

BMR RETAIL PRIVATE LIMITED

(Formerly Known as SERENE PLAZA PRIVATE LIMITED)

Regd. Off.: NO.12-13, ANNA SALAI PALAVAKKAM CHENNAI 600041.

CIN: U15100TN2007PTC062666, Phone: 044-24510733, Email: compliance@bmrgroups.org

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NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the company will be held at Plot No.12 & 13 Anna Salai, Palavakkam, Chennai –600 041, on Tuesday, the 20th September, 2022 at 11.10 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet for the financial year ended 31st March 2022 and the Statement of Profit and Loss for the financial year ended on that date and the Report of the Directors and the Auditors thereon.
2. To take note of the appointment of M/s. G.K.Reddy & Co., Chartered Accountant (Firm Registration No.016370S), Chennai, who was appointed as the statutory auditor of the company for a period of five years in the Annual General Meeting held on 2018 to hold their office from the conclusion of the Annual General Meeting held on 2018 till the conclusion of Annual General Meeting to be held in 2023.

By order of the Board

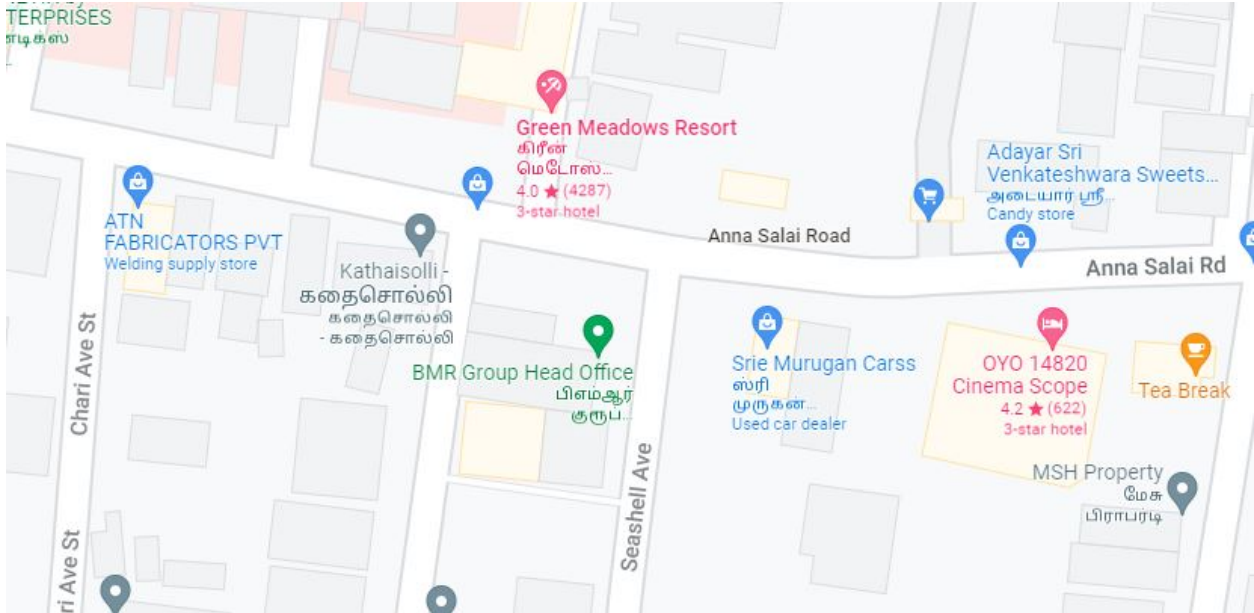
Date : 06.09.2022
Place: Chennai

Sd/-
MASTHAN RAO BEEDA
Director
(DIN:00320065)

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.

ROUTE MAP



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BOARDS' REPORT

To the Members,

Your Directors have pleasure in submitting their Sixteenth 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:

(in Lakhs)

| Particulars | For the year ended 31/03/2022 | For the year ended 31/03/2021 |
|---|----------------------------------|----------------------------------|
| Net Sales /Income from Business Operations | 59.77 | - |
| Other Income | 0.90 | 0.90 |
| Total Income | 60.67 | 0.90 |
| Less: Expenditure including depreciation and interest | 570.85 | 19.76 |
| Profit after depreciation and Interest | -510.18 | -18.86 |
| Less: Current Income Tax | - | - |
| Less: Previous year adjustment of Income Tax | - | - |
| Less: Deferred Tax | 4.78 | - |
| Net Profit(Loss) after Tax | (514.96) | (18.86) |
| Dividend (including Interim if any and final) | - | - |
| Net Profit(Loss) after dividend and Tax | (514.96) | (18.86) |
| Amount transferred to General Reserve | - | - |
| Balance carried to Balance Sheet | (514.96) | (18.86) |
| Earning per share (Basic) | (63.60) | (6.09) |
| Earnings per Share(Diluted) | (63.60) | (6.09) |

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

As you are aware, our Company is into the Business of Meat Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in next year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

The Board decided to explore a new market to widen its business and also to increase the revenue and profit of the Company. Therefore, the company has stepped into the activity of Retail Meat Business across the India. Formerly, the Company was involved in the activities of Constructions. From mid of Calendar Year 2021, the financial transactions related to Retail Business have commenced.

DIVIDEND

The directors 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.(510.18) 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.

e. RIGHTS ISSUE

The Company has issued and allotted 5,00,000 Equity Shares at Rs.10/- each to the existing shareholders of the company based on their application.

BOARD MEETINGS

During the Financial Year 2021-22, Eleven meetings of the Board of Directors of the company were held on 03.05.2021, 30.06.2021, 20.08.2021, 01.09.2021, 28.10.2021, 01.12.2021, 31.12.2021, 08.01.2022, 01.03.2022, 21.03.2022 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 investment as per the provisions of Section 186 of the Companies Act, 2013. The Company has given Corporate Guarantee along with its associates for the credit facilities availed by its group concern, M/s. BMR Industries Private Limited from Bank of Baroda & HDFC Bank Consortium and the said credit facilities are secured by Equitable Mortgage of Company's land located at Damavaram Village, Nellore (Dt.), Andhra Pradesh.

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

| | Current Year | Previous Year |
|---------------------------|---------------------|----------------------|
| Foreign Exchange Earnings | - | - |
| Foreign Exchange Outgo | - | - |

RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

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

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

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. Mr. B Manoj - Director

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

The disclosures required under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 are not applicable to the Company as there are no women employed in the Company during the year under review.

STATUTORY AUDITORS

The Company's Auditors M/s G.K.Reddy & Co, Chartered Accountants, Chennai, were appointed as the statutory auditors of the company for a period of five years on the Annual General Meeting held in 2018. He continues to be the auditor of the company for the next financial year (fifth year in the five years).

CHANGE IN THE NAME OF THE COMPANY

The name of the Company has been changed from SERENE PLAZA PRIVATE LIMITED to BMR RETAIL PRIVATE LIMITED w.e.f. 5th May, 2021. The company has obtained consent from the members and necessary approvals from statutory authorities. The relevant resolution(s) passed at the Extra-Ordinary General Meeting held on 11.03.2021.

SHIFTING OF REGISTERED OFFICE

The Registered office of the company has been shifted from 2/20(97/T11), W BLOCK, 2ND STREET, ANNA NAGAR, CHENNAI - 600040 to NO.12-13, ANNA SALAI, PALAVAKKAM, CHENNAI-600041 w.e.f. 01-09-2021. Members and Stakeholders are requested to send any further communications to the new office.

DISCLOSURE OF ANNUAL RETURN IN COMPANY'S WEBSITE

All companies are required to disclose their Annual Return prepared in MGT-7/7A in the website of the company and to provide such link in the Board's Report.

The annual return of the company can be viewed by accessing the following link www.bmrgroups.org.

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

Date: 06.09.2022
Place: Chennai

Sd/-
MASTHAN RAO BEEDA
Director
(DIN: 00320065)

Sd/-
MANOJ BEEDA
Director
(DIN: 05147243)

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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 B. Manoj | Director Director |
| Transactions with KMP / enterprises related to KMP during the year: | B. Masthan Rao B. Manoj BMR Agro Estates Pvt. Ltd. | 1,75,00,000 5,86,50,000 60,00,000 |
| Unsecured Loans received | Advaita Homes BMR Shrimp Hatcheries | 2,06,033 5,95,517 |
| Sales | BMR Exports BMR Industries Pvt. Ltd. BMR Shrimp Hatcheries Hybrid EBI Hatcheries Pvt. Ltd. | 78,671 85,391 70,186 1,78,720 |

FOR AND ON BEHALF OF THE BOARD

Date: 06.09.2022
Place: Chennai

Sd/-
MASTHAN RAO BEEDA
Director
(DIN: 00320065)

Sd/-
MANOJ BEEDA
Director
(DIN: 05147243)