453

CIN : L05005AP1993PLC015304

e-mail : bkvind@bommidala.co.in

PAN : AACCB3364P

Website: bkvindustries.in

BKV INDUSTRIES LIMITED

"and reduced"

Date: 03.09.2020

To

Corporate Relationship Department,
BSE Ltd.,
Mumbai.

Script Code: 519500

Dear Sir,

Sub: Annual Report – 2019-2020.

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

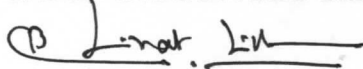
Pursuant to the provisions of regulation 30 and 34 of SEBI (LODR) Regulations, 2015, we submit herewith the Annual Report for the FY 2019-20 along with the notice convening the Twenty Seventh Annual General Meeting of the members of BKV Industries Limited scheduled to be held on Saturday, 26th September, 2020 at 03:30 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) facility, without the physical presence of Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs and circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India.

The Annual Report for the Financial Year 2019-20 is also available on the website of the Company at <https://www.bkvindustries.in>

Thanking you,

Yours faithfully,

For **BKV INDUSTRIES LIMITED,**



(BUDAVARAM VIRAT VISHNU)

Company Secretary & Compliance Officer,
Membership No: ACS 56214

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of BKV INDUSTRIES LIMITED will be held on Saturday, September 26, 2020 at 03.30 P.M. IST ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below through remote electronic voting ("E-voting").

In view of the pandemic situation of novel strain of corona virus ("COVID-19") and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made there under. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2020 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 Business:

3. Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to renew the lease of Aqua Farm at Iskapally, Pottisreeramulu Nellore District, Andhra Pradesh with effect from 1st July 2020 to 30th June 2027 in such form, manner and time as the Board may deem fit, with a lease rent as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. Payment of Remuneration to Shri Bommidala Ramakrishna, Managing Director: and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

"RESOLVED THAT in modification to the earlier resolutions passed in this regard and as per recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Sections 197

and 198 read with the Schedule V and other applicable provisions, if any of the companies Act 2013 (here in after referred to as "the said Act") (including any statutory modification(s), enactment(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the central government, if any, approval of the members, be and is hereby accorded for payment of Remuneration up to Rs. 36,00,000 (Rupees Thirty six lacs only) per annum be decided by the board from time to time based on recommendations of the Nomination and Remuneration Committee to Shri Bommidala Rama Krishna (DIN 00105030), Managing Director of the Company as may, resulting in revision of remuneration payable with effect from 1st October 2020, for his remaining tenure with the existing terms and conditions for his appointment and others remaining unaltered.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution"

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Place: Guntur

Managing Director

Date: 27.06.2020

DIN: 00105030

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 21st September, 2020 to Saturday, 26th September, 2020 (both days inclusive), for annual closing (for Annual General Meeting).
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 15th June, 2020 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in AGM through VC / OAVM.
3. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The **Explanatory Statement** pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
5. 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 28th August 2020.

6. The Board of Directors of the Company (the "Board", which term shall be deemed 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.

7. 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. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, 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 AGM Notice.

8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ksrao21@gmail.com with a copy marked to einward.ris@kfintech.com

9. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

10. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.

11. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited ("KFinTech") (formerly known as "Karvy Fintech Private Limited") 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 Circular dated 12th May, 2020, 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 website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com/respectively and on the website KFinTech of <https://evoting.kfintech.com> For any communication, the Members may also send a request to the Company's email : bkvind@bommidala.co.in. 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 Private Limited.

AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company. Members can join the AGM 15 minutes before and after the scheduled time of commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis, in accordance with the MCA Circulars.

12. Instructions for Members for attending the AGM through VC/OAVM are as under:

i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company.

Members are requested to visit: <http://bkvind.makvel.in> and click on the "e-AGM Video Conference & Streaming" to join the Meeting.

ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.

iii. Members who need assistance before or during the AGM may contact Mr. Bhanu Kumar, CFO – at Tel: +0863-2355108 or send an email request at the email id: bkvind@bommidala.co.in or evoting@kfintech.com.

13. 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 (P) 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: Wednesday, 23rd September, 2020 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: Friday, 25th September, 2020 at 5:00 P.M.

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 19th September, 2020. Any person who acquires Equity Shares and becomes a Member after 19th September, 2020 and holds shares as on the cut-off date, i.e. 18th September, 2020, 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.karvy.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 1800-345-4001.

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.

vi) Details of person(s) to be contacted for issues relating to e-voting: N. Shyam Kumar Manager – RIS, KFin Technologies Private Limited Unit: BKV Industries Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-345-4001; Fax No.: +91 40 2300 1153/ 2342 0814. E-mail: einward.ris@kfintech.com

vii. The instructions for remote e-voting are as under:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b. 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 KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (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.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT for BKV Industries Limited.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 18th September, 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each item of the AGM Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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, 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 at ksrao21@gmail.com with a copy to evoting@kfintech.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.karvy.com> or at evoting@kfintech.com or call Toll free No. 1800-345-4001, for any further clarifications.

14. Instructions for Members for Voting during the AGM:

As per the MCA circulars on conducting of AGM through VC/OAVM the voting at AGM may conducted through poll by using e voting system provided by the Company or show of hands. The shareholders may cast their votes by using e voting system provided by the Company on resolutions set out in the notice up on mentioning their details i.e. Name, PAN and no.of shares held at the e voting page provided by the Company, visit. <http://bkvind.makvel.in>

As per the provisions of the Companies Act, If the voting at AGM through VC/OAVM conducted by way of show of hands as may be decided by the Chairman the each shareholder can cast one vote irrespective of their share holding.

15. 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 Private 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 18th September, 2020. 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/email registration/>
- 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. B. 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 under: 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 2020" and follow the process as mentioned on the landing page to receive the AGM Notice and Voting Instructions.

- i. 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.
- ii. 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.

16. 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. 18th September, 2020.

b. Alternatively, Members holding shares as on the cutoff 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.

17. Speaker Registration before AGM:

a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to Contact. Mr. K.Bhanu Kumar, Phone No: 9848620957 and email. bkvind@bommidala.co.in. Members shall be provided with a "queue number" before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session.

b. Members will be provided with the facility to attend the AGM through VC/OAVM through may access at <https://bkvind.makvel.in> by clicking "e-AGM Video Conference & Streaming" and join the Meeting by using the remote e-voting credentials.

18. General Instructions/Information for Members for voting on the Resolution at the AGM:

a. Members who are present at the AGM through VC/ OAVM facility and have not cast their votes on the Resolution through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFinTech during the Meeting. 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. 18th September, 2020. Members are eligible to cast their vote either through remote e-voting or in the AGM, 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 and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour 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 28th September, 2020

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. 26th September, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.

19. 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. The same will be replied by the Company suitably.

20. 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. Members can contact the Company or Company's Registrars and Transfer Agent M/s KFin Technologies Private Limited for assistance in this regard.

21. Additional Information with respect to Item No. 2 if this Notice, under regulation 36(3) of SEBI (LODR) Regulations regarding re-appointment of Director: Smt. BommidalaAnitha (DIN 00112766) retires by rotation as Non-Executive Director of the Company.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Additional information of Smt. BommidalaAnitha pursuant to SEBI (LODR) Regulations, 2015 and Listing Agreement executed with Stock Exchanges is given below:

Brief resume: Smt. BommidalaAnitha W/o Bommidala Rama Krishna, aged 51 years resident of Guntur and she is a Law Graduate and underwent training in Personnel Management.

Nature of Expertise: She has rich experience and knowledge in areas like, legal, banking and HR related activities. Her knowledge of legal aspects will be considerable assistance to the management in complying with various Government and Other Rules, Procedures and Regulations. Relationship between Directors: Smt. BommidalaAnitha is wife of Bommidala Rama Krishna, Managing Director of the company.

Membership in Other Listed Entity Board's: Smt. BommidalaAnitha is not a Director in the Board of any other listed Company. **Shareholding:** She is having shareholding of 2.63%. Other Information: She is Chairperson of Share Transfer

The following explanatory statement sets out all material facts relating to Item No.3 & 4 of Notice in accordance with Section 102 of the Companies Act, 2013:

Item No:3

The company had been in the livestock business, for more than a decade and considerable amount was lost in the operations, due to virus. Initially to take care of the maintenance of the farm and to meet the statutory compliances costs, the Board had decided to give the shrimp farm on lease and over a period of time, the Lessee's had maintained and improved the operating conditions of the farm. The lease agreement period entered with CPF (India) Private Limited, is expired on 30th June 20, after a lease period of seven years.

Keeping in view of the Company's existing and future financial requirements to support its business operations, it is proposed to renew the lease agreement to lease shrimp farms of the Company situated at Iskapalli village, Nellore District, Andhra Pradesh for a period of seven years.

The minutes of the Board Meeting approving the renewal of lease is available for member's inspection during the business hours of the Company.

Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Accordingly, the Company is desirous of obtaining the shareholders consent for leasing of the Company's immovable property i.e aqua farm at Iskapalli.

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

The Board recommends these resolution for the approval of the members as Special Resolutions.

Item no:4

Sri Bommidala Rama Krishna was re-appointed as the Managing Director of the Company for a further period of 5 years with effect from 10.03.2019 to 09.03. 2024 by members of the Company by way of ordinary resolution dated September 12, 2019.

The Company may have inadequate profits as per provisions of the Companies Act, 2013 to pay remuneration to Managing Director. The Company has been paying remuneration to Sri Bommidala Rama Krishna as per the ordinary resolution passed by shareholders at the annual general meeting of the company held on September 12, 2019.

It is expected that the revenue from the operations of the Company may be increased from the financial year 2020-2021, Sri Bommidala Rama Krishna, Managing Director of the company has been instrumental in the growth of the company. He has played a pivotal role in the company, with a view to recognition of Sri Bommidala Rama Krishna for his efforts, the Board of Directors of your company have considered the recommendation of the Remuneration committee of the Board, subject to your approval, to pay remuneration up to Rs. 36,00,000 per year to him.

Therefore, in terms of the provisions of the Companies Act, 2013, approval of members of the Company by way of an Ordinary resolution is sought for increase in payment of remuneration to Sri Bommidala Rama Krishna for his tenure from October 1, 2020 upto March, 9th, 2024. The other terms and conditions are not proposed to be amended.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have accorded their approval on June 27, 2020 to seek approval of members in this matter.

None of the directors except Sri Bommidala Rama Krishna. Managing Director, and Mrs. Bommidala Anitha, Director (wife of Sri Bommidala Rama Krishna) is interested in passing of the resolution.

Your Board recommends passing of the resolution as set out in item no 4 of this Notice.

A summary on profile of Sri Bommidala Rama Krishna: Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 30 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise goods Industries with wide business contacts 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.

Details of the Directors seeking variation in terms of remuneration required under Secretarial Standard - 2 on General Meetings

Name of Director	Bommidala Rama Krishna.
Designation	Managing Director
DIN	00105030
Date of Appointment	13.02.1993
Date of Re-appointment	09.03.2019
Date of Birth (Age)	27.02.1962
Brief Resume	Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 30 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise goods Industries with wide business contracts and administrative capabilities
Expertise in specific functional area	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.
Qualifications	Post graduate in business administration from Jackson State University, Mississippi, USA
Remuneration last drawn	Rs. 6,00,000/ per annum
Number of meetings of the Board attended during the financial year 2019-20	4 (Four)
Directorship held in other Listed Companies	Nil
Committee position held in other Companies	Nil
Relationship with other Directors	He is a husband of Mrs Bommidala Anitha, Director of the company
No. of equity shares held in the Company	98,66,821 shares

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

1. General Information:

Nature of Industry	Prawn Culture
Date or expected date of commencement of commercial production	Existing Company
Financial performance based on given indicators	Revenue from Operations: Lease Net Profit / (Loss): Rs. (12.26) Lakhs
Foreign investments or collaborations, if any	Nil
Reasons of loss or inadequate profits	Adverse market conditions for aqua industry
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

2. Information about the appointee:

Background details	Given above
Past remuneration	Rs.6,00,000/ per annum
Recognition or awards	Nil
Job profile and his suitability	Given above
Remuneration proposed	Rs.36,00,000/ per annum
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 as proposed of Sri Bommidala Ramakrishna 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 and unsecured loan(s) provided to the company, he does not have any pecuniary relationship with company.

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Managing Director

DIN: 00105030

Place: Guntur

Date: 27.06.2020

BKV INDUSTRIES LIMITED

27th

ANNUAL REPORT

2019 - 2020



BOARD OF DIRECTORS

Sri Bommidala Rama Krishna Managing Director	Member: Stakeholders Relationship Committee, Share Transfer Committee
Smt. Bommidala Anitha Non Executive Director	Chairperson: Stakeholders Relationship Committee, Share Transfer Committee, Risk Management Committee Member: Audit Committee Nomination & Remuneration Committee
Sri Nellore Dolendra Prasad Non Executive - Independent Director	Chairman: Nomination & Remuneration Committee Member: Audit Committee
Sri Tunuguntla Rama Krishna Non Executive - Independent Director	Chairman : Audit Committee Member: Nomination & Remuneration Committee, Risk Management Committee Stakeholders Relationship Committee Share Transfer Committee
Mr. B. Virat Vishnu	Company Secretary & Compliance Officer
Mr. K. Bhanu Kumar	Chief Financial Officer

Registered Office: "Bommidala House", # 5-87-15/A, Lakshmipuram 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: Andhra Bank, 150 - Guntur Main, Near Gowri Shankar Theatre, Kothapet, Guntur - 522 001.
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Stock Exchanges:

BSE Limited, (Formerly Bombay Stock Exchange Ltd.), Registered Office: Floor 25, PJ Towers, Dalal Street, Mumbai - 400 001.	The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata - 700 001.
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Statutory Auditors:
Internal Auditors:

M/s. Kurapati Subba Rao & Co., Chartered Accountants, # 7-5-33, Opp. Lane to Gayathri Temple, 1st Floor, Near Kalaniketan Mangamur Road, Ongole - 523 002.	M/s. Jonnalagadda & Associates, Chartered Accountants, New No:104 (Old No:54), Thiruvalluvarpuram, II Street, Choolaimedu, Chennai - 600 094.
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Secretarial Auditors:
Registers & Share Transfer Agents:

M/s. K. Srinivasa Rao & Co., Company Secretaries, # 6-13-14A, 13/3, Arundelpet, Guntur - 522 002.	M/s. KFin Technologies (P) Limited, Karvy Selenium Tower B, Plot No: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
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NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the members of BKV INDUSTRIES LIMITED will be held on Saturday, September 26, 2020 at 03.30 P.M. IST ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below through remote electronic voting ("E-voting").

In view of the pandemic situation of novel strain of corona virus ("COVID-19") and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made there under. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2020 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 Business:

3. Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to renew the lease of Aqua Farm at Iskapally, Pottisreeramulu Nellore District, Andhra Pradesh with effect from 1st July 2020 to 30th June 2027 in such form, manner and time as the Board may deem fit, with a lease rent as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. Payment of Remuneration to Shri Bommidala Ramakrishna, Managing Director: and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

"RESOLVED THAT in modification to the earlier resolutions passed in this regard and as per recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Sections 197

and 198 read with the Schedule V and other applicable provisions, if any of the companies Act 2013 (here in after referred to as "the said Act") (including any statutory modification(s), enactment(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the central government, if any, approval of the members, be and is hereby accorded for payment of Remuneration up to Rs. 36,00,000 (Rupees Thirty six lacs only) per annum be decided by the board from time to time based on recommendations of the Nomination and Remuneration Committee to Shri Bommidala Rama Krishna (DIN 00105030), Managing Director of the Company as may, resulting in revision of remuneration payable with effect from 1st October 2020, for his remaining tenure with the existing terms and conditions for his appointment and others remaining unaltered.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution"

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Place: Guntur

Managing Director

Date: 27.06.2020

DIN: 00105030

NOTES:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 21st September, 2020 to Saturday, 26th September, 2020 (both days inclusive), for annual closing (for Annual General Meeting).
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 15th June, 2020 read with Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM. Therefore, the Meeting will be organized without the presence of Members and their proxies at meeting venue. Members can attend and participate in AGM through VC / OAVM.
3. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. The **Explanatory Statement** pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto.
5. 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 28th August 2020.

6. The Board of Directors of the Company (the "Board", which term shall be deemed 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.

7. 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. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, 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 AGM Notice.

8. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ksrao21@gmail.com with a copy marked to einward.ris@kfintech.com

9. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

10. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.

11. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited ("KFinTech") (formerly known as "Karvy Fintech Private Limited") 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 Circular dated 12th May, 2020, 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 website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and on the website KFinTech of <https://evoting.kfintech.com> For any communication, the Members may also send a request to the Company's email : bkvind@bommidala.co.in. 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 Private Limited.

AGM through VC/OAVM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company. Members can join the AGM 15 minutes before and after the scheduled time of commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis, in accordance with the MCA Circulars.

12. Instructions for Members for attending the AGM through VC/OAVM are as under:

i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company.

Members are requested to visit: <http://bkvind.makvel.in> and click on the "e-AGM Video Conference & Streaming" to join the Meeting.

ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.

iii. Members who need assistance before or during the AGM may contact Mr. Bhanu Kumar, CFO – at Tel: +0863-2355108 or send an email request at the email id: bkvind@bommidala.co.in or evoting@kfintech.com.

13. 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 (P) 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: Wednesday, 23rd September, 2020 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: Friday, 25th September, 2020 at 5:00 P.M.

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 19th September, 2020. Any person who acquires Equity Shares and becomes a Member after 19th September, 2020 and holds shares as on the cut-off date, i.e. 18th September, 2020, 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.karvy.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 1800-345-4001.

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.

vi) Details of person(s) to be contacted for issues relating to e-voting: N. Shyam Kumar Manager – RIS, KFin Technologies Private Limited Unit: BKV Industries Limited, Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-345-4001; Fax No.: +91 40 2300 1153/ 2342 0814. E-mail: einward.ris@kfintech.com

vii. The instructions for remote e-voting are as under:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b. 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 KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (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.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT for BKV Industries Limited.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 18th September, 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each item of the AGM Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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, 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 at ksrao21@gmail.com with a copy to evoting@kfintech.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.karvy.com> or at evoting@kfintech.com or call Toll free No. 1800-345-4001, for any further clarifications.

14. Instructions for Members for Voting during the AGM:

As per the MCA circulars on conducting of AGM through VC/OAVM the voting at AGM may conducted through poll by using e voting system provided by the Company or show of hands. The shareholders may cast their votes by using e voting system provided by the Company on resolutions set out in the notice up on mentioning their details i.e. Name, PAN and no.of shares held at the e voting page provided by the Company, visit. <http://bkvind.makvel.in>

As per the provisions of the Companies Act, If the voting at AGM through VC/OAVM conducted by way of show of hands as may be decided by the Chairman the each shareholder can cast one vote irrespective of their share holding.

15. 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 Private 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 18th September, 2020. 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/email registration/>
- 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. B. 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 under: 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 2020" and follow the process as mentioned on the landing page to receive the AGM Notice and Voting Instructions.

- i. 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.
- ii. 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.

16. 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. 18th September, 2020.

b. Alternatively, Members holding shares as on the cutoff 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.

17. Speaker Registration before AGM:

a. In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to Contact. Mr. K.Bhanu Kumar, Phone No: 9848620957 and email. bkvind@bommidala.co.in. Members shall be provided with a "queue number" before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session.

b. Members will be provided with the facility to attend the AGM through VC/OAVM through may access at <https://bkvind.makvel.in> by clicking "e-AGM Video Conference & Streaming" and join the Meeting by using the remote e-voting credentials.

18. General Instructions/Information for Members for voting on the Resolution at the AGM:

a. Members who are present at the AGM through VC/ OAVM facility and have not cast their votes on the Resolution through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFinTech during the Meeting. 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. 18th September, 2020. Members are eligible to cast their vote either through remote e-voting or in the AGM, 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 and e-votes cast at the Meeting will, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour 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 28th September, 2020

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. 26th September, 2020, subject to receipt of the requisite number of votes in favour of the Resolution.

19. 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. The same will be replied by the Company suitably.

20. 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. Members can contact the Company or Company's Registrars and Transfer Agent M/s KFin Technologies Private Limited for assistance in this regard.

21. Additional Information with respect to Item No. 2 if this Notice, under regulation 36(3) of SEBI (LODR) Regulations regarding re-appointment of Director: Smt. BommidalaAnitha (DIN 00112766) retires by rotation as Non-Executive Director of the Company.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Additional information of Smt. BommidalaAnitha pursuant to SEBI (LODR) Regulations, 2015 and Listing Agreement executed with Stock Exchanges is given below:

Brief resume: Smt. BommidalaAnitha W/o Bommidala Rama Krishna, aged 51 years resident of Guntur and she is a Law Graduate and underwent training in Personnel Management.

Nature of Expertise: She has rich experience and knowledge in areas like, legal, banking and HR related activities. Her knowledge of legal aspects will be considerable assistance to the management in complying with various Government and Other Rules, Procedures and Regulations. Relationship between Directors: Smt. BommidalaAnitha is wife of Bommidala Rama Krishna, Managing Director of the company.

Membership in Other Listed Entity Board's: Smt. BommidalaAnitha is not a Director in the Board of any other listed Company. **Shareholding:** She is having shareholding of 2.63%. Other Information: She is Chairperson of Share Transfer

The following explanatory statement sets out all material facts relating to Item No.3 & 4 of Notice in accordance with Section 102 of the Companies Act, 2013:

Item No:3

The company had been in the livestock business, for more than a decade and considerable amount was lost in the operations, due to virus. Initially to take care of the maintenance of the farm and to meet the statutory compliances costs, the Board had decided to give the shrimp farm on lease and over a period of time, the Lessee's had maintained and improved the operating conditions of the farm. The lease agreement period entered with CPF (India) Private Limited, is expired on 30th June 20, after a lease period of seven years.

Keeping in view of the Company's existing and future financial requirements to support its business operations, it is proposed to renew the lease agreement to lease shrimp farms of the Company situated at Iskapalli village, Nellore District, Andhra Pradesh for a period of seven years.

The minutes of the Board Meeting approving the renewal of lease is available for member's inspection during the business hours of the Company.

Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Accordingly, the Company is desirous of obtaining the shareholders consent for leasing of the Company's immovable property i.e aqua farm at Iskapalli.

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

The Board recommends these resolution for the approval of the members as Special Resolutions.

Item no:4

Sri Bommidala Rama Krishna was re-appointed as the Managing Director of the Company for a further period of 5 years with effect from 10.03.2019 to 09.03. 2024 by members of the Company by way of ordinary resolution dated September 12, 2019.

The Company may have inadequate profits as per provisions of the Companies Act, 2013 to pay remuneration to Managing Director. The Company has been paying remuneration to Sri Bommidala Rama Krishna as per the ordinary resolution passed by shareholders at the annual general meeting of the company held on September 12, 2019.

It is expected that the revenue from the operations of the Company may be increased from the financial year 2020-2021, Sri Bommidala Rama Krishna, Managing Director of the company has been instrumental in the growth of the company. He has played a pivotal role in the company, with a view to recognition of Sri Bommidala Rama Krishna for his efforts, the Board of Directors of your company have considered the recommendation of the Remuneration committee of the Board, subject to your approval, to pay remuneration up to Rs. 36,00,000 per year to him.

Therefore, in terms of the provisions of the Companies Act, 2013, approval of members of the Company by way of an Ordinary resolution is sought for increase in payment of remuneration to Sri Bommidala Rama Krishna for his tenure from October 1, 2020 upto March, 9th, 2024. The other terms and conditions are not proposed to be amended.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have accorded their approval on June 27, 2020 to seek approval of members in this matter.

None of the directors except Sri Bommidala Rama Krishna. Managing Director, and Mrs. Bommidala Anitha, Director (wife of Sri Bommidala Rama Krishna) is interested in passing of the resolution.

Your Board recommends passing of the resolution as set out in item no 4 of this Notice.

A summary on profile of Sri Bommidala Rama Krishna: Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 30 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise goods Industries with wide business contacts 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.

Details of the Directors seeking variation in terms of remuneration required under Secretarial Standard - 2 on General Meetings

Name of Director	Bommidala Rama Krishna.
Designation	Managing Director
DIN	00105030
Date of Appointment	13.02.1993
Date of Re-appointment	09.03.2019
Date of Birth (Age)	27.02.1962
Brief Resume	Sri Bommidala Rama Krishna is a post graduate in business administration from Jackson State University, Mississippi, USA and had experience of more than 30 years in the fields of Tobacco, Shrimp Culture, Hospitality Services and Merchandise goods Industries with wide business contracts and administrative capabilities
Expertise in specific functional area	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.
Qualifications	Post graduate in business administration from Jackson State University, Mississippi, USA
Remuneration last drawn	Rs. 6,00,000/ per annum
Number of meetings of the Board attended during the financial year 2019-20	4 (Four)
Directorship held in other Listed Companies	Nil
Committee position held in other Companies	Nil
Relationship with other Directors	He is a husband of Mrs Bommidala Anitha, Director of the company
No. of equity shares held in the Company	98,66,821 shares

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

1. General Information:

Nature of Industry	Prawn Culture
Date or expected date of commencement of commercial production	Existing Company
Financial performance based on given indicators	Revenue from Operations: Lease Net Profit / (Loss): Rs. (12.26) Lakhs
Foreign investments or collaborations, if any	Nil
Reasons of loss or inadequate profits	Adverse market conditions for aqua industry
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

2. Information about the appointee:

Background details	Given above
Past remuneration	Rs.6,00,000/ per annum
Recognition or awards	Nil
Job profile and his suitability	Given above
Remuneration proposed	Rs.36,00,000/ per annum
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 as proposed of Sri Bommidala Ramakrishna 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 and unsecured loan(s) provided to the company, he does not have any pecuniary relationship with company.

For and on behalf of Board of directors of
For BKV Industries Limited

BOMMIDALA RAMA KRISHNA

Managing Director

DIN: 00105030

Place: Guntur

Date: 27.06.2020

BOARD'S REPORT

Your Directors have pleasure in presenting you the Twenty Seventh Annual Report together with Audited Financial Statements for the year ended 31st March, 2020.

FINANCIAL PERFORMANCE OF THE COMPANY

(Rs. In Lakhs)

Particulars	For the year ended 31/03/2020	For the year ended 31/03/2019
Sales & Other Income	39.04	33.42
Profit/(Loss) before interest and Depreciation	(6.28)	(21.72)
Less: Finance Cost	3.14	0.39
Less: Depreciation and Amortisation expenses	0.69	0.85
Profit before Exceptional items& Taxes	(10.11)	(22.96)
Exceptional Items	-	-
Profit after Exceptional Items & Taxes	(10.11)	(22.96)
Less: Tax expenses	-	-
Profit / (Loss) after tax	(10.11)	(22.96)
Other Comprehensive Income / (Loss)	(2.15)	(0.63)
Total Comprehensive Income/(Loss) attributable to the owners of the company	(12.26)	(23.59)
Less: Appropriations	-	-
Closing Balance (Including Other Comprehensive Income) for the year	(12.26)	(23.59)

RESULTS OF OPERATIONS AND STATE OF COMPANY AFFAIRS:

The Aqua Farm situated at Isakapalli was given on lease during July, 2013 for seven years. Operating in volatile and uncertain environment at that time, the company had given the farm on long term lease, earned a gross income of Rs. 39.04 lakhs including Income, Other Income and incurred a Net Loss of Rs. 12.26 lakhs (Including income considered under Other Comprehensive Income/(Loss)). The impact of COVID-19 leading to lock down at the end of March 2020 had hit the economy badly and the industry is still to re-coup to normalcy. Also, due to the slowdown in the economy for the last two years and Lessee had offered a increase in the Lease Rent and the company was not be able to accumulate adequate working capital for it's operations. Hence due to the prevailing conditions, the Company will not be in a position to carry on its operations, therefore, the Board had considered and decided to extended the Lease period of aqua farm by a further lease term of seven years.

DIVIDEND AND RESERVES:

In view of considerable accumulated losses and current year loss no dividend is recommended for the financial year 2019-20 .

SUBSIDIARIES AND JOINT VENTURES

The company does not have any subsidiary.

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 Anita (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 General Meeting and being eligible, offers herself for re-appointment.

During the year Mr. Bommidala Rama Krishna has been reappointed as a Managing Director for a period of 5 years w.e.f. 10.03.2019 to 09.03.2024.

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 also 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., Sri Tunuguntla Rama Krishna (DIN:02324865) and Sri Nellore Dolendra Prasad

(DIN:01816366) have submitted declarations confirming that they continued to 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 stating that they have registered themselves 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 2019-2020, the Company has not given any guarantees/loan or made any investments. However, during the year, the company has not repaid any amount against the Interest Free Unsecured Loan received from CEO and due as on 31st March, 2020 was Rs. 41.50 lakhs, including the amount of Rs. 13.55 Lakhs received during the year.

Board and Committee Meetings:

The Board met 4 times during the financial year 2019-2020, 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 given in Annexure VII to the Board of Directors report.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors:

M/s. Kurapati Subba Rao & Co., Chartered Accountants (Firm Regn.No:001618S) was appointed as Statutory Auditors of your Company at the Annual General Meeting held on 06th September 2017, for a term 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. 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 in 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.

Maintenance of Cost Records - Not Applicable

Cost of Audit - 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.

Board Clarification on Secretarial Auditor qualifications: NIL

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 '1,000 crore or more; or (c) net profit of the company to be '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 to be disclosed are 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 in Form MGT-9 as per Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Company (Management and Administration) Rules, 2014 is annexed and given in Annexure-VI to this Report and also 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 2019-2020. However, in the case of Kolkata Stock Exchange, the shares are listed under "suspension" without any intimation to the Company, though company had sent all the resolutions for delisting its shares in all stock exchanges except in Mumbai in 2007 & 2014. The company has been paying its Listing Fees, despite clarification to be received from Calcutta Stock Exchange regarding its operation.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in Section 134(3) 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, 2020, 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, 2020 and of the cash flows and loss 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 are 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 differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. 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 2019-2020:

During the year, the Company has received interest free unsecured loans from the Directors 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 (Net)
1	Bommidala Rama Krishna	13,55,000.00

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 WORKPLACE (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 work place (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, 2020.

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.

By order of the Board of Directors
For **BKV Industries Limited**

BOMMIDALA RAMA KRISHNA

Managing Director

Place: Guntur
Date: 27.06.2020

DIN: 00105030

MANAGEMENT DISCUSSION & ANALYSIS**A. INDUSTRY, STRUCTURE, DEVELOPMENT AND OUTLOOK:**

Shrimp production went up 7.2 per cent from the previous year to 804,000 tonnes in 2019 and we are likely to end up close to 9 lakh tonnes in the fiscal year. Shrimp exports from India may increase 9 per cent year-on-year to 668,710 tonnes in 2019-20. India and Ecuador, with 27 per cent and 21 per cent share respectively, are driving shrimp exports. India's direct exports to China jumped in FY20. China and Vietnam together now account for 25% of shrimp exports from India (in value terms) while 45% plus of India's exports are shipped to the USA. Vietnam's share dropped from 16% to 4% while that of China increased from 9 to 21% in FY20.

In 2020 the growth in global shrimp production is coming from China and the US. China is reaching out to suppliers other than Ecuador due to a shortfall in domestic production. Expansion of frozen shrimp distribution to mid-tier cities, expansion of cold chain and delivery options, and growth of online and supermarket shopping will lead to continued growth. If the coronavirus or economic slowdown in China hits demand, there will be a significant oversupply in the global market.

The consumption of shrimps has gone up in the US and India is getting more orders from the country. However, the prices have not improved much, but the prices at which the exporters are buying from farmers have gone up. While the industry is yet to assess the output size currently, all indications are there for a decline in production. Less supply from hatcheries, paucity of brood stock, higher feed prices, diseases and lower prices for shrimps have all affected the production. By November 19, exports had reached \$1 billion, according to Marine Products Export Development Authority (MPEDA).

B. OPPORTUNITIES AND THREATS:

Indian seafood industry may be impacted as global shrimp prices are expected to face pressure over the next few months with the trade adjusting to the changing demand dynamics in China, a key importer and consumer of farmed shrimp. The sizable domestic production and consumption of shrimp in China, makes the country a key price-mover in the global markets. In fact, China was a market stabiliser during 2019, when global demand from USA, EU and Japan floundered.

As far as impact on India is concerned, ICRA notes that China largely imports lower-value added and block frozen shrimp from India. Companies with high concentration on the Chinese markets, especially smaller ones, would be impacted immediately, as demand falls due to slow down and pandemic. The broader impact on India would stem from not only a reduction in Chinese demand but a correction in prices as the global supply-demand dynamics are disturbed.

India's seafood exports are likely to gain from a recovery in US demand last one month. The US was the largest buyer of Indian shrimps until last year when its off take slipped because of oversupply and a dip in prices. The consumption of shrimps has gone up in the US and we are getting more orders from the country for the last couple of months. Prior to Christmas, the US demand was slack due to oversupply, forcing the exporters to go slow on shipments. Besides, the prices were also lower compared to the previous year.

India, like all other large exporters, including Ecuador would have to wait-and-watch for the spread and severity of the pandemic and the impact on demand in China. While a confluence of factors like the ability to and alternative markets, reduction in supply over the next 3-4 months, early harvesting, and delayed stocking will determine how the dynamics play out, the immediate term correction in shrimp prices is a given.

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 & 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, expiring only at the end of first quarter, 2020. Also, in view of Covid 19, slow down in the global economy and lack of working capital and reasonable increase in the lease amount, the Board has accorded its consent for the extension of long term lease for another period of seven years, on request of Lessee and being placed before the shareholders for their approval in the ensuing Annual General Meeting. 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 framework to identify the major business risks as applicable to the Company and works out their mitigation strategy.

D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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. However, the Company had given its farm on long term lease and did not carry any other business operations during the year 2019-20 and the lease will be completed by the end of first quarter of 2020. The extension of long-term lease for another period of seven years is negotiated on the request of Lessee and approved by the Board and being placed before the shareholders for their approval in the ensuing Annual General Meeting.

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.

During March, 2013, the company entered into a lease agreement of its Farm for a period of 84 months with effect from July, 2013, as the promoters have decided to meet with lease income, the fixed expenses and statutory compliance costs. The company was proposing to explore the profitable business opportunities, when the lease term is completed to improve the financial performance of the company. In view of Covid 19, slow down in the global economy and lack of working capital and reasonable increase in the lease amount, the Board has accorded its consent for the extension of long term lease for another period of seven years, on request of Lessee and being placed before the shareholders for their approval in the ensuing Annual General Meeting.

With various steps, the company could perform reasonably and ended up with a net loss from operations Rs. 10.11 Lakhs after providing the depreciation for Rs. 0.69 Lakhs, excluding expenses of remeasurement of employee benefits of Rs. 2.15 lakhs during the year.

Particulars	Rs. in Lakhs
Farm Lease Income	35.12
EBIDTA (Excluding OCI)	(6.28)

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

The company had given its farm on long term lease and in addition to the fixed lease income, the company has not been carrying any other operations except the statutory compliances. It had employed only five employees during the year, which includes the Managing Director. During the year ended 31st March, 2020, the relations with Lessee and Employees are cordial.

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.

Debtors Turnover:

As there are no receivables at the year end, it is Not Applicable.

Inventory Turnover:

The company do not have any Inventory, as the farm is given on lease, and hence it is Not Applicable

Interest Coverage Ratio:

The company has not raised any funds other than Interest Free Unsecured Loan from Managing Director, hence Not Applicable.

Current Ratio:

As the company has got only fixed income from the Lease of the Farm and all the expenses, including the compliance expenses of the company are met with the above income. However, during the year, the company to have good relations with the surrounding villages and for income tax appeal purposes, had to borrow additional funds from the Managing Director on short term basis. Hence, the Current Ratio had marginally improved to 0.24, as at the end of 31st March, 2020 (Previous year 0.16).

Debt Equity Ratio:

As the company had not borrowed any long term funds and been operating through its own sources for long time, the debt equity ratio is NIL as at the end of 31st March, 2020. (Previous year 0.04).

Operating Profit Margin (%):

Due to additional compliance and other costs incurred to maintain good relations with the villagers, the company has incurred certain expenses during the last two years and Operating Margin/(Loss) on turnover for the year ended 31st March, 2020 at (28.77%) (Previous year 70.28%).

Net Profit Margin (%):

Due to additional compliance and other costs incurred to maintain good relations with the villagers, the company has incurred certain expenses Net Profit Margin (Loss) on turnover for the year ended 31st March, 2020 at (34.9%) (Previous year 72.22%).

Details of Changes in Return on Net Worth:

To maintain good relations with the villagers, the company had to incur an expenditure of Rs.4.00 Lakhs during the current year (Previous year Rs.16 lakhs), hence the company's return on Net Worth for the year ended 31st 2020 had marginally improved to (3.38%) against previous year (6.30%)

F. 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 by leveraging technology and creating a learning environment. 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.

G. 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, changes in the government regulations, compliance frame work, tax laws and other factors, may

affect the future earnings of the company. However, as the entire world is fighting against the unprecedented Covid-19, the company is very cautious about expecting a challenging financial position. The Company cannot guarantee the accuracy of the assumptions and perceived performance of the Company in future.

H. DISCLOSURE OF ACCOUNTING TREATMENT:

Where in the preparation of financial statements during the year there was no different treatment from that prescribed in an accounting standards followed.

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, no remuneration or sitting fees is paid to the Non-Executive Directors ("NEDs").

Once, the company is able to turn around and substantial losses are recovered, the company wants to pay the sitting fee to the NEDs for attending the Board and Committee meetings. The remuneration will be fixed subject to the statutory ceiling and the fee will be reviewed periodically and aligned to comparable best in class companies.

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 :

As 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 31-3-2020 Managing Director remuneration incurred was Rs.6.00 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 and only fixed income from the farm lease.

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 a 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 large 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 stakeholders.

- 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, 2020 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.

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-522 007 A.P. (hereinafter 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 & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 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 DIRECTOR	DIN
1	BOMMIDALA RAMAKRISHNA	00105030
2	ANITHA BOMMIDALA	00112766
3	NELLORE DOLENDRA PRASAD	01816366
4	TUNUGUNTLA RAMA KRISHNA	02324865

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.

Place: Guntur

Date: 27.06.2020

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

CS K. Srinivasa Rao
Partner

FCS:5599 CP No:5178
UDIN: F005599B000390324

**Annexure - III
FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

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 (hereinafter called the Company) for the financial year ended 31.03.2020. 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, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed 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, 2009 (up to 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018): (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (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, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; 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 Bombay Stock Exchange 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

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 are captured and recorded as part of the minutes.

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

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.,

CS K. Srinivasa Rao,
Partner

FCS.No. 5599/ C. P. No: 5178
UDIN: F005599B000390258

Place : Guntur

Date : 27th June, 2020.

***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. Whereever 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.

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

CS K. Srinivasa Rao
Partner
FCS.No. 5599/ C. P. No: 5178
UDIN: F005599B000390258

Place : Guntur
Date : 27th June, 2020.

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.

Board Skill Matrix:

Names of Directors	Special Knowledge / Practical Experience / Skills / Expertise / Competencies	Other Skills
Bommidala Ramakrishna	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 and sustainability Experience related to health, safety, environment, Social Responsibility, Information Technology and Sustainability.
Anitha Bommidala	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies Legal, Stakeholder Management, Risk Management, Operations and Process Optimization, Taxation.	Work, Health, safety , Information Technology and sustainability Experience related to health, safety, environment, Social Responsibility, Information Technology and Sustainability
Nellore Dolendra Prasad	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies Finance, Strategy, Risk Management, Corporate Governance.	Work, Health, safety , Information Technology and sustainability Experience related to health, safety, environment, Social Responsibility, Information Technology and Sustainability.
Tunuguntla Rama Krishna	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies Finance, Strategy, Risk Management, Corporate Governance.	Work, Health, safety , Information Technology and sustainability Experience related to health, safety, environment, Social Responsibility, Information Technology and Sustainability.

**Annual Secretarial Compliance Report of BKV Industries Limited
For The Year Ended 31.03.2020**

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

M/s BKV INDUSTRIES LIMITED

Bommidala house,
D.No.5-87-15/A,
Lakshmipuram Main Road,
Guntur - 522 007

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 **31.03.2020** ("Review Period" i.e 01.04.2019 to 31.03.2020) 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) Regulations, 2014; **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 Debt Securities) Regulations, 2008; **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) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (j) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, 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 there under, except in respect of matters specified below:

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL		

- (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:

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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<i>The Company has not appointed a qualified company secretary as the compliance officer up to 30th September 2018.</i>	31.03.2019	The Company has appointed a qualified company secretary as the compliance officer w.e.f 1 st October 2018	The Company has appointed a qualified company secretary as the, compliance officer w.e.f 1 st October 2018.

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.,

CS K. Srinivasa Rao
Partner
FCS.No. 5599/ C. P. No: 5178
UDIN: F005599B000390236

Place : Guntur
Date : 27th June, 2020.

ANNEXURE

To
M/s BKV INDUSTRIES LIMITED
Bommidala 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.

- 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.
- 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.
- We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity
- Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

- 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.
- 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: F005599B000390236

Place : Guntur
Date : 27th June, 2020.

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 sub-section

(1) of Section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

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

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:

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.

For **BKV Industries Limited**

BOMMIDALA RAMA KRISHNA

Managing Director

DIN:00105030

BOMMIDALA ANITHA

Director

DIN:00112766

Place: Guntur
Date: 27.06.2020

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 by 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	Not Applicable
iv	The expenditure incurred on Research and Development	NIL, Not Applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

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.	2019-20 in Rs.	2018-19 in Rs.
Foreign exchange earned	NIL	NIL
Foreign exchange outgo	NIL	NIL

Annexure VI
MGT -9
EXTRACT OF ANNUAL RETURN for the financial year ended 31/03/2020

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

A. REGISTRATION & OTHER DETAILS:

i	CIN	L05005AP1993PLC015304
ii	Registration Date	25.01.1993
iii	Name of the Company	BKV Industries Limited "and reduced"
iv	Category/Sub-category of the company	Public Company/ Limited by shares
v	Address of the Registered office & contact details	"Bommidala House", D.No:5-87-15/A, Lakshmipuram Main Road, Guntur -522007 , Andhra Pradesh. Phone: 91 863 2355108 Fax : 91 863 2358453
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent,	Kfin Technologies Private Limited Karvy Selenium Tower B Plot No: 31 -32,Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Phone : 91 40 23312454

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl.No	Name & Description of main products / services	NIC Code of the Product /service	% to total turnover of the company
1	Prawn Culture	03211	Only operating lease income - 100%

C. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
	NIL				

D. (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01-04-2019)				No. of Shares held at the end of the year (as on 31-03-2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian	1,08,20,284	-	1,08,20,284	70.04	1,08,15,784	-	1,08,15,784	70.01	(0.03)
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (1)	1,08,20,284	-	1,08,20,284	70.04	1,08,15,784	-	1,08,15,784	70.01	(0.03)
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1,08,20,284	-	1,08,20,284	70.04	1,08,15,784	-	1,08,15,784	70.01	(0.03)
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	41,900	41,900	0.27	-	41,900	41,900	0.27	-
b) Banks/FI	-	5,000	5,000	0.03	-	5,000	5,000	0.03	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	46,900	46,900	0.30	-	46,900	46,900	0.30	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	91,651	5,40,400	6,32,051	4.09	79,350	5,40,400	6,19,750	4.01	(0.08)
ii) Overseas	-	19,400	19,400	0.13	-	19,400	19,400	0.13	-
b) Individuals			-	-			-	-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lacks	17,20,437	20,50,700	37,71,137	24.42	17,42,038	20,45,900	37,87,938	24.53	0.11
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lacks	-	-	-	-	-	-	-	-	-
c) Others (specify)		-	-	-	-	-	-	-	-
i) Non Resident Indians	38,612	1,20,200	1,58,812	1.02	37,912	1,20,900	1,58,812	1.02	
ii) Clearing Members			-	-	-		-	-	-
SUB TOTAL (B)(2):	18,50,700	27,30,700	45,81,400	29.66	18,59,300	27,26,600	45,85,900	29.69	0.03
Total Public Shareholding (B)= (B)(1)+(B)(2)	18,50,700	27,77,600	46,28,300	29.96	18,59,300	27,73,500	46,32,800	29.99	0.03
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,26,70,984	27,77,600	1,54,48,584	100.00	1,26,75,084	27,73,500	1,54,48,584	100.00	-

D. (ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2019)			Shareholding at the end of the year (As on 31-03-2020)			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	BOMMIDALA SAROJA DEVI	1,13,716	0.74	0.00	1,13,716	0.74	0.00	0.00
2	BOMMIDALA ANITHA	4,06,825	2.63	0.00	4,06,825	2.63	0.00	0.00
3	BOMMIDALA SRINIVAS	2,36,900	1.53	0.00	2,36,900	1.53	0.00	0.00
4	BOMMIDALA RAMA KRISHNA	98,66,821	63.87	0.00	98,66,821	63.87	0.00	0.00
5	BOMMIDALA KASI VISWANADHAM	1,58,822	1.03	0.00	1,58,822	1.03	0.00	0.00
6	POLISETTY GNANA DEV	14,200	0.09	0.00	14,200	0.09	0.00	0.00
7	PITCHAIA PULIKONDA	5,000	0.03	0.00	5,000	0.03	0.00	0.00
8	B RAJESWARI	5,000	0.03	0.00	5,000	0.03	0.00	0.00
9	POLISETTY EKANADHA GUPTA	5,000	0.03	0.00	5,000	0.03	0.00	0.00
10	BAYYA SRINIVASA RAO	4,500	0.03	0.00	-	-	-	(0.03)
11	DEVISETTI RAMA DEVI	3,500	0.02	0.00	3,500	0.02	0.00	0.00
	Total	1,08,20,284	70.04	0.00	1,08,15,784	70.01	0.00	(0.03)

D. (iii) CHANGE IN PROMOTERS' SHAREHOLDING:

SI. No.	Particulars	Shareholding at the beginning of the Year (As on 01-04-2019)		Cumulative Shareholding end of the year (As on 31-03-2020)	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	1,08,20,284	70.04	1,08,20,284	70.04
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease.(e.g. allotment/ transfer/bonus/sweat equity etc.,)				
1.	Bayya Srinivasa Rao	Nil	Nil	(4,500)	(0.03)
	At the end of the year	1,08,20,284	70.04	1,08,15,784	70.01

D. (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl.no	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ (Decrease) in share holding	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company			No of Shares	% of total shares of the company
1	Opening Balance	AJAY KUMAR SRIVASTAVA	63489	0.41	31/03/2019		63489	0.41
	Closing Balance				31/03/2020		63489	0.41
2	Opening Balance	NAGARAJA LAKSHMI M	59200	0.38	31/03/2019		59200	0.38
	Closing Balance				31/03/2020		59200	0.38
3	Opening Balance	MASTAN VARAPRASAD	57156	0.37	31/03/2019		57156	0.37
	Closing Balance				31/03/2020		57156	0.37
4	Opening Balance	BRUNDAVANAM MURAL KRISHNA	41700	0.27	31/03/2019		41700	0.27
	Closing Balance				31/03/2020		41700	0.27
5	Opening Balance	BEJJENKI VENKATRAMANA	33801	0.22	31/03/2019		33801	0.22
	Sale				13/12/2019	(2000)	31801	0.21
	Sale				13/03/2020	(2200)	29601	0.19
	Closing Balance				31/03/2020		29601	0.19
6	Opening Balance	THAKKER BHUPENDRA	28245	0.18	31/03/2019		28245	0.18
	Closing Balance				31/03/2020		28245	0.18
7	Opening Balance	DASARI SHANKARAIHAH	24679	0.16	31/03/2019		24679	0.16
	Purchase				20/03/2020	2200	26879	0.17
	Closing Balance				31/03/2020		26879	0.17
8	Opening Balance	REENA SRIVASTAVA	22327	0.14	31/03/2019		22327	0.14
	Closing Balance				31/03/2020		22327	0.14
9	Opening Balance	SUNITHA REDDY KYATHAM	21500	0.14	31/03/2019		21500	0.14
	Closing Balance				31/03/2020		21500	0.14
10	Opening Balance	SUBHASH MANGAL MANGAL HUF	17600	0.11	31/03/2019		17600	0.11
	Closing Balance				31/03/2020		17600	0.11

D. (v) Shareholding of Directors & Key Managerial Personnel:

S.No	Name	Shareholding		Date	Increase/ (Decrease) in share holding	Reason	Cumulative Shareholding during the year (As on 31-03-2020)	
		No. of Shares at the beginning (01-04-2019)/ end of the year (31-03-2020)	% of total shares of the Company				No. of shares	% of the total shares of the Company
	A. Directors :							
1	Bommidala Rama Krishna	98,66,821	63.87	01-04-2019	-	No change during the year	-	-
	Managing Director							
	DIN: 00105030	98,66,821	63.87	31-03-2020			98,66,821	63.87
2	Bommidala Anitha	4,06,825	2.63	01-04-2019	-	No change during the year	-	-
	Non- Executive Director							
	DIN:00112766	4,06,825	2.63	31-03-2020			4,06,825	2.63
3	Nellore Dolendra Prasad	-	0.00	01-04-2019	-	Nil holding/ No change during the year	-	-
	Non- Executive / Independent Director							
	DIN: 01816366	-	0.00	31-03-2020	-		-	-
4	Tunuguntla Rama Krishna	-	0.00	01-04-2019	-	Nil holding/ No change during the year		
	Non- Executive / Independent Director							
	DIN:02324865	-	0.00	31-03-2020	-		-	-
	B. Key Managerial Personnel (KMP's)							
5	B.Virat Vishnu	-	0.00	01-04-2019	-	Nil holding/ No change during the year	-	-
	Company Secretary							
		-	0.00	31-03-2020	-		-	-
6	K.Bhanu Kumar	800	0.00	01-04-2019		No change during the year	-	-
	Chief Financial Officer							
		800	0.00	31-03-2020	-		800	0.00

E . INDEBTEDNESS

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

(in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	27,95,000	-	27,95,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	27,95,000	-	27,95,000
Change in Indebtedness during the financial year				
Additions	-	13,55,000	-	13,55,000
Reduction	-	-	-	-
Net Change	-	13,55,000	-	13,55,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	41,50,000	-	41,50,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	41,50,000	-	41,50,000

F REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Remuneration to Managing Director, Whole time director and/or Manager:

(in Rs.)

Sl.No	Particulars of Remuneration	Name of the Managing Director	Total
1	Gross salary	Bommidala Rama Krishna	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	6,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission		
	as % of profit	-	-
	Others	-	-
5	Others, please specify	-	-
	Total (A)	6,00,000	6,00,000
	Ceiling as per the Act	NA	NA

b. Remuneration to other directors:

SI.No	Particulars of Remuneration	Name of the Directors			Total (in Rs.)
1	Non-Executive – Independent Directors	Nellore Dolendra Prasad	Tunuguntla Rama Krishna		
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Directors			Bommidala Anitha	
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.				

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

SI. No.	Particulars of Remuneration	Key Managerial Personnel		Total (in Rs.)
1	Gross Salary	Company Secretary	CFO	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,40,000	4,50,000	6,90,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	2,40,000	4,50,000	6,90,000

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board,

Place: Guntur

Date: 27.06.2020

Bommidala Rama Krishna
Managing Director
DIN: 00105030

Bommidala Anitha
Director
DIN: 00112766

Annexure - VII

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	2.55:1
2	Bommidala Anitha, Director	Nil
3	Nellore Dolendra Prasad, Director	Nil
4	Tunuguntla Rama Krishna, Director	Nil

As there is no Sitting Fees paid to Non Executive Directors, it has been shown as NIL

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, if any, in the financial year:

Sl. No.	Particulars	% Increase in Remuneration
1	Bommidala Rama Krishna, Managing Director	39.32%
2	Bommidala Anitha, Director	NA
3	Nellore Dolendra Prasad, Director	NA
4	Tunuguntla Rama Krishna, Director	NA
5	B.Virat Vishnu (CS)	NA
6	K. Bhanu Kumar (CFO)	NA

3. Percentage increase in the median remuneration of employees in the financial year: 16.30%

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:

The average increase/(Decrease) in salaries of employees other than managerial personnel is NIL %.

6. Key parameters for any variable component of remuneration availed by the directors:

The Non-executive Directors are not paid any remuneration, as the company had been having fixed income and only marginal profit is earned. Managing Director's remuneration was fixed at Rs.6.00 lakhs per annum in view of no profits or profits inadequate, subject to the limits laid down by the Companies Act, 2013 and overall remuneration approved by the Shareholders. 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 employees covered under these rules.

By order of the Board of Directors
For **BKV Industries Limited**

BOMMIDALA RAMA KRISHNA

Managing Director

DIN: 00105030

Place: Guntur

Date: 27.06.2020

ANNEXURE TO THE BOARD'S REPORT

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR APRIL 01, 2019 TO MARCH 31, 2020.

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 31/03/2020 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, 2020 Four Board Meetings were held on 29th May, 2019, 13th August, 2019, 13th November, 2019, and 13th February, 2020.

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.

Independent Directors Meeting:

During the year ended March 31, 2020 Two Meetings of Independent Directors were held on 13th August, 2019, 13th February, 2020.

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:

The Company has adopted the code of conduct 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

The Company had already informed in 2007 and 2014, the decision of the shareholders to delist its shares, which the Calcutta Stock Exchange limited is yet to implement for decision.

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 |

Name of the Director	Category of Directorship	No. of Board Meeting Attended	Attendance at last AGM	* No. of Directorships 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
Sri Nellore Dolendra Prasad DIN: 01816366	Non Executive Independent Director	3	No	None	None
Sri Tunuguntla Rama Krishna DIN: 02324865	Non Executive Independent Director	4	Yes	None	None

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

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 the Director 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 facets of business and for better accountability. Pursuant to the Companies Act, 2013, as on March 31, 2020 the Company has the following Committees:

1. Audit Committee,
2. Nomination & Remuneration Committee,
3. Stakeholders Relationship Committee,
4. Risk Management Committee,
5. Share Transfer 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 different 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 31.03.2020.

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 Listing Regulations as well as Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. As on March 31, 2020, the Audit Committee of the Board comprises three members viz., Sri Tunuguntla Rama Krishna, Independent Director, Sri Nellore Dolendra Prasad, Independent Director and Smt. Bommidala Anitha a. Sri Tunuguntla Rama Krishna, Independent Director and Chairman of the Audit Committee and was present at Annual General Meeting.

(b) Composition, Meetings and Attendance during the year

The Audit Committee comprises of three non-executive directors. During the financial year ended 31st March, 2020 the committee met 4 times i.e. 29th May, 2019, 13th August, 2019, 13th November, 2019 and 13th February, 2020.

The attendance of each member of the committee is given below:

Name of the Director	Designation	Category	No. of meeting attended	
			Held	Attended
Sri Tunuguntla Rama Krishna	Chairman	Independent Non-Executive Director	4	4
Sri Nellore Dolendra Prasad	Member	Independent Non-Executive Director	4	2
Smt. Bommidala Anitha	Member	Non-Executive Director	4	3

Terms of reference of Audit Committee:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary and appointment of valuers;
- Evaluation of internal financial controls and risk management systems;
- 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 thereon;
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.

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 Nellore Dolendra Prasad (Chairman), Smt. Bommidala Anitha and Sri Tunuguntla Rama Krishna as members.

The composition of the Nomination and Remuneration Committee and particulars of meetings held on 13th August 2019 and 13th February 2020 attended by the members of the Committee are given below:

Name of the Director	Designation	Category	No. of meeting attended	
			Held	Attended
Sri Nellore Dolendra Prasad	Chairman	Independent Non-Executive Director	2	2
Smt. Bommidala Anitha	Member	Non-Executive Director	2	1
Sri Tunuguntla Rama Krishna	Member	Independent Non-Executive Director	2	1

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 thereunder 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 2019-2020 are given below:

Name of the Director	Sri Bommidala Rama Krishna Managing Director
Salary	Rs. 6,00,000
Benefits	-
Provident Fund	-
Total	Rs. 6,00,000

Non-Executive Directors

During the year, the company has not paid any sitting fees for attending the Board Meetings and Committee Meetings, in view of earlier losses and loss earned by the company during the year.

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 composition of the Stakeholders Relationship Committee and particulars of meetings held on 29th May 2019, 13th August 2019, 13th November 2019 and 13th February 2020 attended 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	4	4
Sri Tunuguntla Rama Krishna	Member	Independent Non Executive Director	4	2
Sri Bommidala Rama Krishna	Member	Executive Director	4	3

Functions of the Committee:

The company has a Stakeholders Relationship Committee comprises of three directors namely Smt. Bommidala Anitha, Non- executive Director, Sri Bommidala Rama Krishna, Managing Director and Sri Tunuguntla Rama Krishna, Non- executive Independent Director. 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 redressed 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 Pvt. Ltd" for furnishing replies to the shareholders explaining the position of the complaints. The Registrars and Share Transfer Agents "M/s. KFin Technologies Pvt. Ltd" submits "Investor Grievance Report" every quarter which will be reviewed by the Stakeholders Relationship Committee.

The Company received a total 35 no's of complaints from 01.04.2019 to 31.03.2020 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 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
Lakshimpuram, Main Road,
Guntur - 522 007.

Share Transfer Committee:

The Company has constituted Share Transfer Committee comprising of Smt. Bommidala Anitha (Chairperson) Non- executive Director and Sri Bommidala Rama Krishna, Executive Director and Sri Tunuguntla Rama Krishna, Non-executive Independent Director as members. The Committee met 3 times during the year to approve the Memorandum of Share Transfers, sub-division / consolidation of share certificates, transmission of shares and issue of duplicate share certificates, which are submitted by the Share Transfer Agents after completing their formalities. Share Transfers approved by the Committee are placed at the Board Meeting from time to time. During the period under review 500 Equity shares were transferred. Hence, the question of no share transfers arising out of the financial year in question are pending beyond the normal service time of two weeks from the date of receipt of complete documentation required to affect the transfer does not arise. There are no pending share transfers as on date of this Report.

Share Transfer Committee members and particulars of meetings held and attended by them 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	3	3
Sri Tunuguntla Rama Krishna	Member	Independent Non - Executive Director	3	2
Sri Bommidala Rama Krishna	Member	Executive Director	3	3

The role of the Share Transfer Committee shall, inter-alia, include the approval of share transfers and/or delegations thereof.

Risk Management Committee:

Business risk evaluation and management is an ongoing process within the organization. The Company has a reliable risk management framework 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 frame work 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 2019-2020, the Committee met on February 13, 2020.

The Composition of the Risk Management Committee as at March 31, 2020 and particulars of meetings held and attended 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 Tunuguntla Rama Krishna	Member	Independent Non - Executive Director	1	1

General Body Meetings:
Annual General Meetings:

Details of location of the last three Annual General Meetings of the Company are given below:

Date of AGM	Time	Place	Details of Special Resolutions Passed
06 th September, 2017	03.30 P.M.	Bommidala Cold Complex, Bypass Road, Lalpuram, Guntur	Special resolutions passed for re - appointment of Sri Nellore Dolendra Prasad & Sri Tunuguntla Rama Krishna as Independent Directors for 2nd term
15 th September, 2018	03.30 P.M.	Bommidala Cold Complex, Bypass Road, Lalpuram, Guntur	No Special Resolutions passed
12 th September, 2019	03.30 P.M.	Bommidala Cold Complex, Bypass Road, Lalpuram, Guntur	No Special Resolutions 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 conflicts 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 mail: bkvind@bommidala.co.in
- (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 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 Kurapati Subba Rao & Co, Ongole 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, 2020 as envisaged in under Clause D of SCHEDULE V and Regulation 26 of the SEBI (LODR) Regulations 2015, with the Stock Exchanges.

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 promoter, employee 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 <http://listing.bscindia.com> specified by BSE.

Under the SEBI Complaints Redress 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:

26th September 2020 at 03.30 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), 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.
	(Except during the Pandemic period)

Dates of Book Closure : 21st September 2020 to 26th September 2020(both days inclusive).

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

- BSE Limited (Bombay Stock Exchange Ltd.,)
- The Calcutta Stock Exchange Ltd.

(The company had already informed in 2007 and 2014, the decision of the shareholders to delist it's shares, which the Calcutta Stock Exchange Limited is yet to implement the decision.)

ISIN Number for NSDL & CDSL: INE 356 C 01022

Registrars & Share Transfer Agents:

M/s. KFin Technologies Private Limited

Karvy Selenium Tower B, Plot No.31 & 32

Gachibowli, Financial District, Nanakramguda, Serilingampally, HYDERABAD - 500 032

Phone No: 040-23312454

Fax No: 040-23001153

Contact Persons: Mr. N. Shyam Kumar

E-mail ID of the Grievance Redressal Division:

As required by the Regulation 13, SEBI (LODR) Regulations 2015, the company has opened separate e-mail ID of the Grievance Redressal Division viz. 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 (P) Limited as Registrars & Share Transfer Agents for transfers.

For demat shares, the Company is registered with NSDL and CDSL.

The ISIN allotted to Equity Shares is INE 356 C 01022.

Annual Custody/Issuer fee for the year 2019-2020 have been paid.

For non-demat shares, the transfers were processed and registered at M/s. KFin Technologies (P) Limited. Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects.

Distribution of Shareholding as on 31st March, 2020.

Shareholding (Range)	No. of Shareholders	Amount	%
1-5,000	12,975	31,29,018	20.26
5,001-10,000	48	3,40,370	2.20
10,001-20,000	30	3,98,851	2.58
20,001-30,000	7	1,69,926	1.10
30,001-40,000	3	1,02,579	0.66
40,001-50,000	2	83,400	0.54
50,001-1,00,000	4	3,16,256	2.05
1,00,001 & above	6	1,09,08,184	70.61
Total	13,075	1,54,48,584	100.00

Categories of Shareholding as on 31st March, 2020.

Category	No. of Shares	%
Promoters & Associates	1,08,15,784	70.01
Foreign Institutional Investors	-	-
Public Financial Institutions & Banks	5,000	0.03
Mutual Funds & UTI	41,900	0.27
Corporate Bodies	6,19,750	4.01
NRI's and OCB's	1,77,512	1.15
Indian Public	37,88,638	24.53
Total	1,54,48,584	100.00

Market Price: High / Low during each month in financial year 2019 - 20 in BSE and performance

Month	High (Rs.)	Low (Rs.)
April, 2019	-	-
May, 2019	2.87	2.87
June, 2019	2.87	2.87
July, 2019	2.85	2.47
August, 2019	2.47	2.47
September, 2019	2.50	2.50
October, 2019	2.50	2.50
November, 2019	2.50	2.50
December, 2019	2.62	2.38
January, 2020	-	-
February, 2020	2.49	2.49
March, 2020	2.38	2.37

Dematerialization of Shares: 82.06% Equity shares of the company have been dematerialized as on 31st March, 2020.

Dematerialization of shares and liquidity

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

The modes of holding of the Company's equity shares as on March 31, 2020 is as under:

Category	No. of Shareholders	Total Shares	%
Physical	10,637	27,72,800	17.94
NSDL	1,686	1,20,49,270	78.00
CDSL	752	6,26,514	4.06
Total	13,075	1,54,48,584	100.00

Outstanding GDRs/ ADRs/ Warrants or any Convertible 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.,

No. of Employees as on 31.3.2020 - 05 (Five)

Address of Company for Correspondence:

B K V Industries Limited "and reduced",
"Bommidala House", # 5-87-15/A,
Lakshmipuram Main Road, Guntur - 522007.

MANAGING DIRECTOR CERTIFICATION

To the best of our knowledge and belief:

- + We have reviewed the Balance Sheet and Profit and Loss and all its Notes on 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, 2020.
- + These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading.
- + 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.
- + 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 violative of the Companies Code of Conduct.
- + 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 company 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.

- + 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.
- 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

BOMMIDALA RAMA KRISHNA

Managing Director

DIN: 00105030

Place: Guntur.

Date: 27th June, 2020

CERTIFICATE

To

The Members of

BKV Industries Limited "and reduced",

We have examined the compliance of conditions of Corporate Governance by BKV Industries Limited "and reduced" ('the company'), for the year ended 31st March 2020 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 Kurapati Subba Rao & Co,

Chartered Accountants,

Firm Regn. No. 001618S

K. Rajendra Prasad

Partner

M.No.: 207646

Place: Guntur.

Date: 27th June, 2020

UDIN: 20207646AAAAGN3454

Independent Auditors' Report

To

The Members of

BKV Industries Limited

Report on the Audit of the standalone Indian Accounting standards (Ind AS) Financial Statements.

Opinion

We have audited the accompanying standalone financial statements of BKV Industries Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2020, and its loss, total comprehensive loss, 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 thereunder, 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

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Our findings with respect to going concern:

As included in Note No.26 to the Standalone Ind AS 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 Ind AS financial statements, we applied the necessary audit procedures under auditing standards and after considering the terms of unexpired operating lease and willingness and agreement of both parties to extend the existing the lease period of the farm, despite the Covid-19 global developments and slow down in the global economics, as the lease income is a consistent income to the company to meet its 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 Board's Report including Annexures to Board's Report, Management Discussion and Analysis Report standalone Ind AS financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including comprehensive income (Loss), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material

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

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

We also:

Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal 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 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 Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS 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 standalone Ind AS financial statements.

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

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

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

Emphasis of Matter

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

Note No.26 in the Standalone Ind AS financial statements which indicates that the company has accumulated losses, the company incurred a net loss during the current year and in the previous year also and company's current liabilities exceeded the current assets as at the Balance sheet Date. These conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, as the company has consistent lease income even though the economic slow down uncertainty due to Covid-19 pandemic situation to meet its financial commitments and hence, the accounts have drawn up on going concern basis.

Our opinion is not qualified in this matter.

Report on Other Legal and Regulatory Requirements

1. 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(Loss), 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 aforesaid 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, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to 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.

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

For Kurapati Subba Rao & Co,

Chartered Accountants,

Firm Regn. No. 001618S

Place : Guntur

Date : 27th June 2020

K. Rajendra Prasad

Partner, M.No.: 207646

"Annexure A" 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 (i) 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 "and reduced" ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS 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 guidance note issued by Institute of Chartered Accountants of India. 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, 2020, 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 Kurapati Subba Rao & Co,

Chartered Accountants,

Firm Regn. No. 001618S

Place : Guntur

Date : 27th June 2020

K. Rajendra Prasad

Partner, M.No.: 207646

Annexure - B 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 Company, for the year ended 31st March 2020.

- (I) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties of the Company shown under the Fixed Assets schedule are held in the name of Company.
- (ii) The company has given its farm on operating lease and hence does not hold any Inventory. 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.
- (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 2019-20 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, 2020 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 records of the Company examined by us, the Company has not raised any loans from any financial institution or bank or government and that there are no debenture holders and therefore paragraph 3(viii) is not applicable to the company.
- (ix) The Company has not raised any money by way of initial public offer or further offer and term loan during the year. Paragraph 3(ix) of the order is not applicable to the company.
- (x) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither observed any instance of fraud by the Company or any fraud on the Company by its officers or employees of the Company nor have we been informed of such case by the Management, during the year.
- (xi) The Company has paid/provided managerial remuneration as per the

provisions of Section 197 read with Schedule V to the Act.

- (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 Act wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, and hence, Clause 3(xiv) is not applicable.
- (xv) According to the information and explanation provided to us and based on our examination of records, the Company has not entered into any non-cash transactions with Directors or persons connected with him and hence Clause 3(xv) is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence, Clause 3(xvi) is not applicable.

For Kurapati Subba Rao & Co,

Chartered Accountants,

Firm Regn. No. 001618S

K. Rajendra Prasad

Partner

M.No.: 207646

Place : Guntur

Date : 27th June 2020

Balance Sheet as at 31st March 2020

(In Rs.)

Particulars	Note No	As at 31-Mar-20	As at 31-Mar-19
ASSETS			
Non-current assets			
Property, plant and equipment	2	4,13,99,983	4,14,70,708
Capital work-in-progress		-	-
Financial assets	3		
Investments	(a)	3,000	3,000
Loans		-	-
Other Financial Assets	(b)	4,24,851	4,24,351
Non-Current Tax Assets (Net)	4	3,000	6,58,489
Total non-current assets		4,18,30,834	4,25,56,548
Current assets			
Inventories		-	-
Financial assets	5		
Cash & Cash Equivalents	(a)	2,63,284	57,085
Loans	(b)	-	22,000
Current Tax Assets (Net)	6	8,29,505	4,70,135
Other current assets	7	2,22,266	1,81,186
Total current assets		13,15,055	7,30,406
Total assets		4,31,45,889	4,32,86,954
EQUITY AND LIABILITIES			
Equity	8		
Equity share capital	(a)	1,54,48,584	1,54,48,584
Other equity	(b)	2,07,78,768	2,20,04,639
Total equity		3,62,27,352	3,74,53,223
LIABILITIES			
Non-current liabilities			
Financial Liabilities	9		
Borrowings		-	-
Other Financial Liabilities		-	2,55,356
Provisions	10	13,91,292	10,55,713
Total non-current liabilities		13,91,292	13,11,069
Current liabilities			
Financial liabilities	11		
Borrowings	(a)	38,49,140	27,34,375
Trade Payables			
Total outstanding dues of Micro, small and medium enterprises	(b)		
Total outstanding dues of creditors other than micro, small and medium enterprises		1,14,921	7,62,897
Other Financial Liabilities		-	-
Other current liabilities	12	15,11,146	9,86,079
Provisions	10	52,038	39,311
Total Current Liabilities		55,27,245	45,22,662
Total liabilities		69,18,537	58,33,731
Total equity and liabilities		4,31,45,889	4,32,86,954

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 Kurapati Subba Rao & Co.,
Chartered Accountants,
Firm Regn.No: 001618S,

K. Rajendra Prasad,
Partner.
(M.No:207646)

Date: 27.6.2020
Place: Guntur

Bommidala Rama Krishna
Managing Director
DIN:00105030

B. Virat Vishnu
Company Secretary

Bommidala Anitha
Director
DIN: 00112766

K. Bhanu Kumar
Chief Financial Officer

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

(In Rs.)

S.No:	Particulars	Note No.	For the Year ended	
			31-03-2020	31-03-2019
	Income			
I	Revenue From Operations	13	35,12,025	32,67,000
II	Other Income	14	3,92,563	75,202
III	Total Income (I+II)		39,04,588	33,42,202
IV	EXPENSES			
	Employee benefits expense	15	16,85,761	13,75,374
	Finance costs	16	3,14,589	39,520
	Depreciation and amortization expense	2	69,498	84,612
	Other expenses	17	28,45,266	41,38,917
	Total expenses (IV)		49,15,114	56,38,423
V	Profit/(loss) before exceptional items and tax (I-IV)		(10,10,526)	(22,96,221)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		(10,10,526)	(22,96,221)
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax			
IX	Profit (Loss) for the year (VII-VIII)		(10,10,526)	(22,96,221)
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Profit or (Loss) Remeasurements Gains/(Loss) on defined benefit plans		(2,15,345)	(63,362)
	(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) Revaluation Gain on land property		-	-
	(ii) Income tax relating to items that will be reclassified to Profit or (Loss)		-	-
	Total Comprehensive Income		(2,15,345)	(63,362)
XI	Total Comprehensive Income for the year (XIII+XIV)			
	Comprising Profit/ (Loss) and Other Comprehensive Income for the year		(12,25,871)	(23,59,583)
XII	Earnings per equity share (for continuing operation)			
	(1) Basic	20	(0.08)	(0.15)
	(2) Diluted			

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 Kurapati Subba Rao & Co.,
Chartered Accountants,
Firm Regn.No: 001618S,

K. Rajendra Prasad,
Partner.
(M.No:207646)

Date: 27.6.2020
Place: Guntur

Bommidala Rama Krishna
Managing Director
DIN:00105030

B. Virat Vishnu
Company Secretary

Bommidala Anitha
Director
DIN: 00112766

K. Bhanu Kumar
Chief Financial Officer

Statement of Cash Flows for the Year Ended 31st March, 2020

(In Rs.)

Particulars	Year ended	
	31.03.2020	31.09.2019
A. Cash flow from operating activities		
Net Profit before Income Tax	(10,10,526)	(22,96,221)
Adjustments for		
Depreciation and amortisation expense	69,498	84,612
Interest income classified as investing cash flows	(3,81,540)	(34,846)
Finance costs	3,14,589	39,520
Remeasurement of employee benefits	(2,15,345)	(63,362)
Operating Profit before working Capital changes	(12,23,324)	(22,70,297)
Adjustments for changes in working capital		
Increase/ (Decrease) in trade payables	(6,47,976)	4,26,067
(Increase)/Decrease in other financial assets	500	(20,240)
(Increase)/decrease in other non-current assets	6,55,489	(29,951)
(Increase)/decrease in other current assets	(41,080)	(97,155)
Increase/(Decrease) in employee benefit obligations	3,35,579	1,78,150
(Decrease)/Increase in other financial liabilities	(2,55,356)	15,040
Increase in other current liabilities	5,53,021	70,845
Total	5,99,177	5,42,756
Income Tax paid	(3,59,370)	(4,70,133)
Net cash inflow from (used in) operating activities	(9,83,517)	(21,97,674)
B. Cash flows from investing activities		
(Purchase)/ Sale of Property, Plant and Equipment	8,000	(4,000)
Interest received	3,81,540	34,846
Net cash outflow from (used in) investing activities	3,89,540	30,846
C. Cash flows from financing activities		
Proceeds from borrowings (Net)	11,14,765	22,31,561
Interest paid	(3,14,589)	(39,520)
Net cash inflow (outflow) from financing activities	8,00,176	21,92,041
D. Net increase (decrease) in cash and cash equivalents (A+B+C)	2,06,199	25,213
E. Cash and cash equivalents at the beginning of the year	57,085	31,872
Cash and cash equivalents at end of the year	2,63,284	57,085

Significant Accounting policies and notes to the financial statements are an integral part of this Cash Flow.

As per our attached report of even date.

For and on behalf of the Board

For Kurapati Subba Rao & Co.,
Chartered Accountants,
Firm Regn.No: 001618S,

K. Rajendra Prasad,
Partner.
(M.No:207646)

Date: 27.6.2020
Place: Guntur

Bommidala Rama Krishna
Managing Director
DIN:00105030

B. Virat Vishnu
Company Secretary

Bommidala Anitha
Director
DIN: 00112766

K. Bhanu Kumar
Chief Financial Officer

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

A. Equity Share Capital

(In Rs.)

As at 31st March 2018	154,48,584
Changes in equity share capital during the year	-
Shares issued during the year	-
As at 31st March 2019	1,54,48,584
Changes in equity share capital during the year	-
Shares issued during the year	-
As at 31st March 2020	1,54,48,584

B. Other Equity

Particulars	Reserves and Surplus		Revaluation Surplus	Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings			
Balance as at 01-04-2018	2,11,80,815	(3,45,58,939)	3,76,82,693	59,653	2,43,64,222
Additions during the year	-	(22,96,221)	-	-	(22,96,221)
Remeasurements Gains/(Loss) on defined benefit plans	-	-	-	(63,362)	(63,262)
Total Comprehensive Income	-	(22,96,221)	-	(63,362)	(23,59,583)
Balance as at 31-03-2019	2,11,80,815	(3,68,55,160)	3,76,82,693	(3,709)	2,20,04,639
Balance as at 01-04-2019	2,11,80,815	(3,68,55,160)	3,76,82,693	(3,709)	2,20,04,639
Remeasurements Gains/(Loss) on defined benefit plans	-	-	-	(2,15,345)	(2,15,345)
Additions during the year	-	(10,10,526)	-	-	(10,10,526)
Total Comprehensive Income	-	(10,10,526)	-	(2,15,345)	(12,25,871)
Balance as at 31-03-2020	2,11,80,815	(3,78,65,686)	3,76,82,693	(2,19,054)	2,07,78,768

As per our attached report of even date.

For Kurapati Subba Rao & Co.,
Chartered Accountants,
Firm Regn.No: 001618S,

K. Rajendra Prasad,
Partner.
(M.No:207646)

Date: 27.6.2020
Place: Guntur

For and on behalf of the Board

Bommidala Rama Krishna
Managing Director
DIN:00105030

Bommidala Anitha
Director
DIN: 00112766

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, 2020.**1. Corporate Information**

BKV Industries Limited - and reduced ('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 had since given its aqua farm situated at Isakapally for lease for seven years from July, 2013 to June 2020 and in process of renewal for another seven years. The Company's shares are listed at BSE Limited.

1.2. Statement of Compliance

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

1.3. Significant Accounting Policies**1.3.1 Basis of Preparation**

The Financial Statements have been prepared under the historical cost convention on 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. As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current assets per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Standalone Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest rupee except otherwise stated and negative numbers disclosed in brackets.

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.

1.3.2 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. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS. For this purpose, cost include 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. 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 Plant, Property (excluding the freehold land) and Equipment at all location of the Company.

No depreciation is charged on Freehold 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.

1.3.3 Intangible Assets

Intangible assets are stated at cost comprising of purchase price 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.

1.3.4 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.

1.3.5 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 Company, 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 are 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 IAS 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:

Lease income is recognized on a straight-line basis over the terms of the lease, except for contingent rental income which is recognized when it arises and where scheduled increase in rent compensates the lessor for expected inflationary costs.

Lessor accounting under Ind AS 116 is substantially unchanged compared to Ind AS 17. Therefore, Ind AS 116 did not have an impact on leases of the company as the Company as the lessor, there are no changes and further, the company didn't take any assets on lease.

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 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. Impairment losses previously recognized are accordingly reversed 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 —a 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 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

Financial Liabilities are classified at initial recognition, as financial liabilities at fair value and in case borrowings net of directly attributable cost.

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 a part of a Financial Liability) is derecognized from the Company's Balance Sheet when the obligation 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.

1.3.9 Provisions, Contingent Liabilities and Contingent Assets

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 outflow 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, taking into account the risks and uncertainties surrounding the obligation.

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 outflow 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.

1.3.10 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.

Post-employment obligation

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

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 outflows 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 deferred tax.

1.3.11 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, net of rebates or taxes collected on behalf of the government. The specific recognition criteria described below must also be met before revenue is recognized.

Lease income

Lease income is recognized on a straight-line basis over the terms of the lease, except for contingent rental income which is recognized when it arises and where scheduled increase in rent compensates the lessor for expected inflationary costs.

Sale of services

Revenue in respect of maintenance services is recognized on an accrual basis, in accordance with the terms of the respective contract.

Interest income and Dividend Income

Interest income from a financial asset is recognized using effective interest rate method.

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

1.3.12 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.

1.3.13 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.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the 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.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

According to section 115JAA of the Income Tax Act, 1961, Minimum Alternative Tax ('MAT') paid over and above the normal income tax in a subject year is eligible for carry forward for fifteen succeeding assessment years for set-off against normal income tax liability. The MAT credit asset is assessed against the normal income tax during the specified period.

1.3.14 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.

1.3.15 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, do have only one segment of lease income from the farm, and hence, the company has one reportable segment.

1.3.16 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 is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

1.3.17 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 authorisation 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, 2020 and reporting date and the date of authorization.

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 did not recognize the Deferred Tax Assets, as it is not probable future taxable

income will be available against which deductible temporary difference, in view of carry forward tax losses and unabsorbed depreciation.

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.

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.

Useful life of depreciable assets- Management reviews its estimates of the useful lives of depreciable assets at each reporting date, based on expected utility of the assets.

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.

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 Changes in Accounting Standards and recent accounting pronouncements

Amendment to Ind AS 12 "Income Tax" - Insertion of Appendix C, "Uncertainty over Income tax treatments" The amendment intends to bring clarity to the accounting for uncertainties on income tax treatments that have yet to be accepted by tax authorities, and to reflect it in the measurement of current and deferred taxes. The Company has applied the amendments prospectively for annual reporting periods beginning on or after April 1, 2020. There is no material impact on the Company due to the application of the above amendment.

Amendment to Ind AS 23 "Borrowing Costs" The amendment clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company has applied the amendments prospectively for annual reporting periods beginning on or after April 1, 2020 There is no material impact on the Company due to the application of the above amendment.

There is no new standard or amendment to the existing standards which would have been applicable from April 1, 2020.

Notes forming part of the Financial Statements

Note 2: Property, Plant and Equipment

(In Rs.)

Particulars	Free Hold Land	Buildings	Furniture, Fittings & Electrical Installations	Office Equipment	Plant Machinery	Vehicles	Data Processing Equipment	Total
Gross carrying amount as on 01st April 2018	3,98,50,500	9,41,317	15,151	18,231	9,09,580	49,704	4	4,17,84,787
Additions / (Deletions)	-	-	-	4,000	-	-	-	4,000
Closing gross carrying amount as at 31st March 2019	3,98,50,500	9,41,317	15,151	22,231	9,09,580	49,704	4	4,17,88,787
Additions / (Deletions) during the year	-	-	-	-	-	(10,853)	-	(10,853)
Closing gross carrying amount as at 31st March 2020	3,98,50,500	9,41,317	15,151	22,231	9,09,580	38,851	4	4,17,77,934
Accumulated depreciation as at 01st April 2018	-	183,934	9,646	9,245	-	30,642	-	2,33,467
Additions during the year	-	71,540	1,864	4,193	-	7,015	-	84,612
Accumulated depreciation as at 31st March 2019	-	255,474	11,510	13,438	-	37,657	-	3,18,079
Additions during the year	-	61,834	1,018	2,601	-	4,045	-	69,498
(Deletions during the year)	-	-	-	-	-	(9,626)	-	(9,626)
Accumulated depreciation as at 31st March 2020	-	3,17,308	12,528	16,039	-	32,076	-	3,77,951
Net carrying amount Year ended 31st March, 2020	3,98,50,800	6,24,009	2,623	6,192	9,09,580	6,775	4	4,13,99,983
Net carrying amount Year ended 31st March, 2019	3,98,50,800	6,85,843	3,641	8,793	9,09,580	12,047	4	4,14,70,708

Leased assets

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

Particulars	31-03-2020	31-03-2019
Land, Buildings, Plant and Machinery, Furniture, fittings and equipment		
Cost / Deemed cost	4,17,16,848	4,17,16,848
Less Accumulated depreciation	3,29,836	2,66,984
Net Carrying Amount	4,13,87,012	4,14,49,864

Notes forming part of the Financial Statements

Note 3: Financial assets

(a) Non current investments

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Investment in government securities		
Unquoted		
NSC Bonds	3,000	3,000
Total	3,000	3,000
Total non-current investments measured at cost	3,000	3,000
Aggregate amount of unquoted investments.	3,000	3,000
Aggregate amount of impairment in the value of investments.	-	-

(b) Other financial assets

Particulars	31 - Mar - 20	31 - Mar - 19
(unsecured condisered good - Unless otherwise stated)		
Deposit - Current	-	-
Non Current	4,24,851	4,24,351
Total other financial assets	4,24,851	4,24,351

Note 4: Non Current Tax Asset (Net)

Particulars	31 - Mar - 20	31 - Mar - 19
(unsecured condisered good - Unless otherwise stated)		
Advance Income Taxes	-	6,58,489
Interest accrued and due on Investment	3,000	-
Total other non - current assets	3,000	6,58,489

Note 5: Financial Assets:

(a) Cash and cash equivalents

Particulars	31 - Mar - 20	31 - Mar - 19
Cash on hand	7,436	17,975
Balances with banks		
- in current accounts	55,848	39,110
In Deposit Accounts	2,00,000	-
Total cash and cash equivalents	2,63,284	57,085

Notes forming part of the Financial Statements

(b) Loans

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Unsecured, considered good		
Loan to employees - Current	-	22,000
Non Current		
Total loans	-	22,000

Note 6: Current Tax assets (Net)

Particulars	31 - Mar - 20	31 - Mar - 19
Advance Income Taxes	3,59,370	-
Income Tax paid under Appeal	4,70,135	4,70,135
Total other non - current assets	8,29,505	4,70,135

Note 7: Other current assets

Particulars	31 - Mar - 20	31 - Mar - 19
Prepaid Expenses	304	-
Interest accrued and due on investment	-	3,000
Advances to Employees	92,000	-
GST Input Tax	1,29,962	1,78,186
Total Other Current Assets	2,22,266	1,81,186

Notes forming part of the Financial Statements

Note 8: Equity share capital and other equity

(a) Equity share capital

Authorised equity share capital

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
As at 1st April 2019 / 1st April 2018		
Authorised Share Capital	11,50,00,000	11,50,00,000
Additions during the year	-	-
As at 31st March 2020 / 31st March 2019	11,50,00,000	11,50,00,000
Issued, Subscribed and fully paid up		
As at 1st April 2019 / 1st April 2018	1,54,48,584	1,54,48,584
Additions during the year	-	-
As at 31st March 2020 / 31st March 2019	1,54,48,584	1,54,48,584

Reconciliation of Equity Shareholding

Particulars	31 - Mar - 20	31 - Mar - 19
As at 1st April 2019 / 1st April 2018		
No. of Shares	1,54,48,584	1,54,48,584
Additions	-	-
As at 31st March 2020 / 31st March 2019	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.

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

Particulars	31 - Mar - 20	31 - Mar - 19
Sri Bommidala Ramakrishna		
No. of shares	98,66,821	98,66,821
% of holding	63.87	63.87

Notes forming part of the Financial Statements

(b) Other Equity

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Securities premium reserve	2,11,80,815	2,11,80,815
Revaluation Reserve	3,76,82,693	3,76,82,693
Items of other Comprehensive Income (Items net will not be reclassified to Profit and Loss)	(2,19,054)	(3,709)
Retained earnings	(3,78,65,686)	(3,68,55,160)
Total reserves and surplus	2,07,78,768	2,20,04,639

Note 9: Non Current Liabilities

Financial Liabilities

Particulars	31 - Mar - 20	31 - Mar - 19
Non current - Unsecured		
Electricity Deposit received from Lessee	-	2,55,356
Total other non - current financial Liabilities	-	2,55,356

Note 10: Provisions:

Employee benefit obligations

Particulars	31 - Mar - 20	31 - Mar - 19
Defined Benfit Obligations		
Grauity - Current	52,038	39,311
Non Current	13,91,292	10,55,713
Total other non - current financial Liabilities	14,43,330	10,95,024

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 follows:

Particulars	Present value of obligation	Fair value of plan assets	Total	Impact of minimum funding requirement/ asset ceiling	Net Amount
As of 01-04-2018	9,16,874	-	9,16,874	-	9,16,874
Current service cost	45,747	-	45,747	-	45,747
Past service cost	-	-	-	-	-
Interest expense/(income)	69,041	-	69,041	-	69,041
Total amount recognised in profit and (loss)	1,14,788	-	1,14,788	-	1,14,788
Remeasurement's					
(Gain)/Losses due to Demographic Assumption changes.	2,846	-	2,846	-	2,846
(Gain)/Loss due to Experience on DBO	53,871	-	53,871	-	53,871
(Gain)/Loss from change in Financial assumptions.	6,645	-	6,645	-	6,645
Total amount of (Gain)/ Loss recognised in OCI	63,362	-	63,362	-	63,362
Contributions:					
Employers	-	-	-	-	-
Benefit payments	-	-	-	-	-
As of 31-03-2019	10,95,024	-	10,95,024	-	10,95,024
Current service cost	65,727	-	65,727	-	65,727
Past service cost	-	-	-	-	-
Interest expense/(income)	67,234	-	67,234	-	67,234
Total amount recognised in profit and (loss)	1,32,961	-	1,32,961	-	1,32,961
Remeasurement's					
(Gain)/Losses due to Demographic Assumption changes.	1,61,851	-	1,61,851	-	1,61,851
(Gain)/Loss due to Experience on DBO	53,494	-	53,494	-	53,494
(Gain)/Loss from change in Financial assumptions.	-	-	-	-	-
Total amount of (Gain) / Loss recognised in OCI	2,15,345	-	2,15,345	-	2,15,345
Contributions:					
Employers	-	-	-	-	-
Benefit payments	-	-	-	-	-
As of 31-03-2020	14,43,330	-	14,43,330	-	14,43,330

Particulars	31 - Mar - 20	31 - Mar - 19
Principal actuarial assumptions used:		
Discount rate	6.14%	7.53%
Salary escalation rate	6.50%	6.50%
Attrition rate	5.00%	5.00%

Notes forming part of the Financial Statements

Note: 11 Financial Liabilities

(a) Current Borrowings

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Loans repayable on demand and unsecured		
Loans from related parties	38,49,140	27,34,375
Total Current borrowings	38,49,140	27,34,375

(b) Trade payables

Particulars	31 - Mar - 20	31 - Mar - 19
Current		
Micro, Small and Medium Enterprises	-	-
Others	1,14,921	7,62,897
Total Trade payables	1,14,921	7,62,897

Note: 12 Other Current Liabilities

Particulars	31 - Mar - 20	31 - Mar - 19
Deferred revenue	3,08,706	81,364
Advance received from Lessee	8,98,425	8,16,750
Other liabilities	2,90,085	86,965
Statutory Liabilities	13,930	1,000
Total Current borrowings	15,11,146	9,86,079

Notes forming part of the Financial Statements

Note: 13 Revenue from operations

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Other Operating Revenue		
Lease revenue from Aqua farm	35,12,025	32,67,000
Total revenue from continuing operations	35,12,025	32,67,000

Note: 14 Other Income

Particulars	31 - Mar - 20	31 - Mar - 19
Interest income from		
Fixed Deposits during the year	67,787	34,846
Financial assets measured at amortised cost	3,13,753	40,356
Misc Receipts	11,023	-
Total Other Income	3,92,563	75,202

Note: 15 Employee benefit expense

Particulars	31 - Mar - 20	31 - Mar - 19
Salaries, wages and bonus	9,42,000	8,10,000
Director Remuneration	6,00,000	4,30,643
Contribution to other Funds - Gratuity	1,32,961	1,14,788
Staff welfare expenses	10,800	19,943
Total Employee benefit expenses	16,85,761	13,75,374

Notes forming part of the Financial Statements

Note: 16 Finance cost

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Interest and finance charges on financial liabilities at amortised cost	3,14,589	39,520
Finance costs expenses in Profit and Loss	3,14,589	39,520

Note: 17 Other expenses

Particulars	31 - Mar - 20	31 - Mar - 19
Repairs to Office Equipments	13,256	2,800
Telephone and communication charges	17,577	14,744
Postage & Telegram	6,32,949	7,66,118
Rates and Taxes	4,22,407	3,78,689
Professional charges	5,51,344	5,12,824
Travelling and Conveyance	1,24,933	1,55,064
Insurance	2,368	2,728
Printing and Stationery	4,33,122	4,13,588
Advertisement	1,60,512	1,62,432
Statutory Auditors payment (refer Note. 17 (a) below)	40,000	70,000
Miscellaneous expenses	46,798	59,930
Village Development Expenses	4,00,000	16,00,000
Total Other expenses	28,45,266	41,38,917

Notes forming part of the Financial Statements

Note: 17 (a) Details of Statutory Auditors payment

(In Rs.)

Particulars	31 - Mar - 20	31 - Mar - 19
Payment to auditors		
As auditor:		
Statutory Audit fee	25,000	25,000
In other capacities		
Taxation matters (includes in Professional Charges)	-	25,000
Certification fees	15,000	20,000
Total Payment to Auditors	40,000	70,000

18. Contingent Liabilities & Provisions:

Estimated amount of contracts remaining to be executed on capital account and not provided for: NIL

Claims against the company not acknowledged as debt:
NIL

19. As Coastal Zonal regulation are not applicable to creek and the Shrimp farm had been given for operating lease.

20. Earnings per share

(In Rs.)

Particulars		Year ended	
		31.03.2020	31.03.2019
Nominal value of the equity share		1.00	1.00
Profit / (Loss) attributable to equity shareholders	A	(10,10,526)	(22,96,221)
Weighted average number of equity shares out standing During the year	B	1,54,48,584	1,54,48,584
Basic Earnings per equity share	A/B	(0.08)	(0.15)
Dilutive effect on profit	C	-	-
Profit attributable to equity shareholders for computing Diluted EPS	D= (A+C)	(10,10,526)	(22,96,221)
Shares outstanding during the year	E	-	-
Weighted average number of equity shares for computing Diluted EPS	F=(B+E)	1,54,48,584	1,54,48,584
Diluted earnings per equity share	(D/F)	(0.08)	(0.15)

Notes forming part of the Financial Statements

21. Related Party Disclosures:

1. Key Management personnel:

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

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

Corporates:

1. Bommidala Ventures (P) Ltd.,
2. Bommidala Exports (P) Ltd.,
3. Digital Keyboard (P) Ltd.,
4. A One Duty Free (P) Ltd.,
5. Hotel Shivam International (P) Ltd.,

Partnership Firms:

6. Hindustan Tobacco Company
7. Bommidala Exports

Transactions during the year with related parties

(Rs. in lakhs)

Particulars	Key Management Personnel		Enterprises in which Key Management Personnel has significant influence
	31.03.2020	31.03.2019	
i) Remuneration (included in Salaries & Wages)	15.42	7.76*	-
ii) Unsecured Loan received, net of repayment	13.55	22.70	-
iii) Unsecured Loan Balance at the year end	41.50	27.95	-

*Includes remuneration paid to CS & CFO from the date of appointment for a part of the year.

22. Farm Given on Lease: Un expired operational lease period is 03 months from 31.03.2020.

(Rs. In Lakhs)

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	398.51	9.10	9.41	0.15
Total accumulated Depreciation	-	-	3.17	0.12
Total Depreciation recognized in Statement of Profit and Loss during the Lease period	-	-	0.62	0.01
b. Minimum Lease Payments receivable under operating lease in the aggregate for the periods:			2019 - 20	2018 - 19
Not Later than one year			8.99	35.12
More than One Year and less than five years			-	8.99
c. Total Lease Rent recognized			35.12	32.67
d. The direct costs for maintenance of the leased assets are recognized as expenses in the statement of the Profit and Loss for the year ended 31.03.2020				

23. In view of carried forward losses/unabsorbed depreciation in respect of past years and the company do not have the probable taxable income in the near future and hence, cumulative net deferred tax assets after deducting deferred tax liabilities have not been recognized by the company on prudence basis in accordance with the Ind AS prescribed under Companies Act, 2013.

24. The Company is engaged only in a single business segment viz. shrimp business/lease of the shrimp farm, 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, the Company incurred net loss during the current year and in the previous year incurred net loss and current liabilities more than current assets, which indicate existing of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, as the company has consistent lease income and willingness and agreement of both the parties to extend the existing lease period of the farm, despite

Notes forming part of the Financial Statements

the Covid-19, global developments and slow down in the global economies, as the lease income is a consistent income to the company to meet its commitments, and hence, the company accounts have drawn up on going concern basis.

27. As per the limits specified under Companies Act, 2013, the company's operations do not cover to have the 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

(In Rs.)

Particulars	31st March, 2020					31st March,2019				
	Carrying Amount	Fair			Total	Carrying Amount	Fair Value			Total
		Level 1	Level 2	Level 3			Level 1	Level 2	Level 3	
Financial Assets										
Investment	3,000	-	-	-	3,000	3,000	-		-	3,000
Loans	-	-	-	-	-	22,000	-	-	-	22,000
Cash, Cash equivalents & Bank balances	2,63,284	-	-	-	2,63,284	57,085	-	-	-	57,085
Other Financial Assets										
Security Deposit	4,24,851	-	-	-	4,24,851	4,24,351	-	-	-	4,24,351
Total	691,135	-	-	-	6,91,935	5,06,436	-	-	-	5,06,436
Financial Liabilities										
Borrowings	41,50,000	-	-	(3,00,860)	38,49,140	27,95,000	-	-	(60,625)	27,34,375
Electricity Depositreceived from Lessee	-	-	-	-	-	2,40,316	-	-	15,040	2,55,356
Trade Payables	1,14,921	-	-	-	114,921	7,62,897	-	-	-	7,62,897
Total	42,64,921	-	-	(3,00,860)	39,64,061	37,98,213	-	-	(45,585)	37,52,628

29. Fair Value Disclosure

Particulars	31st March, 2020				31st March, 2019			
	FVTPI	FVOCI	Amortised Cost	Total	FVTPI	FVOCI	Amortised Cost	Total
Financial Assets								
Investment	-	-	3,000	3,000	-	-	3,000	3,000
Loans	-	-	-	-	-	-	22,000	22,000
Cash, Cash equivalents & Bank balances	-	-	2,63,284	2,63,284	-	-	57,085	57,085
Other Financial Assets			-	-				
Security Deposit	-	-	4,24,851	4,24,851	-	-	4,24,351	4,24,351
Total	-	-	6,91,135	691,135	-	-	5,06,436	5,06,436
Financial Liabilities								
Borrowings	-	-	38,49,140	38,49,140	-	-	27,34,375	27,34,375
Electricity Deposit received from Lessee	-	-	-	-	-	-	2,55,356	2,55,356
Trade Payables	-	-	1,14,921	1,14,921	-	-	7,62,897	7,62,897
Total	-	-	39,64,061	39,64,061	-	-	37,52,628	37,52,628

Notes forming part of the Financial Statements

30. 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, security 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:

a. Market risk

Market risk or uncertainty arising from possible events and circumstance from business movement and their impact on future performance of business. As the company entered into seven years lease agreement during July 2013 for its farm and in process of renewal for another seven years with reasonable increase of lease and the lessee is meeting the commitment in advance. As the company has consistent lease income and willingness and agreement of both the parties to extend the existing lease period of the farm, despite the Covid-19, global developments and slow down in the global economies, as the lease income is a consistent income to the company to meet it's commitments hence the uncertainty is very limited.

The Company is exposed to market risk through it's financial instruments and specially to interest rate and risk, price risks, which results from both it's operating and investing risks. During the current year, the company do not have any investments others than the Electricity Deposits and other than cash and bank balances. Hence, the company do not perceive any risk on this count.

b. 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.

c. Credit risk

Credit risk is the risk that the counterparty 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 and generally the advance payment is received during the second quarter for the entire ensuing year, hence the credit risk is very limited.

d. 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 it's activity with the leasing income and in case of any exigency, the Company resorts to the borrowings from the Managing Director for a short term, which will generally repaid once, the leasing income is received. Hence, with limited operations, the company do not foresee any liquidity risk.

31. 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, 2020 is Rs. 3,62,27,352/- (Previous year Rs. 3,74,53,223/-).

32. 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. There are no dues to micro, small and medium enterprises as on March 31, 2020 and on March 31, 2019.

33. Impact of Covid-19

The Company does not foresee any large scale contraction on cash flows as our operations are limited to leasing the aqua farm in view of the lessee agreed to extend the lease for another 7 years period with reasonable increase of lease and very limited scope to apply force majeure clause as the lessees operations were not hampered during the Covid-19 affected period also.

The company has made detailed assessment of the recoverability and carrying value of its assets comprising property, plant and equipment, investments and trade receivables. Based on current indicators of future economic conditions, the company expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the Covid-19 which may be different from that estimated as at the date of approval of the financial results. The company will continue to closely monitor any material changes arising of future economic conditions and impact of its business.

34. Since AGM will be held through VC/OAVM, the Attendance slip, Proxy form - MGT-11 & Route Map is not annexed in this Notice.

The Member's log-in to the Video Conferencing for record of attendance at the AGM and members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

For and on behalf of the Board

Bommidala Rama Krishna
Managing Director
DIN: 00105030

Bommidala Anitha
Director
DIN: 00112766

For Kurapati Subba Rao & Co.,
Chartered Accountants,
Firm Regn. No:001618S

Place: Guntur
Date: 27.06.2020

K Rajendra Prasad
Partne(M.No:207646)

REGISTERED / BOOK POST

If undelivered please return to:

BKV INDUSTRIES LIMITED “and reduced”

“Bommidala House”,
D.No. 5-87-15/A,
Lakshmipuram Main Road,
Guntur - 522007.
Andhra Pradesh.