

BMR MARINE PRODUCTS PRIVATE LIMITED

Regd. Off.: S-10, TNHB Complex, Old No.180, New No.4, Luz Church Road, Mylapore, Chennai – 600004.
CIN: U05001TN1993PTC026385, Phone: 044-24661082, Email: compliance@bmrgroups.org

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held at PLOT NO.12 & 13, ANNA SALAI, PALAVAKKAM, CHENNAI-600041, on Tuesday, the 20th September, 2022 at 11.10. a.m. to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED BALANCE SHEET, PROFIT AND LOSS ACCOUNT, CASHFLOW STATEMENT ALONG WITH THEIR NOTES TO ACCOUNTS, DIRECTOR'S REPORT AND AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2022:

The members of the Company if thought fit with or without modification pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to Section 129 of Companies Act, 2013 and rules framed thereunder the Balance Sheet, the Statement of Profit and Loss Account and Cash Flow Statements, the schedules and notes appended thereto along with the Report of the Auditor's and Director's for the financial year ended 31st March, 2022, be and is hereby adopted by the members of the Company”.

2. To take note of the appointment of M/s V.S. Reddy & Co., Chartered Accountants (ICAI Firm Registration No:003272S), Chennai, were appointed as the Statutory Auditors of the Company in the Annual General Meeting held in 2019 for a period of 5 years, to hold office till the conclusion of the Annual General Meeting of the Company to be held in 2024”.

By order of the Board
For BMR MARINE PRODUCTS PRIVATE LIMITED

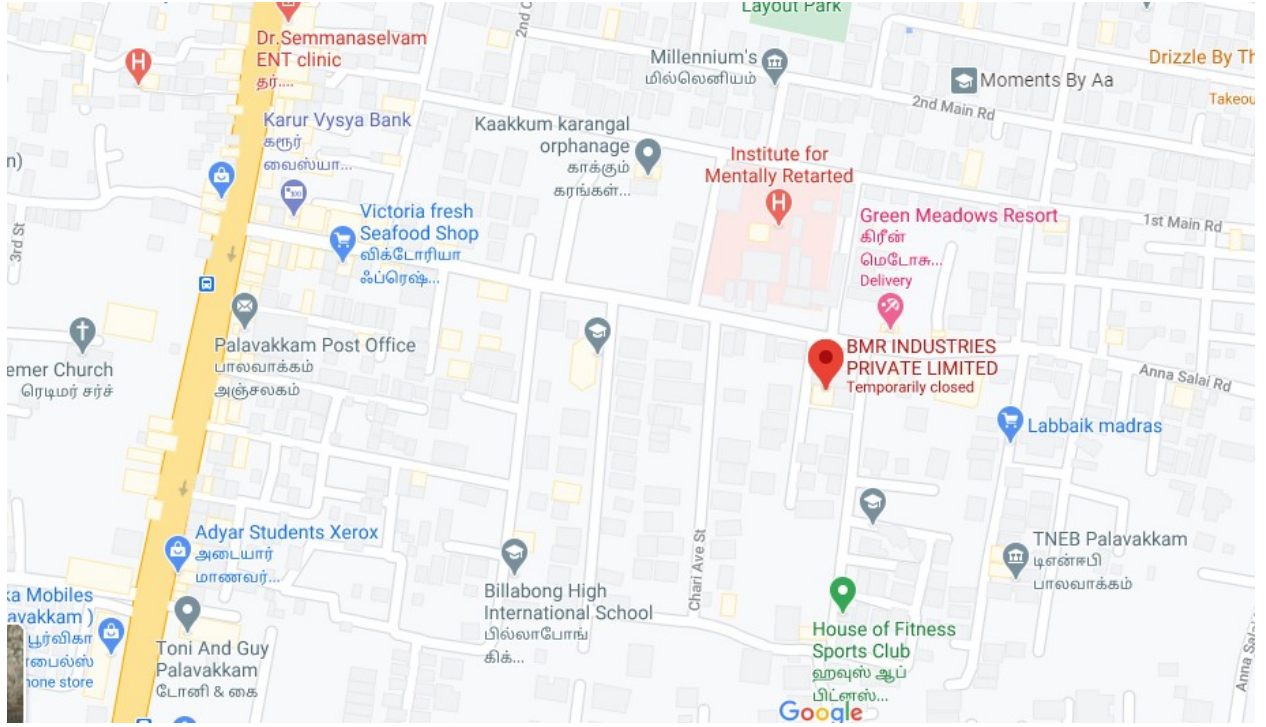
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MASTHAN RAO BEEDA
DIRECTOR
DIN:00320065

Place: Chennai
Date : 06.09.2022

NOTE :

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy or proxies so appointed need not be a member or members of the company.
2. The instrument appointing proxy should be deposited at the registered office of the Company duly stamped and signed, at least 48 hours before the commencement of the meeting.
3. Route Map for the venue is enclosed herewith.



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BOARDS' REPORT

To the Members,

Your Directors have pleasure in submitting their Twenty Ninth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2022.

FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(Rupees in Lakhs)

Particulars	For the year ended 31/03/2022	For the year ended 31/03/2021
Net Sales /Income from Business Operations	2421.87	2780.83
Other Income	10.31	11.27
Total Income	2432.18	2792.10
Less: Expenditure including depreciation and interest	2179.97	2728.86
Profit after depreciation and Interest	252.21	63.24
Less Current Income Tax	66.83	15.44
Less Previous year adjustment of Income Tax	-	-
Less Deferred Tax	1.06	1.27
Net Profit after Tax	184.32	46.53
Dividend (including Interim if any and final)	-	-
Net Profit after dividend and Tax	184.32	46.53
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	184.32	46.53
Earnings per share (Basic)	83.78	21.15
Earnings per Share (Diluted)	83.78	21.15

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in the coming years.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There has been no change in the nature of business of the Company during the Financial Year.

DIVIDEND

The director does not declare any dividend for the financial year 2021-22.

AMOUNTS TRANSFERRED TO RESERVES

The balance in profit and loss account amounting to Rs. 184.32 Lakhs is carried over to the balance sheet. And no amount is carried to the general reserve account.

SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

BOARD MEETINGS

During the Financial Year 2021-22, Eight meetings of the Board of Directors of the company were held on 07.04.2021, 30.06.2021, 22.07.2021, 25.08.2021, 07.09.2021, 11.10.2021, 31.12.2021 and 31.03.2022.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During the year under review, the Company did not grant any loan or made any investments as per the provisions of Section 186 of the Companies Act, 2013. However, the company has extended Corporate Guarantee to secure the facilities sanctioned to its group concern availed from Bank of Baroda.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The information on transactions with related parties pursuant to Section 134 (3) (h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is annexed to this report as Annexure I.

EXPLANATION ON AUDITOR'S REMARKS

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in its report.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

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

In view of the nature of the business carried on by the company disclosure of matters relating to the above is not applicable.

FOREIGN EXCHANGE EARNINGS & EXPENDITURE

	(Rupees in Lakhs)	
	Current Year	Previous Year
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	241.66	133.70

RISK MANAGEMENT POLICY

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Company is not required to transfer any amount to Investor Education and Protection Fund during the year under report as there has been no unpaid/unclaimed dividend amount lying in the specified account.

EXTRACT OF ANNUAL RETURN

The Annual Return, in format MGT -7, for the Financial Year 2021-22 can be viewed by accessing the link <http://bmrgroups.com/>.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

DEPOSITS:

The Company has not accepted any kind of deposit from public. Also it has not accepted any deposits from the Directors, Members or their relatives. It has also not collected any security deposit from the employees while providing employment in the Company.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As required under Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Corporate Social Responsibility Committee which consists of

1. Mr. B. Manoj - Chairman
2. Mrs. B.V. Manjula - Member
3. Mr. B. Masthan Rao - Member

During the year, two CSR Committee meetings were held on 31.12.2021 and on 31.03.2022.

The company is required to spend Rs.11,22,000 towards CSR in the year 2020-21. During the year 2021-22, the company has spent Rs.7 Lakh towards CSR Expenditure. The committee is in search of suitable CSR Activity, once it is finalized by committee and board, the unspent amount will be spent in accordance with the provisions of Companies Act, 2013.

Particulars	(Rupees in Lakhs)
a. amount required to be spent by the company during the year (2021-22)	-
b. amount of expenditure incurred	7.00
c. shortfall at the end of the year (2021-22)	-
d. total of previous year shortfall (2020-21)	4.22
e. reason for shortfall	Shortage of Funds
f. nature of CSR activities	Transferred to Charitable Trust
g. amount required to be spent by the company in the upcoming year (2022-23)	-
h. Total CSR Liability (c+d+g)	4.22

The Annual report on CSR activities is enclosed as Annexure – II and CSR Policy is enclosed as Annexure – III.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) proper systems have been devised to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS

There was no Director who got elected/appointed/re-elected/reappointed during the year under review.

The present directors of the Company are:

1. Mr. B MASTHAN RAO- Director
2. Mrs. VENKATA MANJULA BEEDA - Director
3. Mr. MANOJ BEEDA - Director

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment.

The following is the summary of the complaints received and disposed off during the financial Year 2021-22:

- a) No. of complaints received: NIL
- b) No. of complaints disposed off: NIL

STATUTORY AUDITORS

M/s. V.S. Reddy & Co., Chartered Accountants, Chennai, were re-appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting held in 2019. They continue to be the auditor of the company for the next financial year. (Fourth year in the five years).

DISCLOSURE ABOUT COST AUDIT

Provisions relating to Cost Audit are not applicable to the Company.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board is of the opinion that there exist adequate internal controls commensurate with the size and operations of the Company.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD BMR MARINE PRODUCTS PRIVATE LIMITED

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MASTHAN RAO BEEDA
Director
(DIN: 00320065)

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MANOJ BEEDA
Director
(DIN: 05147243)

Date: 06.09.2022
Place: Chennai

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ANNEXURE - I Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including Certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis

Description	Names of the related parties and relationship	
Key Management Personnel (KMP)	B. Masthan Rao	Director
	B.V. Manjula	Director
	B. Manoj	Director
Transactions with KMP	Nil	
<u>Transactions with enterprises related to KMP:</u>		(Rupees in Lakhs)
Hybrid EBI Hatcheries Pvt. Ltd.	Purchases	273.15
BMR Exports	Purchases	24.80
BMR Industries Pvt. Ltd.	Purchases	86.15
BMR Industries Pvt. Ltd.	Rent Received	8.40
BMR Shrimp Hatcheries	Purchases	105.15
B. Masthan Rao	Rent Paid	1.44
B. Masthan Rao (HUF)	Rent Paid	2.40
Sri Sampat Vinayak Aqua Products Pvt. Ltd.	Rent Paid	12.00
BMR Charitable Trust	CSR Expenses	7.00

**FOR AND ON BEHALF OF THE BOARD
BMR MARINE PRODUCTS PRIVATE LIMITED**

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**Date: 06.09.2022
Place: Chennai**

**MASTHAN RAO BEEDA
Director
(DIN: 00320065)**

**MANOJ BEEDA
Director
(DIN: 05147243)**