

**48th Annual
Report 2021-22**

BHAGAWATI GAS LIMITED

CORPORATE INFORMATION

48th
Annual Report 2021-22

BOARD OF DIRECTORS

Mr. Rakesh Samrat Bhardwaj Chairman & Managing Director
Mr. Ganga Charan Non-Executive Independent Director
Mrs. Shachi Bhardwaj Non-Executive Director

CHIEF FINANCIAL OFFICER

Mr. Dyuman Samrat Bhardwaj

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Sanjana Sharma

SECRETARIAL AUDITORS

M/S ATCS & ASSOCIATES,
Practicing Company Secretaries
23-KA-4, Jyoti Nagar, Near Vidhan
Sabha, Jaipur-302005(Raj)

BANKER'S

Central Bank of India
Yes Bank
RBL Bank
State Bank of India
ICICI Bank

STATUTORY AUDITORS

MOHAN L JAIN & CO.
Chartered Accountants
403, PrabhatKiran, 17, Rajender Place,
New Delhi - 110008

INTERNAL AUDITORS

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

REGISTERED OFFICE

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

CORPORATE OFFICE

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

REGISTRAR & TRANSFER AGENT (R&TA)

Skyline Financial Services Private Limited

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

Contents	Page No.
Notice	3
Directors' Report	15
Report on Corporate Governance	34
Secretarial Auditors' Report	61
Management Discussion & Analysis Report	68
Auditors' Report	71
Balance Sheet	83
Profit & Loss Accounts	84
Cash Flow Statement	85
Notes to Accounts	89

NOTICE

NOTICE is hereby given that the 48th Annual General Meeting ("**AGM**") of members of Bhagawati Gas Limited (the "**Company**") will be held on **Friday, September 30, 2022** 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

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Shachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible, offers herself for re-appointment.
3. To approve the appointment of M/s JAIN PARAS BILALA & CO., Chartered Accountants, as a statutory Auditor and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force **M/s JAIN PARAS BILALA & CO.,** Chartered Accountants (**FRN: 011046C**), Jaipur be and are hereby appointed as the Statutory Auditor of the Company to hold office for a term of five consecutive financial years, from the conclusion of this Annual General Meeting of the Company till the conclusion of the Annual General Meeting to be held in the year 2027 at such remuneration (plus applicable taxes) and reimbursement of out of pocket expenses for the purpose of audit, as may be fixed by the Board of Directors of the Company."

Regd. office:

Bhagawati Gas Limited

Regd. Office: Banawas, Khetri Nagar,
Jhunjhunu, Rajasthan-333504

E-mail: bhagwatigases@gmail.com

Tel No.: +91-11 49120719

Website: www.bglgroup.in

CIN: U24111RJ1974PLC005789

Date: May 30, 2022

Place: New Delhi

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

Sd/-
Sanjana Sharma
Company Secretary

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 himself / 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 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. The Register of Members and Share transfer books of the Company shall remain closed from **Saturday, September 24, 2022 to Friday, September 30, 2022** (both days inclusive).
4. **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.**
5. 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.
6. 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.
7. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Shachi Bhardwaj (DIN-07232850), Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommends this reappointment.
8. 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.

9. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (**Form SH-13**), as permitted under Section 72 of the Companies Act, 2013.
10. 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, August 26, 2022** ("cut-off date").
11. 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.
12. 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.
13. 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.
14. 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.
15. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
16. 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.
17. 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.
18. 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.
19. 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 instructions for shareholders voting electronically are as under:

- A. In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. The voting period begins on **Tuesday, September 27, 2022 (9.00 A.M. IST) and ends on Thursday, September 29, 2022 (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 **Friday, September 23, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and shall not be allowed to change it subsequently.
 - 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.

- 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 and joining virtual meetings **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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting"

	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 or joining virtual meeting & voting during the meeting.</p>

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

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

v. Login method for e-Voting and joining virtual meetings 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
Dividend Bank Details OR 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"> 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.

- 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: 220905124 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. 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 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 or call on 022-23058542/43.

Regd. office:

Bhagawati Gas Limited

Regd. Office: Banawas, Khetri Nagar,
Jhunjhunu, Rajasthan-333504

E-mail: bhagwatigases@gmail.com

Tel No.: +91-11 49120719

Website: www.bglgroup.in

CIN: U24111RJ1974PLC005789

Date: May 30, 2022

Place: New Delhi

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

Sd/-

Sanjana Sharma
Company Secretary

DETAILS OF DIRECTORS RETIRING BY ROTATION AT THE AGM

Pursuant to the Regulation 36 (3) of Listing Regulation and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (ICSI)

a brief profile of **Director(s)** is given as under:

Name of Director	Mrs. Shachi Bhardwaj
DIN	07232850
Date of Birth and Age	17/10/1966 and 55
Experience (including expertise in specific functional area)/ brief Resume	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.
Qualifications	Matrix
Experience in specific functional areas	Business & Industry
Terms and Conditions of appointment / Re-Appointment	Non - Executive Director, liable to retire by rotation
Number of Board Meetings attended during the financial year 2021-22	4 (Four)
Date of first appointment on the Board	08/07/2015
Shareholding in the Company as on March 31, 2022	97,7600
Relationship with other director/ Manager and other KMP	Wife of Mr. Rakesh Samrat Bhardwaj Mother of Mr. Dyuman Samrat Bhardwaj
Directorship of other Board as on March 31, 2022 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years]	(i) Bhagawati International Limited (ii) Bhagawati Combat Systems Limited (iii) Dyuman Private Limited
Chairmanship and Membership in the Statutory Committee (s) of Board of Directors of the Company as on date	1. Member of Nomination and Remuneration Committee 2. Member of Stakeholder Relationship Committee
Details of Remuneration last drawn (FY 2021-22)	Rs. 6,75,000/-

<p>Number of meetings of the Board attended during the financial year 2021-22</p>	<p>4 of 4</p>
<p>Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2022 excluding Directorship in Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];</p>	<p>NIL</p>

DIRECTOR'S REPORT

Dear Shareholders/Members,
Bhagawati Gas Limited

Your directors have pleasure in presenting their **48th 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, 2022 as follows:

1. FINANCIAL RESULTS

The Financial Performance of the Company for the financial year ended on March 31, 2022 is as follows:

Particulars	(Amount in lacs)	
	FY 2021-22	FY 2020-21
Gross Revenue	432.24	54.09
Total expenses	351.78	185.99
Profit / (loss) before tax	80.46	(131.90)
Tax expenses		
Current tax		-
Deferred tax	0.14	(43.38)
Total Tax Expense	0.14	(43.38)
Profit After Tax	80.32	(175.28)
Other comprehensive income Items that will not be reclassified to profit or loss (Net of Taxes)	6.19	10.58
Total Comprehensive Income for the year	86.51	(164.70)

2. REVIEW OF OPERATIONS/BUSINESS OVERVIEW

During the financial year 2021-22, 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.

During the year under review, the company earned a revenue of Rs.11,073,485/- and income from other sources is Rs. 32,150,816/- therefore the total Income of the Company was Rs. 43,224,301/-

against Rs.5,409,024/- in the previous year. The Company has incurred a Profit of Rs. 86,51,607/- as compared to a Loss of Rs. 16,470,768/- in the previous year. The company is hoping for better growth of Company and profits in the forthcoming years.

3. DIVIDEND

During the financial year, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2022. There was no interim dividend declared during reporting period.

4. TRANSFER TO RESERVES

For the period under review the Board is not transferring any amount to General Reserve Account of the Company.

5. CAPITAL STRUCTURE OF THE COMPANY

The current Capital Structure of the Company is given below:-

❖ AUTHORISED SHARE CAPITAL

There is no change in the Authorised capital of the company during the financial year 2021-22, the Authorised Capital of the Company is 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 is no change in the Issued, Subscribed and Paid Up share capital of the Company during the financial year 2021-22, the Issued, Subscribed and Paid up Share Capital of Company is 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).

6. DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES

During the financial year 2021-22, there are no subsidiaries or associate companies of the Company.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

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 2021-22, there were no changes in Board of Directors of the Company.

During the financial year 2021-22, The Board of Directors of the Company was not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors due to Post of one Independent Director was vacated for the whole financial year 2021-22. 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.

As on March 31, 2022, the Board of company consists of **Three (3)** Directors. The composition and category of Directors is as follows:

Name of Directors	Category	DIN
Mr. Rakesh Samrat Bhardwaj	Executive Director	00029757
Mrs. Shachi Bhardwaj	Non-Executive Director	07232850
Mr. Ganga Charan	Non-Executive Independent Director	00387567

During the financial year 2021-22, 04(Four) Board Meetings were convened and held. The maximum time gap between any two consecutive meetings is as per the rules, regulations and notification of Companies Act, 2013 and SEBI. The details of which are given in the Corporate Governance Report.

Retirement by Rotation-

Mrs. Sachi Bhardwaj (DIN: 07232850) is liable to retire by rotation and being eligible to offers herself for re-appointment and placed herewith the Notice of ensuing general meeting of the Company to sought your approval as per the provisions of Companies Act.

8. 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 in the Corporate Governance Report, which is a part of this report.

9. DEPOSITS

During the financial year ended March 31, 2022, 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 2021-22.

10. 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, 2022 is available on website of the Company at <http://www.bglgroup.in/details.aspx?cat=8&subcat=38>. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by the management and the relevant Board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during the financial year 2021-22.

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, 2022, 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 2021-22 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.

12. 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.

13. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that:

They have complied with Code of Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

They meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; ·

In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of the SEBI Listing Regulations, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

In terms of Regulation 25(9) of the SEBI Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the SEBI Listing Regulations by the Independent Directors of the Company.

14. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of the training and familiarization program are provided in the corporate governance report. Further, 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 Judgement 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 Familiarisation Programme are available on the Company's website www.bglgroup.in

15. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

In terms of the provisions of Section 178(3) of the Act, and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee (NRC) of the company 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 thought, experience, 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 Act 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 Act, the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

For more details, please refer to the Corporate Governance Report, which is a part of this report.

16. 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.

17. CREDIT RATING

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

18. 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 (10) of the Companies Act, 2013, to encourage 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.

19. 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.

20. SELECTION AND PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS

The Company has a Nomination and Remuneration Committee ("NRC") which is responsible for developing competency requirements for the Board, based on the industry and strategy of the Company. The Board composition analysis reflects an in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The NRC makes recommendations to the Board in regard to appointment of new Directors and Key Managerial Personnel ("KMP") and senior management. The role of the NRC encompasses conducting a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The NRC is also responsible for reviewing the profiles of potential candidate's vis-à-vis the required competencies, undertake a reference and due diligence and meeting of potential candidates prior to making recommendations of their nomination to the Board. The appointee is also briefed about the specific requirements for the position including expert knowledge expected at the time of appointment.

During the year, all recommendations made by the Nomination and Remuneration Committee were approved by the Board.

21. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

During the financial year 2021-22 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.

22. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Directors of the Company are pleased to inform you that the provision of Section 135 of the Companies Act 2013 is not applicable on the company.

23. 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.

24. 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.

25. CORPORATE GOVERNANCE

Your Company believes in adopting best practices of corporate governance. The Company has complied with the regulatory provisions for Corporate Governance as prescribed. As required by Regulation 34(3) read with Part E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on corporate governance is provided as "**Annexure-B**" which forms part of the Board's Report.

The Company is in compliance with the requirements and disclosures that have to be made in this regard.

26. AUDITOR'S OF THE COMPANY

• STATUTORY AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139, 141, 142 of the Act and the rules framed there under, **M/s Mohan L. Jain & Co.**, Chartered Accountants (FRN: 005345N), Delhi, were appointed as Statutory Auditor of the company for a term of five consecutive years from the conclusion of the 43rd Annual General Meeting (AGM) of the Company till the conclusion of the 48th Annual general Meeting to be held in the year 2022.

Now the tenure of **M/s Mohan L. Jain & Co.**, Chartered Accountants (FRN: 005345N) , is going to be expire and Board of directors of company recommended to appoint **M/s JAIN PARAS BILALA & CO.**, Chartered Accountants (**FRN: 011046C**), Jaipur for a period of 5 years from 01.04.2022 to 31.03.2027 in this forthcoming Annual General Meeting.

The Company has received consent letter from the auditor to the effect that appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended March 31, 2022 is a part of the Annual Report. The said Audit Report does not contain any qualification, reservation or adverse remark except as mentioned below. During the financial year 2021-22, the Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

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:

(i) Advances of Rs. 197.99 lacs 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.

(ii) 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 2022. Accordingly, we are unable to comment upon the consequential impact, if any, on the statement.

REPLY BY MANAGEMENT ON AUDITORS QUALIFIED OPINION:

- i. In respect of auditors' observation regarding advances of Rs. 197.99 lacs are considered doubtful for recovery. The management is hopeful of recovering the amount in due course of time and therefore provisions there against is not considered necessary. it is submitted that company is trying to get confirmation from the customers/ external parties and expects to receive the same by the end of upcoming quarter.
- ii. In respect of auditors' observation regarding 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 2022, request has been forwarded to the bank and upon the receipt of the same, will be submitted to 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 ATCS & 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 2022-23 *vide* Board Resolution dated May 30, 2022.

SECRETARIAL AUDITOR'S REPORT

A Secretarial Audit Report issued by **M/s ATCS & Associates**, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended March 31, 2022, is given in **Annexure-C** and Secretarial Compliance Report of the Company and it carries the following qualifications:

1. 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.
2. Company has its Website but it is not maintained as per the requirement of the Act and SEBI Guidelines.
3. 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.
4. 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.

5. 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. The Company has filed civil appeal against the order passed by SAT before Supreme Court and the matter is still pending in Supreme Court.
6. 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), 24A, 27, 29, 31, 33, 40(9), 44, 47 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 the notice of Annual General Meeting dated September 30, 2021 in only one Newspaper.
 - d) The company has not filed the Reconciliation of Share Capital 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.

Reply by Board:

In respect of above stated qualifications, your directors would like to clarify that trading of shares of the Company was suspended before the closure of financial year 2016-17. During the financial year 2017-18, the Company has not received any kind of correspondence from BSE Limited regarding the delisting of shares of Company. The company was delisted from the Exchange by delisting order of BSE Limited and the same was published as the public notice in Financial Express Newspaper dated 12.05.2018 by which company came to know about its delisting. The company has filed the appeal with Securities Appellate Tribunal (SAT) against the delisting order on 06.05.2019. And same 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. The company will do all the pending listing compliances, once the order is received. And in regard to independent directors appointment, The board is having communication with some professionals for filling vacancy very soon and other non compliance now we have started to take proper advice from professionals to take care in future so that it may not happen in future.

• **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 30th June, 2014. Therefore, no appointment was made of the Cost Auditor to carry out the Cost Audit for the financial year ended March 31, 2022 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 2021-22 **vide** Board Resolution dated November 12, 2021 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 2022-23 vide Board Resolution dated May 30, 2022.

27. REPORTING OF FRAUD BY AUDITORS

During the Financial year 2021-22, 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.

28. 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.

29. 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, 2022, as per the certificate given by RTA.

30. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. 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 The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

31. 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. All the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct for the financial year 2021-22. 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 foster 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. All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

32. 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.

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

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. The Company has filed civil appeal against the order passed by SAT before Supreme Court and the matter is still pending in Supreme Court.

Apart from that, no orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

34. 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.

35. 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 off during the year 2021-22:

No. of Complaints received: NIL

No of complaints disposed off: NIL

36. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions of the Act read with the Rule 6 of the Companies (Meeting of Boards and its Powers) Rules, 2014 issued there under and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations & disclosure Requirements) Regulations, 2015, the Board of Director formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee.

The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of the Annual Report.

The details of employees/managerial persons remuneration as required is given u/s 197 of the Companies Act, 2013 read along with Rule 5(2) of the Companies (Appointment and remuneration of managerial personnel) Rule, 2014 as applicable is attached herewith as "**Annexure- D.**"

Apart from that, there are no employees in the company whose particulars are required to be disclosed in the Report.

37. INSURANCE

All the properties including buildings, plant and machinery and stocks have been adequately insured.

38. 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.

39. HUMAN RESOURCE DEVELOPMENT

The Company has been continuously working upon the augmentation of EHS (environment health and safety) standard of the organization, we are committed and determined to provide best in industry internal infrastructure and facilities for all our employees working in harsh environment to develop the nation's infrastructure. Standardization pay range, continuous monitoring on team and

individual performances, R&R for continuous motivation are some of the key efforts made by us in year 2021-22.

40. SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on board and general meetings.

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

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year i.e. March 31, 2022 and the date of this report.

42. 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.

43. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

In compliance of Section 124 and 125 of the Companies Act, 2013 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 this section 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 i.e. Investor Education and Protection Fund.

Further there is no unclaimed/unpaid dividend liable for transfer to the Investor Education and Protection Fund for the year under review. This Provision is not applicable to your Company.

44. MEETINGS 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 year under review, there was only one independent director in the company so no independent director meeting held during the financial year.

45. COMPULSORY DELISTING OF COMPANIES

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. Recently, 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 non compliance 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.

46. 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, 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- E**" which forms part of the Directors' Report.

47. 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, 2022.

48. CHANGE IN NATURE OF BUSINESS

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

49. INFORMATION ABOUT HOLDING / SUBSIDIARIES /JOINTLY CONTROLLED OPERATIONS / ASSOCIATE COMPANY

The Company does not have any Holding and Associate Company as on March 31, 2022.

50. 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.

51. DIRECTORS AND OFFICERS LIABILITY INSURANCE (D & O)

Pursuant to the Regulation 25 (10) of Listing Regulations, the Company has taken Directors and Officers Liability Insurance ('D& O insurance') policy for all the Directors including Independent Directors of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty, or breach of trust for which they may be guilty in relation to the Company.

52. 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. None of the Directors of the Company have resigned during the year under review.
9. There was no revision of financial statements and Board's Report of the Company during the year under review.

53. 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: May 30, 2022
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, 2022.

- A. Conservation of Energy- Not Applicable as the operations of the Company has been temporarily closed.
- B. 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.
- C. 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
- D. Foreign Exchange Earnings and Outflow

Particulars	(Amount in Rs.)	
	2021-22	2020-21
Foreign Exchange Outflow		
-Traveling Expenses (on Accrual Basis)	0	0
Total	0	0
Foreign Exchange Earning	0	0

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

Regd. Office:

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

Date: May 30, 2022

Place: New Delhi

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

CORPORATE GOVERNANCE REPORT

Corporate governance is set of principles or guidelines on which a company is governed. It ensures that the corporate works in a way it supposed to work to achieve the desired goals. It makes the corporations accountable to each stakeholder including, directors, shareholders, employees, customers etc. The term governance itself explains the meaning that it is an act of managing a corporate entity. The entity of a corporation is separate from its officials which makes corporate governance an important subject to study. Corporate governance plays an important role to protect the rights of thousands of shareholders, who have ownership in the company but do not play an active role in governing day to day business activities.

Corporate Governance is about maximizing shareholder value sustainably while ensuring fairness to all stakeholders. It is a systematic continuous process by which companies are directed and controlled to enhance their wealth-generating capacity and long term success. The pillars of successful Corporate Governance are accountability, transparency, fairness, assurance, leadership and stakeholder management. Effective Corporate Governance practices build the strong foundations on which commercial enterprises are built to succeed and sustain.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Bhagawati Gas Limited (the "Company" or "BGL") has always been committed to maintain sound corporate governance standards and ethical business practices. The Company follows principle of effective Corporate Governance. The endeavor of the Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay emphasis on integrity, transparency and overall accountability. The Company adheres to most of the recommendations made by the SEBI and incorporated by the Stock Exchanges in the Standard Listing Agreement. However, due to paucity of funds and unavailability of qualified staff there was a delay in complying with the condition of Listing Agreement. The securities of the Company got delisted w.e.f. May 11, 2018 and therefore securities are not available for trading on the platform of Exchange and company has not been complied with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for submission of required documents of information to Stock Exchange.

The Company has an active and Independent Board of Directors that provides supervisory, strategic advice and direction. Your Company believes that all actions and plans should be supported by adequate systems and procedures in order to ensure that the decision making process across different levels of management is well-informed and conforms to the highest standards of corporate behavior.

A report in line with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below as a part of Board's Report along with a certificate issued by the Practicing Company Secretary regarding compliances with the provisions of Corporate Governance.

APPROPRIATE GOVERNANCE STRUCTURE WITH DEFINED ROLES AND RESPONSIBILITIES:

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established 3 (Three) Committees to discharge its responsibilities in an effective manner. Bhagawati's Company Secretary acts as the Secretary to all the Committees of the Board. The Chairman and Managing Director (CMD) and the Directors provide overall direction and guidance to the Board. In the operations and functioning of the Company, they are assisted by a core group of senior level executives.

CORPORATE GOVERNANCE GUIDELINES

SEBI has constituted a committee on June 2, 2017, under the Chairmanship of Uday Kotak, to address corporate governance gaps and to enhance long term standards necessary to shape a strong and resilient governance apparatus for listed companies in India. SEBI, at its board meeting held on March 28, 2018, accepted several recommendations of the Kotak Committee with or without modifications along with timelines for implementation. We welcome the steps taken by SEBI based on recommendations of the Kotak Committee, which we are sure will go a long way in improving the corporate governance practices in the Indian listed entities.

The Board has defined a set of corporate governance best practices and guidelines to help fulfill our corporate responsibility towards our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations as and when required. Further, these guidelines allow the Board to make decisions that are independent of the Management. The Board may change these guidelines regularly to achieve our state objectives.

BOARD OF DIRECTORS

The Board of Directors provides leadership and guidance, objective judgment and at the same time monitors the strategic direction of the Company. The Company is headed by an Executive Chairman. The Board draws upon its powers and manages the affairs of the company within the framework set out in the Companies Act, Memorandum of Association, Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and internal codes/procedures of the company etc.

SIZE AND COMPOSITION OF THE BOARD

The Board of Directors is at the core of our corporate governance practice and how the management serves and protects the long term interests of all our stakeholders. The Board of Directors along with its Committees provide leadership and guidance to the Company's management as also direct, supervise and control the performance of the Company.

As on March 31, 2022, the Company's Board comprised of Three (3) Directors which includes One Whole Time functional Director, One Non-executive Director and One Non-Executive Independent Directors. The Composition of the Board and directorships is as mentioned below:

S. No.	Name of the Director(s)	DIN	No. of Equity Shares	Category
1	Mr. Rakesh Samrat Bhardwaj	00029757	23,47,610	Chairman & Managing Director
2	Mrs. Shachi Bhardwaj	07232850	9,77,600	Non – Executive Director
3	Mr. Ganga Charan	00387567	-	Non – Executive Independent Director

During the Financial Year 2021-22 there is no change in the Directors of the Company.

The composition of the Board is not in conformity with the requirements of Regulation 17 of the Listing Regulations as well as section 149 of the Companies Act, 2013 (the 'Act') read with the Rules made thereunder.

BOARD MEETINGS, ATTENDANCE AND OTHER DIRECTORSHIPS

The Company follows a methodized process of decision-making by the Board and its

Committees. The meeting dates are usually finalized in accordance with a pre-determined meeting calendar for the year and consultation with all Directors, in order to ensure presence of all Board Members in its Meetings. All Agenda and explanatory notes (*except for price sensitive information, which are circulated separately before the meeting*) are normally sent to the Directors well in advance for the Meetings of the Board and Committees thereof. To address specific urgent business needs, sometimes meetings are also called at shorter notice in compliance of the applicable statutory provisions and utmost efforts are made to adhere to the minimum notice & agenda period.

The Chairman & Managing Director of the Company decides inclusion of any matter in the agenda for discussion in the Meeting of the Board/Committees thereof. The Meetings of the Board of Directors are normally held at Corporate Office of the Company during office hours. The Company is also complying with the Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Meetings of Board and Shareholders.

During the financial year 2021-22 under review, **Four (4)** meetings of the Board of Directors were held on (i) June 30, 2021, (ii) August 14, 2021, (iii) November 12, 2021, (iv) February 14, 2022. The maximum time gap between any two consecutive meetings is as per the rules, regulations and notification of Companies Act, 2013 and SEBI.

Details of Directors' attendance at the Board Meetings held during the FY 2020-21 and the last Annual General Meeting, number of directorships in other companies and Membership/Chairmanship in the committees of the other companies etc. are as follows:

Sr. No	Name of the Director*	DIN	Meetings held during the tenure	Board Meetings		Attendance at Last AGM (held on September 30, 2021)	As on March 31, 2022		
				Attended	Percentage of attendance		No of other Listed Directorships**	No. of other Committee Memberships***	As Chairman
1.	Mr. Rakesh Samrat Bhardwaj (Chairman & Managing Director)	00029757	4	4	100	Yes	-	-	-
2.	Mrs. Shachi Bhardwaj (Non Executive Director)	07232850	4	4	100	Yes	-	-	-
3.	Mr. Ganga Charan (Independent Director)	00387567	4	4	100	Yes	-	-	-

**None of the directors hold directorships in more than 20 companies of which directorships in public companies does not exceed 10 in line with the provisions of Section 165 of the Act and No independent director of the Company holds the position of independent director in more than 7 listed companies as required under the Listing Regulations.*

****Does not include Directorship in Private Companies, unlisted public companies Section 8 Companies under the Companies Act, 2013 and foreign Companies.**

***** Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Stakeholders' Relationship Committee in accordance with the provisions of Regulation 26(1)(b).**

Notes:

1. No director holds membership of more than 10 committees of board nor is a chairman of more than 5 committees across board of all listed entities.
2. No independent director of the Company holds the position of independent director in more than 7 listed companies as required under the Listing Regulations.
3. No director holds the position of director in more than 7 listed companies as required under the Listing Regulations.
4. None of the Directors on the Board who are the Executive Directors serves as Independent Directors in more than three listed entities.

Details of Directorship in Other Listed Entities

Name of the Director(s)	Name of listed entities	Category of Directorship
Mr. Rakesh Samrat Bhardwaj	Nil	Nil
Mrs. Shachi Bhardwaj	Nil	Nil
Mr. Ganga Charan	Nil	Nil

Disclosure of relationship between director inter-se

Sr. No.	Name of the Director(s)	Relationship
1	Mr. Rakesh Samrat Bhardwaj	Spouse of Shachi Bhardwaj
2	Mrs. Shachi Bhardwaj	Spouse of Rakesh Samrat Bhardwaj

There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their relatives which may have a potential conflict with the interest of the Company at large.

INFORMATION PLACED BEFORE THE BOARD OF DIRECTORS

- a. Annual operating plans and budgets and any updates.
- b. Capital budgets and any updates.
- c. Quarterly, Half Yearly and Annual Financial Results and Board’s Report, etc.
- d. Minutes of meetings of audit committee and other committees of the board of directors.
- e. All Related Party transactions.
- f. The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary.
- g. Show cause, demand, prosecution notices and penalty notices, if any, which are materially important.
- h. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.
- i. Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- j. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- k. Details of any joint venture or collaboration agreement.
- l. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- m. Significant labour problems and their proposed solutions. Any significant development in

- Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc.
- n. Sale of material nature of investments, subsidiaries, assets which is not in normal course of business.
 - o. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
 - p. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc., if any.
 - q. Quarterly Report on Reconciliation of Share Capital Audit, Corporate Governance Report and status of Investor Grievances.

MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS/DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR *INTER-SE*;

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the Management, subsidiaries or relatives,

Sr. No.	Name of Director	Relationship
1.	Mr. Rakesh Samrat Bhardwaj (Chairman & Managing Director)	Mr. Rakesh Samrat Bhardwaj and Mrs. Shachi Bhardwaj related to each other as husband-wife.
2.	Mrs. Shachi Bhardwaj (Non-Executive Director)	

SHAREHOLDING OF INDEPENDENT DIRECTOR(S)

As on March 31, 2022, Any Independent Director did not hold any shares and convertible instruments of the Company.

KEY BOARD QUALIFICATIONS, EXPERTISE, CORE COMPETENCIES AND ATTRIBUTES

The Bhagawati Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committee. The Board members are committed to ensuring that the Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board.

Definitions of Director qualifications	
Bioremediation of waste water	A significant background in technology and in-depth insight into the various elements of Bioremediation of waste water, transmission & distribution, renewable energy sector and the challenges/ aspects/nuances of Bioremediation of waste water Industry in India and abroad, knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models.
Planning	Extended Planning Experience for enterprises, resulting in a practical understanding of organization, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long - term growth.
Technical	Significant backgrounds in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation, and extends or create new business modules.

Finance	Leadership of a Financial Firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.
Legal	A particular attribute, quality, property, or possession that an individual must have in order to be eligible to fill an office or perform a public duty or function.
Board service and Corporate Governance	Service on a public company board to develop insight about maintaining board and management accountability, protecting shareholder interests, and observing appropriate integration plans.
Administrative	Skills that is required for success in administration, such as communicating, computing, organizing, planning, scheduling, or staffing.

In the below table, the specific area of focus or expertise of Individual Board members have been highlighted. However the absence of mark against member's name does not necessarily mean the member does not possess the corresponding qualification or skills.

Name of Director	Area of Operation						
	Bioremediation of wastewater Industry	Planning	Technical	Finance	Legal	Board service and Corporate Governance	Administrative
Mr. Rakesh Samrat Bhardwaj	✓	✓	✓	✓	✓	✓	✓
Mrs. Shachi Bhardwaj	✓	✓	✓	-	-	✓	-
Mr. Ganga Charan	-	-	-	-	-	✓	-

Note:

The Board is always responsible for the selection of new director(s). The Board delegated the selection procedure and process to the Nomination and Remuneration Committee. The committee based on the defined criteria, makes recommendation to the Board on the induction of new Director.

INDEPENDENT DIRECTOR

The Companies Act, 2013 and the Listing Regulation define an 'Independent Director' as a person who is not a promoter or employee or one of the key managerial personnel of the company or its subsidiaries. They also state that the person should not have a pecuniary relationship or transaction with the company or its subsidiaries, apart from receiving sitting fees as an Independent Director.

All the Independent Directors have given their declarations under section 149 (6) and section 149 (7) of the Companies Act, 2013 and the Rules made thereunder. In the opinion of the Board, the Independent Directors fulfil the conditions relating to their status as an Independent Director as specified in section 149 of the Companies Act, 2013 read with rules made thereunder as well as Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Independent Directors have not included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

Further, in accordance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company also organizes Familiarization Programme for the Independent Directors to enlighten them about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

The details of such programmes imparted to Independent Directors are available on the Company's website and can be accessed at the web link-www.bglgroup.in.

DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR

During the financial year 2021-22, there was no resignation of any Independent Director.

COMMITTEES OF THE BOARD OF DIRECTOR(S)

The Board functions either as full Board or through various Committees constituted to oversee specific operational areas. Each Committee of the Board is guided by its terms of reference, which defines the composition, scope and powers of the Committee. The Committees meet at regular intervals and focus on specific areas and make informed decisions within the authority delegated to them. As on March 31, 2022, the Board had the following committee;

BOARD AND COMMITTEE COMPOSITION

Name of Director	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholder Relationship Committee
Mr. Rakesh Samrat Bhardwaj	Chairman	Member	-	Member
Mrs. Shachi Bhardwaj	Member	-	Member	Member
Mr. Ganga Charan	Member	Chairman	Chairman	Chairman

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During the financial year 2021-22, the Board has accepted all recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.

AUDIT COMMITTEE

During the financial year 2021-22, there was only one Independent Director and company has not appointed new Independent Director due to non-availability of suitable candidate. 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, 2022, 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) June 30, 2021, (ii) August 14, 2021, (iii) November 12, 2021, and (iv) February 14, 2022 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 2021-22 are as follows:

S I. N O	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 Audit Committee meetings were also attended by the statutory auditors, wherever necessary. 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 Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 177 of the Companies Act, 2013.

The Committee invites such of the executives as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings.

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

The previous Annual General Meeting of the Company held on September 30, 2022 was attended by Ganga Charan, Chairman of the Audit Committee.

The terms of reference of the Audit Committee are as under:

- a)** Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b)** Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- c)** Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d)** reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - ii. changes, if any, in accounting policies and practices and reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by management
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions
 - vii. modified opinion(s) in the draft audit report;
- e)** reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f)** reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- g)** reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h)** approval or any subsequent modification of transactions of the listed entity with related parties;
- i)** scrutiny of inter-corporate loans and investments;
- j)** valuation of undertakings or assets of the company, wherever it is necessary;
- k)** evaluation of internal financial controls and risk management systems;
- l)** reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m)** reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n)** discussion with internal auditors of any significant findings and follow up there on;
- o)** reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p)** discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;

r) to review the functioning of the whistle blower mechanism;

s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

t) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2021-22, there was only one Independent Director and company has not appointed new Independent Director due to non-availability of suitable candidate. Therefore, the composition of Nomination and Remuneration Committee is not in accordance with the requirements of the Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

As on March 31, 2022, 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 30, 2021, (ii) August 14, 2021, 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 2021-22, are as follows:

S I · N o	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

The previous AGM of the Company held on September 30, 2021 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.

Objective:

The Nomination and Remuneration Committee has been constituted as per provisions of Section 178 of Companies Act, 2013, the rule framed there-under and Regulation 19 of the Listing Regulations.

The purpose of the committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as EDs, NEDs and IDs consistent with the criteria approved by the Board and to recommend for approval by the Board, nominees for election at the AGM of the shareholders.

The Committee also discharges Board's responsibilities relating to compensation of the Company's EDs and senior management. The Committee has overall responsibility of approving and evaluating the compensation plans, policies and programmes for EDs and the senior management. The Committee reviews and recommend to the Board, to approve for the EDs, the base salary, incentives/commission, other benefits, compensation or arrangements and executive employment agreements.

The Committee further recommend to the Board, the remuneration package of the executive directors. Remuneration of the executive directors is governed by the external competitive environment, track record, potential and performance of the executive and performance of the company.

The terms of reference of Nomination and Remuneration Committee to the extent applicable to Bhagawati are as under:

- 1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee shall, while formulating the above policy ensure that—

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- 2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - 3) devising a policy on diversity of board of directors;
 - 4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
 - 5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 - 6) recommend to the board, all remuneration, in whatever form, payable to senior management; and
 - 7) carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

Performance evaluation criteria for independent directors

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Independent Directors. The said criteria provides certain parameters like attendance, acquaintance with business, communicate inter se board member, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmark established by global peers etc. which is in compliance with applicable laws, regulations and guidelines.

Remuneration to Directors in Fiscal 2021-22

The Company pays remuneration to its Executive Director-Managing Director & Whole-time 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 2021-22.

Given below are the details of remuneration paid to Directors during the financial year 2021-22:(Amount in Rs.)

Name of Director	Salary	Sitting fees	Bonus	Stock option	Others	Total Remuneration
Executive Director(Managing Director)						
Mr. Rakesh Samrat Bhardwaj	18,60,000	-	-	-	-	18,60,000
Non-Executive Director						
Mrs. Shachi Bhardwaj	6,75,000	-	-	-	-	6,75,000
Non-Executive Independent Director						
Mr. Ganga Charan	-	-	-	-	-	-

Service contracts, notice period, severance fees

The tenure of office of the Managing Director and Whole-time Directors is for 5 (five) years from their respective date of appointment and can be terminated by either party by giving six months'/three months' notice on writing as per their respective terms of appointment.

The independent directors are appointed for a term of five/three years. The service contracts and notice period are not applicable to Non-Executive and/or Independent Directors.

There is no separate provision for payment of severance fees.

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, 2022, the Stakeholders' Relationship Committee consists of three (3) members out of which 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, 2021, which was duly attended by all the Committee members.

S l o	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	Member	1	1	100

	Bhardwaj				
3	Mrs. Shachi Bhardwaj	Member	1	1	100

The Board has designated Ms. Sanjana 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, 2021 was attended by Ganga Charan, Chairman of the Stakeholders' Relationship Committee.

Terms of reference of the Committee *inter-alia* include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non - receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

STATUS OF SHAREHOLDERS/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 2021-22, is as follows:

Particulars	Number of Complaints
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, 2022	Nil

NAME, DESIGNATION AND ADDRESS OF COMPANY SECRETARY:

Ms. Sanjana Sharma

Company Secretary cum Compliance Officer

Bhagawati Gas Limited

S-492/A, Greater Kailash-I,

New Delhi-110048

Tel No.: 011-49120719

Email: bhagwatigases@gmail.com

Website: www.bglgroup.in

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 year under review, there was only one independent director in the company so no independent director meeting held during the financial year.

Criteria for Evaluation of Independent Director and the Board: Following are the criteria for evaluation of performance of Directors:

Executive Director: The Executive Directors shall be evaluated on the basis of targets / criteria given to Executive Directors by the Board from time to time.

Non-Executive/Independent Director: The Non-Executive/Independent Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a. Act objectively and constructively while exercising their duties;
- b. Exercise their responsibilities in a bona fide manner in the interest of the Company
- c. Devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d. Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e. Refrain from any action that would lead to loss of his independence;
- f. Inform the Board immediately when they lose their independence;
- g. Assist the Company in implementing the best corporate governance practices;
- h. Strive to attend all meetings of the Board of Directors and the Committees;
- i. Participate constructively and actively in the committees of the Board in which they are chairpersons or members
- j. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest;
- k. Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

GENERAL BODY MEETING

The last three Annual General Meetings were held as under:

Financial Year Ended	Date	Time	Venue	Special Resolution Passed
2021	SEPTEMBER 30, 2021	11.30 A.M.	Banawas, Khetrinagar, Distt.- Jhunjhunu, Rajasthan-333504	NA

2020	December 30, 2020	11.30 A.M.	Banawas, Khetri nagar, Distt.- Jhunjhunu, Rajasthan-333504	NA
2019	September 30, 2019	11.00 A.M	Banawas, Khetrinagar, Distt.- Jhunjhunu, Rajasthan-333504	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Rakesh Samrat Bhardwaj (DIN: 00029757) as Managing Director of the Company; 2. Re-appointment of Mr. Ganga Charan as an Independent Director of the Company for Second Term; 3. Re-appointment of Mr. Kailash Chand Kedia as an Independent Director of the Company for Second Term; 4. Approval for Change of name of Company from Bhagawati Gas Limited to Bhagawati Gases Limited.

EXTRA-ORDINARY GENERAL MEETING

Details of Extra-Ordinary General Meeting held during the Financial Year 2021-22. There was no Extra-Ordinary General Meeting held during the financial year 2021-22.

WHETHER ANY SPECIAL RESOLUTION PASSED LAST YEAR THROUGH POSTAL BALLOT

No special resolution was passed through postal ballot last year.

WHETHER ANY SPECIAL RESOLUTION IS PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT

No Special Resolution requiring to be passed through special resolution is being proposed at ensuing Annual General Meeting of the Company.

MEANS OF COMMUNICATION/COMMUNICATION TO SHAREHOLDERS:

The Company recognizes the rights of shareholders & communications as key elements of the overall Corporate Governance framework and therefore emphasizes on continuous, efficient and relevant communication with shareholders and other stakeholders.

A dedicated Investor Relations Cell has been set up in the Company for interaction with the analysts and providing timely information and to hold analyst meetings in order to keep the investors updated about the matters related to the Company and to develop an appropriate feedback system that directs the information flow and communication between the management and investors. The Company communicates with its shareholders through its Annual Reports, General Meetings and disclosures on its website and through Stock Exchanges.

The Company's website (www.bglgroup.in) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form. The Annual Report containing, *inter-alia*, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's

website. The main channel of communication to the shareholders is through Annual Report.

The Annual General Meeting is a platform for face-to-face communication with the shareholders, where the Chairman, Managing/Whole Time Director makes presentation on the performance, operating and financial results of the Company. The Chairman, Managing/Whole Time Director and other Key Managerial Personnel also respond to the specific queries of the shareholders.

As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, ECS advices for dividends, etc. were sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ RTA. This helped in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

The Company also intimates to the Stock Exchanges all price sensitive matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on such matters, wherever necessary.

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, media releases (Notice of Board Meetings & extract of financial results publishing in the Financial Express), among others are also filed electronically on the Listing Centre but due to delisting and non-availability of trading platform it is not possible to communicate the same with BSE Limited through the Listing Centre. As on date no records are available on BSE website related to Bhagawati Gas Limited.

GENERAL SHAREHOLDER(S) INFORMATION

Annual General Meeting

DATE & TIME	Friday, September 30, 2022 at 10.30 A.M.
VENUE OF AGM	Banawas, Khetri nagar – 333504, Distt – Jhunjhunu, Rajasthan.
FINANCIAL YEAR	2021-22
BOOK CLOSURE	Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive)
E-VOTING DATES	Tuesday, September 27, 2022 (9.00A.M.) to Thursday, September 29, 2022 (5.00 P.M.) (both days inclusive)

FINANCIAL YEAR

The Company's Financial Year begins on April 1st and ends on March 31st every year. The address of our registered office is Banawas, Khetri nagar – 333504, Distt – Jhunjhunu, Rajasthan.

LISTING ON STOCK EXCHANGE

The equity shares of the Company were listed on the following stock exchanges but the company has been delisted from platform of the exchange of BSE Limited w.e.f. May 11, 2018 by the order of exchange:

Name: BSE Limited (BSE)

Address: P.J. Towers, Dalal Street, Fort, Mumbai-400001

Stock Code: 500051

International Security Identification Number (ISIN):INE099C01010

STOCK MARKET PRICE DATA

As on date, the company is delisted from BSE Limited and due to delisting of equity shares of the company, equity shares of the company is not trading on stock exchange. Therefore, this clause is not applicable on company.

REGISTRAR & TRANSFER AGENT (R&TA)

Skyline Financial Services Private Limited is the Company's Registrar and Share Transfer Agent (RTA) for carrying out share related activities like transfer of shares, transmission of shares, transposition of shares, name deletion, change of address, amongst others. Following below are the contact details related to R&TA:

NAME	Skyline Financial Services Private Limited
E- MAIL	admin@skylinerta.com or info@skylinerta.com
REGISTERED ADDRESS	A, Okhla Industrial Area, Phase - I, New Delhi - 110 020
PHONE NOS.	011-26812682 or 011-40450193-97 & 011-26812682-83

SHARE TRANSFER SYSTEM

The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares, requests for deletion of name of the shareholder etc. to the designated officials of the Company. However, the transaction in respect of issuance of duplicate share certificates, split, rematerialization, consolidation and renewal of Share Certificates are approved by the Shareholder's Committee of the Board of Directors of the Company.

All the documents received from shareholders are scrutinized by the Company's RTA. The shares lodged for transfer, etc. are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

In all cases of transfer of shares in physical mode an intimation letter is being sent to transferor(s) informing them of the lodgement of shares for transfer and in case of any objection to said transfer to revert within fifteen days with copy to transferee(s). A summary of approved transfers, transmissions, deletion requests, etc. are placed before the Board of Directors from time to time as per the Listing Regulations.

The Company obtains from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has not filed a copy of the certificate with the Stock Exchanges due to delisted from BSE Limited and listing centre is also not available with company.

DISTRIBUTION OF SHAREHOLDING OF ORDINARY SHARES

Distribution of shareholding of shares of the Company as on March 31, 2022 is as follows:

Share or Debenture holding Nominal Value(Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount(Rs.)	% to Total Amount
1	2	3	4	5

Up To 5,000	20297	88.61	29180810.00	17.43
5001 To 10,000	1266	5.53	11336030	6.77
10001 To 20,000	604	2.64	9816980	5.86
20001 To 30,000	223	0.97	5871520	3.51
30001 To 40,000	121	0.53	4357710	2.62
40001 To 50,000	119	0.52	5768590	3.45
50001 To 1,00,000	152	0.66	11678520	6.98
1,00,000 and Above	123	0.54	89379430	53.38
Total	22905	100	167424590	100

SHAREHOLDING PATTERN AS ON MARCH 31, 2022

Sr. No	Category of Shareholders	Number of Shares held	Shareholding (%)
1	Promoters & promoter group	5730443	34.23
2	Mutual Funds	24400	0.15
3	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Government Institutions)	800	0.00
4	Foreign Portfolio Investors	-	-
5	Corporate Bodies	1202475	7.18
6	Indian Public	9702426	57.95
7	NRIs/OCBs /Foreign Nationals	81915	0.49
8	Any other	-	-
TOTAL		16742459	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY

Bhagawati Shares were tradable in the both under Electronic Form & Physical Form before the delisting of shares of company from exchange and trading platform is also not available for trading of securities of company on exchange. We have established connectivity with the National Security Depository Limited and Central Depository Services (India) Limited (CDSL) through M/s. Skyline Services Pvt. Ltd, Registrar and Share Transfer Agents. The ISIN allotted to our shares under the Depository system is INE099C01010.

As on March 31, 2022, 51.90% shareholding of the Company is in dematerialized form and rest of shareholding of company is in physical form and shareholding of company is not in compliance with Regulation 31(2) of the Listing Regulations.

Category	No. of Shares held	Shareholders (%)	Voting Strength (%)
Physical	8053868	48.10%	48.10%
Electronic	8688591	51.90%	51.90%
Total	16742459	100%	100%

OUTSTANDING GDR'S /ADR'S / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company does not have any outstanding GDRs/ADRs/ Warrants/Convertible Instruments as on March 31, 2022.

PLANT LOCATION & REGISTERED OFFICE ADDRESS

The plant of company is situated at Banawas, Khetri Nagar, Distt.- Jhunjhunu, Rajasthan-333504 and the same is registered office of company also. The following details are the contact details for further correspondence:

Name : Bhagawati Gas Limited
Phone : 01593-221478-80
Fax : 01593-221477
E-mail : bhagwatigases@gmail.com

CORPORATE OFFICE& ADDRESS FOR CORRESPONDENCE

The corporate office of the company is situated at S-492/A, Greater Kailash-I, New Delhi-110048 and following details are the contact details for any further correspondence:

Phone : 011-49120719
E-mail : bhagwatigases@gmail.com

NAME, DESIGNATION AND CONTACT NO OF COMPLIANCE OFFICER

Ms. Sanjana Sharma

Company Secretary & Compliance Officer,

Address: S-492/A, Greater Kailash-I, New Delhi- 110048

Phone No.: 011-49120719

E-mail: bhagwatigases@gmail.com

CREDIT RATING

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

OTHER DISCLOSURES:

DETAILS OF NON-COMPLIANCE

With regards to the matters related to capital markets, the Company has complied with all requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the submissions of disclosures/information to the Stock Exchange. The company has not filed the related information's with Stock Exchange due to non-availability of Listing Centre after delisted from the BSE Limited.

WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower policy for establishing a vigil mechanism for Directors and employees. The policy has been hosted on the website of the Company at www.bglgroup.in. We affirm that no personnel has been denied access to the Audit Committee. The Company at present has formulated a Whistle Blower mechanism in place.

In compliance of Section 177 of the Companies Act, 2013 and as per regulation 22of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Amendment, 2018 the Company has formulated Vigil Mechanism/Whistle Blower Policy that aims to provide a channel to the Directors and employees to report genuine concerns

about unethical behavior, actual or suspected fraud or violation of the Standards, Code of Conduct or policy adopted by the Company from time to time. Bhagawati is committed to conduct its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and to full and accurate disclosures. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Any actual or potential violation of these Standards, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of these Standards cannot be undermined.

Annual Affirmation in terms of Whistle Blower Policy of the Company

During the financial year 2021-22, no person has been denied access to the Competent Authority and necessary system has been put in place, to provide protection to the complainant, wherever required.

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

Date: 30.05.2022
Place: New Delhi

COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Regulation 34(3) read with Schedule V of the Listing Regulations.

In compliance with Regulation 34 of the Listing Regulations, a Certificate from the Auditors on its compliances forms an integral part of this Annual Report.

WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES & IS DISCLOSED

The policy has been hosted on the website of the Company at www.bglgroup.in.

DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

The Company has in place a mechanism to inform the Board members about the Risk assessment, mitigation plans and periodical reviews faced by the Company. Risk based internal audit plan is approved by the Audit Committee which also reviews adequacy and effectiveness of the Company's internal Financial controls. The Audit Committee is periodically briefed on the steps taken to mitigate the risks.

Presently, the Company is not dealing in commodities and commodity hedging activities.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

All the Corporate benefit against those shares like bonus shares, split, dividend etc, would also be transferred to Unclaimed Suspense Account of the Company. The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

Presently, The Company does not any unclaimed corporate benefits.

DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENTS AS SPECIFIED UNDER REGULATION 32 (7A)

During the Year, the company has not made any Preferential Allotment or Qualified Institutions placements as specified under Regulation 32 (7A). Hence, reporting is not applicable to the Company.

A CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF COMPANIES BY THE BOARD/MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY

In compliance with Regulation 34 of the Listing Regulations, a Certificate from Practicing Company Secretaries on its compliances forms an integral part of this Annual Report.

RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED

All the recommendation of the committees has submitted to the Board for their approval. During the year all the recommendation of the Committees were accepted by the Board.

TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES ON A CONSOLIDATED BASIS TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part, are as follows-

(Amount in Rs.)

Type of Services	Fiscal 2021-22	Fiscal 2020-21
Audit Fees	1,20,000	2,20,000

DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company's Policy on Prevention of Sexual Harassment at workplace is in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Prevention of Sexual Harassment of Women at Workplace Act) and Rules framed thereunder. Internal Complaints Committees have also been set up to redress complaints received regarding sexual harassment.

The Company conducts sessions for employees across the organization to build awareness amongst employees about the Policy and the provisions of Prevention of Sexual Harassment of Women at Workplace Act.

During the Financial Year 2021-22 no complaint were received by the Company and the same were investigated in accordance with the procedures prescribed and adequate steps were taken to resolve them.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates.

No. of complaints filed during the Financial Year	No. of Complaints disposed of during the Financial Year	No. of Complaints pending as on end of the Financial Year
Nil	Nil	Nil

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARA'S (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED

The Company has complied all mandatory requirements of Corporate Governance Report of

Sub-Para's (2) To (10) above.

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has implemented the following non mandatory requirements:

- **Shareholders Rights:** Presently the company is not sending half yearly communication. But the Company is in process to start the sending half yearly reports covering financial results were sent to the members at their registered addresses.
- **Modified opinion(s) in the Audit Report:** It is always the company's endeavor to present unqualified financial statements. There are no audit modified opinions in the company's financial statement for the year under review.
- **Reporting of Internal Auditor:** The Internal Auditor is directly reporting to Audit Committee

DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT

Company has complied with the Corporate Governance Requirements specified in Regulation 17 to 27 and in accordance with Regulation 46(2) of **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, required information has been hosted on the Company's website www.bglgroup.in.

CODE FOR PREVENTION OF INSIDER TRADING IN EQUITY SHARES/SECURITIES

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a comprehensive Code for Prevention of Insider Trading in Bhagawati Equity Shares/ Securities ("Code") to preserve the confidentiality and to prevent misuse of unpublished price sensitive information and adopted new policy in supersession of the earlier Code for Prevention of Insider Trading. The main objective of the Code is to restrain an insider of the Company to derive any benefit or assist others to derive any benefit, from the access and possession of unpublished price sensitive information about the Company, which is not in the public domain.

The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares/ securities of the Company and the consequences of non-compliance. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence of the said Code. A copy of the Code has been posted on the Company's website at www.bglgroup.in.

In line with the requirement of the said Code, whenever some unpublished price sensitive information is submitted to the Board for consideration and approval, the trading window is being closed from time to time. Notice of the closure of trading window is issued to designated employees and concerned persons well in advance and proper announcements are also made on the website of the Company as well as to Stock Exchanges where the shares of the Company are listed, restraining them from dealing in securities of the Company when the window is closed.

RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under Section 188 of the Companies Act, 2013 and Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year all related party transactions were on an arm's length price basis and in the ordinary course of business. The Board of Directors has adopted a policy on Related Party Transactions and the same has been prepared but yet to be uploaded on the website of the Company.

In line with the said Policy, all the Related Party Transactions were approved by the Audit Committee and/ or by the Board of Directors, as the case may be. The transactions with related parties are included in the Notes to the Accounts as per Accounting Standard and other applicable provisions of Companies Act, 2013. Further, a status report on Related Party transactions is put up for information of Audit Committee and Board of Directors on quarterly basis. During the year under review, there are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their relatives. 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. The policy has been hosted on the website of the Company at www.bglgroup.in.

MD AND CFO CERTIFICATION

As required by Regulation 17 read with Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the MD and CFO have given appropriate certifications to the Board of Directors.

CERTIFICATE ON COMPLIANCE WITH THE REGULATION OF CORPORATE GOVERNANCE

Certificate from the Company's Secretarial Auditor, ATCS and Associates, confirming compliance with condition of corporate governance, as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report.

CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Board of Directors of the Company had approved and adopted "Code of Business Conduct and Ethics for Board Members and Senior Management", in line with Companies Act, 2013 and Listing Regulations and adopted in supersession of the earlier Code of Conduct.

The Code of Business Conduct and Ethics for the Board Members and Senior Management is a comprehensive code applicable to all Directors, Key Managerial Personnel and Members of Senior management of the Company. It has been laid down in alignment with Company's mission and objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. A copy of the Code of Business Conduct and Ethics is available on the website of the Company at www.bglgroup.in Based on the affirmation received from the Board Members and Senior Management Personnel, a declaration regarding Compliance of Code of Business Conduct and Ethics from Chairman and Managing Director of the Company is as under.

**Declaration for Compliance with Code of Conduct of the Company as per SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

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 2021-22.

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

Date :30.05.2022
Place: New Delhi

DECLARATION:

All the members of the Board and senior Management Personnel of the Company have affirmed due observation of the code of the conduct, framed pursuant to Regulation 26(3) of Listing Regulations with Stock Exchange is so far as it is applicable to them and there is no non-compliance thereof during the year ended March 31, 2022.

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

Sd/-

Rakesh Samrat Bhardwaj
Chairman & Managing Director
DIN:00029757

Date: 30.05.2022
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 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with **Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 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, 2022

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	Mr. 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 ATCS & ASSOCIATES
Company Secretaries
ICSI Unique Code P2017RJ063900

CS Deepak Arora
Partner

FCS 5104 | C P No.: 3641
UDIN NO.: F005104D000432333

Place: Jaipur
Date: May 30, 2022

MANAGING DIRECTOR/CHIEF FINANCIAL OFFICER CERTIFICATION

IN TERMS OF REGULATION 17 (8) READ WITH REGULATION 34 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors,
Bhagawati Gas Limited

We the undersigned, in our respective capacities as Managing Director, and Chief Financial Officer of **Bhagawati Gas Limited** ("the Company") to the best of our knowledge and belief, certify that:

- a) We have reviewed financial statements and the cash flow statements for the financial year ended March 31, 2022 and to the best of our knowledge and belief, we state that;
 - (i) these statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2022 are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year, if any;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

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

Sd/-

Sd/-

Date: 30.05.2022

Place: New Delhi

Rakesh Samrat Bhardwaj
Chairman and Managing Director

Dyuman Samrat Bhardwaj
Chief Financial Officer

***Since there is no CEO in the Company, the above declaration is given by Mr. Rakesh Samrat Bhardwaj, Managing Director & Mr. Dyuman Samrat Bhardwaj, Chief Financial Officer of the Company.*

Certificate on Corporate Governance

To

The Members,

Bhagawati Gas Limited

Banawas, Khetri Nagar, Distt.-Jhunjhunu,
Rajasthan-333504.

We have examined the compliance of the conditions of Corporate Governance by **Bhagawati Gas Limited** ("the Company") for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

We further state that such compliance 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.

Note: During the financial year 2018-19, the equity shares of company got delisted from 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, for which company has filed the appeal/petition against delisting of company before Securities Appellate Tribunal (SAT) on May 06, 2019, which 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 which is under process.

For **M/S ATCS& ASSOCIATES**
Practicing Company Secretaries
ICSI Unique Code P2017RJ063900

Sd/-

CS Deepak Arora
(Partner)

M.No. – 5104 |COP No. – 3641
UDIN: F005104D000433224

Date:30.05.2022

Place: Jaipur

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

[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, 2022** ("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, 2022 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**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 CSE Ltd 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:

- 7. 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.
- 8. Company has its Website but it is not maintained as per the requirement of the Act and SEBI Guidelines.
- 9. 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.
- 10. 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.
- 11. 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. The Company has filed civil appeal against the order passed by SAT before Supreme Court and the matter is still pending in Supreme Court.
- 12. 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:
 - f) As per Regulations 7(3), 13(3), 24A, 27, 29, 31, 33, 40(9), 44, 47 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.

- g) 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.
- h) 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, 2021 in only one Newspaper.
- i) The company has not filed the Reconciliation of Share Capital in term of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended).
- j) 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.

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 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. Apart from this during the audit period, the Company has not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

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 **M/S ATCS & ASSOCIATES**
PRACTICING COMPANY SECRETARIES
ICSI Unique Code P2017RJ063900

Place: *Jaipur*

Date: 30.05.2022

DEEPAK ARORA
PARTNER
FCS No. 5104
COP No. 3641
UDIN: F005104D000433488

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.
- 7 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 **M/S ATCS & ASSOCIATES**
PRACTICING COMPANY SECRETARIES
ICSI Unique Code P2017RJ063900

Place: Jaipur
Date: 30.05.2022

DEEPAK ARORA
PARTNER
FCS No. 5104
COP No. 3641
UDIN: F005104D000433488

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 2021-22 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22 are as under:

S. No.	Name	Designation	Remuneration of Director /KMP for the Financial Year 2021-22 (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	5.16	-
02	Mrs. Shachi Bhardwaj	Non-Executive Director	6,75,000	1.86	12.5%
03	Mr. Dyuman Samrat Bhardwaj	Chief Financial Officer	6,75,000	1.86	12.5%
04	Mr. Ganga Charan	Non-Executive Independent Director	-	-	-
05	Sanjana Sharma	Company Secretary	3,60,000	-	-

2. The median remuneration of employees of the Company during the Financial Year was ₹ 3,60,000/- 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.

3. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was an increase in the median remuneration of employees.

4. Number of permanent employees on the rolls of Company was 13 as on March 31, 2022.

5. It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

(B) Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Details of Top ten employees as per remuneration as on March 31, 2022

S. N o.	Name of Employee	Designation	Qualification	Age	Date of Appointment	Experience (Years)	Annual Gross Remuneration (in Rs.)	Last Employment	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	RAKESH S. BHARDWAJ	Managing Director	Bachelor of Commerce	60	01-07-2004	Business & Industry	18,60,000.00	--	Husband of Mrs. Shachi Bhardwaj and father of Mr. Dyuman Bhardwaj
2	SHACHI BHARDWAJ	Non Executive Director	Matrix	55	08-07-2015	Matrix	6,75,000.00	--	Wife of Mr. Raksh S. Bhardwaj and Mother of Mr. Dyuman Bhardwaj
3	DYUMAN S BHARDWAJ	Chief Financial Officer	Bachelor of Commerce	27	11-03-2019	4	6,75,000.00	--	Son of Mr. Rakesh S Bhardwaj and Mrs. Shachi Bhardwaj
4	AYUSH GARG	Marketing	BBA, MBA	26	01-04-2019	3	6,00,000.00	--	No
5	ASHOK GARG	Chief accountant	M.Com	67	01-09-1980	42	6,00,000.00	Break Linin g limited	No
6	SANJANA SHARMA	Company Secretary	CS& M.Com	27	21-11-2020	1.5	3,60,000.00	--	No
7	PADMJA BHARDWAJ	HR	B.com	31	01-04-2020	3	3,24,000.00	--	Daughter of Mr. Rakesh S. Bhardwaj and Mrs. Shachi Bhardwaj and sister of Dyuman S Bhardwaj
8	SANJEET KUMAR RAY	Marketing	12th	28	12-08-2021	0	1,68,000.00	--	No
9	T P NANDAN	Personal Assistant of Managing Director	B.A.	57	01-05-1987	35	1,44,996.00	--	No
10	P C MISHRA	Production executive	10th	63	01-08-1978	44	99,372.00	--	No

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 2021-22.

Global economy overview

The year 2021 was marked by the second and third waves of the COVID-19 pandemic. Despite these challenges, the global economy was headed for a recovery. Banking on international collaboration in adapting functional health policies and efficient fiscal and monetary policies and increasing vaccinations, the global economy is estimated to grow by 6.1% in 2021, compared to a contraction of 3.1% in 2020. The biggest driver of the global recovery has been the emerging markets and developing economies (EMDEs), which are estimated to clock an average gross domestic product (GDP) growth of 6.8%. On the other hand, the advanced economies were estimated to grow at 5.2% in 2021.

World Economic Output (%)

The recovery phase of the global economy is projected to be sluggish in 2022 and 2023 owing to the Russia and Ukraine war and the possibilities of yet another wave of COVID. The aggregate output of Advanced economies will take longer to return to pre pandemic levels. Further, the divergence between advanced economies and EMDEs that emerged in 2021 is projected to persist, implying some long-term scarring from the pandemic. The crisis may also benefit EMDEs, as they may be able to acquire vacant Russian and Ukrainian markets. As a result, their output is expected to grow and stabilise at 4.4% in 2023, post a projected downfall of 3.8% in 2022.

Indian Economy REVIEW

In 2021-22, the country was marked with the outbreak of the second and third wave of the COVID-19 pandemic. Though the impact of the third wave was not much, the second wave took a heavy toll on the economy and people's lives. Following the onslaught of the second wave of COVID-19, India's economy was headed for a recovery.

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 Phycoremediation technology.

OUTLOOK

During the financial year 2021-22, 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 institutionalising the values amongst the employees through robust foundation architecture, organisational 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, 2022, the Company's total Manpower stood 13 employees.

INTERNAL CONTROLS

The Company's internal control systems adequately includes 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 2021-22.

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

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

Date: 30.05.2022

Place: New Delhi

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF BHAGAWATI GAS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of BHAGAWATI GAS LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2022, 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) together with the ethical requirements that are relevant to our audit of the financial statements 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 Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on these financial statements.

- (i) Advances of Rs. 197.99 lacs 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.
- (ii) 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 2022. Accordingly, we are unable to comment upon the consequential impact, 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.

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. Those Board of Directors are 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.

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 A, 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, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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.
 - 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
- c. 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. The Company has not declared or paid any dividend during the year ended 31 March 2022.

For **Mohan L Jain & Co**
Chartered Accountants
Firm's Registration No.: **005345N**

Ankush Jain
Partner
Membership No.: 540194
UDIN: 22540194AJWDTB7262

Place: New Delhi
Date: 30 May 2022

“Annexure A” referred to in Paragraph 17 of the Independent Auditor’s Report of even date to the members of Bhagawati Gas Limited on the standalone financial statements for the year ended 31 March 2022

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:

- (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.
- (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 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (b)As explained to us, The Company has not been sanctioned any working capital limits from banks or financial institution on the basis of security of current assets during the financial year.
- (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	Loans (₹ in Hundreds)	Advances in nature of loans (₹ in Hundreds)
Aggregate amount provided/granted during the year:		
- Others		

Balance outstanding as at balance sheet date in respect of above cases:		
- Others	49,530	

- (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 repayments of principal is outstanding. Please refer note no. 7 & 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. 7 & 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
- (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.
- (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.
- (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.
- (vii)(a) According to the records of the company and information and explanations given to us, except for the table as mentioned below, the Company has been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI),
Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues wherever applicable to it with the appropriate authorities.

Nature of the Statute	Nature of Dues	Amount	Period which Amount relates to	Due date	Date of Payment
Service Tax	Service Tax	1,96,853	Opening Balance, and April 2017 to June 2017	6 th of Succeeding month	Not paid

- (b) According to the information and explanations given to us, there are no dues in respect of Income-tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- (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.
- (ix)(a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender. Please refer note no. 13 of Financial Statements.
- (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.
- (d) In our opinion and according to the information and explanations given to us, the company has not obtained any term loan; hence this clause is not applicable.
- (e) In our opinion and according to the information and explanations given to us, and the company has not raised any short term fund; hence this clause is not applicable.
- (f) 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) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies.
- (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.
- (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.
- (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.
- (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 standalone 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.
- (xiv) According to the information and explanations given to us, the (a) The Central Government has not prescribed to appoint internal auditor under section 138 of the Act, for any of the services rendered by the Company; (b) This clause is not applicable to the company.
- (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.
- (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.
- (d) 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.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial

liabilities, 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 accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Mohan L Jain & Co**
Chartered Accountants
Firm Registration No. **005345N**

Ankush Jain
Partner
Membership No. 540194

Place: New Delhi
Date: 30th May 2022
UDIN: 22540194AJWDTB7262

"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, 2022 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 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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 **Mohan L Jain & Co**
Chartered Accountants
Firm Registration No. **005345N**

Ankush Jain
Partner
Membership No. 540194

Place: New Delhi
Date: 30th May 2022
UDIN: 22540194AJWDTB7262

BHAGAWATI GAS LIMITED

Standalone Balance Sheet as at March 31, 2022

(Amount in Rs.)

	Notes	As at 31 March, 2022	As at 31 March, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	1	24,964,831	24,939,123
Income tax assets (net)	2	9,503,135	9,779,187
Total non-current assets		34,467,966	34,718,310
Current assets			
Financial assets			
Investments	3	543,000	128,500
Trade receivables	4	1,978,364	825,804
Cash and cash equivalents	5	13,420,580	5,995,019
Other bank balances	6	87,175,496	86,675,090
Loans	7	5,020,381	4,696,381
Deferred tax Asset (Net)	8	1,673,722	1,687,986
Other current assets	9	37,393,958	36,846,982
Total current assets		147,205,501	136,855,762
Total assets		181,673,467	171,574,072
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	167,424,590	167,424,590
Other equity	11	(26,754,584)	(35,406,191)
Total equity		140,670,006	132,018,399
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings			
Provisions	12A	971,078	5,246,703
Total non-current liabilities		971,078	5,246,703
Current liabilities			
Financial liabilities			
Borrowings	13	2,700,000	2,700,000
Other financial liabilities	14	28,998,252	28,007,847
Other current liabilities	15	2,632,661	2,008,205
Provisions	12B	5,701,470	1,592,918
Total current liabilities		40,032,383	34,308,970
Total liabilities		41,003,461	39,555,673
Total liabilities		181,673,467	171,574,072
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 Mohan L Jain & Co. Chartered Accountants Firm registration no.: 005345N		For and on behalf of the Board of Directors	
Sd/- Ankush Jain Partner Membership No.: 540194	Sd/- Rakesh S. Bhardwaj Chairman and Managing Director [DIN:00029757]	Sd/- Shachi Bhardwaj Director [DIN:07232850]	
Place: New Delhi Date: 30th May, 2022 UDIN: 22540194AJWDTB7262	Sd/- Sanjana Sharma Company Secretary	Sd/- Dyuman S. Bhardwaj Chief Financial Officer	

BHAGAWATI GAS LIMITED

Standalone statement of profit and loss for the year ended 31 March, 2022

(Amount in Rs.)

	NOTE	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Income			
Revenue from operations	16	11,073,485	-
Other income	17	32,150,816	5,409,024
		43,224,301	5,409,024
Expenses			
Cost of goods sold	18	8,000,000	
Employee benefits expense	19	7,907,382	7,143,877
Finance costs	20	601,310	1,245,466
Depreciation and amortization expense	1	1,547,951	1,520,960
Other expenses	21	17,121,364	8,689,175
Total Expenses		35,178,007	18,599,478
Profit before tax			
		8,046,294	(13,190,454)
Tax expense	22		
Current tax		-	-
Deferred tax		14,264	4,338,077
Tax on Earlier Years		-	-
Profit/(Loss) for the year		8,032,030	(17,528,531)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains (losses) on defined benefit plans		619,577	1,057,763
Total comprehensive income for the year		8,651,607	(16,470,768)
Earnings per equity share			
Basic (in Rs.)	22	0.01	(0.01)
Diluted (in Rs.)		0.01	(0.01)
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 Mohan L Jain & Co. Chartered Accountants Firm registration no.: 005345N		For and on behalf of the Board of Directors	
Sd/- Ankush Jain Partner Membership No.: 540194	Sd/- Rakesh S. Bhardwaj Chairman and Managing Director [DIN:00029757]	Sd/- ShachiBhardwaj Director [DIN:07232850]	
Place: New Delhi Date: 30th MAY, 2022 UDIN: 22540194AJWDTB7262	Sd/- Sanjana Sharma Company Secretary	Sd/- Dyuman S. Bhardwaj Chief Financial Officer	

BHAGAWATI GAS LIMITED

Standalone cash flow statement for the year ended 31 March, 2022

(Amount in Rs.)

A. CASH FLOWS FROM OPERATING ACTIVITIES	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Profit before tax	8,046,294	(13,190,454)
Adjustments for:		
Depreciation of property, plant and equipments	1,547,951	1,520,960
Interest income on bank deposits and financial assets measured at amortized cost	(32,053,674)	(53,80,324)
Excess provision for expenses written back	619,577	10,57,763
Net (gain)/loss arising on financial instruments at FVTPL	(4,14,500)	(28,700)
Finance costs	601,310	1,245,466
Bad debts written off	1,887,188	444,581
Operating profit before working capital changes	(19,765,854)	(14,3307.08)
Movement in working capital		
Other current financial assets	-	-
(Increase)/decrease Other current assets	(546,976)	(18,11,245)
Increase/(decrease) in current assets	14,264	43,38,076
Trade receivables	(3,039,749)	(4,20,510)
Other non-current assets	276,052	(2,23,250)
Other current financial and non-financial liabilities	5,723,413	(120,93,740)
Other non-current liabilities	(4,275,625)	(3,91,064)
Cash flow from operations	(216,14,474)	(249,32,441)
Income tax paid (net of refunds)	(14,264)	(43,38,076)
Net cash flow from operating activities (A)	(216,28,738)	(292,70,516)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Current and non-current loans	(324000)	

		11980
Interest received	32,053,674	53,80,324
Proceeds from sale/disposal of property, plant and equipment	(15,73,659)	-
Net cash used in investing activities (B)	301,56,015	53,92,304
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Finance cost paid	(6,01,310)	(12,45,466)
Net cash used in financing activities (C)	(601,310)	(12,45,466)
Increase/(decrease) in cash and cash equivalents (A+B+C)	79,25,967	(251,23,678)
Cash and cash equivalents at the beginning of the year	926,70,109	11,77,93,787
Cash and cash equivalents at the end of the year (refer note 6)	1,005,96,076	926,70,109
Reconciliation of cash and cash equivalents as per cash flow statement		
Cash in hand	575,905	1,790,747
Balances with banks		
In current accounts	3,780,865	404,272
Cheques in hand	9,063,810	3,800,000
Bank deposits with original maturity	87,175,496	86,675,090
	100,596,076	92,670,109
The accompanying notes are integral part of the standalone financial statements.		
This is the standalone cash flow statement referred to in our report of even date.		
For Mohan L Jain & Co. Chartered Accountants Firm registration no.: 005345N	For and on behalf of the Board of Directors	
Sd/- Ankush Jain Partner Membership No.: 540194	Sd/- Rakesh S. Bhardwaj Chairman and Managing Director [DIN:00029757]	Sd/- ShachiBhardwaj Director [DIN:07232850]
Place: New Delhi Date: 30th May, 2022 UDIN: 22540194AJWDTB7262	Sd/- Sanjana Sharma Company Secretary	Sd/- Dyuman S. Bhardwaj Chief Financial Officer

BHAGAWATI GAS LIMITED

Standalone statement of changes in equity for the year ended 31 March, 2022

A. Equity Share Capital**(Amount in Rs.)**

Balance at the beginning of 1st April, 2020	Changes in equity share capital during the year 2020-21	Balance as at 31 st March, 2021	Balance at the beginning of 1st April, 2021	Changes in equity share capital during the year 2021-22	Balance as at 31st March, 2022
167,424,590	-	167,424,590	167,424,590	-	167,424,590

B. Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium Account	General Reserve	Retained Earnings	
As on 31st March, 2021				
Balance at the beginning of 1st April 2020	66,700,165	12,511,248	(981,46,836)	- (189,35,423)
Net Profit/Loss for the year			(17,528,531)	-
Other comprehensive income for the year	-	-	1,057,763	1,057,763
Balance at the end of 31st March 2021	66,700,165	12,511,248	(114,617,604)	(35,406,191)
As on 31st March, 2022				
Balance at the beginning of the reporting period	66,700,165	12,511,248	(114,617,604)	(35,406,191)
Net Profit/Loss for the year			80,32,030	
Other Comprehensive Income for the year	-	-	619,577	619,577
Balance at the end of reporting period	66,700,165	12,511,248	(105,965,997)	(26,754,584)

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 Mohan L Jain & Co. Chartered Accountants Firm registration no.: 005345N	For and on behalf of the Board of Directors	
Sd/- Ankush Jain Partner Membership No.: 540194	Sd/- Rakesh S. Bhardwaj Chairman and Managing Director [DIN:00029757]	Sd/- Shachi Bhardwaj Director [DIN:07232850]
Place: New Delhi Date: 30th MAY, 2022 UDIN: 22540194AJWDTB7262	Sd/- Sanjana Sharma Company Secretary	Sd/- Dyuman S. Bhardwaj Chief Financial Officer

BHAGAWATI GAS LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022.

Note 1

Property, plant and equipment

(Amount in Rs.)

PARTICULARS	Gross Block			Depreciation				Net Block		
	As at 31 March, 2021	Additions/ Adjustments	Deductions / Adjustments	As at 31 March, 2022	Upto 31 March, 2021	For Current period	Deductions/ Adjustments	As at 31 March, 2022	As at 31 March, 2021	
Freehold Land	6,675,340	-	-	6,675,340	-	-	-	-	6,675,340	66,75,340
Building	53,287,099	1,547,460	-	54,834,559	36,076,171	1,216,106	-	37,292,277	17,542,282	17,210,928
Lease Hold Improvement	7,141,212	-	-	7,141,212	6,088,357	33,1330	-	6,419,687	721,525	1,052,855
Plant & Machinery	464,876	-	-	464,876	464,876	-	-	464,876	-	-
Furniture & Fixture	-	26,199	-	26,199	-	515	-	515	25,684	-
Total	67,568,527	1,573,659	-	69,142,186	42,629,404	1,547,951	-	44,177,355	24,964,831	24,939,123

BHAGAWATI GAS LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022.

(Amount in Rs.)

Note 2	As at 31 March, 2022	As at 31 March, 2021
Income tax assets (net)		
Advance tax (net of provision)	6,178,520	5,590,918
MAT credit entitlement	3,224,279	4,087,933
Fringe benefit tax	100,336	100,336
	9,503,135	9,779,187

(Amount in Rs.)

Note 3	As at 31 March, 2022	As at 31 March, 2021
A. Investments In equity shares - quoted		
Bhagawati Oxygen Limited [10,000 equity shares (31 March 2018: 10,000 equity shares) of Rs 10 each]	543,000	128,500
	543,000	128,500

(Amount in Rs.)

Note 3.1	As at 31 March, 2022	As at 31 March, 2021
Category wise current investments		
Financial assets measured at fair value through profit & loss (FVTPL)	543,000	128,500
	543,000	128,500

(Amount in Rs.)

Note 4	As at 31 March, 2022	As at 31 March, 2021
Trade receivables (Unsecured considered good, unless otherwise stated)		
Considered good	1,978,364	825,804
Considered doubtful	-	-
	1,978,364	825,804

(Amount in Rs.)

Note 5	As at 31 March, 2022	As at 31 March, 2021
Cash and cash equivalents		
Cash in hand	575,905	1,790,747
Balances with banks		
In current accounts	3,780,865	404,272
Cheques in hand	9,063,810	3,800,000
	13,420,580	5,995,019

(Amount in Rs.)

Note 6	As at 31 March, 2022	As at 31 March, 2021
Other bank balances		
Bank deposits with maturity of more than three	87,175,496	86,675,090

months and upto twelve months		
	87,175,496	86,675,090

(Amount in Rs.)

Note 7	As at 31 March, 2022	As at 31 March, 2021
Loans - current (Unsecured, considered good)		
Loan*	4,953,000	4,629,000
Loan to related party (Refer Note 23)	-	-
Security deposits	67,381	67,381
	5,020,381	4,696,381

*Loan is outstanding since 1994. Principal component is INR 30 lakhs

(Amount in Rs.)

Note 8	As at 31 March, 2022	As at 31 March, 2021
Deferred tax assets (net)		
Deferred tax assets (net)	16,73,722	1,687,986
	16,73,722	1,687,986

(Amount in Rs.)

Note 9	As at 31 March, 2022	As at 31 March, 2021
Other current assets		
Advance to Material/service providers	21,661,860	20,404,031
Advance to Employees	6,829,673	7,737,413
Advance for Property*	8,012,078	7,890,351
Balances with Government Authorities	612,786	470,904
Others	277,563	344,284
	37,393,958	36,846,983

*Advance for property contains the advance amount of INR 70,00,000/- to one party outstanding since 1995.

(Amount in Rs.)

Note 10	As at 31 March, 2022		As at 31 March, 2021	
Equity share capital				
i. Authorised	Number	Amount (in Rs.)	Number	Amount (in Rs.)
Equity Shares of Rs. 10 each	25,000,000	250,000,000	25,000,000	250,000,000
		250,000,000		250,000,000
ii. Issued, subscribed and paid up				
Equity Shares of Rs. 10 each	16,742,459	167,424,590	16,742,459	167,424,590
		167,424,590		167,424,590
iii. 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	16,742,459	167,424,590	16,742,459	167,424,590

Add: Call money received	-	-	-	-
Balance at the end of the year	16,742,459	167,424,590	16,742,459	167,424,590

iv. 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.

v. 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%

vi. Promoters shareholding

Equity shareholding of promoters as on March 31, 2022

Promoter name	As at 31 March, 2022		As at 31 March, 2021		% 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%	-
Total	57,30,443	34.23%	57,30,443	34.23%	-

Equity shareholding of promoters as on March 31, 2021					
Promoter name	As at 31 March, 2021		As at 31 March, 2020		% 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		0.20%		0.20%	

	33,410		33,410		-
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%	-
Total	57,30,443	34.23%	57,30,443	34.23%	-
vii. No shares have been issued for consideration other than cash during the period of five years immediately preceding the reporting date.					
viii. There are no bonus shares issued, or shares bought back during the period of five years immediately preceding the reporting date.					
ix. There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestments.					

(Amount in Rs.)

Note 11	As at 31 March, 2022	As at 31 March, 2021
Other equity		
Particulars	-	-
Securities Premium Account	66,700,165	66,700,165
General Reserve	12,511,248	12,511,248
Retained Earnings	(105,965,997)	(114,617,604)
Total	(26,754,584)	(35,406,191)

(Amount in Rs.)

Note12	As at 31 March, 2022	As at 31 March, 2021
A. Provisions - non-current		
Provision for employee benefits:		
Gratuity	360,464	2,349,505
Compensated absences	610,614	2,897,198
	971,078	5,246,703
B. Provisions - current		
Provision for employee benefits:		
Gratuity	3,151,487	1,349,464
Compensated absences	2,549,983	243,454
	5,701,470	1,592,918

(Amount in Rs.)

Note 13	As at 31 March, 2022	As at 31 March, 2021
Borrowings - current		
Unsecured loans		
Loan from others*	2,700,000	2,700,000
	2,700,000	2,700,000

*Loan is outstanding since 1994.

(Amount in Rs.)

Note 14	As at 31 March, 2022	As at 31 March, 2021
Other financial liabilities - current		
Other payables*	27,685,112	26,675,671
Payable to related parties^^	849,050	868,086
Security deposit received	464,090	464,090
Bank Overdraft	-	-
	28,998,252	28,007,847

*Other payables contains amount of INR 235.23 lakhs, which is disputed against supply of plant and machinery since 1994.

^^Payable to related parties-

Bhagawati Steel Private Limited	849,050	868,086
--	---------	---------

(Amount in Rs.)

Note 15	As at 31 March, 2022	As at 31 March, 2021
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Other current liabilities		
Audit Fees Payable	120,000	220,000
Payable to statutory authorities	230,103	226,728
Employee payables	2,282,558	1,561,477
	2,632,661	2,008,205

(Amount in Rs.)

Note 16	As at 31 March, 2022	As at 31 March, 2021
Revenue from operations		-
Trading Sales Oxygen Plant	9,159,100	-
Water Treatment income	19,143.85	-
	11,073,485	-

(Amount in Rs.)

Note 17	As at 31 March, 2022	As at 31 March, 2021
Other income		
Interest income on bank deposits	3,627,847	5,019,109
Other interest income	28,425,827	389,915
Discount Received	97,142	-
	32,150,816	5,409,024

(Amount in Rs.)

Note 18	As at 31 March, 2022	As at 31 March, 2021
Purchases		
Purchase Trading	8,000,000	-

Note 19		
Employee benefits expense		
Salaries and wages	5,768,795	5,367,721
Other employee benefits	452,504	53,060
Staff welfare expenses	1,686,083	1,723,096
	7,907,382	7,143,877

(Amount in Rs.)

Note 20	As at 31 March, 2022	As at 31 March, 2021
Finance costs		
Interest on Over Draft	-	592,637
Interest others	601,310	652,830
	601,310	1,245,467

(Amount in Rs.)

Note 21	As at 31 March, 2022	As at 31 March, 2021
Other expenses		

Travelling and conveyance	1,599,091	1,318,789
Electricity charges	535,068	474,955
Balances/Bad debts written off	1,887,188	444,581
Auditor's remuneration	120,000	220,000
Security expenses	675,548	635,986
Legal and professional	1,105,600	738,917
Communication expenses	135,848	100,289
Repairs and maintenance	3,599,820	1,147,175
Insurance	48,250	39,744
Rates and taxes	155,091	90,419
Marketing and business promotions	788,626	7,88,214
Donations	555,628	1,42,131
Miscellaneous expenses	2,836,389	13,09,335
Office and administrative expenses	461,591	5,46,904
Printing and stationery	386,099	79,418
Vehicle running and maintenance	728,427	612,318
Water Treatment expenses	1,503,099	-
	17,121,364	8,689,175

(Amount in Rs.)

Note 22	As at 31 March, 2022	As at 31 March, 2021
Tax Expenses		
Current tax	-	-
Deferred tax credit	(14,264)	(4,338,077)
Income tax expense recognised in the statement of profit and loss	(14,264)	(4,338,077)
*The income tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit Before Tax	8,046,294	(13,190,454)
Applicable Tax Rate	26.00%	26.00%
Computed Tax Expense		-
Current Tax Provisions (A)		-
Incremental deferred tax liability/(asset) on account of financial asset and others	14,264	4,338,077
Deferred Tax Provisions (B)	14,264	4,338,077
Tax on earlier years (C)	-	-
Tax expenses recognized in statement of profit	14,264	4,338,077

and loss (A+B+C)		
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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 are 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.

	(Amount in Rs.)	
	As at 31 March, 2022	As at 31 March, 2021
Profit attributable to equity shareholders	8,651,607	(16,470,768)
Profit attributable to equity shareholders adjusted for the effect of dilution	8,651,607	(16,470,768)
Weighted average number of equity shares for basic EPS	16,742,459	16,742,459
Weighted average number of equity shares adjusted for the effect of dilution	16,742,458	16,742,458
Earnings per equity share		
Basic	0.01	(0.01)
Diluted	0.01	(0.01)

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

Bhagawati International Limited
Lavino Portfolios Private Limited
Bhagwati Steel Private Limited

ii) Directors and Key management personnel (KMP)

Rakesh Samrat Bhardwaj Managing Director
Ganga Charan Director
Shachi Bhardwaj Director
Sanjana Sharma Company Secretary
Dyuman Samrat Bhardwaj Chief Financial Officer

iii) Relatives of KMP

Name of Relatives	Relationship with KMP
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:

(Amount in Rs.)

S No.	Particulars	Year	Related parties		Total
			Entities under common control	Key management personnel and their relatives	
1	Salaries				
	Rakesh Samrat Bhardwaj	31-Mar-22	-	18,60,000	18,60,000
		31-Mar-21	-	18,60,000	18,60,000
	Shachi Bhardwaj	31-Mar-22	-	675,000	675,000
		31-Mar-21	-	600,000	600,000
	Dyuman Samrat Bhardwaj	31-Mar-22	-	675,000	675,000
		31-Mar-21	-	600,000	600,000
	Sanjana Sharma	31-Mar-22	-	360,000	360,000
		31-Mar-21	-	130,000	130,000
2	Expenses paid on behalf of				
	Rakesh Samrat Bhardwaj	31-Mar-22		3,61,018	3,61,018
		31-Mar-21		8,80,130	8,80,130
	Bhagawati International Limited	31-Mar-22	94,098	-	94,098
		31-Mar-21	15,200	-	15,200
	Bhagawati Steel Pvt. Ltd.	31-Mar-22	19,036	-	19,036
		31-Mar-21	26,213	-	26,213
	Dyuman Samrat Bhardwaj	31-Mar-22	-	6,25,110	6,25,110
		31-Mar-21	-	9,59,699	9,59,699
	Shachi Bhardwaj	31-Mar-22	-	68,500	68,500
		31-Mar-21	-	2,01,000	2,01,000
	Lavino Portfolios Private Limited	31-Mar-22		-	
		31-Mar-21	1,100	-	1,100
3	Amount Repaid				
	Dyuman Samrat Bhardwaj	31-Mar-22	-	6,25,110	6,25,110
		31-Mar-21	-	9,59,699	9,59,699
	Rakesh Samrat bhardwaj	31-Mar-22	-	3,61,018	3,61,018
		31-Mar-21	-	8,80,130	8,80,130

	Bhagawati International Limited	31-Mar-22	15,04,098	-	15,04,098
		31-Mar-21	65,200	-	65,200
	Shachi Bhardwaj	31-Mar-22	-	68,500	68,500
		31-Mar-21	-	2,01,000	2,01,000
	Lavino Portfolios Private Limited	31-Mar-22	-	-	-
		31-Mar-21	1,100	-	1,100
4	Advance Given				
	Bhagawati International Limited	31-Mar-22	1,410,000	-	1,410,000
		31-Mar-21	50,000	-	50,000

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

(Amount in Rs.)

S No.	Particulars	Year	Related parties		Total
			Entities under common control	Key management personnel and their relatives	
1	Other financial liabilities - current		-	-	-
	Bhagawati Steel Private Limited	31-Mar-22	8,49,050	-	8,49,050
		31-Mar-21	8,68,086	-	8,68,086

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:

Particulars	As at 31 March, 2022	As at 31 March, 2021
Total borrowings	2,700,000	2,700,000
Total equity	140,670,006	132,018,399
Net debt to equity ratio	1.92%	2.05%

Note 26

Contingent liabilities and commitments:

Particulars	As at 31 March, 2022	As at 31 March, 2021
Counter Guarantee given to bankers for guarantees issued by the banker (Net of margins)	86,675,090	86,675,090

Note 27**Trade receivables ageing (including unbilled)
31 March 2022**

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	-	-	1,138,470	-	14,090	190,216	635,588	1,978,364
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	-	-	-	-	-	-	-	-
Total	-	-	1,138,470	-	14,090	190,216	635,588	1,978,364

31 March 2021

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	-	-	-	-	190,216	-	635,588	825,804
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	-	-	-	-	-	-	-	-
Total	-	-	-	-	190,216	-	635,588	825,804

Note 28

Financial Ratios

Particulars	Numerator (refer notes below)	Denominator (refer notes below)	As at 31st March 2022	As at 31st March 2021	% of change	Reasons for more than 25% increase/(decrease):
a. Current Ratio	Current Assets (CA)	Current Liabilities (CL)	3.68	3.99	-8%	Not Applicable (NA)
b. Debt-Equity Ratio	Debt	Equity	0.02	0.02	-6%	Not Applicable (NA)
c. Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	16.93	-11.85	-243%	The variance pertains to profit made during the current FY in comparison to loss made during the previous FY.
d. Return on Equity Ratio/ Return on investment	Profit after tax	Average Shareholder Equity	5.89%	-12%	-147%	The variance pertains to revenue from operations earned during the year
e.. Trade Receivables turnover ratio	Net Credit Sales	Average Receivables	7.90	0.00	100%	There were no revenue from operations in the previous FY
f. Net capital turnover ratio	Net Sales	Working Capital	0.10	0.00	100%	There were no revenue from operations in the previous FY
g. Net profit ratio	Profit after tax	Revenue from Operation	0.73	0.00	100%	There were no revenue from operations in the previous FY
h. Return on Capital employed	Earning before interest and tax	Capital employed	6.11%	-9%	-170%	There were loss in the previous FY

- 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 Receivable = (Opening Receivable + Closing Receivable) / 2
 vii) Working Capital = Current assets - Current Liabilities
 viii) Capital employed = Total Asset -Goodwill - Current Liabilities

Note 29

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 recognized in the financial statements.

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

Particulars	(Amount in Rs.) Gratuity	
	As at 31 March, 2022	As at 31 March, 2021
Defined Benefit obligation at beginning of the year	3,698,969	5,042,083
Current Service Cost	205,072	160,296
Interest Cost	227,487	341,853
Actuarial (gain)/ loss	(619,577)	(1,057,763)
Benefits paid	-	(787,500)
Defined Benefit obligation at year end	3,511,951	3,698,969

ii) Expenses recognized during the year:

Particulars	(Amount in Rs.) Gratuity	
	Year ended 31.03.2022	Year ended 31.03.2021
In Income Statement		
Current Service Cost	205,072	160,296
Interest Cost	227,487	341,853
Net Cost	432,559	502,149
In Other Comprehensive Income		
Actuarial (gain)/loss on defined benefit obligation	(619,577)	(1,057,763)
Net (Income) /Expense recognized in OCI	(619,577)	(1,057,763)

iii) Actuarial assumptions:

Particulars	(Amount in Rs.) Gratuity	
	Year ended 31.03.2022	Year ended 31.03.2021
Mortality Table (IALM)	2012-14	2012-14
Discount rate (per annum)	7.16	6.15
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 Acturial Assumptions for the determination of the defined benefit obligation are discount trade, 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	(Amount in Rs.)	
	Gratuity	
	As at 31st March	
	2022	2021
a) Impact of the change in discount rate		
Present value of obligation at the end of the period	3,511,951	3,698,969
i) Impact due to increase of 0.5%	(24,187)	(23,237)
ii) Impact due to decrease of 0.5%	(26,925)	24,643
b) Impact of the change in salary increase		
Present value of obligation at the end of the period	35,120	36,990
i) Impact due to increase of 0.5%	(27,236)	246,792
ii) Impact due to decrease of 0.5%	(24,659)	(23,485)

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

a) 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.

b) Interest risk

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

c) 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.

d) 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)

Note 32

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

Note 33

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slow down of economic activity. The company is 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

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 Mohan L Jain & Co.

Chartered Accountants
Firm registration no.: 005345N

Sd/-

Ankush Jain

Partner
Membership No.: 540194

For and on behalf of the Board of Directors

Sd/-

Rakesh S. Bhardwaj

Chairman and Managing Director
[DIN:00029757]

Sd/-

Shachi Bhardwaj

Director
[DIN:07232850]

Sd/-

Sanjana Sharma

Company Secretary

Sd/-

Dyuman S. Bhardwaj

Chief Financial Officer

Place: New Delhi
Date: 30th May, 2022
UDIN: 22540194AJWDTB7262

NOTES TO THE FINANCIAL STATEMENTS

A. CORPORATE INFORMATION

Bhagawati Gas Limited ('the Company') is a company incorporated in India. The principal activity of the Company is now cleaning of water bodies.

B. Accounting Policies

B.1 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 noticed 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.

B.2 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.

B.3 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, labor 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 Written Down Value (WDV) 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 show'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.

(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 neither recognised nor disclosed in the financial statements.

(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 include 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.

C. 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 **Tel No.:** +91-11 49120719 **Website:** www.bqlgroup.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 (In block letters)	
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
ORDINARY BUSINESS				
1.	To receive, consider, and adopt Financial Statements for the year ended March 31, 2022 and the Auditors and Directors reports thereon.			
2.	To re-appoint Mrs. Shachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible offers herself for re-appointment.			
3.	To approve the appointment of M/s Jain Paras Bilala & Co., Chartered Accountants, as a statutory Auditor			

(Signature of the shareholder)

Place:

Date:

BHAGAWATI GAS LIMITED

(CIN: U24111RJ1974PLC005789)

Regd. Office:Banawas, Khetri Nagar, Jhunjhunu, Rajasthan-333504**E-mail:**bhagwatigases@gmail.com**Tel No.:** +91-11 49120719**Website:** www.bglgroup.in**ATTENDANCE SLIP FOR THE 48th 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

48th ANNUAL GENERAL MEETING TO BE HELD ON **FRIDAY, SEPTEMBER 30, 2022 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 48th Annual General Meeting of the company held on **FRIDAY, SEPTEMBER 30, 2022 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.*

Member's/Proxy's Name in Block Letters

Signature of Shareholder/Proxy

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 2021-22 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 2021-22 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.

E-Voting particulars

EVEN (E-Voting Event Number)	USER ID	Password/PIN
220905124		

Note: Please read the instructions provided in Notice of the 48th Annual General Meeting. The e-voting period starts from 09:00 A.M. on **Tuesday, SEPTEMBER 27, 2022** and ends at 05:00 P.M. on **Thursday, SEPTEMBER 29, 2022**. 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 **Tel No.:** +91-11 49120719 **Website:** 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 48th Annual General Meeting of the Company, to be held on **Friday, September 30, 2022 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
Ordinary Business				
1.	To receive, consider, and adopt Financial Statements for the year ended March 31, 2022 and the Auditors and Directors reports thereon.			
2.	To re-appoint Mrs. Shachi Bhardwaj (DIN-07232850), who retires by rotation and being eligible offers herself for re-appointment.			
3.	To approve the appointment of M/s Jain Paras Bilala & Co., Chartered Accountants, as a statutory Auditor			

Signed this onday,, 2022

Signature of shareholder.....Signature of Proxy holder(s).....

Affix Revenue Stamp of Rs. 1

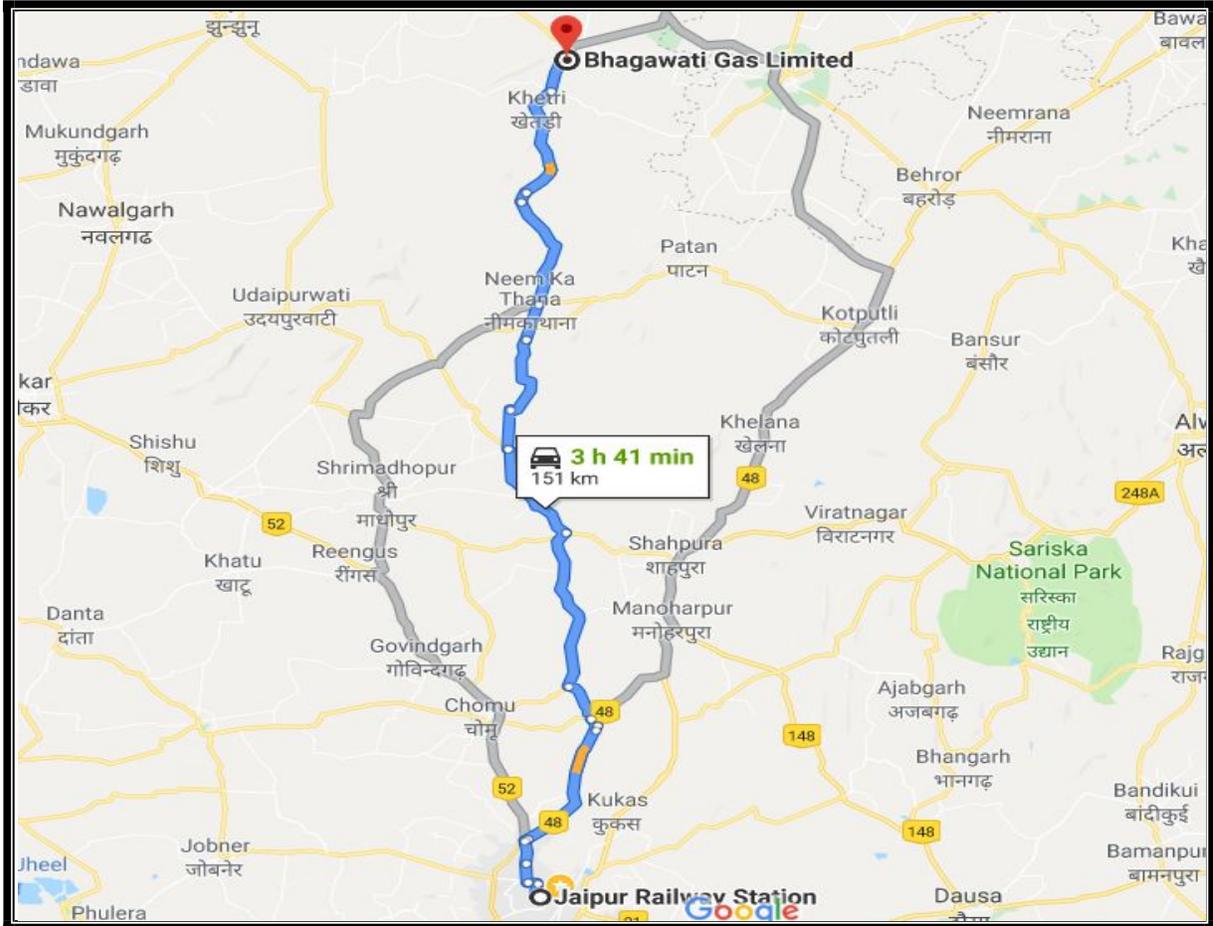
Notes:

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 entitled 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.



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