

# ANNUAL REPORT 2023-24

# BHAGWATI GAS LIMITED

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# About the Company

**Bhagawati Gases Limited (BGL)** has a rich history and a legacy of innovation spanning decades. Since its inception, the Company has consistently demonstrated its commitment to excellence in manufacturing, trading, and sustainability.

- **Early Beginnings and Growth**

Established in 1994 as a trader, BGL initially focused on supplying liquid oxygen to Hindustan Copper Limited (HCL) for its copper smelter operations. To meet increasing demand, the Company set up a state-of-the-art 50 TPD (1600 m<sup>3</sup>/hour) oxygen plant at Khetrinagar, Rajasthan, with technology imported from Hitachi, Japan. The plant commenced commercial production in August 1988.

- **Expansion and Technological Advancement**

In 1995, BGL expanded its capacity by installing a 120 TPD (3400 m<sup>3</sup>/hour) oxygen plant sourced from Air Liquide, France. Since then, the Company has been a reliable supplier of oxygen gas to HCL through a dedicated 1.5 km pipeline. Additionally, BGL diversified its offerings to include liquid oxygen, medical oxygen, nitrogen, and argon, which are supplied to various customers in bulk using Vacuum Insulated Transport Tanks (VITTs). The USD 12 million project was funded through leading financial institutions and internal accruals, marking a milestone in the Company's growth journey.

- **Strategic Partnerships**

In 1998, BGL entered into a long-term agreement with Air Liquide North India Pvt. Ltd., a subsidiary of Air Liquide, France, for the supply of surplus liquid oxygen, nitrogen, and argon after fulfilling the requirements of HCL.

Another significant milestone was achieved when BGL signed a Memorandum of Understanding (MoU) with Rotor-1 Limited, Russia, to bid for an Oil and Natural Gas Corporation (ONGC) tender. The project involved low-frequency passive seismic surveys for hydrocarbon detection in Gujarat's South Kadi Area. The project was successfully executed, showcasing BGL's technical expertise and global partnerships.

- **Diversification and Sustainability Focus**

BGL has evolved into a diversified group with expertise in manufacturing, wastewater treatment, renewable energy, contracting, and international trading. Its manufacturing division specializes in atmospheric industrial gases from large tonnage air separation plants, FRP pipes, and composite products.

The Company has made significant strides in wastewater bioremediation, treating polluted water bodies such as lakes and industrial wastewater from sectors like chemicals, agrochemicals, leather, pharmaceuticals, textiles, and electroplating. With over three decades of experience, BGL has developed advanced biological solutions for previously untreatable industrial waste streams.

- **Future-Oriented Initiatives**

BGL is actively engaging with ONGC to collaborate on sustainable energy solutions. This includes rare gas extraction, geothermal initiatives, and carbon capture technologies, leveraging its expertise in cryogenics, industrial gases, and green technologies.

The Company is also in advanced discussions with ONGC for projects focused on water treatment and remediation, further cementing its commitment to sustainability.

- **Recent Developments**

Recently, BGL entered into an agreement with a leading Korean company to market medical oxygen plants in India, enhancing its portfolio and expanding its footprint in the healthcare sector.

# Our Vision

As the Bhagawati Group marks its 50th year, our vision remains deeply rooted in delivering exceptional value to our diverse stakeholders – customers, shareholders, employees, and society at large. This milestone reaffirms our commitment to a holistic and forward-looking approach that balances business growth with meaningful contributions to the world around us.

## Customers

At the heart of our mission is the unwavering goal of delivering superior value to our customers. We strive to offer high-quality, innovative products and services that exceed expectations and anticipate evolving preferences. By consistently adapting to customer needs, we aim to build enduring relationships, foster trust, and remain the preferred choice across industries.

## Shareholders

The confidence and trust of our shareholders drive our focus on sustainable growth and optimal financial performance. We are committed to prudent resource management, strategic investments, and transparent communication, ensuring value creation and long-term success.

## Employees

Our employees are the cornerstone of our success. We foster a culture that nurtures their growth, well-being, and professional development. By providing opportunities for learning, career advancement, and a safe, inclusive environment, we empower our workforce to innovate and excel, driving the group's success forward.

## Society at Large

The Bhagawati Group recognizes its responsibility to make a positive societal impact. Guided by ethical practices and a focus on environmental sustainability, we actively engage in community development and initiatives like Bio-Remediation to preserve the environment. As we reflect on five decades of progress, we remain steadfast in our commitment to giving back and contributing to a better, more sustainable future.

As we celebrate this golden milestone, we look forward to continuing our journey of creating value, fostering trust, and delivering excellence across all aspects of our operations.

# Message from chairman

Dear Shareholders,

This year has been marked by strategic advancements and promising developments. We successfully entered into an agreement with a Korean company to market Medical Oxygen Plants in India, broadening our product offerings and strengthening our market position.

On the backend, we have made substantial progress in our core operations, focusing on optimizing our production capacities and enhancing our technological capabilities. We are also in advanced discussions with ONGC to explore collaborative projects in rare gas extraction, geothermal energy, and carbon capture technologies. Our expertise in cryogenic and green technologies positions us favorably for these future initiatives.

We are committed to driving innovation and sustainability as we move forward. Thank you for your continued support and confidence in our vision.

# BOARD OF DIRECTORS/KEY MANAGERIAL PERSON

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**Mr. Rakesh Samrat Bhardwaj** Since July 01, 2004, he has held the esteemed position of Chairman & Managing Director within our organization.. He possesses a Bachelor's degree in Commerce and boasts a professional background encompassing more than 18 years of extensive experience in the realm of Business and Industry.

**Mr. Ganga Charan (Retired w.e.f 29.09.2024)** Since February 02, 2010, he has served as an Independent Director in our company. With a wealth of experience in the Business and Industry spanning numerous years, his insights contribute significantly to our endeavors.

**Mrs. Shachi Bhardwaj** Since July 08, 2015, she has held the position of Director within our company. Her impressive tenure of over 7 years in the Business and Industry reflects her valuable expertise and contributions to our endeavors.

**Mr. Vijay Gupta (Appointed w.e.f 06.06.2024)** Vijay Gupta assumed the role of Additional Independent Director and is an associate Company Secretary and a proud member of the Institute of Company Secretaries of India (ICSI). With extensive expertise in corporate compliance and governance, he specializes in Company Law and related legal frameworks.

**Mr. Dyuman Samrat Bhardwaj** Starting from March 11, 2019, he has assumed the role of Chief Financial Officer within our company. With a robust background spanning more than 5 years in the Business and Industry, his experience significantly bolsters our financial operations.

**Ms. Harshita  
Sharma**  
(Appointed w.e.f  
01.06.2023)  
(Resigned w.e.f.  
30.09.2024)

Ms. Harshita Sharma assumed the role of Company Secretary at Bhagwati Gas Limited on June 1, 2023. She is a graduate of Kanoria PG Mahavidhyala, a qualified Company Secretary from ICSI (Institute of Company Secretaries of India), and has also successfully cleared the IPCC examination from ICAI (Institute of Chartered Accountants of India).



# CORPORATE INFORMATION

## REGISTERED OFFICE

Banawas, Khetri Nagar,  
Distt.-Jhunjhunu-333504,  
Rajasthan  
E-mail: [bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com)  
Website:- [www.bglgroup.in](http://www.bglgroup.in)  
Tel.: 01593-221478/80

## CORPORATE OFFICE

S-492/A, Greater Kailash-I,  
New Delhi-110048  
E-mail: [bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com)  
Tel.:+91-11-4912 0719

## BOARD OF DIRECTORS

**MR. RAKESH SAMRAT  
BHARDWAJ**

Chairman & Managing Director

**MR. GANGA CHARAN**

Non-Executive Independent Director  
(Retired w.e.f 29.09.2024)

**MR. VIJAY GUPTA**

Non-Executive Independent Director  
(Appointed w.e.f 06.06.2024)

**MRS. SHACHI BHARDWAJ**

Non-Executive Director

**MR. DYUMAN SAMRAT  
BHARDWAJ**

Chief Financial Officer

**MS. SANJANA SHARMA**

Company Secretary & Compliance  
Officer

(Appointed w.e.f 21/11/2020)  
(Resigned w.e.f. 31.05.2023)

**MS. HARSHITA SHARMA**

Company Secretary & Compliance  
Officer

(Appointed w.e.f 01/06/2023)  
(Resigned w.e.f. 30.09.2024)

## SECRETARIAL AUDITORS

**M/S DEEPAK ARORA &  
ASSOCIATES,**  
Practicing Company Secretaries  
23-KA-4, Jyoti Nagar,  
Near Vidhan Sabha,  
Jaipur-302005, RAJASTHAN

## STATUTORY AUDITORS

**M/s JAIN PARAS BILALA & CO**  
Chartered Accountants  
50 Ka 2, Jyoti Nagar,  
Jaipur -302005  
Rajasthan

## INTERNAL AUDITORS

**M N G AND ASSOCIATES**  
Chartered Accountants  
B-98, Basement, Sharda Puri, Ramesh  
Nagar  
New Delhi - 110015

## REGISTRAR & TRANSFER AGENT

**SKYLINE FINANCIAL SERVICES  
PRIVATE LIMITED**

D-153 A, 1st Floor,  
Okhla Industrial Area, Phase - I,  
New Delhi - 110 020  
E-mail: [info@skylinerta.com](mailto:info@skylinerta.com)  
Tel.:+91-11-4045 0193-97

## BANKER'S

RBL Bank  
STATE BANK OF INDIA  
**ICICI BANK**  
CANARA BANK

## NOTICE

NOTICE is hereby given that the 50<sup>th</sup> Annual General Meeting (“AGM”) of members of Bhagawati Gas Limited (the “Company”) will be held on **Saturday, December 28, 2024** at 10.30 A.M., Indian Standard Time (“IST”) at the registered office of the company situated at Banawas, Khetri Nagar-333504, Distt.-Jhunjhunu, Rajasthan to transact the following businesses:

### **ORDINARY BUSINESS**

#### **ITEM 01**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and Auditors thereon.

#### **ITEM 02**

To appoint a director in place of Ms. Sachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS**

#### **ITEM 03**

#### **APPROVAL FOR ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT 2013.**

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

**"RESOLVED THAT** pursuant to the provision of Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulation made there under , (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, permissions and sanctions of the appropriate authorities as may be necessary or required, approval of the members of the company be and is hereby accorded for adoption of new set of Memorandum of Association in place of existing Memorandum of Association of the company in alignment with the provision of Companies Act 2013.

**RESOLVED FURTHER THAT** Mr. Rakesh Samrat Bhardwaj, Managing Director of the company be and is hereby authorized to take all necessary actions, steps, matters and things as may be necessary and expedient to give effect to the aforesaid resolution including to file any forms and documents.”

#### **ITEM 04**

##### **APPROVAL FOR ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF COMPANY**

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

**"RESOLVED THAT** pursuant to the provision of Section 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable rules and regulation made there under , (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, permissions and sanctions of the appropriate authorities as may be necessary or required, approval of the members of the company be and is hereby accorded for adoption of new set of Article of Association in place of existing Article of Association of the company in alignment with the provision of Companies Act 2013.

**RESOLVED FURTHER THAT** Mr. Rakesh Samrat Bhardwaj Managing Director of the company be and is hereby authorized to take all necessary actions, steps, matters and things as may be necessary and expedient to give effect to the aforesaid resolution including to file any forms and documents.”

#### **ITEM 05**

##### **APPROVAL FOR THE APPOINTMENT OF MR. VIJAY GUPTA (DIN: 10473091) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY**

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Vijay Gupta (DIN: 10473091), Who was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f. June 06, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of this Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years effective from June 06,2024 to June 05, 2029.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

#### **ITEM 06**

#### **APPROVE THE RE-APPOINTMENT OF MR. RAKESH SAMRAT BHARDWAJ (DIN: 00029757) AS MANAGING DIRECTOR OF THE COMPANY**

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 Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Rakesh Samrat Bhardwaj (DIN: 00029757) as Managing Director (‘MD’) of the Company for a period of five consecutive years commencing from **July 01, 2024** to **June 30, 2029**, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, with liberty to the Board of Directors (including its Committee thereof ) to alter and vary the terms and conditions of the said re- appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof ) be and is hereby authorized to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

#### **ITEM 07**

#### **APPROVAL FOR THE APPOINTMENT OF MR. NAWAL KISHORE JOSHI (DIN:03292405), AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, pursuant to the recommendations of the nomination and remuneration committee, the consent of the Members be and is hereby accorded to appoint **MR. NAWAL KISHORE JOSHI (DIN:03292405)** as a director of the company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**Regd. office:**

**Bhagawati Gas Limited**

**Regd. Office:** Banawas, Khetri Nagar,

Jhunjhunu, Rajasthan-333504

**E-mail:**[bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com)

**Tel No.:** +91-11 49120719

**Website:** [www.bglgroup.in](http://www.bglgroup.in)

**CIN:**U24111RJ1974PLC005789

**Date:** December 02, 2024

**Place:** New Delhi

**By the order of the Board of Directors**  
*for Bhagawati Gas Limited*

Sd/-

**Rakesh Samrat Bhardwaj**

Managing Director

**(DIN: 00029757)**

## NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM), is entitled to appoint a proxy to attend and vote in the meeting instead of him / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Company's Registered Office not less than **FORTY-EIGHT (48) HOURS** before the meeting.

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

2. Brief Resume of the Director seeking Appointment / re-appointment as required under Companies Act according to Secretarial Standard and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto along with the Annexure to Notice as per Schedule V of the Companies Act, 2013 forms part of Notice as "**Annexure-I**".
3. **SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 01, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant.**
4. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and / or change in address or bank account, to **Skyline Financial Services Private Limited**, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110020, who is acting as our Registrar and Share Transfer Agent\_(R&TA) of the Company. Please quote your folio number and our Company's name in all your future correspondences and in case of shares held in electronic mode, to their respective Depository Participants.
5. Corporate Members are requested to send/attach a duly certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the AGM, along with the Proxy Form/ Attendance Slip.

6. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Ms. Shachi Bhardwaj (DIN- 07232850), Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommends this reappointment.
7. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (**FormSH-13**), as permitted under Section 72 of the Companies Act, 2013.
9. The notice of AGM is being sent to those members / beneficial owners whose name is appearing in the register of members /list of beneficiaries received from the depositories as on **Friday 29 November, 2024** (“cut-off date”).
10. All documents referred to in the accompanying Notice are open for inspection at the registered office of the company during the office hours on all working days between 11.00 A.M. to 06.00 P.M. before the date of Annual General Meeting.
11. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of General Meeting, Director’s report, Auditor’s report, Audited Financial Statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Amendment Rules 2015, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.

Members/ Proxies and authorized representatives should bring the attendance slip duly filled in for attend the meeting.

12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in a physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
13. Shareholders seeking any information and having any query with regard to accounts are requested to write to the company in advance so as to enable the Management to keep the information ready.
14. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.

15. The company whole-heartedly welcomes members/proxies at the annual general meeting of the company. The members/ proxies may please note that no gifts/gift coupons will be distributed at the annual general meeting.
16. Pursuant to SEBI circular dated April 20, 2018, the Company is required to update the PAN and Bank details of shareholders holding shares in physical form, in case their folios do not have or are having incomplete details with regard to PAN and Bank particulars. Accordingly, the Company has sent reminder letters to such shareholders, requesting them to furnish their PAN and Bank details to the Company for updation. Shareholders holding shares in physical form are requested to update the same along with requisite supporting documents.
17. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting.
18. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings as issued by ICSI, Company is offering e-voting facility to the shareholders to enable them to cast their vote electronically on the items as mentioned in the Notice. For this purpose, the company has engaged the services of **Central Depository Services (India) Limited (CDSL)** for providing e-voting facility to enable the shareholders to exercise their right to vote through electronic means in respect of businesses to be transacted in the AGM. Those shareholders, who do not opt to cast their vote through e-voting, may cast their vote through Ballot Paper at the AGM.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Wednesday, December 25, 2024 (9.00 A.M. IST) and ends on, Friday December 27, 2024 (5.00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, 21 December, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.  2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service

	<p>Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

<b>Depository Participants (DP)</b>	
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Bhagawati Gas Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com) for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

**Regd. office:**

**Bhagawati Gas Limited**

Regd. Office: Banawas, Khetri Nagar,

Jhunjhunu, Rajasthan-333504

E-mail: [bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com)

Tel No.: +91-11 49120719

Website: [www.bglgroup.in](http://www.bglgroup.in)

CIN: U24111RJ1974PLC005789

**Date: December 02, 2024**

**Place: New Delhi**

**By the order of the Board of Directors**  
*for Bhagawati Gas Limited*

Sd/-

**Rakesh Samrat Bhardwaj**  
**Managing Director**  
**(DIN: 00029757)**

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **FOR ITEM 03**

#### **APPROVAL FOR ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY**

Bhagawati Gas Limited was incorporated as on 16/11/1974 under the provisions of the Companies Act, 1956.

The existing Memorandum of Association (“MOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Memorandum of Association are replaced by the new set of regulations and adopted as new set of Memorandum of Association as per the requirements of Table A of First Schedule in the Companies Act, 2013. The modification in Memorandum of association is carried out to give effect to provisions of the Companies Act, 2013.

In terms of Section 13 of the Companies Act, 2013, the Consent of the shareholders by way of a Special Resolution is required in this regard.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

### **FOR ITEM 04**

#### **APPROVAL FOR ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF COMPANY**

Bhagawati Gas Limited was incorporated as on 16/11/1974 under the provisions of the Companies Act, 1956.

The existing Article of Association (“AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Article of Association are replaced by the new set of regulations and adopted as new set of Article of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Article of association is carried out to give effect to provisions of the Companies Act, 2013.

In terms of Section 13 of the Companies Act, 2013, the Consent of the shareholders by way of a Special Resolution is required in this regard.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

#### **FOR ITEM NO 5**

#### **APPROVAL FOR THE APPOINTMENT OF MR. VIJAY GUPTA (DIN: 10473091) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY**

The Nomination and Remuneration Committee, at its meeting held on June 06, 2024, after taking into account the skills, knowledge, acumen, expertise, experience of Mr. Vijay Gupta, has recommended to the Board his appointment for a first term of five years effective from June 06 2024.

The nomination and remuneration committee has considered his skills, leadership capabilities, expertise in governance and finance, risk management and business strategy, among others, as being key requirements for this role.

In view of the above, the nomination and remuneration committee and the Board are of the view that Mr. Vijay Gupta possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an independent director.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr. Vijay Gupta as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from June 06, 2024 to June 05, 2029, not liable to retire by rotation, subject to approval of the Members at this 50th AGM of the Company.

As an Additional Director, Mr. Vijay Gupta holds office till the date of this AGM and is eligible for being appointed as an Independent Director. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Vijay Gupta has also given his declaration to the Board, inter alia, that:

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.



Relevant Details relating to appointment and continuation of Directorship of Mr. Vijay Gupta including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the “Annexure” to the Notice.

In the opinion of the Board, Mr. Vijay Gupta is a person of integrity, possesses relevant expertise / experience and given his experience, the Board considers it desirable and in the interest of the Company to have him on the Board of the Company.

Except Mr. Vijay Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members

#### **FOR ITEM NO 6**

#### **APPROVE THE RE-APPOINTMENT OF MR. RAKESH SAMRAT BHARDWAJ (DIN: 00029757) AS MANAGING DIRECTOR OF THE COMPANY**

Mr. Rakesh Samrat Bhardwaj was appointed as the Managing Director of the Company for a period of five years effective July 01, 2019 till June 30, 2024, liable to retire by rotation, and the said appointment was approved by the Shareholders at the Annual General Meeting held on September 30, 2019

Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Board of Director of the Company (‘Board’) on May 30, 2024, accorded its approval to the re-appointment and terms of remuneration of Mr. Rakesh Samrat Bhardwaj, as Managing Director (‘MD’) of the Company, liable to retire by rotation, for a further period of five years effective from **July 01, 2024 to June 30, 2029**, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Rakesh Samrat Bhardwaj as Managing Director of the Company, considered his background, experience and contributions to the Company.

Mr. Rakesh Samrat Bhardwaj is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Mr. Rakesh Samrat Bhardwaj is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards the various stakeholders.

Mr. Rakesh Samrat Bhardwaj, aged 62 years, has been associated with the Company since its incorporation. He holds possesses a Bachelor's degree in Commerce and boasts a professional background encompassing more than 18 years of extensive experience in the realm of Business and Industry.

Mr. Rakesh Samrat Bhardwaj also holds the position of Member of Audit Committee, Stakeholders Relationship Committee of the Company.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Rakesh Samrat Bhardwaj as Managing Director are as follows:

**A. Period:**

for a period of 5 years commencing from **July 01, 2024** to **June 30, 2029** with the liberty to terminate the appointment on three months' notice in writing.

**B. Benefits, Perquisites & Allowances:**

i. **Basic Salary:** maximum upto Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) per month with such increments as the Board may decide from time to time.

ii. **Special Allowance:** Rs. 30,000/- (Rupees Thirty thousand only) per month with such increments as the Board may decide from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.

iii. **Variable Pay:** Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time.

iv. Long-term Incentive Compensation / Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company / BGL Group, including that of any parent / subsidiary company as may be decided by the Board.

**C. Perquisites:**

i. **Housing:** Free furnished accommodation or HRA in lieu of Company provided accommodation.

ii. **Reimbursement of expenses** on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.

iii. **Car:** cars for use of Company's Business as per Company Car policy.

iv. **Medical Expenses Reimbursement:** Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.

v. **Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company.

vi. **Club fees:** Fees of One Corporate Club in India (including admission and annual membership fee).

vii. **Reimbursement of entertainment,** travelling and all other expenses incurred for the business of the Company as per the policy of the Company.

viii. **Leave and encashment of leave** - as per the policy of the Company.

ix. **Personal accident Insurance Premium** - as per the policy of the Company.

x. **Contribution towards Provident Fund and Superannuation Fund** or Annuity Fund, National Pension Scheme - as per the policy of the Company.

xi. Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.

xii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

xiii. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

**D.** Annual remuneration review is effective 1st April each year, as per the policy of the Company.

**E.** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

**F.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of **Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)**, Managing Director will be considered as continuous service with the Company from the date of his joining the **July 01, 2024**.

**G.** The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

**H.** When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to **Mr. Rakesh Samrat Bhardwaj** in accordance with the applicable provisions of Schedule V of the Act.

**I. Mr. Rakesh Samrat Bhardwaj (DIN: 00029757)** shall be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as **Mr. Rakesh Samrat Bhardwaj (Din: 00029757)** functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**J. Nature of Duties:**

The MD shall devote his whole time and attention to the business of the Company and perform such duties and functions as would commensurate with his position as the Managing Director of the Company as may be entrusted to him by the Board from time to time and communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to MD from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any committee of such a company.

**K. Other Terms of Appointment:**

(a) During the currency of his tenure, MD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.

(b) The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

(c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

(d) The employment of the MD may be terminated by the Company without notice or payment in lieu of notice if the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services.

(e) In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(f) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD unless specifically provided otherwise.

(g) If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD and this Agreement with the Company shall stand terminated forthwith. Similarly, if at any time the MD ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Rakesh Samrat Bhardwaj under Section 190 of the Act.

Relevant details relating to re- appointment of Mr. Rakesh Samrat Bhardwaj as Managing director, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Rakesh Samrat Bhardwaj as Managing Director as set out above.

Except Mr. Sachi Bhardwaj, wife of Mr. Rakesh Samrat Bhardwaj and Mr. Rakesh Samrat Bhardwaj, to whom the resolution relates and their relatives, None of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the Members.

## FOR ITEM NO 7

### APPROVAL FOR THE APPOINTMENT OF MR. NAWAL KISHORE JOSHI (DIN:03292405), AS A DIRECTOR OF THE COMPANY

To appoint Mr. Nawal Kishore Joshi (DIN:03292405) as Non-Executive Director of the Company the board considered and approved appointment, under applicable provision of the Companies Act, 2013 in the meeting held on 28th December, 2024. The Board had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications etc. decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended her appointment as the Non-Executive Director of the Company, subject to the approval of members. The Company has received consent letter from Mr. Nawal Kishore Joshi (DIN:03292405) to act a director of the Company.

The Board recommends the appointment of Mr. Nawal Kishore Joshi (DIN:03292405) as Director, by the shareholders of the Company by passing Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item no.7 except for Mr. Rakesh Samrat Bhardwaj and Sachi Bhardwaj.

**Regd. office:**

**Bhagawati Gas Limited**

**Regd. Office:** Banawas, Khetri Nagar,

Jhunjhunu, Rajasthan-333504

**E-mail:**[bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com)

**Tel No.:** +91-11 49120719

**Website:** [www.bglgroup.in](http://www.bglgroup.in)

**CIN:**U24111RJ1974PLC005789

**Date:** December 02, 2024

**Place:** New Delhi

**By the order of the Board of Directors**  
*for Bhagawati Gas Limited*

Sd/-  
**Rakesh Samrat Bhardwaj**  
Managing Director  
(DIN: 00029757)

## Annexure to the Notice of the Annual General Meeting

### Annexure 1

Details of Director seeking appointment at the AGM pursuant to Secretarial Standards - 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI):

<b>Name of the Director</b>	<b>Mr. Vijay Gupta</b>
<b>DIN</b>	10473091
<b>Date of Birth</b>	08/07/1994
<b>Age</b>	30 Years
<b>Date of first appointment on the Board</b>	06/06/2024
<b>Qualification</b>	Company Secretary, LLB, Bachelor of Commerce, and M.Com
<b>Expertise in specific functional areas</b>	Vijay Gupta is an associate Company Secretary and a proud member of the Institute of Company Secretaries of India (ICSI). With extensive expertise in corporate compliance and governance, he specializes in Company Law and related legal frameworks. Leveraging his knowledge and practical experience, Vijay has been instrumental in ensuring regulatory compliance, advising on corporate legal matters, and facilitating seamless board operations. His professional acumen and dedication make him a trusted resource for companies navigating the complexities of corporate laws and governance practices..
<b>Terms and Conditions of appointment</b>	Refer item no. 5 of the Notice
<b>Details of remuneration sought to be paid</b>	-
<b>Relationship with other Director/Manager and other Key Managerial Personnel of the company</b>	-
<b>The number of Meetings of the Board attended during the year</b>	-
<b>Directorships of other Board</b>	-
<b>Membership/Chairmanship of Committees of other Board</b>	NA
<b>Shareholding in the Company</b>	-

<b>Name of the Director</b>	<b>Mr. RAKESH SAMRAT BHARDWAJ</b>
<b>DIN</b>	00029757
<b>Date of Birth</b>	09/07/1962
<b>Age</b>	62 Years
<b>Date of first appointment on the Board</b>	01/07/2004
<b>Qualification</b>	Bachelor of Commerce
<b>Expertise in specific functional areas</b>	He possess a strong leadership skill and has an ability knowledge and experience to manage the working of the company. He also possesses strong analytical, problem solving & organizational abilities which helps the organization to achieve its goals.
<b>Terms and Conditions of appointment</b>	Refer item no. 6 of the Notice
<b>Details of remuneration sought to be paid</b>	Managerial Remuneration and Performance Incentive as approved by the Board from time to time within the limit approved by the Members
<b>Relationship with other director/Manager and other Key Managerial Personnel of the company</b>	Mrs. Shachi Bhardwaj (wife) Mr. Dyuman Samrat Bhardwaj (son)
<b>The number of Meetings of the Board attended during the year</b>	12
<b>Directorships of other Board</b>	2
<b>Membership/Chairmanship of Committees of other Board</b>	NA
<b>Shareholding in the Company</b>	23,47,610

<b>Name of the Director</b>	<b>Mr. NAWAL KISHORE JOSHI</b>
<b>DIN</b>	03292405
<b>Date of Birth</b>	05.12.1960
<b>Age</b>	64
<b>Date of first appointment on the Board</b>	-
<b>Qualification</b>	Graduate
<b>Expertise in specific functional areas</b>	He demonstrates outstanding leadership qualities, supported by deep expertise and practical experience in managing organizational functions. His sharp analytical skills, strategic problem-solving abilities, and excellent organizational acumen contribute significantly to the organization's success and goal attainment.
<b>Terms and Conditions of appointment</b>	Refer item no. 7 of the Notice
<b>Details of remuneration sought to be paid</b>	Managerial Remuneration and Performance Incentive as approved by the Board from time to time within the limit approved by the Members
<b>Relationship with other director/Manager and other Key Managerial Personnel of the company</b>	Father in law of Director' s Daughter
<b>The number of Meetings of the Board attended during the year</b>	-
<b>Directorships of other Board</b>	-
<b>Membership/Chairmanship Of Committees of other Board</b>	NA
<b>Shareholding in the Company</b>	-



<b>Name of the Director</b>	<b>Mrs. Shachi Bhardwaj</b>
<b>DIN</b>	07232850
<b>Date of Birth</b>	17/10/1966
<b>Age</b>	57
<b>Date of first appointment on the Board</b>	08/07/2015
<b>Qualification</b>	Matrix
<b>Expertise in specific functional areas</b>	Mrs. Shachi Bhardwaj has been appointed on the Board of Company since 08.07.2015. She has over 10 years of experience in Business & Industry.
<b>Terms and Conditions of appointment</b>	Refer item no. 2 of the Notice
<b>Details of remuneration sought to be paid</b>	Managerial Remuneration and Performance Incentive as approved by the Board from time to time within the limit approved by the Members
<b>Relationship with other director/Manager and other Key Managerial Personnel of the company</b>	Wife of Mr. Rakesh Samrat Bhardwaj Mother of Mr. Dyuman Samrat Bhardwaj
<b>The number of Meetings of the Board attended during the year</b>	10
<b>Directorships of other Board</b>	i) Bhagawati International Limited (ii) Bhagawati Combat Systems Limited (iii) Dyuman Private Limited
<b>Membership/Chairmanship Of Committees of other Board</b>	NA
<b>Shareholding in the Company</b>	97,7600

# DIRECTOR'S REPORT

Dear Members,  
**Bhagawati Gas Limited**  
Banawas, Khetri Nagar,  
Jhunjhunu-333504  
Rajasthan

Your directors have pleasure in presenting their 50<sup>th</sup> **Annual Report** on the business, operations and financial performance of the Bhagawati Gas Limited (the “**Company**” or “**BGL**”), together with the Audited Financial Statements of the Company, for the financial year ended March 31, 2024 as follows:  
*(All amounts in this report are presented in hundreds, unless otherwise specified.)*

## FINANCIAL RESULTS

The Financial Performance of the Company for the financial year ended on March 31, 2024 is as follows:

Particulars	FY 2023-24	FY 2022-23
Gross Revenue	142,224	89,294.29
Total expenses	132,435	167,163.71
<b>Profit / (loss) before tax</b>	<b>9,790</b>	<b>(77,869.42)</b>
<b>Tax expenses</b>		
Current tax	2,200	-
Deferred tax	29,598	(139,800.35)
<b>Total Tax Expense</b>	<b>31798</b>	<b>(139,800.35)</b>
<b>Profit After Tax</b>	<b>(22,008)</b>	<b>61,930.93</b>
Other comprehensive income Items that will not be reclassified to profit or loss (Net of Taxes)	4,084	1,321.05
<b>Total Comprehensive Income for the year</b>	<b>(17,925)</b>	<b>63,251.98</b>

## RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

- **Results of operations**

Highlights of the Company's financial performance for the year ended March 31, 2024 are as under:

During the year under review, the company earned a revenue of Rs. 58,671 /- and income from other sources is Rs. 83,554 /- therefore the total Income of the Company was Rs. 142,224/- against Rs. 89,294/- in the previous year.

The Company has incurred a loss of Rs (22,008)/- as compared to a profit Rs. 61,931/- in the previous year. The company is hoping for better growth of Company and profits in the forthcoming years.

- **State of Company's Affairs**

**Diversified Group Activities:**

Bhagawati Gas Limited is engaged in Manufacturing, Waste Water Treatment (Bio Remediation of Waste Water), Renewable Energy, Contracting, and International Trading. Our manufacturing activities include the production of atmospheric industrial gases from large tonnage air separation plants and the production of FRP pipes and composite products.

Bhagawati Gas Limited is prominently engaged in the treatment and remediation of polluted water bodies such as lakes and works extensively with numerous industry segments, including Chemical, Agrochemical, Leather, Pharmaceutical Intermediate, Textile, and Electroplating sectors. With over three decades of research and practical experience, our application group has specialized in bioremediation for industrial wastewater, effectively treating water previously deemed untreatable through biological means.

**Strategic Collaborations and Projects:**

We are currently in advanced discussions and negotiations with ONGC Limited to jointly initiate projects that will redefine sustainable energy solutions. These projects will focus on rare gas extraction, geothermal initiatives, and carbon capture technologies. Our expertise in cryogenics, industrial gases, and green technology positions us as a priority partner for ONGC on these green projects.

**Recent Developments:**

Recently, the company entered into an agreement with a Korean company regarding the marketing of Medical Oxygen Plants in India. This strategic partnership aims to enhance our market presence and contribute to the healthcare sector by ensuring the availability of medical oxygen.

**Future Prospects:**

The Company is also planning to enter into an agreement with ONGC for the treatment and remediation of polluted water in the near future. This collaboration will further strengthen our portfolio in environmental sustainability and remediation technologies.

Our diverse business operations and strategic collaborations highlight our commitment to innovation and environmental stewardship. We continue to explore new opportunities and expand our capabilities to deliver value to our stakeholders and contribute to a sustainable future.

## CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company for the year under review.

## DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES

Your Company did not have any Subsidiary/Material Subsidiary/Joint Venture/Associate during the year under review. Hence the details of this clause are not applicable to the Company.

## SHARE CAPITAL STRUCTURE OF THE COMPANY

### ❖ **AUTHORISED SHARE CAPITAL**

There was no change in the Authorized Capital of the Company during the financial year. The Authorised Capital of the Company as on March 31, 2024 stood at Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Equity Share) Equity Shares of Rs 10/- each (Rupees Ten each).

### ❖ **ISSUED SHARE CAPITAL, SUBSCRIBED & PAID UP SHARE CAPITAL:-**

There was no change in the issued, subscribed and paid-up Capital of the Company during the year under review Rs. 16,74,24,590/-(Rupees Sixteen Crores Seventy-Four Lakhs Twenty-Four Thousand Five Hundred Ninety Only) divided into 1,67,42,459 (One Crore Sixty-Seven Lakhs Forty-Two Thousand Four Hundred Fifty Nine only) equity shares of Rs. 10/- each (Rupees Ten each).

## DIVIDEND

During the financial year, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2024. There was no interim dividend declared during reporting period.

## UNCLAIMED DIVIDEND AND TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In compliance of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any money transferred to the Unpaid Dividend Account of a Company in pursuance of these sections, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 of the Act i.e. Investor Education and Protection Fund.

During the financial year, the Company was not liable to transfer any unclaimed dividends and corresponding shares thereto to IEPF.

## TRANSFER TO RESERVES

During the financial year, there was no amount transferred to any of the reserves by the Company.

## PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The particulars of loans given, guarantees given securities provided and investments made under the provisions of Section 186 of the Companies Act, 2013 are provided in the financial statement, which forms a part of the Annual Report.

## DEPOSITS

During the financial year ended March 31, 2024, the Company has not invited or accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and rules framed there under. Hence, no public deposit is outstanding during the financial year 2023-24.

## DISCLOSURE IN REFERENCE OF SUB RULE 1 CLAUSE (C) SUB CLAUSE (VIII) OF RULE 2 OF COMPANIES (ACCEPTANCE OF DEPOSITS) RULES, 2014

During the period under review the Company has not accepted loan/borrowing from its Director in reference of sub rule 1 clause (c) sub clause (viii) of rule 2 of Companies (Acceptance of Deposits) rules, 2014.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

During the financial year 2023-24 the Company has not entered into any related party transactions which are required to be disclosed as per the provisions of Section 188 of the Companies Act, 2013 and other Related Party Transactions which were entered during the year were in Ordinary Course of the Business and on Arm's Length basis and as per AS-18 of the Companies Act, 2013, were properly noted, disclosed and annexed to the balance sheet and forming part of the financial statement of the Company. Your Directors draw attention of the members to Note 24 to the financial statement which sets out related party disclosures.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 is not required to disclose in Form AOC-2.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed review by the Management of the business operations of the Company is presented under separate section "Management Discussion and Analysis" which forms a part of this Annual Report. The MD&A Report captures your Company's performance, industry trends and other material changes with respect to your Company.

The Management Discussion and Analysis Report on the operations and financial position of the Company have been provided as "Annexure- D" which forms part of the Directors' Report.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

During the reporting period, the Company received an order from the Honorable Supreme Court directing: "To enable the learned counsel appearing for the appellant to file an undertaking of the authorized officer of the appellant, list on 18th March, 2024. A copy of the said undertaking shall be given in advance to the learned counsel appearing for the respondent on or before 11th March, 2024."

In response to the Supreme Court order dated February 19, 2024 and in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 07, 2024, committing to comply with all required norms within 90 days to BSE Limited, thereby aiming to transition the status from "Delisted" to "Listed".

Subsequent to the financial year-end, the Company diligently pursued the revocation of suspension and sought in-principle approval from BSE through structured correspondence sent on June 10, 2024, June 14, 2024, and June 17, 2024. The application was meticulously prepared with all annexure and requisite documents as prescribed by BSE. This included addressing pending compliances communicated by BSE such as Regulation

33 (Quarterly Results), Regulation 62 (Website), Regulation 17 (Composition of Board and Committees), Regulation 31 (Shareholding Pattern), Regulation 44(3) (Voting Results), Regulation 34 (Annual Report), Regulation 13(3) (Investor Complaints), Regulation 29 Prior intimation of meeting of Board of Directors, (SDD Compliances), Reconciliation of share capital reports, and other obligations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; SEBI (Depositories and Participants) Regulations, 2018 (as amended); Companies Act 2013; Securities and Exchange Board of India (Prohibition of Insider Trading), and other applicable laws. All relevant fees and fines were settled, barring minor oversights attributable to administrative inadvertence.

In response, BSE communicated several pending compliance issues in an email dated June 24, 2024. These included the non-submission of a certificate from RTA/Depositories confirming the alignment of issued and listed capital, incomplete shareholding pattern submissions, absence of self-attested PAN copies for designated directors and promoters, non-dematerialization of 100% Promoter Shareholding, lack of a current company profile, and non-submission of an executed Unified Listing Agreement, alongside an outdated company website.

Further it has been communicated that, as per the Supreme Court's directive, failure to comply within the specified 90-day period necessitated the continuation of the company's securities being compulsorily delisted from the Exchange platform.

The Company formally requested an extension from BSE to address these pending compliances in the email dated June 18, 2024, which was subsequently declined by BSE. Additionally, the Company has submitted a request dated July 08, 2024, to the Honorable Supreme Court, which is currently under review.

## **CORPORATE GOVERNANCE REPORT**

In accordance with the provisions of regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company.

## **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board comprises highly experienced persons of repute and eminence. The Board has a good and diverse mix of Executive and Non-Executive Directors.

During the financial year 2023-24, the Board of Directors of the Company was not duly constituted. The optimum balance of Executive Directors, Non-Executive Directors, and Independent Directors was not maintained due to the vacancy in the position of one Independent Director.

Furthermore, subsequent to the closure of the financial year, Mr. Vijay Gupta (DIN: 10473091) has been appointed as an additional Independent Director of the Company on June 06, 2024 to ensure compliance with the proper constitution of the board and its committees. After that the composition of Board of the Company is duly constituted.

All the Directors show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. The Board of the Company is headed by an Executive Chairman. Chairman takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates.

Present composition and category of Directors and Key Managerial Personnel is as follows:

Name of Directors and Key Managerial Personnel	Category	DIN/ PAN
Mr. Rakesh Samrat Bhardwaj	Executive Director	00029757
Mrs. Shachi Bhardwaj	Non-Executive Director	07232850
Mr. Vijay Gupta	Non-Executive Independent Director	10473091
Mr. Dayumn Bhardwwaj	Chief Financial Officer	CDEPB0520P

The members of the Company's Board of Directors are eminent persons of proven competence and integrity. Besides experience, strong financial acumen, strategic astuteness and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation.

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The Board exhibits strong operational oversight with regular presentations in every quarterly meeting. The Board/committee meetings are pre-scheduled and a tentative annual calendar of the Board and Committee meetings is circulated to the Directors well in advance to help them plan their schedule and ensure meaningful participation in the meetings. Only in case of special and urgent business, if the need arises, the Board's/Committee's approval is taken by passing resolutions through circulation or by calling Board/Board Committee meetings at short notice, as permitted by law.

During the financial year 2023-24, there were no changes in Board of Directors of the Company.

#### **Retirement by Rotation-**

Pursuant to the provisions of Section 152(6) of the Act read with the rules made thereunder and as per the Articles of Association of the Company Mrs. Shachi Bhardwaj (DIN: 07232850) is liable to retire by rotation and being eligible to offers herself for re-appointment at the ensuing annual general meeting of the Company to sought your approval as per the provisions of Companies Act.

#### **Appointments and resignations**

After the closure of Financial year Mr. Vijay Gupta (DIN: 10473091) is appointed as an additional independent director of the company and going to regularized as an Independent Director in the ensuing Annual General Meeting.

Mr. Nawal Kishore Joshi (DIN: 03292405) has been proposed to be appointed as Director of the Company in the ensuing Annual General Meeting.

Ms. Harshita Sharma has resigned from the post of Company Secretary and Compliance officer of the company.

#### **BOARD MEETINGS**

During the Financial Year 2023-24, the Company held 7 (Seven) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings

SNo.	Date of Meeting	Board Strength	No. of Directors Present
1.	30.05.2023	3	3

2.	01.06.2023	3	3
3.	14.07.2023	3	3
4.	14.08.2023	3	3
5.	29.08.2023	3	3
6.	08.11.2023	3	3
7.	14.02.2024	3	3

#### ATTENDANCE OF DIRECTOR

S. No	Name of Director	Meeting of Board			Meeting of Committees of the Board		
		Number of meeting Held	Number of Meeting attendant	%	Number of meeting Held	Number of Meeting attendant	
1	Rakesh Samrat Bhardwaj	7	7	100	5	5	
2	Ganga Charan	7	7	100	7	7	
3	Shachi Bhardwaj	7	7	100	3	3	

#### COMMITTEES OF THE BOARD

The Board Committees constitution is in acquiescence of provisions of the Companies Act, 2013, the relevant rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of all the Committees along with their terms of reference, composition and meetings held during the year are provided herein below:-

#### AUDIT COMMITTEE

During the financial year, the Company maintained a single Independent Director on its Board. The Company's decision not to appoint a new Independent Director was influenced by the unavailability of a suitable candidate meeting the required criteria. Therefore, the composition of Audit Committee is not in accordance with the requirements of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

As on March 31, 2024, the Audit Committee consists of Two (02) members out of which Mr. Ganga Charan is Non-Executive Independent Directors and Mr. Rakesh Samrat Bhardwaj is executive director. All the members of the committee have good financial and accounting knowledge. The committee is chaired by Mr. Ganga Charan.

During the year under review four (4) meetings of Audit Committee were held on (i) May 30, 2023, (ii) August 14, 2023, (iii) November 08, 2023, and (iv) February 14, 2024 and the gap between two meetings did not exceed one hundred and twenty days. The composition of the Audit Committee and the attendance of members at the meetings of the Audit Committee held during the financial year 2023-24 are as follows:



Sr. No	Name of Member(s)	Nature of membership	Numbers of the Meetings		% of attendance (C)=(B)/(A)
			Held during the year (A)	Attended (B)	
1	Mr. Rakesh Samrat Bhardwaj	Member	4	4	100
2	Mr. Ganga Charan	Chairman	4	4	100

The meetings of Audit Committee are also attended by the Key Managerial Personnel's (KMP), Statutory Auditors, Secretarial Auditor and Internal Auditor as Invitees.

The Audit Committee is responsible for overseeing the Company's financial reporting process, reviewing the quarterly/half yearly/annual financial statements, reviewing with the management the financial statements and adequacy of internal audit function, recommending the appointment/re-appointment of statutory auditors and fixation of audit fees, reviewing the significant internal audit findings/related party transactions, reviewing the management discussion and analysis of financial condition and result of operations and also statutory compliance issue. The committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

In addition, the committee has discharged such other role/function as envisaged under the provisions of Section 177 of the Companies Act, 2013.

After the closure of the financial year, the Audit Committee was reconstituted on June 6, 2024. Mr. Vijay Gupta (DIN: 10473091), an Additional Independent Director of the Company, was inducted as a member and Chairman of the Audit Committee effective from the same date. Furthermore, Mr. Ganga Charan (DIN: 00387567), Non-Executive Independent Director, has been ceased from his position of chairperson and remained member of the committee till September 29, 2024. Further with effect September 29, 2024 he has been retired from the directorship.

Present Composition of the Audit Committee is as follows:

Name of the Director	Position held in the Committee	Category of Director
Mr. Vijay Gupta	Chairman	Non- Executive Additional Independent Director
Mr. Rakesh Samrat Bhardwaj	Member	Managing Director

The Company Secretary acts as the Secretary to the Audit Committee.

The previous Annual General Meeting of the Company held on September 30, 2023 was attended by Ganga Charan, Chairman of the Audit Committee.

## NOMINATION AND REMUNERATION COMMITTEE

During the financial year, Within the Board of Directors, the Company retained a solitary Independent Director due to unavailability of a suitable candidate meeting the required criteria. Therefore, the composition of Nomination and Remuneration Committee is not in accordance with the requirements of the Section 178 of the Companies Act, 2013.

As on March 31, 2024, the Nomination and Remuneration Committee consists of two (02) members out of which Mr. Ganga Charan is Non-Executive Independent Directors and Mrs. Shachi Bhardwaj is Non-executive director. The committee is chaired by Mr. Ganga Charan (Non-Executive Independent Director).The purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors, consistent with criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM.

During the year, Two (2) meetings of Nomination and Remuneration Committee were held on (i) June 01, 2023, (ii) February 14, 2024, which was duly attended by all the Committee members.

The composition of the Nomination and Remuneration Committee and the attendance of the members at the meetings of the Nomination and Remuneration Committee held during the financial year 2023-24, are as follows:

Sl. No	Name of Member(s)	Designation	Numbers of the Meetings		% of attendance (C)=(B)/(A)
			Held during the year (A)	Attended (B)	
1	Mr. Ganga Charan	Chairman	2	2	100
2	Mrs. Shachi Bhardwaj	Member	2	2	100

After the closure of the financial year, the Nomination and Remuneration Committee was reconstituted on June 6, 2024. Mr. Vijay Gupta (DIN: 10473091), an Additional Independent Director of the Company, was inducted as a member and Chairman of the Committee effective from the same date. Furthermore, Mr. Ganga Charan (DIN: 00387567), Non-Executive Independent Director, has been ceased from his position of chairperson and remained member of the committee till September 29, 2024. Further with effect September 29, 2024 he has been retired from the directorship.

Present Composition of the Nomination and Remuneration Committee is as follows:

Name of the Director	Position held in the Committee	Category of Director
Mr. Vijay Gupta	Chairman	Non- Executive Additional Independent Director
Mrs. Shachi Bhardwaj	Member	Director

The previous AGM of the Company held on September 30, 2023 was attended by Mr. Ganga Charan, Chairman of the Nomination and Remuneration Committee.

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

### **Performance Evaluation Criteria for Independent Directors:**

As per the provisions of the Act and Listing Regulations, the Nomination and Remuneration Committee has laid down the evaluation criteria for performance evaluation of the Independent Directors. Performance evaluation of the Independent Directors was carried out by the Board and NRC, except the Director being evaluated, as per the Nomination and Remuneration Policy of the Company.

The NRC has devised criteria for performance evaluation of the Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter-se between Board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers, integrity and maintenance of confidentiality, implementing best corporate governance practice etc., exercising independent judgment during board deliberations on strategy, performance, risk management, reporting on Frauds, compliance with the policies of the company etc., which is in compliance with guidance note issued by the Securities and Exchange Board of India and Institute of Company Secretaries of India and other applicable laws, regulations and guidelines.

### **Criteria for determining qualifications, positive attributes and independence of a director**

In terms of the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors. The key features of which are as follows:

- **Qualifications** - The Board nomination process encourages diversity of experience, thought, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- **Positive Attributes** - Apart from the duties of Directors as prescribed in the Companies Act, 2013, the Directors are expected to demonstrate high standards of ethical behavior, communication skills, and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- **Independence** - A Director will be considered independent if he/she meets the criteria laid down in Section 149(6) of the Companies Act, 2013, the Rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended from time to time.

### **Remuneration to Directors in Fiscal 2023-24**

The Company pays remuneration to its Executive Director-Managing Director and others by way of Salary, perquisites and allowances. Salary is paid within the range as approved by the Shareholders and as per Companies Act, 2013. The Board approves all the revisions in salary, perquisites and allowances subject to the overall ceiling prescribed by Section 197 and 198 of the Companies Act, 2013. The Non-Executive Independent Directors have not been paid any remuneration except sitting fees during the financial year 2023-24.

**Given below are the details of remuneration paid to Directors during the financial year 2023-24 :( Amount in Rs.)**

Name of Director	Salary	Sitting fees	Bonus	Stock option	Others	Total Remuneration
<b>Executive Director(Managing Director)</b>						
Mr. Rakesh Samrat Bhardwaj	18,60,000	-	-	-	-	<b>18,60,000</b>
<b>Non-Executive Director</b>						
Mrs. Shachi Bhardwaj	9,00,000	-	-	-	-	<b>9,00,000</b>
<b>Non-Executive Independent Director</b>						
Mr. Ganga Charan	-	-	-	-	-	-

### NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee adopted a policy on Nominations & Remuneration for Directors, Key Managerial Executives, Senior Management and Other Employees, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of remuneration of Directors, KMPs, Senior Management and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of the Act and SEBI (LODR) Regulations. The Company's Remuneration Policy is available on the Company's website at [www.bglgroup.in](http://www.bglgroup.in).

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013, the Board re-named the "Investors' Grievance Committee" as the "Stakeholders' Relationship Committee." The remit of the Committee is to consider and resolve the grievances of the security holders of the company, including complaints relating to transfer and transmission of securities, non-receipt of dividends and such other grievance as may be raised by the security holders from time to time.

As on March 31, 2024, the Stakeholders' Relationship Committee consists of three (3) members out of whom Mr. Ganga Charan is Non-Executive Independent Directors, Mrs. Shachi Bhardwaj is Non-Executive Directors and Mr. Rakesh Samrat Bhardwaj is executive director. The Committee is chaired by Mr. Ganga Charan (Non-Executive Independent Director).

During the year, one (1) meetings of Stakeholders' Relationship Committee was held on (i) August 14, 2023, which was duly attended by all the Committee members.

SR. No	Name of Member(s)	Designation	Numbers of the Meetings		% of attendance (C)=(B)/(A)
			Held during the year (A)	Attended (B)	
1	Mr. Ganga Charan	Chairman	1	1	100
2	Mr. Rakesh Samrat Bhardwaj	Member	1	1	100
3	Mrs. Shachi Bhardwaj	Member	1	1	100

After the closure of the financial year, the Stakeholder's Relationship Committee was reconstituted on June 6, 2024. Mr. Vijay Gupta (DIN: 10473091), an Additional Independent Director of the Company, was inducted as a member and Chairman of the Committee effective from the same date. Furthermore, Mr. Ganga Charan

(DIN: 00387567), Non-Executive Independent Director, has been ceased from his position of chairperson and remained member of the committee till September 29, 2024. Further with effect September 29, 2024 he has been retired from the directorship.

Present Composition of the Stakeholder's Relationship Committee is as follows:

<b>Name of the Director</b>	<b>Position held in the Committee</b>	<b>Category of Director</b>
Mr. Vijay Gupta	Chairman	Non- Executive Additional Independent Director
Mrs. Shachi Bhardwaj	Member	Director
Mr. Rakesh Samrat Bhardwaj	Member	Managing Director

The Board has designated Ms. Harshita Sharma, Company Secretary, as the Compliance Officer of the Company for the purpose of Investors' complaints/grievances.

The previous AGM of the Company held on September 30, 2023 was attended by Ganga Charan, Chairman of the Stakeholders' Relationship Committee.

#### **MEETING OF INDEPENDENT DIRECTORS**

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

During the period under review, the company had just one independent director, resulting in the absence of any independent director meetings throughout the financial year.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 134(3)(d) of the Act, the Company has received individual declarations from every Independent Director under Section 149(6) of the Act and regulation 16(1)(b) the Listing Regulations confirming that that they meet the criteria of independence as prescribed under the Act and the Listing Regulations and are not disqualified from continuing as Independent Directors and that they have registered themselves as an Independent Director in the data bank maintained with the Indian Institute of Corporate Affairs.

The Independent Directors of the Company have complied with the Code for Independent Directors as prescribed in Schedule IV to the Act. Based on the declarations received from the Independent Directors, the Board of Directors recorded its opinion that all the Independent Directors are independent of the management and have fulfilled the conditions as specified under the governing provisions of the Act read with the rules made thereunder and the Listing Regulations.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

At the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

As trustees of shareholders, Independent Directors play a pivotal role in upholding Corporate Governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring Independent Judgment on matters of strategy, risk management, controls and business performance.

At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director inter alia; explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the Compliances required from him / her under the Act, SEBI Regulations and other relevant regulations.

By way of an introduction to the Company, presentations are also made to the newly appointed Independent Director on relevant information like overview of the Company's businesses, market and business environment, growth and performance, organizational setup of the Company, governance and internal control processes.

On-going familiarization program aims to provide insights into the Company and the business environment to enable all the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to lend perspective to the strategic direction of the Company.

Your Company has put in place a Familiarization Programme for Independent Directors to familiarize them with their roles, rights, responsibilities, nature of the Industry, Company's strategy, business plan, operations, markets, products, etc. The details of the Company's Familiarization Programme are available on the Company's website [www.bglgroup.in](http://www.bglgroup.in)

#### **ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors pursuant to the provisions of the Act and the Listing Regulations.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The Chairman of the Board had one-on-one meetings with the Independent Directors and the Chairman of NRC had one-on-one meetings with the Executive and Non-Executive, Non- Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/Committee processes.

The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

While Independent directors in their separate meeting have carried out to assess the performance of Chairman and other Directors of the Board more particularly about their business acumen and contribution to the Company, the performance evaluation of the Independent Directors was carried out by the entire Board. The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board of Directors and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

Pursuant to the provisions of Section 134 (3) (p) the Companies Act, 2013 and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. The manner in which the performance evaluation was carried out is given in detail in the Corporate Governance Report, annexed to this Report.

### INVESTORS GRIEVANCES

The Company has been attending to all investor grievances/complaints expeditiously and promptly to the satisfaction of stakeholder(s). The status of Shareholders/ Investors Grievances pursuant to Regulation 13(3) of Listing Regulations for the financial year 2023-24, is as follows:

<b>Particulars</b>	<b>Number of Complaints</b>
Pending at the beginning of the financial year	Nil
Received during the financial year	Nil
Disposed during the financial year	Nil
Remaining unresolved as on March 31, 2023	Nil

### ANNUAL RETURN

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return as on March 31, 2024 is available on website of the Company at <http://www.bglgroup.in>.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), with respect to Directors' Responsibility Statement, your Directors confirm that:

- a. That in preparation of annual accounts for the financial year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- b. That they have selected such accounting policies described in the notes to accounts which have been applied them consistently and made judgments and estimates that are responsible and prudent so as to give a true & fair view of the state of affairs of the company at the end of financial year 2023-24 and of the Profit & Loss of the company for the period under report;
- c. That they 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;
- d. We have prepared the annual accounts on a going concern basis;
- e. The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has designed and implemented a process driven framework for Internal Financial Controls (“IFC”) within the meaning of the explanation to Section 134(5) (e) of the Companies Act, 2013 read with Rule 8(5) (viii) of the Companies (Accounts) Rules, 2014, The Company has appropriate internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. It has documented policies and procedures covering financial and operating functions and processes. These policies and procedures are updated from time to time and compliance is monitored by the internal audit function as per the audit plan. The Company continues its efforts to align all its processes and controls with best practices.

The Board of Directors of the Company have adopted various policies like Policy on determining Material Subsidiary, Policy on Determination of Materiality of Events of Information, Whistle Blower Policy, Policy on Related Party Transactions, Policy on Prohibition of Insider Trading, Policy on Prevention of Sexual Harassment at Workplace, policy on Corporate Social Responsibility, Nomination and Remuneration Policy such other policies and procedures for ensuring the orderly and efficient conduct of its business for safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Audit Plan is aimed at evaluation of the efficacy and adequacy of internal control system and compliance, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations. The respective Process Owners take the requisite corrective action, based on internal audit reports/findings. Further, the Internal Auditors place their significant audit observation & corrective actions thereon are presented to the Audit Committee for their review.

## **CREDIT RATING**

There are no outstanding loans and advances on your company. Hence, this Provision is not applicable to your Company.

## **WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Board of Directors has formulated a Whistle Blower Policy/Vigil Mechanism which is in compliance with the provisions of Section 177 (09) of the Companies Act, 2013, to encourages Directors and employees to bring to the Company’s attention, instances of unethical behavior, and actual or suspected incidents of fraud or violation of the Code of Conduct that could adversely impact the Company’s operations, business performance and / or reputation.

The Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. It is the Company’s Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistle Blower Policy/Vigil Mechanism is overseen by the Audit Committee and no employee has been denied access to the Committee. The Whistleblower Policy is available on the Company’s corporate website at [www.bglgroup.in](http://www.bglgroup.in).

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provision of Section 135 of the Companies Act 2013 is not applicable on the company.



## RISK MANAGEMENT COMMITTEE AND POLICY

In terms of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is not falling under the top Five Hundred listed entities based on market capitalization. Therefore, there is no requirement to constitute Risk Management Committee.

Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks. Business Risk evaluation and Management is an ongoing process within the Organization. In terms of regulation 17(9) (b) of the Listing Regulations and pursuant to Section 134(3) (n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The objective of Risk Management Policy at Bhagawati Gas Limited is to preserve shareholder value to the extent practically feasible and to ensure sustainable business growth with stability by identifying and mitigating major operating, and external business risk. In order to achieve the key business objectives, the policy establishes a structured and disciplined approach to Risk Management, including the development of the Risk Register, in order to guide decisions on risk related issues. The specific objectives of the Risk Management Policy are:-

1. To ensure that all the current and future material risk exposures of the Company are identified, assessed, mitigated, monitored and reported.
2. To establish a framework for the Company's risk management process and to ensure Companywide implementation.
3. To ensure systematic and uniform assessment of risks related with construction projects.
4. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
5. To assure business growth with financial stability.

The effectiveness of Risk Mitigation plans shall be ensured through proper monitoring, evaluation of outcomes of mitigation plans and to look for the scope of its applicability in other areas in order to achieve overall objective of this policy.

At present the company has not identified any element of risk which may threaten the business (or) existence of the Company.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the *Companies (Accounts) Rules, 2014*, is given in "*Annexure-A*" which forms part of the Directors' Report.

## AUDITOR'S OF THE COMPANY

### STATUTORY AUDITORS

Pursuant to the provisions of Section 139, 141, 142 of the Act and the rules framed thereunder, **M/s JAIN PARAS BILALA & CO.**, Chartered Accountants (**FRN: 011046C**), Jaipur were appointed as Statutory Auditor at the 48<sup>th</sup> Annual General Meeting (AGM) of the company for a period of five consecutive years commencing from the conclusion of the 48<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of the 53<sup>rd</sup> Annual general Meeting to be held in the year 2027. M/s. **JAIN PARAS BILALA & CO.**, Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

### STATUTORY AUDITOR'S REPORT

The qualification/observation of the Auditor's given in the Auditor's Report are self-explanatory and have been explained/ clarified, wherever necessary, in the notes to the Financial Statements except as under:

1. Majority of Advances & Security deposits are considered doubtful for recovery. The management is hopeful of recovering the amount in due course of time and therefore provisions there against are not considered necessary. Accordingly, we are unable to comment upon the consequential impact, if any, on the statement.
2. The Company is yet to receive Bank Balance Confirmation from a Bank for Rs. 52,807/- included under cash and cash equivalents as on 31st Mar 2024. Accordingly, we are unable to comment upon the consequential impact, if any, on the statement.
3. In financials Statement other payables contains amount of INR 235.23 lakhs against purchase of machinery as informed by the management. As per management this amount is disputed since 1994. No document in relation to dispute was made available to us therefore we are unable to comment on the consequential impact of the same if any on the statement.
4. Statutory dues are pending for Service Tax & TDS amounting to Rs. 1,96,853/- & 2,41,370/- respectively
5. Classification of Advances has been confirmed by the management as nature of Organization & purpose of Advance cannot be ascertained by us.
6. The composition of Board of the Company is not duly constituted due to not having minimum no of independent directors required and accordingly Composition of Audit Committee and Nomination and Remuneration Committee is not as per the Provisions of Companies Act, 2013 and as per the regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Payments made for various Credit Cards are appearing in Loan & Advances (Assets), these needs to be specifically clubbed to Individual accounts for proper identification of nature of payment made & reporting requirement as per IND-AS 24.
8. Company has not received any interest income from Swastik Pipes Limited for a long period. Consequently, the recognition of this interest income in the financial statements may be questionable, as it does not meet the criteria for revenue recognition under generally accepted accounting

principles.

9. Balance sheet reflects advances received against orders, however, no details or agreement regarding this is provided to us by company us for review. Additionally, we observed that certain debtors included in the advance against orders category have outstanding amounts due for two or more years. Furthermore, it should be noted that no management letter or board resolution pertaining to the advances against orders and outstanding amounts from debtors has been provided to us.
10. The trading of the company's shares was suspended on exchange and equity shares of the company has been delisted from platform of the exchange of BSE Limited w.e.f. May 11, 2018 as per public notice of BSE as published in financial express newspaper dated 12.05.2018.
11. Based on our examination, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which does not has a feature of recording audit trail (edit log) facility.
12. According to the information and explanations given to us, the company has provided loans to Others during the year as per details given below:

Particulars	Amount in Hundred (Rs. In 00)
<b>Aggregate amount provided/granted during the year:</b>	Nil
<b>Others</b>	
<b>Balance outstanding as at balance sheet date in respect of above cases:</b>	55,470/-
<b>Others</b>	
<b>(Last Year Balance 52770+ Unpaid Interest Current Year 2700)</b>	

- a. In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans are, prima facie, not prejudicial to the interest of the Company. Further the Company has not provided any guarantees, advances in the nature of loans or given any security.
- b. According to the information and explanations given to us, in respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are outstanding. In respect of advance in the nature of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayment of principal is outstanding. - **Please refer note no. 7B & 9 of the Financial Statements.**
- c. There is overdue amount in respect of loans granted to such companies or other parties. - **Please refer note no. 7B & 9 of the Financial Statements.**

13. As per the Regulation 33 (4) of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, the promoters of the company has to acquire the delisted equity shares from the public shareholders by paying them the value determined by the valuer within three months from the date of delisting from the recognized stock exchange, subject to their option of retaining their shares but the promoters of the company has not done the same and filed the appeal/petition against delisting of company before Securities Appellate Tribunal (SAT) on May 06, 2019.

The Company has filed an appeal before the Securities Appellate Tribunal ("SAT"), Mumbai, against the order dated 11th May, 2018 by which the appellant Company has been delisted under Regulation 22(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, for condoning the delay but an appeal for condonation of delay was rejected and dismissed by SAT by passing the order dated November 11, 2019. Subsequently, the company filed a civil appeal against SAT's order before the Supreme Court

Further, during the period under review, the Company received an order from the Honorable Supreme Court dated February 19, 2024 directing the submission of an undertaking by the authorized officer by March 18, 2024.

In response to the Supreme Court order dated February 19, 2024, in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 7, 2024, committing to comply with all required norms within 90 days to BSE Limited. Upon meeting these compliances, the Company's status will change from "Delisted" to "Listed."

In accordance with communication to BSE dated May 29, 2024, the Company was required to complete pending formalities for the revocation of suspension by June 17, 2024, within the 90-day from the date of order.

14. The company has not complied with following regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations:

- a. As per Regulations 7(3), 13(3), 29, 31, 33 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, company has not complied with provisions of these regulations and the information was not submitted to Stock Exchange due to non-availability of Listing Centre of BSE Limited.
- b. As per Regulation 31(2) hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form as required under Regulation 31 (2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c. As per Regulation 47, Notice of AGM shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published in only one Newspaper.
- d. As per Regulation 47, financial results as specified in Regulation 33 shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the financial results in only one Newspaper.

- e. The company has not filed the Reconciliation of Share Capital in term of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended).
- f. We have not checked the SEBI and other compliances of company on the BSE Limited platform due to delisted from the exchange and checked from the physical documents provided by the company.

#### **REPLY BY MANAGEMENT ON AUDITORS QUALIFIED OPINION:**

In respect of above stated qualifications, your directors would like to clarify the following:

**1. Majority of Advances & Security Deposits:**

While we acknowledge that a significant portion of our advances and security deposits may be considered doubtful for recovery, we remain hopeful that these amounts will be recovered in due course. Therefore, we have not made provisions against them in our financial statements. We will continue to monitor and assess the recoverability of these amounts on an ongoing basis.

**2. Bank Balance Confirmation:**

We are in the process of obtaining the Bank Balance Confirmation from the relevant bank for the amount of Rs. 52,807 included under cash and cash equivalents as of March 31, 2024. We will ensure that the balance is confirmed, and any necessary adjustments will be made accordingly.

**3. Purchase of Machinery Dispute:**

We acknowledge the dispute related to the amount of INR 235.23 lakhs against the purchase of machinery. We will work on providing relevant documentation to address this matter and assess its impact on our financial statements.

**4. Statutory Dues:**

We acknowledge the pending statutory dues for Service Tax and TDS. We are actively working on resolving these outstanding obligations and will ensure timely compliance with all statutory requirements.

**5. Classification of Advances:**

We confirm the classification of advances and understand the importance of providing clarity regarding the nature and purpose of these advances. We will work on providing additional information to facilitate a better understanding of these items in our financial statements.

**6. Credit Card Payments:**

We understand the need for specific identification and proper reporting of payments made for various credit cards. We will ensure that these payments are appropriately segregated and reported in individual accounts in accordance with IND-AS 24.

**7. Non-receipt of Interest Income from Swastik Pipes Limited :**

The company acknowledges the non-receipt of interest income and, adhering to GAAP, has ceased recognizing it on an accrual basis until recovery is certain. Efforts to recover the dues are ongoing, including exploring legal remedies.

#### 8. **Advances Against Orders and Long-Outstanding Debtors :**

The company is reviewing the advances and long-outstanding debtors and has initiated steps to reconcile and recover amounts. Formal agreements and board resolutions are being prepared to ensure compliance. Enhanced documentation and monitoring mechanisms will be implemented to avoid recurrence.

#### 9. **Accounting Software Audit Trail:**

We acknowledge that the accounting software used for maintaining books of account for the financial year ended March 31, 2024, does not include an audit trail (edit log) feature. We are in the process of evaluating software upgrades to ensure compliance with regulatory requirements

#### 10. **Loans Provided:**

- a. The Company confirms that the investments made and the terms and conditions of the loans granted are, prima facie, not prejudicial to the Company's interests. No guarantees, advances in the nature of loans, or securities have been provided during the year.
- b. The schedule for repayment of principal and interest for the loans granted has been duly stipulated. However, repayments of principal and interest are currently outstanding.
- c. There are overdue amounts in respect of loans granted, as disclosed in Note No. 7B and 9 of the Financial Statements. Steps are being taken to recover these amounts in a timely manner.

*Note: Remaining abovementioned remarks are also coming in the Report of Secretarial Audit so to avoid delicacy your board clarifies the same in the reply of Remarks given by the Secretarial Auditor.*

### **SECRETARIAL AUDITOR**

As per Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company and other class of companies as may be prescribed, is required to appoint Secretarial Auditor to carry out secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and rules made there under, **M/s Deepak Arora & Associates**, Company Secretaries in Practice, Jaipur, was re-appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2024-25 *vide* Board Resolution dated May 30, 2024.

### **SECRETARIAL AUDITOR'S REPORT**

A Secretarial Audit Report issued by **M/s Deepak Arora & Associates**, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended March 31, 2024, is given in **Annexure-E** and Secretarial Compliance Report of the Company and it carries the following qualifications:

1. During the period under review the composition of Board of the Company is not duly constituted due to not having minimum no of independent directors required and accordingly Composition of Audit Committee and Nomination and Remuneration Committee is not as per the Provisions of Companies Act, 2013 and as per the regulation of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015.

Furthermore, subsequent to the closure of the financial year, Mr. Vijay Gupta (DIN: 10473091) has been appointed as an additional Independent Director of the Company to ensure compliance with the proper constitution of the board and its committees. After that the composition of Board of the Company is duly constituted.

2. Company has its functional Website but it is not maintained as per the requirement of the Act and SEBI Guidelines.

### **3. Delisting and Compliance Status:**

The trading of the company's shares was suspended on exchange and equity shares of the company has been delisted from platform of the exchange of BSE Limited *w.e.f.* May 11, 2018 as per public notice of BSE as published in financial express newspaper dated 12.05.2018.

As per the Regulation 33 (4) of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, the promoters of the company has to acquire the delisted equity shares from the public shareholders by paying them the value determined by the valuer within three months from the date of delisting from the recognized stock exchange, subject to their option of retaining their shares but the promoters of the company has not done the same and filed the appeal/petition against delisting of company before Securities Appellate Tribunal (SAT) on May 06, 2019.

The company had previously appealed before SAT, Mumbai, against the order dated May 11, 2018, which delisted the company under Regulation 22(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, seeking condonation of delay. This appeal was rejected and dismissed by SAT on November 11, 2019. Subsequently, the company filed a civil appeal against SAT's order before the Supreme Court

Further, during the period under review, the Company received an order from the Honorable Supreme Court directing the submission of an undertaking by the authorized officer by March 18, 2024.

In response to the Supreme Court order dated February 19, 2024, in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 7, 2024, committing to comply with all required norms within 90 days to BSE Limited. Upon meeting these compliances, the Company's status will change from "Delisted" to "Listed."

In accordance with communication to BSE dated May 29, 2024, the Company was required to complete pending formalities for the revocation of suspension by June 17, 2024, within the 90-day from the date of order. The Company diligently submitted an application with most of the required information, annexures along with fees and fines on and before June 17, 2024. Subsequently, the Company's request for an extension to BSE on June 18, 2024, was declined by BSE. However, in a communication dated June 24, 2024, BSE highlighted several outstanding compliances, incomplete shareholding patterns, and website stating the due to the Company's non-compliance with the Supreme Court order, its securities will remain compulsorily delisted from the Exchange platform. The Company is currently pursuing an extension from the Honorable Supreme Court.

4. The company has not complied with following regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations:
  - a. As per Regulations 13(3), 29, 31, 33, 44, of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, company has not complied with

provisions of these regulations and the information in XBRL Mode was not submitted to Stock Exchange due to non-availability of Listing Centre of BSE Limited.

- a. As per Regulation 31(2) hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form as required under Regulation 31 (2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. As per Regulation 47, Notice of AGM shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the notice of Annual General Meeting dated September 30, 2023 in only one Newspaper.
- c. As per Regulation 47, financial results as specified in Regulation 33 shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the financial results in only one Newspaper.
- d. The company has not filed the Reconciliation of Share Capital in XBRL Mode in term of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended).
- e. We have not checked the SEBI and other compliances of company on the BSE Limited platform due to delisted from the exchange and checked from the physical documents provided by the company.
- f. As per Regulations 3(5) and 3(6) of the SEBI (PIT) Regulations, 2015, the company is required to maintain a Structured Digital Database (SDD) for tracking the sharing of UPSI. It has been observed that this compliance has not been ensured...

[Reply by Board:](#)

In respect of above stated qualifications, your directors would like to clarify the following:

- ❖ We acknowledge the auditor's note on the composition of our Board, Audit Committee, and Nomination and Remuneration Committee not meeting the requirements of the Companies Act, 2013, and SEBI regulations. To address this, Mr. Vijay Gupta (DIN: 10473091), ensuring compliance with all statutory provisions post the financial year closure.
- ❖ We acknowledge the auditor's observation regarding the maintenance of our Company's website not being in compliance with the requirements of the Companies Act and SEBI Guidelines during the financial year under review. We are pleased to inform stakeholders that subsequent to the closure of the financial year, the Company has taken necessary steps to update and maintain the website as per the required standards.
- ❖ We acknowledge the auditor's observations regarding the delisting of the Company's equity shares from BSE Limited on May 11, 2018. As per SEBI regulations, the promoters were required to acquire the delisted shares from public shareholders within three months. However, the Company filed an appeal before the Securities Appellate Tribunal (SAT), which was dismissed on November 11, 2019, leading to a subsequent civil appeal before the Supreme Court.



In compliance with the Supreme Court's order dated February 19, 2024, the Company submitted an undertaking on March 7, 2024, committing to meet all required norms within 90 days to BSE Limited. Despite our diligent efforts to submit the required information and complete the formalities by June 17, 2024, BSE highlighted several outstanding compliances and denied our request for an extension. Consequently, the Company's securities remain compulsorily delisted.

The Company is actively pursuing an extension from the Honorable Supreme Court to address the remaining issues and achieve relisting. We remain committed to resolving this matter promptly and ensuring full compliance with all statutory and regulatory requirements.

- ❖ **Further**, we acknowledge the non-compliance with various SEBI regulations, including Regulations 13(3), 29, 31, 33, 44, and 47, as well as Regulation 31(2) and 76 of SEBI (Depositories and Participants) Regulations, 2018. The company will do all the pending listing compliances, once the order is received. We are committed to addressing these issues and ensuring full compliance with the applicable SEBI regulations.
- ❖ The software for the Structured Digital Database (SDD) was procured after the closure of the financial year. We are currently in the process of implementing the same to ensure effective functionality. We assure you that full compliance with the relevant provisions will be achieved shortly.

### **COST AUDITOR**

The requirement of Cost Audit in your industry has been excluded/ removed in the Companies (Cost Records and Audit) Rules, 2014, issued by the Ministry of Corporate Affairs vide its notification dated 30<sup>th</sup> June, 2014. Therefore, no appointment was made of the Cost Auditor to carry out the Cost Audit for the financial year ended March 31, 2024 and there is no requirement of maintenance of cost records as per section 148 of the Companies Act, 2013.

### **INTERNAL AUDITOR**

**M/S M N G AND ASSOCIATES**, Chartered Accountant FRN- 036500N, Jaipur was appointed to conduct Internal Audit of the company for the financial year 2023-24 as required under Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and the reports of the Internal Auditors are reviewed by the Audit Committee from time to time. The observations and suggestions of the Internal Auditors are reviewed and necessary corrective/preventive actions are taken in consultation with the Audit Committee.

Further, being re-appointed as the Internal Auditor to conduct the Internal Audit of the Company for the financial year 2024-25 vides Board Resolution dated May 30, 2024.

### **REPORTING OF FRAUD BY AUDITORS**

During the Financial year 2023-24, the Statutory Auditors has not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

### **INVESTOR GRIEVANCE REDRESSAL**

The shares of the Company are held in physical and dematerialized form. Skyline Financial Services Private Limited has been appointed and it has been acting as the Registrar and Share Transfer Agent of the Company for carrying out shares transfer and other ancillary work related thereto. Skyline Financial Services Private

Limited has appropriate systems to ensure that requisite service is provided to investors of the Company in accordance with the applicable corporate and securities laws and within the adopted service standards.

As per regulation 13 of Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations, 2015, and the number of complaints received and resolved to the satisfaction of investors during the year under review. There were no pending complaint or share transfer cases as on March 31, 2024, as per the certificate given by RTA.

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

A Company Secretary in Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis as per Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 read with SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002, to reconcile the total admitted capital with depositories viz National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL). This audit is carried out every quarter and the report thereon has to be submitted to the Stock Exchanges where the Company's shares are listed but currently company is not complying with listing compliance as the shares of the company is delisted from exchange and trading of its securities is not available on BSE Limited and Listing Centre of BSE Limited is also not available with the Company. The company has filed the petition with the Securities Appellate Tribunal (SAT) on dated May 05, 2019 against the order of exchange for delisting of Company's shares. The appeal was rejected and dismissed by SAT by passing the order dated November 11, 2019. The Company has filed civil appeal against the order passed by SAT before Supreme Court

### CODE OF CONDUCT

The Board of Directors of the Company has adopted code of conduct for all Board Members and Senior Management Personnel of the Company and the said code of conduct is placed on the website of the Company at [www.bglgroup.in](http://www.bglgroup.in). All the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct for the financial year 2023-24. A declaration to this effect, signed by the CEO& Director of the Company is herewith attached as a part of this Report.

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. The Code of Conduct is dealing with ethical issues and also fosters a culture of accountability and integrity. The Code in accordance with the requirements of Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations, 2015, has been posted on the Company's website [www.bglgroup.in](http://www.bglgroup.in) . All the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the financial year 2023-24. A declaration to this effect, signed by the CEO & Director of the Company is annexed herewith as **Annexure-B** and forms part of this Report.

### CONFLICT OF INTERESTS

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

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

During the financial year under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future except for delisting of securities as detailed earlier in this report.

## **INTERNAL COMPLAINT COMMITTEE (ICC) AND OTHER DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has zero tolerance sexual harassment at workplace. The company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. An Internal Complaints Committee (ICC) was constituted which is responsible for redressal of complaints related to sexual harassment at the workplace.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Internal Complaint Committee of the Company has not received any complaint of Sexual Harassment during the financial year under review.

The following is a summary of Sexual Harassment complaints received and disposed of during the year 2023-24:

No. of Complaints received: NIL

No of complaints disposed of: NIL

## **CAUTION STATEMENT**

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statements.

## **HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

Company's Health and Safety Policy commits to comply with applicable legal and other requirements connected with occupational Health, Safety and Environment matters and provide a healthy and safe work environment to all employees of the Company.

## **SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

## **INSIDER TRADING CODE**

Your Company has formulated Code of Conduct for Prevention of Insider Trading in Company's Securities ("Code") in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The objective of this Code is to protect the interest of Shareholders at large, to prevent misuse of any price sensitive

information and to prevent any insider trading activity by way of dealing in securities of the Company by its Designated Persons while in possession of unpublished price sensitive information in relation to Company. The code is hosted on website of the Company at [www.bglgroup.in](http://www.bglgroup.in).

### **COMPULSORY DELISTING OF EQUITY SHARES OF THE COMPANY**

The equity shares of Company were listed at BSE Limited (BSE). The Company has not paid the listing fee for the year 2016-17, 2017-18 and 2018-19 to BSE due to financial constraint. After closure of the financial year 2017-18 the company has been delisted from the platform of exchange w.e.f. May 11, 2018 under compulsory delisting of the companies as per notice issued by the BSE Limited in Financial Express Newspaper dated May 12, 2018.

The Exchange has issued public notice dated March 24, 2018 in terms of Regulation 22 (3) of SEBI (Delisting of Equity Shares) Regulations-2009, proposing to delist certain companies, which had been suspended for a period of more than 6 months on account of noncompliance with various clause/regulations of the erstwhile Listing Agreement/Listing Regulations, 2015, from the exchange. The securities of the Company cease to be listed w.e.f. May 11, 2018 and therefore are not available for trading on the platform of Exchange.

In this regard, the company has made communication with BSE Limited that the company has not received any notice regarding delisting of the company and after that receive such notices from BSE Limited. Further, the payment of entire outstanding dues in respect of listing fees till the financial year 2018-19 has been paid by the company and the company has filed the petition with SAT on dated **May 06, 2019** to relist the securities of Bhagawati Gas Limited with BSE Limited against the order as passed by exchange on dated May 12, 2018 but an appeal for condonation of delay was rejected and dismissed by SAT by passing the order dated November 11, 2019. The Company has filed civil appeal against the order passed by SAT before Supreme Court and the matter is still pending in Supreme Court.

Further, during the period under review, the Company received an order from the Honorable Supreme Court directing the submission of an undertaking by the authorized officer by March 18, 2024.

In response to the Supreme Court order dated February 19, 2024, in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 7, 2024, committing to comply with all required norms within 90 days to BSE Limited. Upon meeting these compliances, the Company's status will change from "Delisted" to "Listed."

In accordance with communication to BSE dated May 29, 2024, the Company was required to complete pending formalities for the revocation of suspension by June 17, 2024, within the 90-day from the date of order. The Company diligently submitted an application with most of the required information, annexures along with fees and fines on and before June 17, 2024. Subsequently, the Company's request for an extension to BSE on June 18, 2024, was declined by BSE. However, in a communication dated June 24, 2024, BSE highlighted several outstanding compliances, incomplete shareholding patterns, and website stating the due to the Company's non-compliance with the Supreme Court order, its securities will remain compulsorily delisted from the Exchange platform. The Company is currently pursuing an extension from the Honorable Supreme Court.

### **DETAILS OF PECUNIARY RELATIONSHIPS OR TRANSACTIONS OF THE NON-EXECUTIVE INDEPENDENT DIRECTOR VIS-À-VIS THE COMPANY**

There are no pecuniary relationships or transactions of the non-executive independent director vis-à-vis the company for the period ending March 31, 2024.

## GENERAL DISCLOSURES

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

1. As per rule 4(4) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
2. As per rule 8(13) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme.
3. As per rule 12(9) the Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued equity shares under the scheme of employee stock option.
4. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.
5. The requirement to disclose the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
6. Neither the Managing Director nor the Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries except sitting fees as entitled as a Non-Executive Directors in subsidiary Companies.
7. Since the Company has not formulated any scheme of provision of money for purchase of own shares by employees or by trustee for the benefits of employees in terms of Section 67(3) of the Act, no disclosures are required to be made.
8. There was no revision of financial statements and Board's Report of the Company during the year under review.

## ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for assistance and co-operation received from the Bankers, Central & State Government, Local Authorities, Clients, Vendors, Advisors, Consultants and Associates at all levels for their continued guidance and support. Your Directors also wish to place on record their deep sense of appreciation for their commitment, dedication and hard work put in by every member of the Company.

**For and on behalf of the Board of Directors**  
*For Bhagawati Gas Limited*

### **Regd. Office:**

Banawas, Khetri Nagar,  
Jhunjhunu, Rajasthan-333504  
CIN: U24111RJ1974PLC005789  
**Date: December 02, 2024**  
**Place: New Delhi**

Sd/-  
**Rakesh Samrat Bhardwaj**  
Chairman & Managing Director  
DIN:00029757

## ANNEXURE-A TO BOARD'S REPORT

**Information as per under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of companies (Accounts) Rules,2014 for the year ended March 31, 2024.**

Conservation of Energy- Not Applicable as the operations of the Company has been temporarily closed.

### A. Research &Development

- a. Specific area in which R & D carried out by the Company: Research and Development not carried as the manufacturing operations are shut down due to shut down of smelter of Hindustan Copper Limited.
- b. Benefits derived as a result of the above Research &Development :Not applicable
- c. Future Plan of Action: Research and Development activities shall be resumed on resumption of manufacturing activity.
- d. Expenditure on R &D: Not applicable.

### B. Technology absorption, adaptation &innovation

- a. Efforts made towards technology absorption, adaptation and innovation: The Company has successfully absorbed the technology of the plants supplied by the manufacturers.
- b. Benefits derived as a result of the above efforts: Not applicable.
- c. Particulars relating to imported technology: Nil

Foreign Exchange Earnings and Outflow	<i>(Amount in Rs.)</i>	
Particulars	2023-24	2022-23
Foreign Exchange Outflow		
-Traveling Expenses (on Accrual Basis)	-	-
<b>Total</b>	-	-
Foreign Exchange Earning	-	-

**For and on behalf of the Board of Directors**  
*For Bhagawati Gas Limited*

**Regd. Office:**

Banawas, Khetri Nagar,  
Jhunjhunu, Rajasthan-333504  
CIN: U24111RJ1974PLC005789

**Place:** New Delhi

**Date:** December 02, 2024

SD/-  
**Rakesh Samrat Bhardwaj**  
**Chairman & Managing Director**  
DIN:00029757

ANNEXURE-B TO BOARD'S REPORT

DECLARATION OF CODE OF CONDUCT

To,  
The Members,  
**BHAGAWATI GAS LIMITED**  
Banawas, Khetri Nagar,  
Jhunjhunu- 333504, Rajasthan

I, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of board of directors and senior management in respect of the financial year 2023-24.

For **BHAGAWATI GAS LIMITED**

Sd/-  
**Rakesh Samrat Bhardwaj**  
Chairman and Managing Director  
DIN: 00029757

**Date: December 02, 2024**

**Place: New Delhi**



## 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 of  
**BHAGAWATI GAS LIMITED**  
Banawas, Khetri Nagar, Jhunjhunu-333504, Rajasthan

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bhagawati Gas Limited having CIN U24111RJ1974PLC005789 and having registered office at Banawas, Khetri Nagar, Jhunjhunu-333504, Rajasthan (herein after referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with **Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://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 March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

### List of Directors of Bhagawati Gas Limited as on March 31, 2024

S.No.	Name of Director	DIN	Date of Appointment	Designation
1	Mr. Rakesh Samrat Bhardwaj	00029757	01/07/2004	Chairman & Managing Director
2	Mr. Ganga Charan	00387567	10/02/2010	Independent Director
3	Ms. Shachi Bhardwaj	07232850	08/07/2015	Non- executive Director

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the

Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Deepak Arora & ASSOCIATES**  
**Company Secretaries**  
**ICSI Unique Code P2017RJ063900**

**Sd/-**  
**CS Deepak Arora**  
**Partner**  
**FCS 5104 | C P No.: 3641**  
**UDIN NO.: F005104F000977262**

**Place: Jaipur**  
**Date: 14.08.2024**

## ANNEXURE-C TO BOARD'S REPORT

### PARTICULAR OF EMPLOYEES

#### (A) Information as per Rule 5(1) of the companies (Appointment and remuneration of Managerial Personnel) Rules, 2014

##### 1. Ratio of Remuneration of Directors to Median Remuneration of Employee:

The remuneration of each Director, Chief Financial Officer and Company Secretary, percentage increase in their remuneration during the Financial Year 2023-24 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24 are as under:

S. No.	Name	Designation	Remuneration of Director/KMP for the Financial Year 2023-24 (In Rs.)	Ratio of Remuneration to MRE1 (Median Remuneration of Employee)	% increase / (decrease) in Remuneration
A	B	C	D	E	F
01	Mr. Rakesh S Bhardwaj	Chairman & Managing Director	18,60,000	15.08	-
02	Mrs. Shachi Bhardwaj	Non-Executive Director	9,00,000	7.30	-
03	Mr. DyumanSamrat Bhardwaj	Chief Financial Officer	9,00,000	7.30	-
04	Mr. Ganga Charan	Non-Executive Independent Director	-	-	-
05	Harshita Sharma	Company Secretary	288,000	-	NA
06	Sanjana Sharma	Company Secretary	96000	3.04	NA

- The median remuneration of employees of the Company during the Financial Year was Rs. 123372/-Per annum and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.
- The percentage increase in the median remuneration of employees in the Financial Year:- NIL
- In the Financial Year, there was an increase in the in median remuneration of employees:- NIL
- Number of permanent employees on the rolls of Company was 14 as on March 31, 2024.
- It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

# ANNEXURE-D TO BOARD'S REPORT

## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management of the Company is pleased to present its report on the Industry Scenario including on the Company's performance during the financial year 2023-24.

### Global economy overview

### Indian Economy REVIEW

The Indian economy in 2023-24 witnessed robust growth, with the gas industry playing a pivotal role in the energy transition and economic development. Government initiatives, including expanding city gas distribution networks and promoting LNG infrastructure, bolstered the sector. Increased focus on clean energy and decarbonization drove investments in natural gas as a bridge fuel for sustainable growth. Despite global volatility in energy markets, India maintained a steady increase in domestic gas production and imports to meet rising demand. The gas sector's growth aligns with India's "Amrit Kaal" vision, ensuring energy security and reducing carbon emissions.

### THREATS, RISKS AND CONCERNS

The Company is concerned about prevailing exposure norms, financial position, entry of new players in the market, rising competition from banks & multilateral agencies, uncertain business environment, fluctuation in rupee, likely increase in cost of capital due to volatile market conditions. Further, the state of business and policy environment in the country also has a cascading effect on the interest-rate regime, cost and availability of raw materials and gestation period & capital outlays required for raw material. General economic conditions may also affect the capacity and production of the company.

### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

As on date your company is doing business activity of supply and installation of medical oxygen gas plant and the Company is continue doing the business of treatment of waste water and water bodies like River, Lake, Pond, Drain etc. as well treatment of Industrial effluents by using Phytoremediation technology.

### OUTLOOK

During the financial year 2023-24, the Company supplied a medical oxygen gas plant to UP State PWD. The Company is looking more opportunity for installation of such medical oxygen plant. In addition, after 2 years pandemic, the Company received orders for cleaning of water bodies which were executed during the year. The Company is hopeful of getting more business in such activities during the year.

In the gaseous business during the year, the Company has participated in EOI floated by THDC India Limited a Govt. Undertaking for putting-up a Green Hydrogen Plant in their premises in Rishikesh.

Further the Honorable Prime Minister has laid emphasis for use of Hydrogen as alternative source fuel which is also in no polluting Clean Energy.

Bhagawati Gas Limited has in principal made an understanding with a Canadian Company for supply of Technology, Engineering and sourcing of plant and equipment for production of Green Hydrogen.

But the increasing government regulations and focus on water and water management such as the Swachh Bharat Mission, the Clean Ganga initiative, the National Rural Drinking Water Programme, along- with stricter enforcement of the environmental norms for polluted water discharge, reduced carbon footprint, waste water treatment and requirement of zero liquid discharge plants from various industries will also drive the demand for water and wastewater treatment solutions.

During the period under review, your company took the initiative to diversify its activities and decided to enter into the business of Waste water treatment through phyco remediation technology. Technical papers have been prepared and technical presentation has been conducted before various Government Departments including “Navami Ganga Authority”. Your company is expecting to get good business in this area in the coming years.

Rapid urbanization, dwindling fresh water reserves, a widening demand-supply gap and a depleting groundwater table will keep the water treatment business thriving for a long time. An Ernst & Young (E&Y) study says the Indian water sector could require investment of around \$130 billion till Wastewater management, in particular, is emerging as a key thrust area. Water availability is a huge challenge for everyone today in industry, and decisions on industrial locations are now taking into account the availability of adequate water. Public awareness is also growing very fast with the Internet explosion as information flows across geographies in minutes.

The Indian water and wastewater market is growing at a steady rate of 10-12 percent every year. Government-related projects contribute over 50 percent of the revenues in this market while private sector funds constitute the rest of it.

With the growing rate of industrialization and urbanization India faces up with the major challenge of providing for the robust and clean water supplies for all domestic and commercial needs. Also, a conscious effort is on from Government in regards to reduce the pollution levels amongst country’s fresh water river sources and better accommodate the guidelines and regulations for maintaining the clean sources of water.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company maintains an adequate system of Internal Controls including suitable monitoring procedures to ensure accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and Company policies. Suitable delegation of powers and guidelines for accounting has been issued for uniform compliance. In order to ensure that adequate checks and balances are in place and internal control systems are in order, regular and exhaustive Internal Audit of Office/plant are conducted by the in-house Internal Audit Division and external professional audit firm. The Internal Audit covers all major areas of operations, including identified critical/risk areas, as per the Annual Internal Audit Programme. The Audit Committee of Directors periodically reviews the significant findings of different Audits, as prescribed in the Companies Act, 2013 and in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

## **FINANCIAL AND OPERATIONAL PERFORMANCE**

During the period under review, your company diversifies its business activities in the business of Waste water treatment through phyco remediation technology and supply and installation of medical oxygen gas plant. Technical papers have been prepared and technical presentation has been conducted before various Government Departments.

Your company is expecting to get good business in this area in coming years.

## **KEY FINANCIAL RATIOS**

During the year, on a Financial Statement, there was no significant change in the financial ratios compared to that of the previous year.

## **HUMAN RESOURCES / INDUSTRIAL RELATIONS**

Human resource management practices and processes play an active role at the company. The HR function is responsible for institutionalizing the values amongst the employees through robust foundation architecture, organizational effectiveness and strong winning culture. We nurture our employees for the long run through a structured role architecture and job responsibilities. Our workforce planning and segmentation further help our employees evolve in their career progressions. This leads to high performance culture and brings in a sense of maturity to handle larger responsibilities and further accelerate into leadership roles.

The company has a competency based performance and potential appraisal systems for identifying and developing managerial talents and is reviewed on an ongoing basis. Emphasis is laid on providing adequate training to its employees, to meet the attitudinal and cultural values of the organization ethos to achieve customer satisfaction. As on March 31, 2024, the Company's total Manpower stood 13 employees.

## **INTERNAL CONTROLS SYSTEMS**

The Company's internal control systems adequately include set of rules, policies and procedures that drive business, increase efficiency and strengthen adherence to policies. These controls and systems are designed keeping the nature of our business, its size and complexity in mind. Our statutory and internal auditors review our business and procedures on a periodical basis to avoid errors and a systematic flow of our business activities. All the significant observations, if any, are duly acted upon promptly. Reports of the same are thoroughly reviewed by the Audit Committee at their meeting.

The internal control systems are supplemented by an extensive program of internal audits. The internal audit function is empowered to examine the adequacy, relevance and effectiveness of control systems, compliance with policies, plans and statutory requirements.

## **CAUTIONARY STATEMENT**

This document contains statements about expected future events, financial and operating results of Bhagawati Gas Limited, which are forward looking. By their nature, forward looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward looking statements. Accordingly, this document is

subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management's Discussion and Analysis of Bhagawati Gas Limited's Annual Report 2023-24.

**For & on behalf of Board of Directors  
Bhagawati Gas Limited**

Sd/-

RakeshSamratBhardwaj  
Chairman & Managing Director  
DIN: [00029757](#)

**Date: December 02, 2024**

**Place: New Delhi**



## ANNEXURE-E TO BOARD'S REPORT

Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,

**BHAGAWATI GAS LIMITED**

BANAWAS, KHETRI NAGAR,

DISTT.-JHUNJHUNU-333504 (RAJASTHAN)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BHAGAWATI GAS LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, 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 March 31, 2024 ("Audit Period") 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 March 31, 2024 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; *(Not applicable to the Company during the Audit Period)*;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; *(Not applicable to the Company during the Audit Period)*;
- (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; *(Not applicable to the Company during the Audit Period)*;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

- (a) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(Not applicable to the Company during the Audit Period)*
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the Company during the Audit Period)*
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the Audit Period)*
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the Audit Period)*
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable to the Company during the Audit Period)*
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not applicable to the Company during the Audit Period)*
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof; and as confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

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

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and Securities and Exchange Board of India (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, subject to the following observations:

- 5. During the period under review the composition of Board of the Company is not duly constituted due to not having minimum no of independent directors required and accordingly Composition of Audit Committee and Nomination and Remuneration Committee is not as per the Provisions of Companies Act, 2013 and as per the regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Furthermore, subsequent to the closure of the financial year, Mr. Vijay Gupta (DIN: 10473091) has been appointed as an additional Independent Director of the Company to ensure compliance with the proper constitution of the board and its committees. After that the composition of Board of the Company is duly constituted.

6. Company has its functional Website but it is not maintained as per the requirement of the Act and SEBI Guidelines.

#### 7. Delisting and Compliance Status:

The trading of the company's shares was suspended on exchange and equity shares of the company has been delisted from platform of the exchange of BSE Limited *w.e.f.* May 11, 2018 as per public notice of BSE as published in financial express newspaper dated 12.05.2018.

As per the Regulation 33 (4) of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, the promoters of the company has to acquire the delisted equity shares from the public shareholders by paying them the value determined by the valuer within three months from the date of delisting from the recognized stock exchange, subject to their option of retaining their shares but the promoters of the company has not done the same and filed the appeal/petition against delisting of company before Securities Appellate Tribunal (SAT) on May 06, 2019.

The company had previously appealed before SAT, Mumbai, against the order dated May 11, 2018, which delisted the company under Regulation 22(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, seeking condonation of delay. This appeal was rejected and dismissed by SAT on November 11, 2019. Subsequently, the company filed a civil appeal against SAT's order before the Supreme Court

Further, during the period under review, the Company received an order from the Honorable Supreme Court directing the submission of an undertaking by the authorized officer by March 18, 2024.

In response to the Supreme Court order dated February 19, 2024, in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 7, 2024, committing to comply with all required norms within 90 days to BSE Limited. Upon meeting these compliances, the Company's status will change from "Delisted" to "Listed."

In accordance with communication to BSE dated May 29, 2024, the Company was required to complete pending formalities for the revocation of suspension by June 17, 2024, within the 90-day from the date of order. The Company diligently submitted an application with most of the required information, annexures along with fees and fines on and before June 17, 2024. Subsequently, the Company's request for an extension to BSE on June 18, 2024, was declined by BSE. However, in a communication dated June 24, 2024, BSE highlighted several outstanding compliances, incomplete shareholding patterns, and website stating the due to the Company's non-compliance with the Supreme Court order, its securities will remain compulsorily delisted from the Exchange platform. The Company is currently pursuing an extension from the Honourable Supreme Court.

8. The company has not complied with following regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations:
- a) As per Regulations 13(3), 29, 31, 33, 44, of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, company has not complied with provisions of these regulations and the information in XBRL Mode was not submitted to Stock Exchange due to non-availability of Listing Centre of BSE Limited.
  - b) As per Regulation 31(2) hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form as required under Regulation 31 (2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - c) As per Regulation 47, Notice of AGM shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the notice of Annual General Meeting dated September 30, 2023 in only one Newspaper.
  - d) As per Regulation 47, financial results as specified in Regulation 33 shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the financial results in only one Newspaper.
  - e) The company has not filed the Reconciliation of Share Capital in XBRL Mode in term of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended).
  - f) We have not checked the SEBI and other compliances of company on the BSE Limited platform due to delisted from the exchange and checked from the physical documents provided by the company.
  - g) As per Regulations 3(5) and 3(6) of the SEBI (PIT) Regulations, 2015, the company is required to maintain a Structured Digital Database (SDD) for tracking the sharing of UPSI. It has been observed that this compliance has not been ensured.

We further report that

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors during the period under review.

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

All decisions of Board and Committee meetings were carried with requisite majority.

We further report that based on the information provided and the representation made by the Company 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 no major event was taken in Company having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the above-stated event in point no. 3 of this report.

We further report that, there were no other specific events/actions in pursuance of the above-referred laws, rules, regulations, guidelines etc. having a major bearing on the Company affairs.

*For DEEPAK ARORA & ASSOCIATES  
Company Secretaries  
Firm Reg No P2001RJ080000*

**Date: 14.08.2024**

**Place: Jaipur**

**DEEPAK ARORA  
PARTNER  
FCS No. 5104  
COP No. 3641  
UDIN: F005104F000977152**

Note: This report is to be read with our letter of even date which is annexed as “**Annexure-I**” and forms an integral part of this report.

To,  
The Members,  
**Bhagawati Gas Limited**  
Banawas, Khetri Nagar,  
Distt.-Jhunjhunu-333504 (Rajasthan).

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. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
- 4 We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944 and Service Tax & Goods and Service Tax.
- 5 Where ever required, we have obtained the Management representation about the compliance of Laws, rules and regulations and happening of events etc.
- 6 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.

The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

*For DEEPAK ARORA & ASSOCIATES*  
*Company Secretaries*

*Firm Reg No P2001RJ080000*

*Sd/-*

**DEEPAK ARORA**

**PARTNER**

**FCS No. 5104**

**COP No. 3641**

**UDIN: F005104F000977152**

**Date: 14.08.2024**

**Place: Jaipur**

# INDEPENDENT AUDITOR'S REPORT

To The Members of Bhagawati Gas Limited

Report on the Standalone Financial Statements

## Qualified Opinion:-

We have audited the accompanying Standalone Financial Statements of BHAGAWATI GAS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

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, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date subject to the Qualifications as stated below.

## Basis for Qualified Opinion:-

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities for Audit of the Standalone Financial Results for the year ended March 31, 2024, section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended March 31, 2024 under the provisions of the Act and the Rules 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 qualified opinion on Standalone Financial Statements.

- c) Majority of Advances & Security deposits are considered doubtful for recovery. The management is hopeful of recovering the amount in due course of time and therefore provisions there against are not considered necessary. Accordingly, we are unable to comment upon the consequential impact, if any, on the statement.
  
- c) The Company is yet to receive Bank Balance Confirmation from a Bank for Rs. 52,807/- included under cash and cash equivalents as on 31st Mar 2024. Accordingly, we are unable to comment upon the consequential impact, if any, on the statement.

- c) In financials Statement other payables contains amount of INR 235.23 lakhs against purchase of machinery as informed by the management. As per management this amount is disputed since 1994. No document in relation to dispute was made available to us therefore we are unable to comment on the consequential impact of the same if any on the statement.

**Key audit matters:-**

Key audit matters are those matters that, in our professional judgment, 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 nothing to report in this regard other than reported as above as qualification.

1. Statutory dues are pending for Service Tax Unpaid amounting to Rs. 1, 96,853/- as disclosed in financial Statements & TDS amounting to Rs. 2, 41,370/- as per Traces Portal.
2. Classification of Advances given has been confirmed by the management as nature of Business advances to different Organization but the purpose of these advances cannot be ascertained by us in absence of proper documentations for confirming the nature of advance.
3. The composition of Board of the Company is not duly constituted due to not having minimum no. of independent directors required and accordingly Composition of Audit Committee and Nomination and Remuneration Committee is not as per the Provisions of Companies Act, 2013 and as per the regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Payments made for various Credit Cards are appearing in Loan & Advances (Assets), these needs to be specifically clubbed to Individual accounts for proper identification of nature of payment made & reporting requirement as per IND-AS 24.
5. Company has not received any interest income from Swastik Pipes Limited for a long period. Consequently, the recognition of this interest income in the financial statements may be questionable, as it does not meet the criteria for revenue recognition under generally accepted accounting principles.
6. Balance sheet reflects advances received against orders, however, no details or agreement regarding this is provided to us by company us for review. Additionally, we observed that certain debtors included in the advance against orders category have outstanding amounts due for two or more years. Furthermore, it should be noted that no management letter or board resolution pertaining to the advances against orders and outstanding amounts from debtors has been provided to us.
7. The trading of the company's shares was suspended on exchange and equity shares of the company has been delisted from platform of the exchange of BSE Limited w.e.f. May 11, 2018 as per public notice of BSE as published in financial express newspaper dated 12.05.2018.



As per the Regulation 33 (4) of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, the promoters of the company has to acquire the delisted equity shares from the public shareholders by paying them the value determined by the valuer within three months from the date of delisting from the recognized stock exchange, subject to their option of retaining their shares but the promoters of the company has not done the same and filed the appeal/petition against delisting of company before Securities Appellate Tribunal (SAT) on May 06, 2019.

The Company has filed an appeal before the Securities Appellate Tribunal ("SAT"), Mumbai, against the order dated 11th May, 2018 by which the appellant Company has been delisted under Regulation 22(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, for condoning the delay but an appeal for condonation of delay was rejected and dismissed by SAT by passing the order dated November 11, 2019. Subsequently, the company filed a civil appeal against SAT's order before the Supreme Court

Further, during the period under review, the Company received an order from the Honorable Supreme Court dated February 19, 2024 directing the submission of an undertaking by the authorized officer by March 18, 2024.

In response to the Supreme Court order dated February 19, 2024, in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 7, 2024, committing to comply with all required norms within 90 days to BSE Limited. Upon meeting these compliances, the Company's status will change from "Delisted" to "Listed."

In accordance with communication to BSE dated May 29, 2024, the Company was required to complete pending formalities for the revocation of suspension by June 17, 2024, within the 90-day from the date of order.

8. The company has not complied with following regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Regulations:
  - a. As per Regulations 13(3), 29, 31, 33, 44, of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, company has not complied with provisions of these regulations and the information in XBRL Mode was not submitted to Stock Exchange due to non-availability of Listing Centre of BSE Limited.
  - b. As per Regulation 31(2) hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form as required under Regulation 31 (2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - c. As per Regulation 47, Notice of AGM shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the notice of Annual General Meeting dated September 30, 2023 in only one Newspaper.
  - d. As per Regulation 47, financial results as specified in Regulation 33 shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India

and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated, the Company has published the financial results in only one Newspaper.

- e. The company has not filed the Reconciliation of Share Capital in XBRL Mode in term of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended).
- f. We have not checked the SEBI and other compliances of company on the BSE Limited platform due to delisted from the exchange and checked from the physical documents provided by the company.

#### **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. Other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

#### **Responsibilities of Management and Those Charged with Governance for the Standalone**

##### **Financial Statements**

The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters 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.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. 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 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone 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 with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### **Report on other Legal and Regulatory Requirements**

1. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
2. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. Further to our comments in Annexure B, as required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements.
  - 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, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the 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 of the Company as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 does not have any pending litigations which would impact its financial position except the following cases:

**Delisting matter:**

The Company has filed an appeal before the Securities Appellate Tribunal ("SAT"), Mumbai, **against the order dated 11th May, 2018 by which the appellant Company has been delisted under Regulation 22(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009**, for condoning the delay but an appeal for condonation of delay was rejected and dismissed by SAT by passing the order dated November 11, 2019. Subsequently, the company filed a civil appeal against SAT's order before the Supreme Court. Further, during the period under review, the Company received an order from the Honorable Supreme Court directing the submission of an undertaking by the authorized officer by March 18, 2024.

In response to the Supreme Court order dated February 19, 2024, in Civil Appeal No. 335-336 of 2020, the Company submitted an undertaking on March 7, 2024, committing to comply with all required norms within 90 days to BSE Limited. Upon meeting these compliances, the Company's status will change from "Delisted" to "Listed."

In accordance with communication to BSE dated May 29, 2024, the Company was required to complete pending formalities for the revocation of suspension by June 17, 2024, within the 90-day from the date of order.

- ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

- b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly, or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. Based on our examination, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which does not has a feature of recording audit trail (edit log) facility.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- vi. The Company has not declared or paid any dividend during the year ended 31 March 2024.

**For Jain Paras Bilala & Company**  
**Chartered Accountants**  
**Firm Registration No. 011046C**

**Sd/-**  
**(Paras Bilala)**  
**Partner**  
**Membership No. 400917**  
**Place: Jaipur**  
**Date: 30.05.2024**  
**UDIN: 24400917BKFIKC1355**

**Annexure-A: The Annexure referred to in paragraph 2 of Our Report on “Other Legal and Regulatory Requirements of even date to the members of Bhagawati Gas Limited on the standalone financial statements for the year ended 31 March 2024**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

**Fixed Assets:**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.
- (B) The company is not having any intangible assets; hence this clause is not applicable.
- (b) All the Property, Plant and Equipment have been physically verified by the management during the year and there is a regular programme of verification 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) As explained to us, all the title deeds of immovable properties are held in the name of the company (other than properties where the Company is the Lessee and the lease agreements are duly executed in favor of the lessee)
- (d) As explained to us, the Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company as at 31<sup>st</sup> March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**Inventory & Working Capital:**

- (ii) (a) All the Inventory have been physically verified by the management during the year and there is a regular programme of verification 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
- (b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii) (b) of the Order is not applicable.

(c) **Investments, any guarantee or security or advances or loans given:**

(iii) (a) According to the information and explanations given to us, the company has provided loans to Others during the year as per details given below:

Particulars	Amount in Hundred (Rs. In 00)
<b>Aggregate amount provided/granted during the year:</b>	Nil
<b>Others</b>	
<b>Balance outstanding as at balance sheet date in respect of above cases:</b>	55,470/-
<b>Others</b>	
<b>(Last Year Balance 52770+ Unpaid Interest Current Year 2700)</b>	

- b. In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans are, prima facie, not prejudicial to the interest of the Company. Further the Company has not provided any guarantees, advances in the nature of loans or given any security.
- c. According to the information and explanations given to us, in respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are outstanding. In respect of advance in the nature of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayment of principal is outstanding. - **Please refer note no. 7B & 9 of the Financial Statements.**
- d. There is overdue amount in respect of loans granted to such companies or other parties. - **Please refer note no. 7B & 9 of the Financial Statements.**
- e. The Company has not granted any loan or advance during the year in the nature of loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.
- f. As explained to us, the Company has not granted loans which are repayable on demand.

**Loan to directors**

- (iv) According to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments as applicable. There are no guarantees or security given by the Company.



### **Deposits accepted**

- (v) According to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

### **Maintenance of costing Records**

- (vi) According to the information and explanations given to us, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

### **Deposit of statutory liabilities**

- (vii) (a) According to the records of the company and information and explanations given to us, Undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authority.

There were no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at 31st March, 2024 for a period of more than six months from the date they became payable except as stated below.

Nature of the Statute	Nature of Dues	Amount	Period to which Amount relates	Due date	Date of Payment
<b>Service Tax (Indirect Tax)</b>	Service Tax	1,96,853	Opening Balance, and April 2017 to June 2017	6 <sup>th</sup> of Succeeding month	Not paid
<b>TDS (Direct Tax)</b>	TDS	241,370/-	Multiple Years till 2024	-	-

#### **Note: TDS demand has been taken as per Traces Portal**

- (f) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following : (if applicable) :

Nature of Statute	of the	Nature of Dues	of	Amount	Period to which Amount relates	Due date	Date of Payment
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-----NA-----

### **Unrecorded income**

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

### **Default in repayment of borrowings**

(ix)(a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Please refer note no. 13 of Financial Statements.

Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
<b>Nil</b>					

- b. According to the information and explanations given to us and representation received from the management of the company, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us and representation received from the management of the company, company has used the amount of bank overdraft for for the purpose for which loan is obtained.
- d. In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.

- f. In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(Clause e & f Not Applicable as company does not have subsidiaries, joint ventures or associate companies.)

### **Funds raised and utilization.**

- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x) (b) of the Order is not applicable to the Company.

### **Fraud and whistle-blower complaints**

- (xi) (a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

### **Compliance by a Nidhi Company**

- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under this clause is not applicable to the Company.

### **Related Party**

- (xiii) According to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

### **Internal audit system**

(xiv) According to the information and explanations given to us,

(a) In our opinion and based on our examination, the company does not have an internal audit system as informed to us. However Company has proper internal controls for its business operations.

(b) As per requirement of Sec. 138 of the Act read with Rule 13(1) of the Companies (Accounts) Rules 2014, the company is required to appoint internal Auditor.

### **Non-cash dealings with directors**

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

### **Registration under section 45-IA of RBI Act, 1934**

(xvi)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi) (a), (b) and (c) of the Order are not applicable to the Company.

(b) Based on the information and explanations given to us and as represented by the management of the Company, the company (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

### **Cash losses**

(xvii) The Company has not incurred cash loss in the current Year 2023-2024.

### **Resignation of statutory auditors**

(xviii) Since no resignation of previous auditor therefore this clause is not applicable for current Year.

### **Material uncertainty on meeting liabilities**

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any

guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) According to the information and explanations given to us, the Company does not fulfill the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For Jain Paras Bilala & Company**  
Chartered Accountants  
Firm Registration No. **011046C**

Sd/-

**(Paras Bilala)**

Partner

Membership No. 400917

Place: Jaipur

Date: 30th May 2024

**UDIN: 24400917BKFIKC1355**

## **“ANNEXURE -B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENT OF BHAGAWATI GAS LIMITED**

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

We have audited the internal financial controls over financial reporting of Bhagawati Gas Limited (“the Company”) as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 for the Audit of the Internal Financial Controls with Reference to Financial Statements**

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 the Institute of Chartered Accountants of India (“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, and the Guidance Note 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system 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, have an adequate internal financial controls system over financial reporting except as stated in our Audit Report and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Jain Paras Bilala & Company**

Chartered Accountants

Firm Registration No. **011046C**

Sd/-

**(Paras Bilala)**

Partner

Membership No. 400917

Place: Jaipur

Date: 30th May 2024

**UDIN: 24400917BKFIKC1355**

## Balance Sheet as at 31 March 2024

(All amount in ₹ '00, unless stated otherwise)

PARTICULARS	Notes	As at 31 March 2024 Audited	As at 31 March 2023 Audited
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1	2,17,310	2,32,977
Income tax assets (net)	2	97,764	94,543
<b>Total non-current assets</b>		<b>3,15,074</b>	<b>3,27,520</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	3	4,498	4,240
Trade receivables	4	30,699	29,914
Cash and cash equivalents	5	85,883	43,443
Other bank balances	6	8,66,751	8,67,208
Inventories	7A	19,308	-
Loans & Deposits	7B	56,144	53,804
Deferred tax Asset (Net)	8	1,26,616	1,56,214
Other current assets	9	3,99,604	4,32,351
<b>Total current assets</b>		<b>15,89,503</b>	<b>15,87,174</b>
<b>Total assets</b>		<b>19,04,577</b>	<b>19,14,694</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	10	16,74,246	16,74,246
Other equity	11	(2,22,542)	(2,04,617)
<b>Total equity</b>		<b>14,51,704</b>	<b>14,69,629</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings		-	-
<b>Financial liabilities</b>			
Borrowings	13	-	2,689
Provisions	12	11,715	11,027
Deferred tax liabilities (net)		-	-
<b>Total non-current liabilities</b>		<b>11,715</b>	<b>13,716</b>



**Current liabilities**

## Financial liabilities

Borrowings	13	90,167	40,640
Trade payables		-	-
Other financial liabilities	14	2,59,009	2,87,925
Other current liabilities	15	31,509	42,197
Provisions	12	60,473	60,588
<b>Total current liabilities</b>		<b>4,41,158</b>	<b>4,31,350</b>
<b>Total liabilities</b>		<b>4,52,872</b>	<b>4,45,066</b>
<b>Total equity and liabilities</b>		<b>19,04,577</b>	<b>19,14,694</b>

The accompanying notes are integral part of the standalone financial statements.

This is the standalone balance sheet referred to in our report of even date.

**For Jain Paras Bilala &  
Company**  
Chartered Accountants  
FRN: 011046C

**For and on behalf of the Board of Directors  
Bhagawati Gas Limited**

Sd/-  
(Paras Bilala)  
Partner  
M. No. - 400917

Sd/-  
Rakesh S. Bhardwaj  
Chairman and Managing Director  
DIN:00029757]

Sd/-  
Shachi Bhardwaj  
Director  
[DIN:07232850]

Place: Jaipur  
Date: 30.05.2024  
UDIN : 24400917BKFIKC1355

Sd/-  
Harshita Sharma  
Company Secretary

Sd/-  
Dyuman S. Bhardwaj  
Chief Financial  
Officer

## Statement of profit and loss for the year ended 31 March 2024

PARTICULARS	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Income</b>			
Revenue from operations	1 6	58,671	12,818
Other income	1 7	83,554	76,476
<b>Total Income</b>		<b>1,42,224</b>	<b>89,294</b>
<b>Expenses</b>			
Cost of materials consumed		19,308	
Changes in inventories of finished goods, work-in-progress and stock-in-trade	1 8	-	-
Employee benefits expense	1 9	75,285	77,108
Finance costs	2 0	12,167	9,714
Depreciation and amortisation expense	1	15,780	16,723
Other expenses	2 1	29,202	63,619
<b>Total expenses</b>		<b>1,32,435</b>	<b>1,67,164</b>
<b>Profit/(Loss) before tax</b>		<b>9,790</b>	<b>77,869</b>
Tax expense	2 2		
Current tax		2,200	-
Deferred tax		29,598	1,39,800
Tax on Earlier Years		-	-
<b>Profit/(Loss) for the year</b>		<b>22,008</b>	<b>61,931</b>
<b>Other comprehensive income</b>			

Items that will not be reclassified to profit or loss

Re-measurement gains (losses) on defined benefit plans	4,084	1,321
<b>Total comprehensive income/(loss) for the year</b>	<b>-</b>	<b>63,252</b>
	<b>17,925</b>	
<b>Earnings per equity share</b>	2	3
Basic (in Rs.)	-	0.11
Diluted (in Rs.)	-	0.11
		0.38

The accompanying notes are integral part of the standalone financial statements.

This is the standalone statement of profit or loss referred to in our report of even date

**For Jain Paras Bilala &  
Company  
Chartered Accountants  
FRN: 011046C**

**For and on behalf of the Board of Directors  
Bhagawati Gas Limited**

Sd/-  
(Paras Bilala)  
Partner  
M. No. - 400917

Sd/-  
**Rakesh S. Bhardwaj**  
Chairman and Managing Director  
DIN:00029757]

Sd/-  
**Shachi Bhardwaj**  
Director  
[DIN:07232850]

Place: Jaipur  
Date: 30.05.2024  
UDIN : 24400917BKFIKC1355

Sd/-  
**Harshita Sharma**  
Company Secretary

Sd/-  
**Dyuman S. Bhardwaj**  
Chief Financial  
Officer

## Cash Flow Statement for the year ended 31 March 2024

(All amount in ₹ '00, unless stated otherwise)

### PARTICULARS

CASH FLOWS FROM OPERATING ACTIVITIES	For the year ended 31 March 2024	For the year ended 31 March 2023
Profit before tax	9,790	-77,869
<b>Adjustments for:</b>		
Depreciation of property, plant and equipments	15,780	16,723
Amortization of intangible assets	0	0
Interest income on bank deposits and financial assets measured at amortised cost	-83,291	-77,666
Income recognised on account of government assistance	0	0
Unrealised foreign exchange loss (net)	0	0
Excess provision for expenses written back	4,084	1,321
Net (gain)/loss arising on financial instruments at FVTPL	-258	1,190
Finance costs	12,167	9,714
Bad debts written off	-27,184	7,007
Mark to market loss on derivative contracts	0	0
Allowance for doubtful receivables (expected credit loss)	0	0
Share based payment expense	0	0
Provision for employee benefits (net)	0	0
<b>Operating profit before working capital changes</b>	<b>-68,911</b>	<b>-1,19,581</b>
<b>Movement in working capital</b>		
Inventories	-19,308	0
<u>Other current financial assets</u>		
(Increase)/decrease Other current assets	32,747	-58,412
(Increase)/decrease in current assets	29,598	-1,39,800
Trade receivables	26,399	-17,137
Other non-current assets	-3,221	488
Other current financial and non-financial liabilities	9,808	31,026
Other non-current liabilities	-2,001	4,005
Trade payables	0	0
<b>Cash flow from operations</b>	<b>5,111</b>	<b>-2,99,411</b>
Income tax paid/Deferred Tax (net of refunds)	-31,798	1,39,800
<b>Net cash flow from operating activities (A)</b>	<b>-26,687</b>	<b>-1,59,610</b>

### CASH FLOWS FROM INVESTING ACTIVITIES

Purchase of property, plant and equipment, capital work-in-progress and intangible assets (including capital advances and capital creditors)

Current and non-current loans	-2,340	-3,600
Movement in other bank balances (net)		
Movement in bank deposits having maturity period more than 12 months (net)		
Interest received	83,291	77,666
Purchase of property, plant and equipment	-114	-52
Investment in subsidiary companies		
<b>Net cash used in investing activities (B)</b>	<b>80,837</b>	<b>74,014</b>

#### CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from issue of equity share capital		
Repayment of borrowings		
(Repayment)/proceeds from short-term borrowings (net)		
Finance cost paid	-12,167	-9,714
Dividend paid (including tax)		
<b>Net cash used in financing activities (C)</b>	<b>-12,167</b>	<b>-9,714</b>

Increase/(decrease) in cash and cash equivalents (A+B+C)	41,983	-95,310
Cash and cash equivalents at the beginning of the year	9,10,651	10,05,961
<b>Cash and cash equivalents at the end of the year (refer note 6)</b>	<b>9,52,634</b>	<b>9,10,651</b>

#### Reconciliation of cash and cash equivalents as per cash flow statement

Cash in hand	31,410	3,996
Balances with banks		
In current accounts	1,372	3,460
Cheques in hand	53,100	35,987
Bank deposits with original maturity	8,66,751	8,67,208
	<b>9,52,634</b>	<b>9,10,651</b>

This is the standalone cash flow statement referred to in our report of even date.

**For Jain Paras Bilala & Company**  
**Chartered Accountants**

Sd/-  
**(Paras Bilala)**  
**Partner**  
**M. No. - 400917**

**Date: 30.05.2024**  
**UDIN : 24400917BKFIKC1355**

**For and on behalf of the Board of Directors**  
**Bhagawati Gas Limited**

Sd/-  
**Rakesh S. Bhardwaj**  
**Chairman and Managing**  
**Director**  
**[DIN:00029757]**

Sd/-  
**Harshita Sharma**  
**Company Secretary**

Sd/-  
**Shachi Bhardwaj**  
**Director**  
**[DIN:07232850]**

Sd/-  
**Dyuman S. Bhardwaj**  
**Chief Financial Officer**

## Statement of changes in equity for the year ended 31 March 2024

### A. Equity Share Capital

(All amount in ₹ '00, unless stated otherwise)

Balance at the beginning of 1st April, 2023	Changes in equity share capital during the year 2023-24	Balance as at 31st March, 2024	Balance at the beginning of 1st April, 2022	Changes in equity share capital during the year 2022-23	Balance as at 31st March, 2023
16,74,245.90	-	16,74,245.90	16,74,245.90	-	1,67,42,459.00

### B. Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium Account	General Reserve	Retained Earnings	
<b>As on 31st March 2023</b>				
Balance at the beginning of 1st April 2022	6,67,001.65	1,25,112.48	-10,59,983.37	-2,67,869.24
Net Profit/Loss for the year			61,930.93	
Other comprehensive income for the year	-	-	1,321.05	1,321.05
<b>Balance at the end of 31st March 2023</b>	<b>6,67,001.65</b>	<b>1,25,112.48</b>	<b>-9,96,731.39</b>	<b>-2,04,617.26</b>
<b>As on 31st March 2024</b>				
Balance at the beginning of 1st April 2023	6,67,001.65	1,25,112.48	-9,96,731.39	-2,04,617.26
Net Profit/Loss for the year			-22,008.48	
Other comprehensive income for the year	-	-	4,083.96	4,083.96
<b>Balance at the end of 31st March 2024</b>	<b>6,67,001.65</b>	<b>1,25,112.48</b>	<b>-10,14,655.92</b>	<b>-2,22,541.79</b>

The accompanying notes are integral part of the standalone financial statement.  
This is the standalone statement of changes in equity referred to in our report of even date.

**For Jain Paras Bilala &  
Company**

**Chartered Accountants**

**FRN: 011046C**

**Sd/-**

**(Paras Bilala)**

**Partner**

**M. No. - 400917**

**Place: Jaipur**

**Date: 30.05.2024**

**UDIN : 24400917BKFIKC1355**

**For and on behalf of the Board of Directors**

**Bhagawati Gas Limited**

**Sd/-**

**Rakesh S. Bhardwaj**

**Chairman and Managing**

**Director**

**[DIN:00029757]**

**Sd/-**

**Harshita Sharma**

**Company Secretary**

**Sd/-**

**Shachi Bhardwaj**

**Director**

**[DIN:07232850]**

**Sd/-**

**Dyuman S. Bhardwaj**

**Chief Financial**

**Officer**

## Notes to the financial statements for the year ended 31 March 2024

### Note 1

#### Property, plant and equipment

(All amount in ₹ '00, unless stated otherwise)

PARTICULARS	Gross Block					Depreciation			Net Block		
	As at 01 April 2023	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March, 2024	Deductions/ Adjustments	Upto 31 March, 2023	For Current period	Deductions/ Adjustments	As at 31 March, 2024	As at 31 March, 2024	As at 31 March, 2023
Freehold Land	66,753.40	-	-	66,753.40	-	-	-	-	-	66,753.40	66,753.40
Building	5,48,345.59	-	-	5,48,345.59	-	3,87,297.06	14,413.68	-	4,01,710.74	1,46,634.85	1,61,048.53
Lease Hold Improvement	71,412.12	-	-	71,412.12	-	66,516.17	1,325.34	-	67,841.51	3,570.61	4,895.95
Furniture & Fixture	313.99	113.50	-	427.49	-	34.94	41.43	-	76.37	351.12	279.05
Plant & Machinery	4,648.76	-	-	4,648.76	-	4,648.76	-	-	4,648.76	-	-
<b>Total</b>	<b>6,91,473.86</b>	<b>113.50</b>	<b>-</b>	<b>6,91,587.36</b>	<b>-</b>	<b>4,58,496.93</b>	<b>15,780.45</b>	<b>-</b>	<b>4,74,277.39</b>	<b>2,17,309.97</b>	<b>2,32,976.93</b>



	<u>As at 31 March 2024</u>	<u>As at 31 March 2023</u>
<b>Note 2:</b>		
<b>Income tax assets (Net)</b>		
Advance tax /TDS (net of provision)	56,084.82	61,297.18
MAT credit entitlement	40,675.88	32,242.79
Fringe benefit tax	1,003.36	1,003.36
	<u>97,764.06</u>	<u>94,543.33</u>

**Note 3:**

**Investments**

**In equity shares - quoted**

Bhagawati Oxygen Limited	4,498.00	4,240.00
[10,000 equity shares (Previous year 10,000 equity shares) of Rs 10 each]		
	<u>4,498.00</u>	<u>4,240.00</u>

**Note 3.1:**

**Category wise current investments**

Financial assets measured at fair value through profit & loss (FVTPL)

In Equity Shares of Bhagwati Oxygen Limited - Quoted, fully paid up

4,498.00	4,240.00
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**Note 4:**

**Trade receivables**

**(Considered good, unless otherwise stated)**

Considered good (Refer Note-27)	30,699.30	29,914.04
---------------------------------	-----------	-----------

<u>30,699.30</u>	<u>29,914.04</u>
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**Note 5:**

**Cash and cash equivalents**

Cash in hand	31,410.23	3,995.96
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**Balances with banks**

In current accounts*	1,372.47	3,460.07
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Cheques in hand**	53,100.29	35,987.00
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<u>85,883.00</u>	<u>43,443.03</u>
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\* Includes a balance from ICICI Bank (Account No. 002905003927), for which an account statement or confirmation certificate is presently unavailable

\*\* Cheque in Hand have not been cleared till the date of signing of Balance Sheet

#### Note 6

##### Other bank balances

Bank deposits with maturity of more than three months and upto twelve months

8,66,750.90	8,67,207.99
-------------	-------------

<u>8,66,750.90</u>	<u>8,67,207.99</u>
--------------------	--------------------

#### Note 7A

##### Inventories

Finished Goods

19,307.59	-
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<u>19,307.59</u>	<u>-</u>
------------------	----------

#### Note 7B

##### Loans & Security- non current (Unsecured, considered good)

Loan

<u>-</u>	<u>-</u>
----------	----------

<u>-</u>	<u>-</u>
----------	----------

##### Loans & Security - Current

##### (Unsecured, considered good)

Loan Given - Swastik Pipes Ltd.\*

55,470.00	53,130.00
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Security deposits

<u>673.81</u>	<u>673.81</u>
---------------	---------------

<u>56,143.81</u>	<u>53,803.81</u>
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#### Note:

\*Swastik Pipes Limited Loan is outstanding since 1994. Principal component is INR 30 lakhs. Interest accrued as per Terms agreed with Company.

**Note 8:****Deferred tax assets (net)**

Deferred tax Assets	1,26,615.90	1,56,214.17
	<u>1,26,615.90</u>	<u>1,56,214.17</u>

**Note 9:****Other current assets**

Advance to Material/Service Providers*	2,63,235	2,71,569.33
Advance to Employees & Others (Exp.)	43,198	45,407.47
Advance for property**	80,121	80,120.78
Balances with government authorities***	7,513	5,513.54
<b>Interest Receivable (Others):</b>	5,538	29,740.03
	<u>3,99,604.05</u>	<u>4,32,351.15</u>

\*Foreign Exchange is recorded at Historical Cost method as per IND-AS 21.

\*In absence of specific Business details of the Companies whom advances are made, classification as material advance has been taken as confirmed by the management.

However no details of purpose of Advance, any Purchase Order, Work Order is available on Records.

\*\*Advance for property contains the advance amount of INR 70,00,000/- to one party outstanding since 1995 & other advances are also O/s since Long time.

\*\*\* Balance with revenue Authorities are subject to Reconciliation.

**Note 10:**

Equity share capital	As at 31 March 2024		As at 31 March 2023	
	Number	Amount (in Rs.)	Number	Amount (in Rs.)
Authorised Equity Shares of Rs. 10 each	2,50,00,000.00	25,00,000.00	2,50,00,000.00	25,00,000.00
		<u>25,00,000.00</u>		<u>25,00,000.00</u>

**Issued, subscribed and paid up**

Equity Shares of Rs. 10 each	1,67,42,459.00	16,74,245.90	1,67,42,459.00	16,74,245.90
		<u>16,74,245.90</u>		<u>16,74,245.90</u>

## Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

### Equity shares

Balance at the beginning of the year	1,67,42,459.00	16,74,245.90	1,67,42,459.00	16,74,245.90
Add: Call money received	-			
<b>Balance at the end of the year</b>	<b>1,67,42,459.00</b>	<b>16,74,245.90</b>	<b>1,67,42,459.00</b>	<b>16,74,245.90</b>

### Description of the rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having the par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share. All shareholders are equally entitled to dividends. In the event of liquidation of the Company, the holder of the equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

### Details of shareholders holding more than 5% of equity share capital

Name of the equity shareholder	Number	%	Number	%
Rakesh Samrat Bhardwaj	23,47,610	14.02%	23,47,610	14.02%
Shachi Bhardwaj	9,77,600	5.84%	9,77,600	5.84%
Bhagawati Steels Private Limited	10,40,600	6.22%	10,40,600	6.22%

### Promoters shareholding

#### Equity shareholding of promoters as on March 31, 2024 & 2023

Promoter name	As at 31 March, 2024		As at 31 March, 2023		% change during the year
	Number of shares	% of total shares	Number of shares	% of total shares	
RAKESH SAMRAT BHARDWAJ	23,47,610	14.02%	23,47,610	14.02%	-
SHACHI BHARWAJ	9,77,600	5.84%	9,77,600	5.84%	-
B.P. BHARDWAJ	50,100	0.30%	50,100	0.30%	-
DHARAMPAL SAROWA	10	0.00%	10	0.00%	-
DYUMAN BHARDWAJ	14,000	0.08%	14,000	0.08%	-
GOKULA NANDA MUKHERJEE	500	0.00%	500	0.00%	-
HIMANSHU SHARMA	4,49,363	2.68%	4,49,363	2.68%	-
KANTA DEVI BHARDWAJ	33,410	0.20%	33,410	0.20%	-
LAXMICHAND SHARMA	10	0.00%	10	0.00%	-
MANSACHARAN CHAKRABARTY	10	0.00%	10	0.00%	-
MURLIDHAR GUPTA	10	0.00%	10	0.00%	-
PADMAJA BHARDWAJ	34,300	0.20%	34,300	0.20%	-
RAMPRATAP SHARMA	10	0.00%	10	0.00%	-
RAMRUP SHARMA	1,71,810	1.03%	1,71,810	1.03%	-
S.K. SHARMA	30,400	0.18%	30,400	0.18%	-

SARBATI DEVI SHARMA	1,46,450	0.87%	1,46,450	0.87%	-
SHASHI SHARMA	1,000	0.01%	1,000	0.01%	-
SUMAN SHARMA	6,000	0.04%	6,000	0.04%	-
SURESH KUMAR SHARMA	34,250	0.20%	34,250	0.20%	-
TARA DEVI SHARMA	11,700	0.07%	11,700	0.07%	-
VIVEK SHARMA	24,400	0.15%	24,400	0.15%	-
BHAGAWATI STEEL PVT LTD	10,40,600	6.22%	10,40,600	6.22%	-
BHAGAWATI OXYGEN LIMITED	90,000	0.54%	90,000	0.54%	-
S K STEELS PVT LTD	81,900	0.49%	81,900	0.49%	-
BLUE CROSS SERVICES PVT LTD	70,000	0.42%	70,000	0.42%	-
NGP INDUSTRIES PVT LTD	50,000	0.30%	50,000	0.30%	-
LAVINO PORTFOLIOS PVT LTD	40,000	0.24%	40,000	0.24%	-
BHAGAWATI INTERNATIONAL PVT LTD	25,000	0.15%	25,000	0.15%	-
<b>Total</b>	<b>57,30,443</b>	<b>34.23%</b>	<b>57,30,443</b>	<b>34.23%</b>	

### Equity shareholding of promoters as on March 31, 2023 & 2022

Promoter name	As at 31 March, 2023		As at 31 March, 2022		% change during the year
	Number of shares	% of total shares	Number of shares	% of total shares	
RAKESH SAMRAT BHARDWAJ	23,47,610	14.02%	23,47,610	14.02%	-
SHACHI BHARWAJ	9,77,600	5.84%	9,77,600	5.84%	-
B.P. BHARDWAJ	50,100	0.30%	50,100	0.30%	-
DHARAMPAL SAROWA	10	0.00%	10	0.00%	-
DYUMAN BHARDWAJ	14,000	0.08%	14,000	0.08%	-
GOKULA NANDA MUKHERJEE	500	0.00%	500	0.00%	-
HIMANSHU SHARMA	4,49,363	2.68%	4,49,363	2.68%	-
KANTA DEVI BHARDWAJ	33,410	0.20%	33,410	0.20%	-
LAXMICHAND SHARMA	10	0.00%	10	0.00%	-
MANSACHARAN CHAKRABARTY	10	0.00%	10	0.00%	-
MURLIDHAR GUPTA	10	0.00%	10	0.00%	-
PADMAJA BHARDWAJ	34,300	0.20%	34,300	0.20%	-
RAMPRATAP SHARMA	10	0.00%	10	0.00%	-
RAMRUP SHARMA	1,71,810	1.03%	1,71,810	1.03%	-
S.K. SHARMA	30,400	0.18%	30,400	0.18%	-
SARBATI DEVI SHARMA	1,46,450	0.87%	1,46,450	0.87%	-
SHASHI SHARMA	1,000	0.01%	1,000	0.01%	-
SUMAN SHARMA	6,000	0.04%	6,000	0.04%	-
SURESH KUMAR SHARMA	34,250	0.20%	34,250	0.20%	-
TARA DEVI SHARMA	11,700	0.07%	11,700	0.07%	-
VIVEK SHARMA	24,400	0.15%	24,400	0.15%	-
BHAGAWATI STEEL PVT LTD	10,40,600	6.22%	10,40,600	6.22%	-
BHAGAWATI OXYGEN LIMITED	90,000	0.54%	90,000	0.54%	-
S K STEELS PVT LTD	81,900	0.49%	81,900	0.49%	-

BLUE CROSS SERVICES PVT LTD	70,000	0.42%	70,000	0.42%	-
NGP INDUSTRIES PVT LTD	50,000	0.30%	50,000	0.30%	-
LAVINO PORTFOLIOS PVT LTD	40,000	0.24%	40,000	0.24%	-
BHAGAWATI INTERNATIONAL PVT LTD	25,000	0.15%	25,000	0.15%	-
<b>Total</b>	<b>57,30,443</b>	<b>34.23%</b>	<b>57,30,443</b>	<b>34.23%</b>	

No shares have been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

There are no bonus shares issued, or shares bought back during the period of five years immediately preceding the reporting date.

There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestments.

	As at 31 March 2024	As at 31 March 2023
<b>Note 11:</b>		
<b>Other equity</b>		
Securities Premium Account	6,67,002	6,67,001.65
General Reserve	1,25,112	1,25,112.48
Retained Earnings	(10,14,656)	-9,96,731.39
<b>Total</b>	<b>-2,22,541.79</b>	<b>-2,04,617.26</b>

**Note 12:**

**Provisions - non-current**

Provision for employee benefits:

Gratuity	4,500	4,315.87
Compensated absences	7,214	6,710.90
	<b>11,714.92</b>	<b>11,026.77</b>

**Provisions - current**

Provision for employee benefits:

Gratuity	31,924	33,889.83
Compensated absences	26,349	26,698.55
Provision for Income Tax	2,200	-
	<b>60,472.50</b>	<b>60,588.38</b>

**Note 13:**

**Borrowings - Non-Current**

**Secured Loans:**Loan from others

Balance O/s - Total	2,689	16,329.49
Less: Current Maturity	2,689	13,640.01
Non Current Maturity	-	<b>2,689.48</b>

**Borrowings - Current****Secured Loans**

Current Maturity of Term Loan	2,689	13,640.01
Overdraft Limit - Cananra Bank	60,477	-

**Sanctioned Terms:**

Company has taken Overdraft Facility from Canara Bank of Rs. 2.00 Crores in Current Financial Year. Having Rate of Interest @ 11.40% p.a. for Working Capital requirements. The Limit is secured by hypothecation of Current Assets (Stock, Book debts etc) both Current & Future and also by mortgaging of Industrial Land & Building situated at " Khasra No. 71 to 80, Revenue village Banwas, Tehsil Khetri Buhana Jhunjhunu Rajasthan"

**Unsecured loans**

Loan from others*	27,000	27,000.00
<b>Total</b>	<b>90,166.70</b>	<b>40,640.01</b>

\*Loan amounting to Rs. 27.00 Lacs is outstanding since 1994 & balance confirmation not obtained by management.

**Note 14:****Other financial liabilities - Current**

Other payables <sup>^</sup>	2,50,712	2,74,793.14
Payable to related parties <sup>^^</sup>	8,297	8,490.50
Security deposit received	-	4,640.90
	<b>2,59,009.21</b>	<b>2,87,924.54</b>

<sup>^</sup> Other payables contains amount of INR 235.23 lakhs, which is disputed against supply of plant and machinery since 1994.

<sup>^^</sup> Payable to related parties

Bhagawati Steel Private Limited	8,296.81	8,490.50
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**Note 15:****Other current liabilities****Payable to Audit Fees**

Audit Fees Payable	2,400	1,200.00
Payable to statutory authorities	2,891	3,190.67
Employee payables	25,649	37,466.05
Interest Payable (On Overdraft & Term Loan)	570	339.89
	<b>31,509.13</b>	<b>42,196.61</b>

(All amount in ₹ '00, unless stated otherwise)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Note 16:</b>		
<b>Revenue from operations</b>		
Sale of Goods/Services	-	9,218
Water Treatment income	58,671	3,600
	<b>58,671</b>	<b>12,818</b>
<b>Note 17:</b>		
<b>Other income</b>		
Interest income on bank deposits	64,669	46,831
Discount Received		-
Other interest income	18,622	30,835
Notional Income/Loss on Investment	258	-1,190
Transportation Income	5	
	<b>83,554</b>	<b>76,476</b>
<b>Note 18:</b>		
<b>Purchases</b>		
Purchase of Stock-in-trade		
<b>Opening</b>	-	
<b>Less: Closing Stock</b>	-19,30,759	-
	<b>-19,30,759</b>	<b>-</b>
<b>Note 19:</b>		
<b>Employee benefits expense</b>		
Salaries and wages	58,675	60,754
Other employee benefits	4,719	6,211
Staff welfare expenses	11,891	10,143
	<b>75,285</b>	<b>77,108</b>



**Note 20:****Finance costs**

Interest on Over Draft	2,059	-
Interest others	10,108	9,714
	<b>12,167</b>	<b>9,714</b>

**Note 21:****Other expenses**

Travelling and conveyance	6,009	9,845
Electricity charges	4,535	5,097
Balances/Bad debts written off	-	
	27,184	7,007
Auditor's remuneration	1,200	1,200
Security expenses	8,173	5,739
Legal and professional	7,059	2,028
Communication expenses	744	1,039
Repairs and maintenance	2,579	1,778
Insurance	308	274
Rates and taxes	319	587
Marketing and business promotions	1,224	869
Donations	928	267
Miscellaneous expenses	6,066	8,251
Rent Expenses	90	4,590
Office and administrative expenses	6,686	2,540
Printing and stationery	828	5,039
Vehicle running and maintenance	8,136	7,469
Research And Development Exp	768	-
Maintenance Charges	734	-
R.Off	-0	-
	<b>29,202</b>	<b>63,619</b>

**Note 22:****Tax Expenses**

Current tax		-
Deferred tax credit	-29598	139800
Tax on Earlier Years		
<b>Income tax expense recognised in the statement of profit and loss</b>	<b>139800</b>	<b>139800</b>

**The income tax expenses for the year can be reconciled to the accounting profit as follows:**

Profit Before Tax	9790	-77869
Applicable Tax Rate	26.00%	26.00%
Computed Tax Expense	-	-

**Tax Effect of:**

Exempted income  
Expenses disallowed  
Others

**Current Tax Provisions (A)**

Incremental deferred tax liability/(asset) on account of financial asset and others 29598

**Deferred Tax Provisions (B)**

Tax on earlier years (C) 0 0

**Tax expenses recognised in statement of profit and loss (A+B+C) 29598 -139800**

**Note 23:****Earnings per share (EPS)**

Earnings per share ('EPS') is determined based on the net profit attributable to the shareholders. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except where the result would be anti-dilutive.

	As at 31 March 2024	As at 31 March 2023
Profit attributable to equity shareholders	-17925	63252
Profit attributable to equity shareholders adjusted for the effect of dilution		-17925
Weighted average number of equity shares for basic EPS	16742459	16742459
Weighted average number of equity shares adjusted for the effect of dilution		16742459
<b>Earnings per equity share</b>		
Basic	(0.00)	0.00
Diluted	(0.00)	0.00

**Note 24:****Related party transactions**

In accordance with the requirements of Ind AS 24 the names of the related party where control exists/able to exercise significant influence along with the transactions and year-end balances with them as identified and certified by the management are given below:

**i) Entities under common control**

Lavino Portfolios Private Limited  
Bhagwati Steel Private Limited  
Bhagawati International Limited  
Bhagawati Combat Systems Limited  
Kamakshi Bricon Private Limited  
Dyuman Private Limited  
Bhagwati Heavy Equipments Maintenance And Services Private Limited  
Flow Tech Hotels Private Limited  
S.K Steels Private Limited

**ii) Key management personnel (KMP)**

Rakesh Samrat Bhardwaj	Director
Ganga Charan	Director
Shachi Bhardwaj	Director
Mr. Dyuman Samrat Bhardwaj	Chief Financial Officer
Harshita Sharma	Company Secretary

**iii) Relatives of KMP**

S No.	<u>Name of Relatives</u>	<u>Relationship with KMP</u>
1	Mr. Dyuman Samrat Bhardwaj (Chief Financial Officer)	Son of Mr. Rakesh S. Bhardwaj and Mrs. Shachi Bhardwaj

**(a) Transactions with related parties carried out in the ordinary course of business:**

S No.	Particulars	Year	Related parties		Total		
			Entities under common control	Key management personnel and their relatives			
1	Salaries	2023-24	-	18,600.00	18,600.00		
		2022-23	-	18,600.00	18,600.00		
		2023-24	-	9,000.00	9,000.00		
		2022-23	-	9,000.00	9,000.00		
		2023-24	-	9,000.00	9,000.00		
		2022-23	-	9,000.00	9,000.00		
		2023-24	-	2,880.00	2,880.00		
		2022-23	-	-	-		
		2023-24	-	960.00	960.00		
		2022-23	-	3,760.00	3,760.00		
		2	Business Advance Given to Creditors/ Supplier (Net)/Expenses/Payment paid on behalf of / Amount Paid/Loan Repaid				

	2023-24		1,780.00	1,780.00
Rakesh Samrat Bhardwaj	2022-23	-	2,540.00	2,540.00
	2023-24	14,236.00		36.00
Bhagawati International Limited	2022-23	14,196.00	-	96.00
	2023-24	193.69	-	193.69
Bhagawati Steel Pvt. Ltd.	2022-23	-	-	-
	2023-24		3,285.00	3,285.00
Dyuman Samrat Bhardwaj	2022-23	-	1,020.00	1,020.00
	2023-24	-	-	-
Dyuman Private Limited	2022-23	49,340.00	-	49,340.00
	2023-24		-	-
Shachi Bhardwaj	2022-23	-	450.00	450.00
	2023-24	785.00	-	785.00
S.K.Steel Pvt Ltd	2022-23	64,615.38	-	73.00
	2023-24	168.40	-	168.40
Lavino Portfolios Private Limited	2022-23	52.00	-	52.00
	2023-24	21,809.00	-	21,809.00
Kamakshi Bricon Private Limited	2022-23	36,041.00	-	41.00
	2023-24	30.00	-	30.00
Bhagawati Combat Systems Limited	2022-23	3,077.00	-	77.00
	2023-24			
Bhagawati Oxygen Ltd ( Kolkata)	2022-23	-	-	-
	2023-24	-	-	-
Bhagawati Oxygen Ltd ( Ballabgarh)	2022-23	-	-	-
	2023-24			
<b>3 Amount received/Cheque received/Paid on behalf of Company</b>			-	
Rakesh Samrat Bhardwaj	2023-24			

			3,500.00	3,500.00
	2022-23			
			2,540.00	2,540.00
	2023-24			
Bhagawati International Limited		14,236.00	-	
	2022-23			
		14,100.00	-	14,100.00
	2023-24			
Dyuman Samrat Bhardwaj			2,705.00	2,705.00
	2022-23			
			1,020.00	
	2023-24			
Dyuman Private Limited		15,320.00	-	15,320.00
	2022-23			
		-	-	-
	2023-24			
Shachi Bhardwaj			6,850.00	6,850.00
	2022-23			
			3,300.00	3,300.00
	2023-24			
S.K.Steel Pvt Ltd		785.00		785.00
	2022-23			
		-		-
	2023-24			
Kamakshi Bricon Private Limited		21,809.00		21,809.00
	2022-23			
		36,000.00	-	36,000.00
	2023-24			
Bhagawati Combat Systems Limited		30.00		30.00
	2022-23			
		-	-	-
	2023-24			
<b>4 Credit Balances Written off</b>				
	2023-24			
Bhagawati Oxygen Ltd ( Kolkata) A/C		5,312.92	-	5,312.92
	2022-23			
		-	-	-
	2023-24			
Bhagawati Oxygen Limited Ballabgarh A/C		4,600.00	-	4,600.00
	2022-23			
		-	-	-
<b>5 Expenses paid for company</b>				
	2023-24			
Dyuman Samrat Bhardwaj			-	-
	2022-23			
			-	-
<b>6 Sales</b>				
	2023-24			
Dyuman Pvt Limited A/C		5,003.25	-	5,003.25
	2022-23			
		-	-	-

7 **Purchases**

	2023-24	39,023.25	-	39,023.25
Dyuman Pvt Limited A/C	2022-23	-	-	-

**Note:** Amount received against advances given to Bhagwati Interational Limited was uncleared till 31.03.2024 and has been cleared after 31.03.2024 (Rs. 14.23 Lacs)

Amount received against advances given to Kamakshi Bricon Pvt. Limited was uncleared till 31.03.2024 and has been cleared after 31.03.2024 (Rs. 21.81 Lacs)

Amount received against advances given to Dyuman Pvt. Limited was uncleared till 31.03.2024 and has been cleared after 31.03.2024 (Rs. 16.24 Lacs)

**(b) Closing balance with related parties in the ordinary course of business :**

S No.	Particulars	Year	Related parties		Total
			Entities under common control	Key management personnel and their relatives	
1	<b>Advances to related parties for materials/Others Current Transactions</b>				
	S.K.Steel Pvt Ltd	31-Mar-24	64,542	-	64,542
		31-Mar-23	64,542	-	64,542
	Dyuman Private Limited	31-Mar-24	-		-
		31-Mar-23	49,340		49,340
	Lavino Portfolios Private Limited	31-Mar-24	168		168
		31-Mar-23	-		-
	Dyuman Samrat Bhardwaj	31-Mar-24	-	580	580
		31-Mar-23	-	-	-
2	<b>Advances from related party</b>				-
	RAKESH SAMRAT BHARDWAJ A/C	31-Mar-24	-	1,720	1,720
		31-Mar-23	-	-	-
	SHACHI BHARDWAJ CURRENT A/C	31-Mar-24	-	9,700	9,700

		31-Mar-23	-	2,850	2,850
3	<b>Other financial liabilities</b>				-
	Bhagawati Steel Private Limited (consolidated)	31-Mar-24	8,297	-	8,297
		31-Mar-23	8,491	-	8,491

- (c) Payments made for various Credit Cards are appearing in Loan & Advances (Assets), these needs to be specifically clubbed to Individual accounts for proper identification of nature of payment made & reporting requirement as per IND-AS 24.

**Note 25:**

**Capital management**

The Company's objectives when managing capital are to:

- To ensure Company's ability to continue as a going concern, and
- To maintain optimum capital structure and to reduce cost of capital

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company is not subject to externally imposed capital requirements. The Company has complied with debt covenants as per the terms of the borrowing facility arrangements. The Company manages its capital requirements by overseeing the gearing ratio:

<b>Particulars</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>
Total borrowings	90,167	43,329
Total equity	14,51,704	14,69,629
<b>Net debt to equity ratio</b>	<b>6.21%</b>	<b>2.95%</b>

**Note 26:**

**Contingent liabilities and commitments:**

<b>Particulars</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>
Counter Guarantee given to bankers for gaurantees issued by the banker (Net of margins)	8,66,751	8,66,751

**Note 27:****Trade receivables ageing  
(including unbilled)**(All amount in ₹  
'00, unless stated  
otherwise)**31 March 2024**

Particulars	Outstanding for following periods from due date of collection							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables-considered good	-	-	19,835.86		2,605.40		8,258.04	30,699.30
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-	-	-
Disputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables-credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>19,835.86</b>	-	<b>2,605.40</b>	-	<b>8,258.04</b>	<b>30,699.30</b>

**Trade receivables ageing  
(including unbilled)**

(All amount in ₹ '00, unless stated otherwise)

**31 March 2023**

Particulars	Outstanding for following periods from due date of collection							Total
	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables-considered good	-	-	3,780.00	6,491.30	11,384.70	-	8,258.04	29,914.04
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	-	-	-



Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>3,780.00</b>	<b>6,491.30</b>	<b>11,384.70</b>	-	<b>8,258.04</b>	<b>29,914.04</b>

(All amount in ₹ '00, unless  
stated otherwise)

**Note 28:**  
**Financial**  
**Ratios**

Particulars	Numerator (refer notes below)	Denominator (refer notes below)	As	As	% of chang e	Reasons for more than 25% increase/(decrease):
			at 31st Mar ch 2024	at 31st Mar ch 2023		
a. Current Ratio	Current Assets (CA)	Current Liabilities (CL)	3.60	3.68	- 2.08%	-
b. Debt-Equity Ratio	Debt	Equity	0.06	0.03	110.66 %	Variance is due to New OD Limit taken.
c. Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.49	9.10	- 94.63 %	Variance is due to interest on OD.
d. Return on Equity Ratio/ Return on investment	Profit after tax	Average Shareholder Equity	- 1.23 %	4.39 %	- 127.95 %	Major Difference is on account of accounting of Deffered Tax.
e. Inventory turnover ratio	Cost of goods sold or Sales	Average Inventory	-	-	NA	NA
f.. Trade Receivables turnover ratio	Net Credit Sales	Average Receivables	1.94	0.52	275.29 %	Variance due to increase in the Revenue from operations
g. Trade payables turnover ratio	Net purchases & Exp.	Average trade payables (Goods & Exp.)	-	-	0.00%	
g. Net capital turnover ratio	Net Sales	Working Capital	0.03	0.01	130.35 %	Variance due to increase in the Revenue from operations & increase in inventories
h. Net profit ratio	Profit after tax	Revenue from Operation	(0.38 )	4.83	- 107.76 %	Major Difference is on account of accounting of Deffered Tax.
i. Return on Capital employed	Earning before interest and tax	Capital employed	1.50 %	- 4.59 %	- 132.65 %	The variance due to reassessment of Deferred Tax Asset in last year.

j. Return on Investment	Profit after tax	Average Shareholder Equity	(0.00 )	0.01	- 127.90 %	Due to losses generated during the year
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- i) Debt = Long Term Borrowing + Short Term Borrowing  
ii) Equity = Share Capital + other Equity  
iii) Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Finance Cost  
iv) Debt Service = Interest + Lease payments + Principal repayments  
v) Average Shareholder Equity = (Opening total equity +Closing total equity)/2  
(vi) Average Inventory = (Opening Inventory + Closing Inventory ) / 2  
vi) Average Receivable = (Opening Receivable + Closing Receivable ) / 2  
viii) Average Payables = (Opening Payables + Closing Payables ) / 2  
vii) Working Capital = Current assets - Current Liabilities  
viii) Capital employed = Total Asset -Goodwill - Current Liabilities

**Note 29:**

(All amount in ₹ '00, unless stated otherwise)

**Defined benefit plans**

The Company provides gratuity (which is unfunded) as employee benefit schemes to its employees. The following table sets out the status of the defined benefit scheme and the amount recognised in the financial statements.

**i) Reconciliation of opening and closing balances of Defined Benefit Obligation:**

Particulars	Gratuity	
	Year ended 31.03.2024	Year ended 31.03.2023
Defined Benefit obligation at beginning of the year	38,205.70	35,119.51
Current Service Cost	1,779.61	1,892.68
Interest Cost	2,785.20	2,514.56
Actuarial (gain)/ loss	(4,083.96)	(1,321.05)
Benefits paid	(2,262.60)	-
Defined Benefit obligation at year end	36,423.95	38,205.70

**ii) Expenses recognised during the year:**

Particulars	Gratuity	
	Year ended 31.03.2024	Year ended 31.03.2023
<b>In Income Statement</b>		
Current Service Cost	1,779.61	1,892.68
Interest Cost	2,785.20	2,514.56

Net Cost	4,564.81	4,407.24
<b>In Other Comprehensive Income</b>		
Actuarial (gain)/loss on defined benefit obligation	-4,083.96	-1,321.05
<b>Net (Income) /Expense recognized in OCI</b>	<b>-4,083.96</b>	<b>-1,321.05</b>

iii) Actuarial assumptions:

Particulars	Gratuity	
	Year ended 31.03.2024	Year ended 31.03.2023
Mortality Table (IALM)	2012-14	2012-14
Discount rate (per annum)	7.13	7.29
Expected rate of return on plan assets (per annum)		
Rate of escalation in salary (per annum)	5.50	5.50

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

iv) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

Particulars	Gratuity	
	As at 31st March 2024	2023
<b><u>a) Impact of the change in discount rate</u></b>		
Present value of obligation at the end of the period	36,423.95	38,205.70
i) Impact due to increase of 0.5%	226.47	(220.41)
ii) Impact due to decrease of 0.5%	254.25	246.97
<b><u>b) Impact of the change in salary increase</u></b>		
Present value of obligation at the end of the period	36,423.95	38,205.70
i) Impact due to increase of 0.5%	257.12	250.16
ii) Impact due to decrease of 0.5%	(230.79)	(224.95)

These plan typically expose the Company to actuarial risks such as : investment risk, interest risk, longevity risk and salary risk.

**Investment risk**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined

by reference to market yields at the end of the reporting period on government bonds.

#### **Interest risk**

A decrease in the bond interest rate will increase the plan liability.

#### **Longevity risk**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and other their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### **Salary risk**

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

#### **Note 30:**

##### **Corporate Social Responsibility (CSR) expenditure**

CSR Amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule III thereto by the company during the year is Nil (Previous Year Nil)

#### **Note 31:**

##### **Other statutory information**

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (viii) Company is not a declared wilful defaulter by any bank or financial Institution or other lender.

#### **Note 32:**

The company is now engaged in work related to cleaning of water bodies, hence segment reporting is not applicable.

#### **Note 33:**

Earlier the outbreak of Coronavirus (COVID-19) pandemic globally and in India had caused significant disturbance and slow down of economic activity. The company has evaluated impact of this pandemic on its

business operations and based on this review and current indicators of future economic conditions, there is no significant impact on its financial results.

**Note 34:**

The Company has not deducted TDS on Loan repayment to NBFC during Current Year, Legal & Professional Fees

**Note 35:**

Opening Balances has been taken as per last year's audited Balance Sheets there are some differences as per data as available on Common Portal like Income Tax, GST & TDS which are under Reconciliation.

**Note 36:**

DTA has been re-calculated with retrospective effect till March 2024.

**Note 37:**

Previous year figures have been regrouped, wherever considered necessary.

The accompanying notes are integral part of the standalone financial statements.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

**For Jain Paras Bilala & Company**  
**Chartered Accountants**  
**FRN: 011046C**

For and on behalf of the Board of Directors  
**Bhagawati Gas Limited**

Sd/-  
**(Paras Bilala)**  
**Partner**  
**M. No. - 400917**  
**Place: Jaipur**  
**Date: 30.05.2024**  
**UDIN : 24400917BKFIKC1355**

Sd/-  
**Rakesh S. Bhardwaj**  
**Chairman and Managing Director**  
**[DIN:00029757]**

Sd/-  
**Shachi Bhardwaj**  
**Director**  
**[DIN:07232850]**

Sd/-  
**Harshita Sharma**  
**Company Secretary**

Sd/-  
**Dyuman S. Bhardwaj**  
**Chief Financial Officer**

**Note 38:**

**Contingent Liability**

As of 31.03.2024, Bhagwati Gases Limited has provided financial guarantees to the Registrar Administrator, Rajasthan High Court Bench, Jaipur, Rajasthan.

The maximum potential liability under the financial guarantees amounts to Rs. 866.75 Lakhs, representing the face value of the guarantees.

Asset Hypothecated = Mortgage of Industrial Land & Building situated at " Khasra No. 71 to 80, Revenue village Banwas, Tehsil Khetri Buhana Jhunjhunu Rajasthan"

**Note 39:**

**Contingent asset**

Bhagwati Gas Limited (hereinafter referred to as "the Company") is party to legal proceedings involving M/s. Hindustan Copper Ltd (hereinafter referred to as "HCL"). Pursuant to a Hon'ble Supreme Court order, HCL is obligated to deposit a decretal amount totaling Rs. 24,40,88,150/-, pertaining to [specify the nature of the legal matter, if necessary]. However, HCL has only deposited Rs. 17,33,50,181/- with the court, resulting in a shortfall of Rs. 7,07,37,969/-

The Supreme Court order further specifies that the decretal amount, along with 18 per cent interest, amounts to Rs. 17,13,98,096/- as of 31st March 2024. Consequently, this sum is to be paid by HCL.

The Company, being the beneficiary of the Supreme Court order, recognizes the potential receipt of the aforementioned decretal amount and accrued interest as a contingent asset. However, the realization of this asset is contingent upon HCL fulfilling its obligation to deposit the said amount with the court.

The Company is actively monitoring the situation and will recognize the contingent asset upon fulfillment of the requisite conditions and receipt of the payment from HCL.

**B.40 ADDITIONAL REGULATORY INFORMATION**

- (i) There are immovable property in the name of company as on 31.03.2024 & there is no case where title deeds of immovable property not held in the name of the company.
- (ii) Company has not revalued its Property, Plant and Equipment, therefore there is no requirement to disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.
- (iii) No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:  
 (a) repayable on demand or  
 (d) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMP	-	-
Related Party	-	-

- (iv) **Capital-Work-in Progress (CWIP)-** Machinery was under CWIP in last year and ageing details of the same are as follows-

CWIP aging schedule										
CWIP	Amount in CWIP for a period of 2022-2023					Amount in CWIP for a period of 2023-2024				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
-	-	-	-	-	-	-	-	-	-	-

- (v) **Intangible assets under development:-**Not Applicable as no intangible assets are under development
- vi) **Whether the Company has borrowings from banks or financial institutions on the basis of security of current assets:-**  
 Yes the Company is availing CC/OD Facility from Canara Bank amounting to Rs. 200.00 Lacs. Utilised Limit as on 31.03.2024 is Rs. 60.47 Lacs.

As per the details obtained & as per the information made available the company is not regular in submission of Statements of current assets and financials with banks or financial institutions. And in absence of proper records provided to us we are not in position to comment on the actual variations between books vs Statement submitted to Bank.

**vi) Compliance with number of layers of companies**

As per Information made available to us no such non-Compliance is observed

**viii Compliance with approved Scheme(s) of Arrangements-No Such case**

**For Jain Paras Bilala & Company**

**Chartered Accountants**

**FRN: 011046C**

For and on behalf of the Board of Directors

**Bhagawati Gas Limited**

Sd/-  
(Paras Bilala)

Partner  
M. No. - 400917

Place: Jaipur

Date: 30.05.2024

UDIN : 24400917BKFIKC1355

Sd/-  
**Rakesh S. Bhardwaj**  
**Chairman and Managing**  
**Director**  
[DIN:00029757]

Sd/-  
**Harshita Sharma**  
**Company Secretary**

Sd/-  
**Shachi Bhardwaj**  
**Director**  
[DIN:07232850]

Sd/-  
**Dyuman S.**  
**Bhardwaj**  
**Chief Financial**  
**Officer**



# Summary of Significant accounting policies and other explanatory information for the year ended 31 March 2024

## NOTES TO THE FINANCIAL STATEMENTS

### CORPORATE INFORMATION

Bhagawati Gas Limited ("the Company") is a company incorporated in India. The registered office is in S-492/A, Greater Kailash 1, New Delhi, 110048 INDIA

The principal activity of the Company is now cleaning & treatment of water bodies.

#### Accounting Policies

#### Statement of compliance

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the Accounting Standards notified under the relevant provisions of the companies Act, 2013.

Upto the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirement of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016.

### BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The Company's Financial Statements are presented in Indian Rupees (C), which is also its functional currency and all values are rounded to the nearest hundred (00), except when otherwise indicated.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### **(a) Property, plant and equipment:**

Under the previous GAAP (erstwhile Indian GAAP), Property Plant and Equipments, were carried in the balance sheet at historical cost. The Company has elected to regard those values of property as deemed cost as at April 1, 2016 (date of transition to Ind AS).

### **Recognition and de-recognition**

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, taxes and duties, labour cost and other direct costs incurred up to the date the asset is ready for its intended use.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-progress.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is de-recognised

### **Subsequent measurement (depreciation)**

Depreciation on property, plant and equipment is provided to the extent of depreciable amount on the Straight Line (SLM) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Pursuant to the enactment of the Companies Act, 2013 (the Act), cost of leasehold improvements is being amortised over the remaining period of lease of the premises. Plant and machinery - distribution equipment is being depreciated over a period of 10 years.

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

### **(b) Leases:**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### Company as a lessee

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

#### (c) Intangible assets:

##### **Recognition and de-recognition**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Subsequent measurement (amortisation)

The cost of intangible asset is amortized over a period of its useful life from the date of its acquisition.

Computer software is being depreciated over a period of 5 years.

#### (d) Development Expenses

Revenue expenditure pertaining to pre-production activity is charged to the Profit and Loss Statement. Development costs of shows are charged to the Profit and Loss Statement unless a shows's feasibility has been established, in which case such expenditure is recognised as work-in-progress.

#### (e) Borrowing Cost

Borrowing costs that are directly attributable to acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably.

Other borrowing costs are recognised as an expense in the year in which they are incurred.

**(f) Inventories**

Items of inventories are measured at lower of cost and net realisable value. . Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

**(g) Impairment of non-financial assets**

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of operations.

**(h) Provisions, Contingent liabilities and Contingent assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are not recognised in the financial statements.

Contingent assets are disclosed when there is a possible inflow of economic benefits resulting from past events, the realization of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Alternatively, a contingent asset arises from past events where it is either not probable that an inflow of economic benefits will occur or a reliable estimate of the amount cannot be made.

**(i) Employee Benefits**

**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Post-Employment Benefits**

**Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service.

**Defined Benefit Plans**

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income.

**Employee Separation Costs**

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Company is charged to the Profit and Loss Statement in the year of exercise of option by the employee

**(j) Taxation**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In this case, the tax is also recognised in other comprehensive income and equity.

**- Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

**- Deferred tax**

Deferred tax is recognised 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 realised, 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 liabilities and assets are reviewed at the end of each reporting period.

**(k) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand and deposits with any qualifying financial institution repayable on demand or maturing within three months of the date of acquisition and which are subject to an insignificant risk of change in value.

**(l) Foreign currencies**

Company's financial statements are presented in INR, which is also its functional currency.

**Transactions and balances**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss except to the extent that exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings are capitalized as cost of assets under construction. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2016 which are related to the acquisition or construction of fixed assets are adjusted in the carrying cost of such assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

**(m) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue is recognised only if following condition are satisfied:

- The Company has transferred risks and rewards incidental to ownership to the customer;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

- It is probable that the economic benefit associated with the transaction will flow to the Company; and
- It can be reliably measured and it is reasonable to expect ultimate collection

**(n) Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**(o) Financial Instruments**

**Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised using trade date accounting

*II Subsequent measurement*

**Non Derivative Financial Instruments**

**(i) Financial assets carried at amortised cost (AC) :**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income (FVTOCI):**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

**(iii) Financial assets at fair value through profit or loss (FVTPL):**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Mutual funds – All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

### **Equity instruments**

All equity investments in scope of Ind-AS 109 are measured at fair value either as at FVTOCI or FVTPL. The company makes such election on instrument-by-instrument basis.

For equity instruments measured as at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognized in the OCI. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### **Impairment of financial assets**

The company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables
- d) Trade receivables or any contractual right to receive cash or another financial asset
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### ***III. 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 de-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.



#### *IV. Fair value of financial instruments*

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices. All methods of assessing fair value result in general approximation of value and such value may vary from actual realization on future date.

#### CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

- **Recognition of deferred tax assets** - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.
- **Evaluation of indicators for impairment of assets** - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- **Recoverability of advances/receivables** - At each balance sheet date, based on discussions with the respective counter-parties and internal assessment of their credit worthiness, the management assesses the recoverability of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.
- **Defined benefit obligation (DBO)** - Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, 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) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case 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 at the reporting date.

**BHAGAWATI GAS LIMITED**

(CIN: U24111RJ1974PLC005789)

**Regd. Office:**Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504**E-mail:**[bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com)**Tel No.:**+91-11 49120719 **Website:** [www.bglgroup.in](http://www.bglgroup.in)**FORM NO. MGT - 12  
(BALLOT/POLLING FORM)**

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder ( <b>In block letters</b> )	
2.	Name of the Joint holder (s), if any	
3.	Postal address	
4.	No. of Shares	
5.	Registered Folio No. / *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
6.	Class of Shares	

I/We hereby exercise my/our vote in respect of Ordinary/ Special Resolution/s enumerated below, by recording my/our assent or dissent to the below mentioned resolutions by placing a tick (✓) in the following manner:

Item No.	Resolutions	No. of shares held by me/ours	I/we assent to the resolution	I/we dissent from the resolution
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and Auditors thereon			
2.	To appoint a director in place of Ms. Sachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	Approval for adoption of new set of memorandum of association of company as per Companies Act 2013.			
4.	Approval for adoption of new set of article of association of company as per companies act 2013.			
5.	Approval for the appointment of Mr. Vijay Gupta as an independent director (non-executive, independent) of the company			

6.	Approve the re-appointment of mr. Rakesh Samrat Bhardwaj (DIN: 00029757) as managing director of the company			
7.	Approval for the appointment of Mr. Nawal Kishore Joshi (DIN:03292405), as a director of the company			

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(Signature of the shareholder)

Place:

Date:

**BHAGAWATI GAS LIMITED**

(CIN: U24111RJ1974PLC005789)

**Regd. Office:** Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504

**E-mail:** [bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com) **Tel No.:** +91-11 49120719 **Website:** [www.bglgroup.in](http://www.bglgroup.in)

**ATTENDANCE SLIP FOR THE 50<sup>th</sup> ANNUAL GENERAL MEETING**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

50TH ANNUAL GENERAL MEETING TO BE HELD ON **SATURDAY, DECEMBER 28, 2024 AT 10:30 A.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BANAWAS, KHETRI NAGAR, JHUNJHUNU, RAJASTHAN-333504.

Name & Address of the attending Member(s)	
Joint Holder 1	
Joint Holder 2	
*Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	
NAME OF PROXY (IN BLOCK LETTERS) to be filled in, if the proxy attends instead of the member	

I/We, hereby record my/our presence at the 50<sup>th</sup> Annual General Meeting of the company held on **SATURDAY, DECEMBER 28, 2024 AT 10:30 A.M.** at the registered office of the Company situated at Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504.

*\*Applicable in case of shares held in Physical form.*

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Member's/Proxy's Name in Block Letters  
Shareholder/Proxy

-----  
Signature of

**Notes:**

1. Please complete the Client ID & DPID/ Registered Folio and name, sign this Attendance slip and handover at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for FY 2023-24 and the notice of the Annual general Meeting (AGM) along with Attendance Slip and proxy Form is being sent to all the members whose email address is registered within the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy Annual Report for FY 2023-24 and the Notice of the Annual general Meeting (AGM) along with Attendance Slip and proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hardcopy.

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**E-Voting particulars**

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>Password/PIN</b>

***Note:** Please read the instructions provided in Notice of the 50th Annual General Meeting. The e-voting period starts from 09:00 A.M. on Wednesday, 25, **DECEMBER 2024**. and ends at 05:00 P.M. on **Friday, 27, DECEMBER , 2024**. The voting module shall be disabled by CDSL for voting thereafter.*

**BHAGAWATI GAS LIMITED**

(CIN: U24111RJ1974PLC005789)

**Regd. Office:** Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504**E-mail:** [bhagwatigases@gmail.com](mailto:bhagwatigases@gmail.com) **Tel No.:** +91-11 49120719 **Website:** [www.bglgroup.in](http://www.bglgroup.in)**PROXY FORM (FORM NO. MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

Name of the Member(s)	Folio No./Client ID:
Registered address:	
No. of Shares held:	E-mail Id:

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1.	Name of the Member(s):		
	Address:		Signature:
	E-mail Id:		
or failing him/her			
2.	Name of the Member(s):		
	Address:		Signature:
	E-mail Id:		
or failing him/her			
3.	Name of the Member(s):		
	Address:		Signature:
	E-mail Id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49<sup>th</sup> Annual General Meeting of the Company, to be held on **SATURDAY, DECEMBER 28, 2024 AT 10:30 A.M.** at registered office of the company situated at Banawas, Khetri nagar-333504, Jhunjhunu, Rajasthan and at any adjournment thereof in respect of such resolutions as are

indicated below:

S. No.	Resolution	Vote		
		For	Against	Abstain
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and Auditors thereon			
2.	To appoint a director in place of Ms. Sachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	Approval for adoption of new set of memorandum of association of company as per Companies Act 2013.			
4.	Approval for adoption of new set of article of association of company as per companies act 2013.			
5.	Approval for the appointment of Mr. Vijay Gupta as an independent director (non-executive, independent) of the company			
6.	Approve the re-appointment of mr. Rakesh Samrat Bhardwaj (DIN: 00029757) as managing director of the company			
7.	Approval for the appointment of Mr. Nawal Kishore Joshi (DIN:03292405), as a director of the company			

Signed this on .....day, ....., 2024

Affix Revenue Stamp of Rs. 1 .....
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Signature of shareholder.....Signature of Proxy holder(s).....

**Notes:**

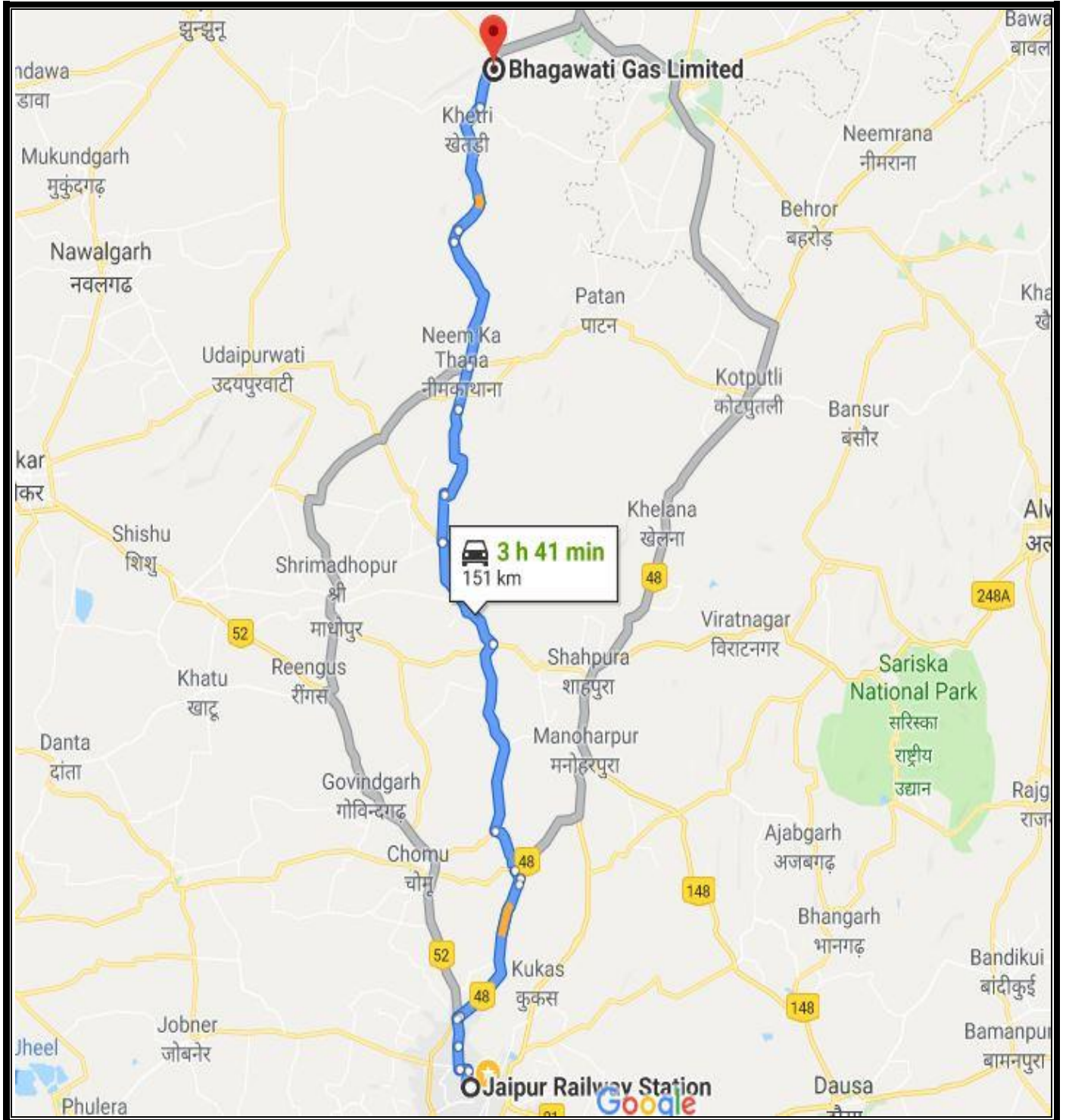
1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than **48** hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

This is optional. Please put a tick mark(√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be titled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.



**ROUTE MAP:**

Route Map to the AGM Venue: Bhagawati Gas Limited, Banawas, Khetri nagar-333504, Jhunjhunu, Rajasthan, India.



**Notes:**

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If undelivered, please return to  
**BHAGAWATI GAS LIMITED**  
**Corp. Off.:** S-492/ A, Greater Kailash-I,  
New Delhi-110048  
**Ph. No. -** +91-11-4912 0719