

37th
ANNUAL REPORT
2020-2021

BHAIRAV ENTERPRISES LIMITED

BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J. J. Road, Byculla, Mumbai - 400 008.

CIN: L51909MH1984PLC217692 **PAN:** AACCB0934F

TEL: (91) 22 2302 7900 **FAX:** (91) 22 2307 7231

Website: www.bhairaventerprises.com

Email: cosec@bhairaventerprises.com / cosec@wardengroup.com

Director	:	Shri. Shashi Kumar Dujari (Appointed w.e.f. 26.09.2020)
	:	Shri. Sunil Y. Surve (resigned w.e.f. 25.06.2021)
	:	Shri. Navneet Dammani (Resigned w.e.f. 26.09.2020)
	:	Smt. Krishna Jain
	:	Smt. Avni Shroff (Resigned w.e.f. 31.01.2021)
		Shri. Ganesh Sitaram Dant (Appointed w.e.f. 25.06.2021)
		Smt. Tanaya Tulsi Daryanani (Appointed w.e.f. 25.06.2021)
Auditor	:	Hegde & Associates (Chartered Accountants)
Registered Office	:	Warden House, 340, J.J. road, Byculla, Mumbai- 400 008

“The practice of distributing copies of the Annual Report at the Annual General Meeting is being discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report with them to the Meeting.

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of Bhairav Enterprises Limited will be held on Friday the 3rd September 2021, at Warden House, 340, J.J. Road, Byculla, Mumbai 400 008 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, including Balance Sheet as at March 31, 2021, statement of Profit and Loss Account and cash flow statement for the year ended on that date together with the Reports of Directors and Auditors.
2. To appoint a Director in place of Shri. Shashi Kumar Dujari (DIN 00116132), who retires by rotation, and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“**RESOLVED THAT** Shri. Ganesh Sitaram Dant (DIN: 09162413), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 25th June, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (Act), and Articles of Association of the Company and who is eligible for re-appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and who is also liable to retire by rotation.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 203 of Companies Act, 2013 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (‘Act’), as amended or re-enacted from time to time, the approval of members are hereby accorded for appointment of Shri Shashi Kumar Dujari as Manager, being a whole time Key Managerial Personnel of the Company with effect from 25th June, 2021, and for the payment of remuneration and other terms and conditions as may be mutually agreed between.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rule, 2014, including any other Rules made there under and Regulation 16(1)(b) and all other applicable provisions of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Smt. Tanaya Tulsi Daryanani (DIN 09192601), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors in their meeting held on June 25, 2021 pursuant to the provisions of sub-section (1) of section 161 of the

Companies Act, 2013 and as recommended by Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (“AGM”) and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisites amount under Section 160 of the Act, proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for the term of 5 (five) consecutive years with effect from the date of 37th Annual General Meeting, whose period of office will not be liable to retire by rotation.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following as Ordinary Resolution

“**RESOLVED THAT** pursuant to recommendation of the Board and Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for reclassification of the of following entity(s) by the removal of their names from Promoter/Promoter group category, since the entity(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and have ceased to hold shares in the Company and also none of the following entity(s) have entered into any shareholder’s or other agreement with the Company nor do they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Sr no	Shareholder	No of Equity shares	Percentage of Equity share capital
1	Mrugesh Trading Limited	0	0 %

“**RESOLVED FURTHER THAT** it is hereby confirmed that

- i. the aforesaid entity do not hold more than 10% of the paid-up Capital of the Company.
- ii. the shareholding of the aforesaid Promoter / Promoter Group is NIL of the equity share capital of the Company.
- iii. the aforesaid entity does not and will not continue to exercise direct or indirect control over the Company.
- iv. None of the directors of the above said entity has been or would be appointed as key managerial personnel of the Company.
- v. No special right were ever held or would be held by the above reclassified entity/Company.

And that the above referred person(s)/entity(s) shall abide by the conditions listed in Regulation 31A(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") post such re-classification being approved by the Members of the Company and Metropolitan Stock Exchange of India Limited.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:

"RESOLVED THAT pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give Loan and invest in other Body Corporate and mutual funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all such Loans and investments made, shall not exceed **RS. 6 Crores** (Rupees Six Crore only) outstanding anyone time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than ten members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business of the notice is annexed hereto.
3. The annual report will also be available on the website of the Company at www.bhairaventerprises.com in the Investors Relations Section.
4. The register of members and share transfer book of the Company will remain closed from Saturday, the 28th August, 2021 to Friday, the 3rd September, 2021 (both days inclusive), for the purpose of annual general meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. All the Members are requested to
 - i. Intimate immediately any change in their address to Company's Registrar and Share transfer Agent
Link Intime India Private Limited,
C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
Tel: 022 - 4918 6270, Fax: 022 - 4918 6060, Toll-free number: 1800 1020 878
Email: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in
 - ii. Inform change in address directly to their respective depository participants in case members are holding shares in electronic form.
 - iii. Send all correspondence relating to transfer and transmission of shares to registrar and transfer agent and not to the Company.
 - iv. Quote their folio no. / client ID no. in their correspondence with the registrar and share transfer agents.
 - v. Send their queries related to accounts and operations of the Company at least 10 days in advance so that required information can be made available at the meeting.
Intimate Registrar and Share Transfer Agents M/s. Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
 - vi. Bring their copies of annual report and attendance slip with them at the meeting.
 - vii. Bring entrance pass duly filled for attending the meeting.
7. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with their bankers only on receipt of necessary information. Members holding shares in electronic form may instruct their depository participants accordingly.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advice such changes to the Company's registrar and transfer agents, M/s. Link Intime India Private Limited.
9. In order to provide protection against fraudulent encashment of the dividend warrants, shareholders holding shares in physical form are requested to intimate to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited under the signature of the sole/first joint holder, the following information to be incorporated on the Dividend Warrants:
 - i. Name of the Sole/First joint holder and folio number
 - ii. Particulars of bank Account, viz:
 - a. Name of the Bank.
 - b. Name of the Branch.
 - c. Complete address of the Bank with Pin Code Number.
 - d. Bank Account Number.
 - e. E-mail ID

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited for assistance in this regard.

11. **Procedure for e-voting**

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at 37th AGM by electronic means and the business may be transacted through e-voting Services provided by central depository services Limited (CDSL). The instructions for shareholders voting electronically are as under:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday 31st August, 2021 start time 09:00 A.M. and ends on Thursday 2nd September, 2021 end time 05:00 p.m. 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 27th August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (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.

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 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 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 for the relevant <Company Name> 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; cosec@wardengroup.com (designated email address by company), 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 Shri. 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.

Other Instructions:

- (A) The voting period begins on Tuesday 31st August, 2021 start time 09:00 A.M. and ends on Thursday 2nd September, 2021 end time 05:00 p.m. 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 27th August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (C) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, the 27th August 2021.
- (D) Ms. Zankhana Bhansali, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (E) The scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer report of the total Votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (F) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (G) The results declared along with Scrutinizers' Report shall be placed on the Company's website www.bhairaventerprises.com within two days of the passing of the Resolutions at the 37th AGM of the Company and communicated to Metropolitan Stock Exchange of India Limited, where the shares of the Company are listed.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**

Shashi Kumar Dujari
Director
(DIN: 00116132)

Place: Mumbai,
Dated: 2nd August, 2021

Registered Office:
Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.

Item No.2 :Details of the directors proposed to be appointed / re-appointed as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Re-Appointment of Shri. Shashi Kumar Dujari (DIN 00116132), retiring by rotation.

Name	Shri. Shashi Kumar Dujari
Age	59 years
Qualification	Graduate
Experience	More than 35 years of Experience
Date of First Appointment	26/09/2020
Executive &/or Non Executive Director	Director
Shareholding in the Company	550 Equity Shares
Relationship with other directors and Key Managerial of the Company	No
Number of Meetings of the Board attended/ held	4/7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	3
Committee positions held in Indian Public Companies	Member- 8
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	Member-8

Shri. Shashi Kumar Dujari (DIN 00116132), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 3: Appointment of Shri. Ganesh Dant (DIN 09162413) as Director of the Company

The Board of Directors (“Board”) upon recommendation of the Nomination and Remuneration Committee, appointed Shri. Ganesh Sitaram Dant (DIN 09162413) as an Additional (Non-Executive) Director of the Company effective 25th June, 2021. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, Shri. Ganesh Sitaram Dant will hold office up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible to be appointed a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Shri. Ganesh Sitaram Dant for the office of Director. Shri. Ganesh Sitaram Dant, once appointed, will be liable to retire by rotation. The Company has received from Shri. Ganesh Sitaram Dant (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Shri. Ganesh Sitaram Dant are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Details of the directors proposed to be appointed / re-appointed as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Shri. Ganesh Sitaram Dant
Age	38 years
Qualification	Graduate
Experience	More than 12 years of Experience
Date of First Appointment	25/06/2021
Executive &/or Non Executive Director	Non-Executive Director
Shareholding in the Company	NIL
Relationship with other directors and Key Managerial of the Company	No
Number of Meetings of the Board attended/ held	NA
Directorships held in other public companies (excluding foreign companies and Government Bodies)	3
Committee positions held in Indian Public Companies	-
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders’ Relationship Committee and Nomination and Remuneration Committee)	-

Item No. 4: Appointment of Shri. Shashi Kumar Dujari as Manager of the Company

Pursuant to provisions of Section 203 Company of the Companies Act, 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company needs to appoint Manager.

Shri. Shashi Kumar Dujari is having extensive experience of compliance and accounting work, hence the Board of Directors recommend appointment of Shri. Shashi Kumar Dujari as Manager of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except for Shri. Shashi Kumar Dujari being appointee, in the resolution no.4.

Accordingly, item No. 4 is recommended for approval by the shareholders.

Item No. 5: Appointment of Smt. Tanaya Tulsi Daryanani (DIN 09192601) as Non-executive Independent Director

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee has appointed Smt. Tanaya Tulsi Daryanani (DIN 09192601) as an Additional Non-Executive Independent Director of the Company with effect from 25th June, 2021. She holds office upto the date of the ensuing Annual General Meeting pursuant to section 161 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company.

Smt. Tanaya Tulsi Daryanani is a Company Secretary by profession. Smt. Tanaya Tulsi Daryanani has an extensive background and experience in Mergers & Acquisitions, Strategic Planning and Restructuring Operations.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Smt. Tanaya Tulsi Daryanani would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Tanaya Tulsi Daryanani for the office of Director of the Company.

Smt. Tanaya Tulsi Daryanani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Smt. Tanaya Tulsi Daryanani that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and relevant clause of the The SEBI (LODR) Regulations, 2015. Smt. Tanaya Tulsi Daryanani possesses appropriate skills, experience and knowledge.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Tanaya Tulsi Daryanani as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Smt. Tanaya Tulsi Daryanani as an Independent Director for a term of five years, for the approval by the shareholders of the Company.

Smt. Tanaya Tulsi Daryanani herself and her immediate relatives do not hold any equity shares in the Company. She is not related to any of the Directors on the Board of the Company.

Except Smt. Tanaya Tulsi Daryanani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Details of the directors proposed to be appointed / re-appointed as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Smt. Tanaya Tulsi Daryanani
Age	31 years
Qualification	Company Secretary
Experience	More than 8 years of Experience
Date of First Appointment	25/06/2021
Executive &/or Non Executive Director	Non-Executive Independent Director
Shareholding in the Company	NIL
Relationship with other directors and Key Managerial of the Company	No
Number of Meetings of the Board attended/ held	NA
Directorships held in other public companies (excluding foreign companies and Government Bodies)	4
Committee positions held in Indian Public Companies	10
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	Member- 10

Item No.6: Reclassification of M/s Mrugesh Trading Limited from “Promoter Category” to Public Category” :

The Company had received the request letter from M/s Mrugesh Trading Limited, promoter shareholder (“Outgoing Promoter”), to reclassify their shareholding in the company from the category of “Promoter & Promoter Group” to the category of “Public shareholding” on 31st July, 2021. The name of the following Outgoing promoter is requested to be removed from the “Promoter & Promoter Group” of the company.

Sr no	Shareholder	No of Equity shares	Percentage of Equity share capital
1	Mrugesh Trading Limited	0	0 %

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification of any person as promoter / public. Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the abovementioned entity seeking reclassification have confirmed that:

- i.** the aforesaid entity do not hold more than 10% of the paid-up Capital of the Company.
- ii.** the shareholding of the aforesaid Promoter / Promoter Group is NIL of the equity share capital of the Company.
- iii.** the aforesaid entity does not and will not continue to exercise direct or indirect control over the Company.
- iv.** None of the directors of the above said entity has been or would be appointed as key managerial personnel of the Company.
- v.** No special right were ever held or would be held by the above reclassified entity/Company.

The abovementioned entity have further confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, if required. Based on the letter received from the above mentioned Promoter entity and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub- regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 the members of the Board of Directors at their meeting held on 2nd August, 2021 considered and took note of the said request letters for reclassification of above mentioned Promoter entity by removal of their names from ‘Promoter/Promoter group’ category subject to approval of the Members of the Company at the Annual General Meeting and also subject to the approval of the Stock Exchange.

The Board, recommends the Ordinary Resolution of Item no. 6 of the accompanying notice for the approval of the members of the Company.

None of the Directors or key Managerial Personnel’s of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution as per item no.6 of the notice .

Item No. 7: Investments and Loan Under Section 186(3):

In the prevailing environment, the Company foresees plenty of opportunities for earnings out of surplus funds available with the Company by investing in the stock Market, units of mutual funds and the equity capital of several companies or give loan to other Companies. As a result investment or loan may exceed the prescribed limit U/s 186(3) of the Companies Act, 2013. Therefore, a general power is required for the Board of Directors, authorizing them to invest in Equity Markets, Mutual funds and Equity Capital of several Companies and or give loans to other Companies, exceeding the limits specified under above section.

Accordingly, item No. 7 is recommended for approval by the shareholders.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**

Shashi Kumar Dujari
Director
(DIN: 00116132)

Place: Mumbai,
Dated: 2nd August, 2021

Registered Office:
Warden House, 340, J.J. Road,
Byculla, Mumbai- 400008

BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J. J. Road, Byculla, Mumbai – 400 008.

CIN: L51909MH1984PLC217692 PAN: AACCB0934F

TEL: (91) 22 2302 7900 FAX: (91) 22 2307 7231

Website: www.bhairaventerprises.com

Email: cosec@bhairaventerprises.com / cosec@wardengroup.com

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Thirty Seventh Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2021.

1. Financial Results

Particulars	2020-2021 (₹)	2019-2020 (₹)
Sales & other Income	4,71,283	2,78,403
Expenditure	4,63,928	6,68,439
Profit/(Loss) before tax	7,355	(3,90,036)
Tax		
For Current Year	12,496	-
For Prior year Tax Liability	-	5,605
Profit/(Loss) after tax	(5,141)	(3,95,641)
Other comprehensive Income		
Items that will not be reclassified subsequently to profit or loss	1,16,550	1,01,659
Items that will be reclassified subsequently to profit or loss	-	-
Total Comprehensive Income / (Loss) Net of tax	1,11,409	(2,93,982)
Total comprehensive income / (Loss) for the year	1,11,409	(2,93,982)

2. Dividend

To strengthen the financial position of the Company, your Directors have not recommended any dividend on equity shares for the year under review.

3. Transfer to Reserve

The Company has not transferred any amount to the General Reserves during the year.

4. Management Discussion & Analysis Reports

The Management Discussion and Analysis Report has been separately furnished as an annexure to this Report as “Annexure A.”

5. Deposits

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. Particulars of Loans, Guarantees or Investments

The particulars of loans, guarantees and investments have been disclosed in the financial statement. The details of the investments made by Company are given in the notes to the financial statements.

7. Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and nature of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the suggestions of internal audit function, Management undertakes corrective action in their respective areas and thereby strengthens the controls.

8. Corporate Governance

The Company does not fall under purview of Regulations of Corporate Governance pursuant to the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. However, the same is applicable as per the Companies Act, 2013 and the Company is fully compliant with the applicable provision and the Company is committed to ensure compliance with all modification within prescribed norms under Companies Act, 2013. Company is committed to maintain the highest standards of corporate practices as set out by SEBI as good Corporate Governance, which forms part of the Directors Report as an “Annexure B”.

9. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Since your Company does not own manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated as per Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings / outgo during the year.

10. Directors and Key Managerial Personnel

- **Directors**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Shri. Shashi Kumar Dujari (DIN 00116132), retires by rotation at the ensuing Annual General Meeting and offers himself for re-appointment.

Shri. Ganesh Sitaram Dant who was appointed as Additional Director on 25th June, 2021 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his appointment as Non-Executive Director of the Company.

Smt. Tanaya Tulsi Daryanani who was appointed as Additional Non-Executive Independent Director on 25th June, 2021 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing her candidature for her appointment as Non-Executive Independent Director of the Company.

- **Key Managerial Personnel**

Shri. Rahul Jain was appointed as whole time Company Secretary of the Company w.e.f. 2nd November, 2011.

Shri. Sayalesh Mangesh Rane was appointed as Chief Financial Officer of the Company w.e.f. 26th September, 2020.

Shri. Shashi Kumar Dujari was appointed as Manager of the Company w.e.f. 25th June, 2021 and holds the said office till the date of the Annual General Meeting. Your Directors are proposing his appointment as Manager of the Company for a period of five years.

11. Declaration by an Independent Director(s)

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

12. Board Evaluation

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013, the Board has carried out an evaluation of its own performance as well as performance of Independent Directors and Board as a whole.

13. Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is in place and is posted on the website of the Company, under Investors' Relation Section.

14. Meetings of the Board

Six (6) meetings of the Board of Directors were held during the year on 30th July ,2020, 2nd September, 2020, 26th September, 2020, 7th October, 2020, 2nd November, 2020 and 1st February,2021. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

A separate meeting of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 has been held on 2nd November, 2020, as per the requirements of the Companies Act, 2013.

15. Directors' Responsibility Statement As Required Under Section 134(3)I of the Companies Act, 2013

The Directors state that: -

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b. The selected accounting policies were applied consistently and the judgments and estimates made by them are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2021 and of the profit for the year ended on that date;
- c. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. Extract of Annual Return

The extract of Annual Return is forming part of the Directors Report as “**Annexure C**”.

17. Related Party Transactions

There were no related party transactions that were required to be entered into during the financial year. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

The Policy on Related party Transactions has been published on the Company's website under the Investors Section at http://bhairaventerprises.com/download.php?report_category_name=POLICIES.

18. Subsidiary Companies

The Company does not have any subsidiary Company.

19. Code of Conduct

The Code has been prepared and is posted on the website of the Company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

20. Vigil Mechanism / Whistle Blower Policy (WBP)

The WBP is in place and is posted on the website of the Company and deal with instance of fraud and mismanagement, if any. The weblink for the same is http://bhairaventerprises.com/download.php?report_category_name=POLICIES.

21. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

The code of prevention of Insider Trading and fair disclosures is there on the website of the Company.

All Board Directors and the designated employees have confirmed compliance with the Code.

22. Auditors and Auditors Report

a) Statutory Auditor

Pursuant to provisions of Section 139(1) M/s Hegde & Associates, Chartered Accountants, (Firm’s Regn No. 103610W) were appointed as Statutory Auditors of your Company at the 36th Annual General Meeting of the Company, for a term of five consecutive years and they hold office until the conclusion of 41st AGM of the Company.

The Notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors’ Report does not contain any qualification, reservation or adverse remark.

b) Secretarial Audit and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Smt. Zankhana Bhansali, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as “**Annexure D**” to this Report.

The Qualification made by the Secretarial Auditors in their Report dated 25th June, 2021, in the “Qualified opinion” is explained as under:

5. *The Company had appointed Manager as required under Section 203 of the Companies Act, 2013 with effect from 26th September, 2020. However, Manager resigned from the Company with effect from 07th October, 2020.*
 - Management has responded that, the Company is in search of right candidate, however due to covid-19 pandemic the new appointment is delayed.
6. *The Peer Review of the Statutory Auditor of the Company was valid till September 30, 2019.*
 - Management has responded that The Statutory Auditors had initiated the process for renewal of the Peer Review Certificate in 2019 only, however, due to Covid -19, the process got delayed.
7. *One Independent Director Smt. Avni Shroff resigned on 31/01/2021 and her replacement was not yet made as on last date of the year resulting into lack of quorum in Audit Committee and Nomination and Remuneration Committee under Section 177 and 178 of the Companies Act, 2013.*
 - Management has responded that, the Company was in search of Independent Director, however due to covid-19 pandemic the new appointment is delayed and eventually appointed on 25th June, 2021 on the date of issue of Secretarial Audit Report.

c) Cost Auditor and Cost Audit Report

Cost Audit is not applicable to your Company.

23. Statement Pursuant to Listing Agreement

The Company’s Equity shares are listed at Metropolitan Stock Exchange of India Limited. The Annual listing fee for the year 2021-22 has been paid.

24. Corporate Social Responsibility

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfill its social responsibility as a good corporate citizen. However, the Company is not covered by the provisions of Section 135 of the Companies Act, 2013, as it does not satisfy the conditions of Net worth as well as Net Profit as laid down therein.

25. Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company are not applicable as no employee was in receipt of remuneration exceeding the limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, whether employed for the full year or part of the year.

26. Cash flow statement

The Cash flow statement for the year 2020-21 is part of Balance sheet.

27. Policy on Prevention of Sexual Harassment at Workplace

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2020-2021, no complaints were received by the Company related to sexual harassment.

28. COVID – 19 effect on Operations

The Company's Operations were not much affected due to COVID – 19 as the Company has very limited business and there is no impact for the same on Results of the Company.

29. Acknowledgements

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, auditors, shareholders of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Local Authorities, Stock Exchange and all other statutory and/or regulatory bodies.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**

**Shashi Kumar Dujari
Director
(DIN: 00116132)**

**Place: Mumbai,
Dated: 25th June, 2021**

MANAGEMENT ANALYSIS AND DISCUSSION REPORT

Business Overview

During the year under review, the Company has earned profit of ₹. 111,409/- as compared to the loss of previous year of ₹. 293,982/-, as a result the credit balance brought forward from earlier years amounting to ₹. 7,586,,856/- is increased to ₹. 7,698,265, which your Directors propose to carry over to next year.

There are no significant changes in any of the financial Ratios during the year as compared to previous year.

Industry Structure and Development

The Company is presently dealing in commodity trading and commission income. The Directors of the Company are exploring opportunities in trading of commodities in the changing economic environment.

Our Strength

- (i) Significant experience
- (ii) Good Reputation and Brand Image
- (iii) Experienced execution team & associates
- (iv) Local marketing support & experience

Significant factors affecting our results of operations

Our business is subjected to various risks and uncertainties. Our results of operations and financial conditions are affected by numerous factors including the following:

- Government Policies
- Changing technology
- Tax policies
- Cost of Various factors
- Competition to trading sector

Competition

Our Company faces competition from various domestic traders. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

Discussion on financial performance with respect to operational performance

The Company has incurred losses during the year under review. The Directors of the Company are exploring all possibilities of turning around the Company.

Corporate Governance

Though Corporate Governance, pursuant to SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 is not applicable to Company, your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Companies Act, 2013, as a good Corporate Governance Practice.

Industrial Relations

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the organization.

Forward looking and cautionary statements

Statements in the Management Discussion and Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable laws and regulations. These statements being based on certain assumptions and expectation of future events, actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**

Shashi Kumar Dujari
Director
(DIN: 00116132)

Place: Mumbai,
Dated: 25th June, 2021

REPORT ON CORPORATE GOVERNANCE

1. Board of Directors

The Board of Directors comprised of three (3) Directors as on 31st March, 2021 including 1 Independent Director out of which one is woman Director. However due to resignation of one Independent Director on 31st January, 2021, there was imbalance in composition from 31st January, 2021 till the end of the year.

The day to day management is conducted by the Shri. Shashi Kumar Dujari, Director of the Company subject to superintendence, control and direction of the Board of Directors.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies.

The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	DIN	Category	No. of other Directorships*	No. of Shares held	No. of Board Meeting attended
Sunil Yashawant Surve	00065166	Director	4	50	6
Krishna Jaisingh Jain	06956461	Director	5	Nil	6
Shashi Kumar Dujari (Appointed w.e.f. 26.09.2020)	00116132	Director	4	550	4
Navneet Dammani (Resigned w.e.f. 26.09.2020)	05269979	Director	4	Nil	2
Avni Shroff (Resigned w.e.f. 31.01.2021)	07310330	Director	5	Nil	4

* Excludes Directorship in Foreign Companies and Government Bodies.

2. Skill/Expertise/ Competencies of the Board of Directors

The requisite skills, expertise and Competence required for running the small business of the Company and as identified by Board of Director are available with Board of Director.

3. Committees of the Board

The Board has constituted two Committees of Directors as to effectively focus in activities falling within their terms of reference. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

A. Audit Committee

I. Composition

Pursuant to Section 177 of the Companies Act, 2013, the Audit Committee comprising of four (4) Directors , who have considerable expertise in accounting and financial management. The Compliance Officer acts as Secretary to the Committee. The necessary quorum was present for all the meetings.

During the year the Committee met four times on 30th July 2020, 2nd September, 2020, 2nd November, 2020 and 1st February, 2021, pursuant to requirements of The SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. The necessary quorum was present for all the meetings.

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

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Smt. Krishna J. Jain	Chairperson	Independent Director	4
Shri. Navneet Dammani	Member	Independent Director	2
Shri. Sunil Y. Surve	Member	Director	4
Shri. Avni V. Shroff	Member	Independent Director	3
Shri. Shashi Kumar Dujari	Member	Director	2

Brief Description of term of reference:

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

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Review and monitor the auditors independent and performance, and effectiveness of audit process;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to, but not restricted to:
 - Matters required to be included in the 'Director's Responsibility Statement' under sub Section 5 of Section 134, which is further required to be included in our Board's report in terms of clause I of sub Section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report.
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of our Company, wherever it is necessary;
- Reviewing with the management the half yearly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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; discussion with internal auditors of any significant findings and follow-up thereon;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;

- 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;
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - To review the functioning of the ‘vigil’ mechanism, in case the same is existing;
 - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background of the candidate, etc.;
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
 - Mandatorily review the following information:
 - Management discussion and analysis of financial information and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- II. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function) and representatives of the statutory auditors. The internal auditor reports directly to the Audit Committee.

B. Nomination and Remuneration Committee

I. Composition

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

During the year Committee met twice on 30th July, 2020 and 26th September, 2021 pursuant to requirements of The SEBI (Listing Obligation and Disclosures requirements) Regulations, 2015. The necessary quorum was present for all the meetings.

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

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Smt. Krishna Jain	Chairperson	Independent Director	2
Shri. Navneet Dammani	Member	Independent Director	1
Smt. Avni V. Shroff	Member	Independent Director	2
Shri. Sunil Y. Surve	Member	Director	1

II. Brief Description of term of reference:

The following is the terms of reference of Nomination and Remuneration Committee,

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

III. Nomination and Remuneration Policy:

The Nomination and Remuneration Policy is in place and uploaded on the website of the Company, which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- (i) Qualification, expertise and experience of the Directors in their respective fields;
- (ii) Personal, Professional or business standing;
- (iii) Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

C. Stakeholder's Relationship Committee

I. Composition

Pursuant to Section 178 of the Companies Act, 2013 and also SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2014, the Company has constituted a Stakeholders Relationship Committee comprising of Three (3) Directors as mentioned below to redress complaints of the shareholders. During the year, no complaints were received from members, hence no meeting held for this committee.

The composition of the Committee is given below:

Name of the Member	Designation	Nature of Directorship
Smt. Krishna Jain	Chairperson	Independent Director
Smt. Avni Shroff	Member	Independent Director
Shri. Sunil Y. Surve	Member	Director
Shri. Shashi Kumar Dujari	Member	Director

II. Term of reference:

The following is term of reference of Stakeholder's Relationship Committee

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures
- ii. redressal of shareholder's/investor's complaints Efficient transfer of shares; including review cases for refusal of transfer / transmission of any other securities;
- iii. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares or any other securities,
- iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- v. Allotment and listing of shares;
- vi. Reference to statutory and regulatory authorities regarding investor grievances; and
- vii. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances and
- viii. Any other power specifically assigned by the Board of Directors of the Company.

III. Number of shareholders' complaints:

No complaints received during the year under review.

**By Order of the Board of Directors
For Bhairav Enterprises Limited**

Shashi Kumar Dujari
Director
(DIN: 00116132)

Place: Mumbai
Dated: 25th June, 2021

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2021
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L51909MH1984PLC217692
ii.	Registration Date	21/08/1984
iii.	Name of the Company	Bhairav Enterprises Ltd.
iv.	Category / Sub-Category of the Company	Company having Share Capital / Indian Non- Government Company
v.	Address of the Registered office and contact details	Warden House, 340, J. J. Road, Byculla, Mumbai – 400 008. Tel: (91) 22 2302 7900, Fax: (91) 22 2307 7231, Website: www.bhairaventerprises.com , Email ID: cosec@bhairaventerprises.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083. Tel: 022 – 4918 6270, Fax: 022 – 4918 6060, Toll-free number: 1800 1020 878 Email: nt.helpdesk@linkintime.co.in , Website: www.linkintime.co.in Website: www.sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SN	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Trading business	--	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

Sr No	Category of Shareholders	Shareholding at the beginning of the year – 2020				Shareholding at the end of the year – 2021				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	50	0	50	‘0.0050	50	0	50	‘0.0050	‘0.0000
(b)	Central Government / State Government(s)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
I	Financial Institutions / Banks	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	281150	0	281150	‘28.1150	181650	0	181650	‘18.1650	‘-9.9500
	Sub Total (A)(1)	281200	0	281200	‘28.1200	181700	0	181700	‘18.1700	‘-9.9500
[2]	Foreign									
(a)	Individuals (Non- Resident Individuals / Foreign Individuals)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(b)	Government	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000

I	Institutions	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(d)	Foreign Portfolio Investor	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
I	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	281200	0	281200	‘28.1200	181700	0	181700	‘18.1700	‘-9.9500
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(b)	Venture Capital Funds	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
I	Alternate Investment Funds	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(d)	Foreign Venture Capital Investors	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
I	Foreign Portfolio Investor	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(f)	Financial Institutions / Banks	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(g)	Insurance Companies	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	2300	2750	5050	‘0.5050	2300	2650	4950	‘0.4950	‘-0.0100
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
(b)	NBFCs registered with RBI	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000

(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
I	Any Other (Specify)									
	Hindu Undivided Family	1550	0	1550	‘0.1550	1550	0	1550	‘0.1550	‘0.0000
	Bodies Corporate	687250	24950	712200	‘71.2200	786750	25050	811800	‘81.1800	‘9.9600
	Sub Total (B)(3)	691100	27700	718800	‘71.8800	790600	27700	818300	‘81.8300	‘9.9500
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	691100	27700	718800	‘71.8800	790600	27700	818300	‘81.8300	‘9.9500
	Total (A)+(B)	972300	27700	1000000	‘100.0000	972300	27700	1000000	‘100.0000	‘0.0000
I	Non Promoter – Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	‘0.0000	0	0	0	‘0.0000	‘0.0000
	Total (A)+(B)+(C)	972300	27700	1000000	‘100.0000	972300	27700	1000000	‘100.0000	

ii) Shareholding of Promoters

No	Shareholder's Name	Shareholding at the beginning of the year – 2020			Shareholding at the end of the year – 2021			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	MRUGESH TRADING LIMITED	99500	‘9.9500	‘0.0000	0	‘0.0000	‘0.0000	‘-9.9500
2	SHRI GURUDEV EN TRADE LTD	99500	‘9.9500	‘0.0000	99500	‘9.9500	‘0.0000	‘0.0000
3	RISHABH ENTERPRISES LTD	82150	‘8.2150	‘0.0000	82150	‘8.2150	‘0.0000	‘0.0000
4	SUNIL YASHAWANT SURVE	50	‘0.0050	‘0.0000	50	‘0.0050	‘0.0000	‘0.0000
	Total	281200	‘28.1200	‘0.0000	181700	‘18.1700	‘0.0000	‘-9.9500

iii) Change in Promoters' Shareholding :

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2020		Transactions during the year		Cumulative Shareholding at the end of the year – 2021	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	SHRI GURUDEV EN TRADE LTD	99500	9.9500			99500	9.9500
	AT THE END OF THE YEAR					99500	9.9500
2	RISHABH ENTERPRISES LTD	82150	8.2150			82150	8.2150
	AT THE END OF THE YEAR					82150	8.2150
3	SUNIL YASHAWANT SURVE	50	0.0050			50	0.0050
	AT THE END OF THE YEAR					50	0.0050
4	MRUGESH TRADING LIMITED	99500	9.9500			99500	9.9500
	Transfer			09 Oct 2020	(99500)	0	0.0000
	AT THE END OF THE YEAR					99500	9.9500

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2020		Transactions during the year		Cumulative Shareholding at the end of the year – 2021	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	BAJRANG FINANCE LTD	160000	16.0000			160000	16.0000
	AT THE END OF THE YEAR					160000	16.0000
2	WARDEN EXPORTS PRIVATE LIMITED	95100	9.5100			95100	9.5100
	AT THE END OF THE YEAR					95100	9.5100
3	LYNX MACHINERY & COMMERCIALS LTD	94500	9.4500			94500	9.4500
	AT THE END OF THE YEAR					94500	9.4500
4	WARDEN PACKAGING & CONTAINERS PVT LTD	71700	7.1700			71700	7.1700

	AT THE END OF THE YEAR					71700	7.1700
5	ASSAM COMPANY INDIA LIMITED	65000	6.5000			65000	6.5000
	AT THE END OF THE YEAR					65000	6.5000
6	PRAGATI HOLDINGS PVT LTD	50000	5.0000			50000	5.0000
	AT THE END OF THE YEAR					50000	5.0000
7	TERRA FIRMA TRADING LLP	25050	2.5050			25050	2.5050
	Transfer			16 Oct 2020	24500	49550	4.9550
	AT THE END OF THE YEAR					49550	4.9550
8	WARDEN INTERNATIONAL PRIVATE LIMITED	23000	2.3000			23000	2.3000
	Transfer			16 Oct 2020	26000	49000	4.9000
	AT THE END OF THE YEAR					49000	4.9000
9	RAJAN ENTERPRISES PRIVATE LIMITED	12000	1.2000			12000	1.2000
	Transfer			16 Oct 2020	23000	35000	3.5000
	AT THE END OF THE YEAR					35000	3.5000
10	SUB ROSA TRADING ENTERPRISES LLP	32550	3.2550			32550	3.2550
	AT THE END OF THE YEAR					32550	3.2550
11	GULSHAN INVESTMENTS CO LTD	24500	2.4500			24500	2.4500
	AT THE END OF THE YEAR					24500	2.4500

v) Shareholding of Directors and Key Managerial Personnel

A. Directors

Sr.No.1	Shri. Sunil Y. Surve	Shareholding at the beginning of the year 01/04/2020			Cumulative Shareholding during the year 31/03/2021		
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company	
	At the beginning of the year	50	0.00		N.A.	N.A.	
	At the End of the year				50	0.00	
Sr.No.2	Shri. Shashi Kumar Dujari	No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company	
	At the beginning of the year	0	0				
	At the End of the year				550	0.055	

B. Key Managerial Personnel : Nil

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil

B. Remuneration to other Directors: Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD :

Sr. No	Particulars of Remuneration	Name of the KMP (CS)	Name of the KMP (CS)
		Rahul Mathur	Rahul Jain
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	₹ 140,000/-	₹ 100,000/-
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	--	--
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - As % of Profit - Others, specify	--	--
5.	Others, please specify	--	--
	Total (A)	₹ 140,000/-	₹ 100,000/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil

**By Order of the Board of Directors
For Bhairav Enterprises Limited**

**Shashi Kumar Dujari
Director
(DIN: 00116132)**

**Place: Mumbai
Dated: 25th June, 2021**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[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,
Bhairav Enterprises Limited
Warden House, 340 J.J. Road,
Byculla, Mumbai 400 008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Bhairav Enterprises Limited (CIN: L51909MH1984PLC217692) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my electronic verification (since physical verification was not possible on account of Pandemic of COVID -19 and Lockdown) of the M/s. Bhairav Enterprises Limited'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 electronically during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2021 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:

I have examined electronically the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021 and found them to be in order, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; subject to the following observation:
One Independent Director Smt. Avni Shroff resigned on 31/01/2021 and her replacement was not yet made as on last date of the year resulting into lack of quorum in Audit Committee and Nomination and Remuneration Committee under Section 177 and 178 of the Companies Act, 2013.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**

(vi) Other laws as per the representation made by the Company are as follows;

- Income Tax Act, 1961 and Indirect Tax Laws
- The Maharashtra Shop and Establishment Act, 1948
- Central Sales Tax Act, 1956 as amended from time to time and Rules made there under
- Electricity Act 2003
- Indian Stamp Act, 1999
- Negotiable Instrument Act 1881

I have also examined the compliance with regard to the applicable clauses of the following:

8. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings:- are generally complied.

- (ii) The Company is listed on Metropolitan Stock Exchange of India Limited hence Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :- are generally complied.

During the period under review

- (a) During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 1. *The Company had appointed Manager as required under Section 203 of the Companies Act, 2013 with effect from 26th September, 2020. However, Manager resigned from the Company with effect from 07th October, 2020.*
 - Management has responded that, the Company is in search of right candidate, however due to covid-19 pandemic the new appointment is delayed.

2. *The Peer Review of the Statutory Auditor of the Company was valid till September 30, 2019.*
 - Management has responded that The Statutory Auditors had initiated the process for renewal of the Peer Review Certificate in 2019 only, however, due to Covid -19, the process got delayed.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including women Director. *However, one Independent Director resigned from the company w.e.f. 31st January 2021, resulting into imbalance of the same up to the end of the year.*

Management has responded that, the Company was in search of Independent Director, however due to covid-19 pandemic the new appointment is delayed and eventually appointed on 25th June, 2021 on the date of issue of Secretarial Audit Report.

The Changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period there were no instance of:

9. Public/Right/Preference issue of shares / debentures / sweat equity, etc.
 - (ii) Redemption / buy-back of securities
10. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
11. Merger / amalgamation / reconstruction, etc.
 - (i) Foreign technical collaborations.

Place: Mumbai
Date: 25th June, 2021

Office:
B-302, Kusum Bharati,
Opp. TATA S.S.L., Dattapada Road,
Borivali I,
Mumbai-400066

Zankhana Bhansali
Practicing Company Secretary
FCS No: 9261
CP No.: 10513
UDIN: F009261C000516020

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
Bhairav Enterprises Limited
Warden House, 340 J.J. Road,
Byculla, Mumbai 400 008

My 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. My responsibility is to express as opinion on these secretarial records based on my audit.
12. I have followed the audit practices and process as 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. I believe that the process and practices, followed by me provide as reasonable basis of my opinion.
13. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
14. Whenever required, I have obtained the Management representation about the compliance of laws and regulations and happening.
15. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
16. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 25th June, 2021

Office:
B-302, Kusum Bharati,
Opp. TATA S.S.L., Dattapada Road,
Borivali I,
Mumbai-400066

Zankhana Bhansali
Practicing Company Secretary
FCS No: 9261
CP No.: 10513
UDIN: F009261C000516020

CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015)

To,
The Members,
Bhairav Enterprises Limited
Warden House, 340 J.J. Road,
Byculla, Mumbai 400 008

We have examined the relevant registers, records, forms, returns and disclosure received from the Directors of Bhairav Enterprises Limited having CIN L51909MH1984PLC217692 and having registered office at Warden house, 340, J. J. Road, Byculla, Mumbai 400008 (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 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications including Directors Identification number (DIN) status at the portal www.mca.gov.in as considered necessary and explanation furnished to us by the Company and its officers , we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2021 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or such other statutory Authority.

Sr. No.	Name of The Director	DIN	Date of appointment in the Company
1.	Sunil Y. Surve	00065166	27/07/1992
2.	Shashi Kumar Dujari	00116132	26/09/2020
3.	Krishna Jaisingh Jain	06956461	25/08/2014

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the management of the Company. Our responsibility is to express an opinion as stated above based on our verification. This certificate is neither an assurance as to the future viability of the company or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 25th June 2021

Office:
B-302, Kusum Bharati,
Opp. TATA S.S.L., Dattapada Road,
Borivali I, Mumbai - 400066.

Zankhana Bhansali
Practicing Company Secretary
FCS No: 9261
CP No.: 10513
UDIN: F009261C000530320

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of Regulation 26(3) read with Schedule V D of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015, all the Board members and Senior Management Personnel of the Company have as on 31st March, 2021 affirmed their compliance of Code of conduct of the Company.

For Bhairav Enterprises Limited

Shashi Kumar Dujari
Director
(DIN: 00116132)

Place: Mumbai
Dated: 25th June, 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of
BHAIRAV ENTERPRISES LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **BHAIRAV ENTERPRISES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS Financial Statements")

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its Profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules 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 opinion.

Key Audit Matters

Key audit matters ('KAM') 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 determined that there are no key audit matters to communicate in our report in view of the fact that the company has very limited operations.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone

Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone Ind AS 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.

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

Auditor's Responsibilities for the Audit of the Standalone 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, 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 Companies Act, 2013, 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 charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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".
- 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 Auditors) Rules, 2014, 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 litigation which would impact its financial position as of 31st March 2021;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **HEGDE & ASSOCIATES**

Chartered Accountants

Firm Reg. No 103610W

Manoj Shetty

(Partner)

M.No 138593

Date : 25th June, 2021

Place: Mumbai

UDIN: 21138593AAAADV2883

BHAIRAV ENTERPRISES LIMITED

Statement on matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order 2016 (“the order”), issued by the Central Government in terms of sub section (11) of section 143 of the Companies Act 2013, for the year ended 31st March 2021

- (i) The Company does not own any fixed assets. Therefore clause (i) of para 3 of the order is not applicable.
- (ii) The Company does not have any inventories as defined in Ind AS-2 Valuation of inventories and hence in our opinion, provision of Clause (ii) of para 3 of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013. Therefore the provision of clause (iii) (a), (iii) (b) and (iii) (c) of para 3 of the order are not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013, with respect to the loans and investments made.
- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence directives issued by the Reserve bank of India and provisions of section 73 to 76 and other applicable provisions of the Companies Act 2013, and rules framed there under are not applicable. No order in this regard, in respect of the company, has been passed by the Company Law Board or Reserve Bank of India or National Company Law Tribunal or any other court or any other tribunal.
- (vi) As explained to us the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act 2013.
- (vii) (a) The Company is regular in depositing of all undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Goods & Service Tax, duty of customs, duty of excise, Value added tax, cess and any other statutory dues, so far as applicable to the Company, with the appropriate authorities and the company has no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
(b) The Company does not have any dues of Income-tax, Sales-tax, Wealth tax, service tax, duty of customs, duty of excise or value added tax or cess that have not been deposited on account of any dispute.

- (viii) In accordance with the information and explanations given to us the company has not borrowed from any financial institution or banks, governments nor has issue any debentures as on 31st March 2021. Hence reporting under clause (viii) of para 3 of the order is not applicable.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans, during the year. Therefore clause (ix) of para 3 of the order is not applicable.
- (x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company by its officers or its employees has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) The Company has not paid or provided any managerial remuneration during the year. Therefore clause (xi) of para 3 of the order is not applicable.
- (xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act 2013. Therefore clause (xii) of para 3 of the order is not applicable.
- (xiii) The Company has not undertaken any transaction with related parties and hence reporting under clause (xiii) of para 3 of the order is not applicable.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore clause (xiv) of para 3 of the order is not applicable.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For HEGDE & ASSOCIATES

Chartered Accountants

Firm Reg. No 103610W

Manoj Shetty

(Partner)

M.No 138593

Date : 25th June, 2021

Place : Mumbai

UDIN: 21138593AAAADV2883

BHAIRAV ENTERPRISES LIMITED
Report on the Internal Financial Controls under Clause (i) of
Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)
for the year ended 31st March 2021

We have audited the internal financial controls over financial reporting of **BHAIRAV ENTERPRISES LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on 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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on 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 **HEGDE & ASSOCIATES**

Chartered Accountants

Firm Reg. No 103610W

Manoj Shetty

(Partner)

M.No: 138593

Date: 25th June, 2021

Place: Mumbai

UDIN: 21138593AAAADV2883

BHAIRAV ENTERPRISES LIMITED
BALANCE SHEET AS AT 31ST MARCH 2021

PARTICULARS	NOTE NO.	AS AT 31/03/2021 ₹.	AS AT 31/03/2020 ₹.
A. ASSETS			
1 NON CURRENT ASSETS			
a) Financial Assets			
i) Investments	3	33,05,230	56,80,229
ii) Loans	4	1,17,00,000	97,45,000
Total Non Current Assets		1,50,05,230	1,54,25,229
2 CURRENT ASSETS			
a) Inventories	5	13,38,855	12,62,680
b) Financial Assets			
i) Cash and Cash equivalents	6	1,12,809	49,921
c) Current Tax assets	7	22,591	57,558
d) Other Current assets	8	12,84,553	8,51,809
Total Current Assets		27,58,808	22,21,968
Total Assets		1,77,64,038	1,76,47,197
B EQUITY AND LIABILITIES			
1 EQUITY			
a) Equity Share Capital	9	1,00,00,000	1,00,00,000
b) Other Equity	10	76,98,265	75,86,856
Total Equity		1,76,98,265	1,75,86,856
2 LIABILITIES			
Current Liabilities			
a) Financial Liabilities			
Trade Payables	11	65,773	60,155
b) Other Current Liabilities	12	-	186
Total Liabilities		65,773	60,341
TOTAL		1,77,64,038	1,76,47,197
Significant Accounting Policies	2		
See accompanying notes forming part of the Financial Statements			

As per our Report of even date

For and on behalf of the Board of Directors

For Hegde & Associates

Chartered Accountants

(Firm Registration No.103610W)

Shashi Kumar Dujari

Director

DIN : 00116132

Krishna Jain

Director

DIN : 06956461

Manoj Shetty

Partner

(Membership No. 138593)

Place : Mumbai

Date : 25th June, 2021

Rahul Jain

Company Secretary

Place : Mumbai

Date : 25th June, 2021

Sayalesh Rane

Chief Financial Officer

BHAIRAV ENTERPRISES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED	
		31/03/2021 ₹.	31/03/2020 ₹.
1 INCOME			
Revenue From Operation		-	-
Other Income	13	4,71,283	2,78,403
2 TOTAL INCOME		4,71,283	2,78,403
3 EXPENSES			
Changes in Inventories of Stock in Trade - Shares	14	(76,175)	(1,53,180)
Purchase Shares		-	-
Payment to Employees	15	2,40,000	1,10,323
Other Expenses	16	3,00,103	7,11,296
4 TOTAL EXPENSES		4,63,928	6,68,439
5 Profit/(Loss) Before Tax (2 - 4)		7,355	(3,90,036)
6 Tax Expenses			
(a) Current Tax	17	12,496	-
(b) Excess Provision for Tax for earlier years		-	5,605
(c) Deferred Tax		-	-
(d) MAT Credit Entitlement		-	-
7 Profit/(Loss) for the year from Continuing operations		(5,141)	(3,95,641)
8 Other Comprehensive Income/ (Loss)			
1. Items that will not be reclassified to Statement of Profit and Loss (Changes in fair value of FVOCI equity instrument)		1,16,550	1,01,659
9 Total comprehensive income/ (Loss) for the year		1,11,409	(2,93,982)
10 Earning per share (of ₹.10 each)	18		
(a) Basic		(0.01)	(0.40)
(b) Diluted		(0.01)	(0.40)
Significant Accounting Policies	2		
See accompanying notes forming part of the Financial Statements			

As per our Report of even date

For and on behalf of the Board of Directors

For Hegde & Associates

Chartered Accountants

(Firm Registration No.103610W)

Shashi Kumar Dujari

Director

DIN : 00116132

Krishna Jain

Director

DIN : 06956461

Manoj Shetty

Partner

(Membership No. 138593)

Place : Mumbai

Date : 25th June, 2021

Rahul Jain

Company Secretary

Place : Mumbai

Date : 25th June, 2021

Sayalesh Rane

Chief Financial Officer

BHAIRAV ENTERPRISES LIMITED
STATEMENT OF CHANGES IN EQUITY For the year ended 31st March 2021

A EQUITY SHARE CAPITAL

In ₹.

Balance as at April 1, 2019	Changes in equity share capital during the year 2019-20	Balance as at 31st March, 2020	Changes in equity share capital during the year 2020-21	Balance as at 31st March, 2021
1,00,00,000	-	1,00,00,000	-	1,00,00,000

B OTHER EQUITY

	Share application money pending allotment	Reserves and Surplus	Other Comprehensive Income	Total
		Retained Earnings		
As on 31st MARCH 2020				
Balance as on 01st April 2019	-	67,91,984	10,88,854	78,80,838
Profit/ (Loss) for the year	-	(3,95,641)	-	(3,95,641)
OCI Due to changes in fair value of FVOCI Equity Instruments	-	-	1,01,659	1,01,659
Total Comprehensive Income for the year	-	(3,95,641)	1,01,659	(2,93,982)
Dividends	-	-	-	-
Tax on Dividend	-	-	-	-
Transfer to/ (from) Retained Earnings	-	-	-	-
Balance as on 31st March 2020	-	63,96,343	11,90,513	75,86,856

OTHER EQUITY

	Share application money pending allotment	Reserves and Surplus	Other Comprehensive Income	Total
		Retained Earnings		
As on 31st MARCH 2021				
Balance as on 01st April 2020	-	63,96,343	11,90,513	75,86,856
Profit/ (Loss) for the year	-	(5,141)	-	(5,141)
OCI Due to changes in fair value of FVOCI Equity Instruments	-	-	1,16,550	1,16,550
Total Comprehensive Income for the year	-	(5,141)	1,16,550	1,11,409
Dividends	-	-	-	-
Tax on Dividend	-	-	-	-
Reclassification from other comprehensive income to retained earnings	-	4,10,973	(4,10,973)	-
Balance as on 31st March 2021	-	68,02,175	8,96,090	76,98,265

As per our Report of even date
For Hegde & Associates
Chartered Accountants
(Firm Registration No.103610W)

For and on behalf of the Board of Directors

Shashi Kumar Dujari
Director
DIN : 00116132

Krishna Jain
Director
DIN : 06956461

Manoj Shetty
Partner
(Membership No. 138593)
Place : Mumbai
Date : 25th June, 2021

Rahul Jain
Company Secretary
Place : Mumbai
Date : 25th June, 2021

Sayalesh Rane
Chief Financial Officer

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

[1] Background and operations

Bhairav Enterprises Limited is a public company domiciled in India and has its registered office at Mumbai, India. Its Shares are listed on Metropolitan Stock exchange in India.

[2] Significant Accounting Policies

A] Statement of compliance

The financial statements have been prepared in accordance with Ind As as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "act").

All assets and Liabilities are classified as current or non current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act 2013. Based on the activities of the company, the company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities

B] Basis of Preparation

The financial statements have been prepared on historical cost basis except for certain financial instruments measured at fair value at the end of each reporting period as explained in the accounting policies below:

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

C] Functional and Presentation Currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest Rupee for the Company.

D] Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

E] Property, plant and equipment

As on the date of the Balance Sheet, the company does not own any Property, plant and equipment, hence disclosure under this Clause is not required.

F] Inventories

The Company does not have inventories of Raw Materials, Stores & Spares. The Stock-in-Trade consists of shares, which is valued at net realizable value.

G] Cost Recognition

Costs and expenses are recognized when incurred and are classified according to their nature.

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

H] Investments

Under Previous GAAP, investments were classified into current and long term investments. Current investments were carried at the lower of cost or market value, while long term investments were carried at cost less any impairment that was other than temporary.

Under Ind AS, equity investments have been classified at Fair Value through Other Comprehensive Income (FVTOCI). Fair value movements are recognized directly in other comprehensive income on such investments.

I] Revenue Recognition and Other Income

Revenue is recognized when significant risks and rewards of ownership has been transferred to the buyers and to the extent 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.

J] Provisions, Contingent Liabilities and Contingent Assets

Provisions for legal claims, discounts, and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are possible obligations that arise from past events and whose existence will be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company, such obligation is disclosed as contingent liability.

Contingent Assets are possible assets that arise from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in financial statements when in flow of economic benefits is probable on the basis of judgement of management.

K] Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Additional income taxes that arise from the distribution of dividends are recognised at the same time the liability to pay the related dividend is recognised. Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

L] Impairment of non-financial assets other than inventories

a) The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any Indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss.

b) 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 assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

M] Statement of Cash Flows

a) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown under borrowings in current liabilities in the Balance Sheet.

b) Statement of Cash Flows is prepared in accordance with the indirect method prescribed in Ind AS-7" Statement of Cash Flow"

N] Earning Per Share

Basic earnings per share have been computed by dividing profit/loss for the year by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share have been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

O] Financial instruments

i) Classification, initial recognition and measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortized cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities.

Financial instruments are recognized on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

Financial assets at amortized cost: Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses.

Equity investments at fair value through other comprehensive income: These include financial assets that are equity instruments and are irrevocably designated as such upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable income taxes. Dividends from these equity investments are recognized in the Statement of Profit and Loss when the right to receive payment has been established. When the equity investment is derecognized, the cumulative gain or loss in equity is transferred to retained earnings.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

Equity instruments: An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities at fair value through profit or loss: Derivatives, including embedded derivatives separated from the host contract, unless they are designated as hedging instruments, for which hedge accounting is applied, are classified into this category. These are measured at fair value with changes in fair value recognized in the Statement of Profit and Loss.

Financial guarantee contracts: These are initially measured at their fair values and, are subsequently measured at the higher of the amount of loss allowance determined or the amount initially recognized less, the cumulative amount of income recognized.

Other financial liabilities: These are measured at amortized cost using the effective interest method.

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

ii) Determination of fair value:

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

iii) Derecognition of financial assets and financial liabilities:

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received. Financial liabilities are derecognized when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

iv) Impairment of financial assets:

The Company recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note 3 : Investments- Non Current

Investment in equity shares

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Investments measured at Fair Value through other Comprehensive Income		
(a) In Equity Shares - Quoted, fully paid up		
109500 Equity Shares (31st March 2020 : 109500) of Rs.10 each held in Abhinandan Enterprises Ltd.	10,95,000	10,64,340
0 Equity Shares (31st March 2020 : 24000) of Rs.10 each held in Mrugesh Trading Ltd.	-	2,89,200
82000 Equity Shares (31st March 2020 : 82000) of Rs.10 each held in Rishabh Enterprises Ltd.	14,76,000	14,94,040
10000 Equity Shares (31st March 2020 : 10000) of Rs.10 each held in Shri Gurudev En-trade Ltd.	1,30,000	1,29,800
0 Equity Shares (31st March 2020 : 50000) of Rs.10 each held in Remi Sales and Engineering Ltd.	-	7,35,000
0 Equity Shares (31st March 2020 :115000) of Rs.10 each held in Bajrang Finance Ltd.	-	13,80,000
23000 Equity Shares (31st March 2020 : 23000) of Rs.10 each held in Assam Company Ltd.	13,110	13,110
TOTAL NON CURRENT INVESTMENTS	27,14,110	51,05,490
(b) In Equity Shares -Unquoted, fully paid up		
90 Equity Shares (31st March 2020 : 90) of Rs.100 each held in Warden Exports Pvt. Ltd.	5,91,120	5,74,739
Total	33,05,230	56,80,229
Aggregate Amount of Quoted Investment	27,14,110	51,05,490
Market Value of Quoted Investment *		
*Apart from investment in equity shares in Assam Company Ltd., the othe quoted equity shares are not actively traded on the exchange, hence their market value as at the year end could not be ascertain.		

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
3.1 Category wise Non Current Investment		
Financial assets carried at amortised cost	-	-
Financial assets measured at cost	-	-
Financial assets measured at fair value through other comprehensive income	33,05,230	56,80,229
Financial assets measured fair value through Profit & Loss	-	-
	33,05,230	56,80,229

Note 4 : LOANS

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Unsecured, considered good		
Loans & Advances to other than Related Parties (Refer to Note 23 for disclosure)	1,17,00,000	97,45,000
	1,17,00,000	97,45,000

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note 5 : INVENTORIES

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Stock-in Trade (Shares)	13,38,855	12,62,680
	13,38,855	12,62,680

Note 6: CASH AND BANK EQUIVALENTS

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Balances with Banks In Current Accounts	1,12,809	49,921
	1,12,809	49,921

Note 7 : CURRENT TAX ASSETS

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Unsecured, considered good		
Current Tax Assets (Net)	22,591	57,558
	22,591	57,558

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
7.1 Advance Income tax (Net of Provision)		
At Start of Year	57,558	(37,493)
Charge for the year	12,496	5,605
Tax paid during the year	35,087	1,22,427
Refund during the year	57,558	21,771
At end of year	22,591	57,558

Note 8 : OTHER CURRENT ASSETS

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Unsecured, considered good		
Interest Receivable	12,84,553	8,51,809
	12,84,553	8,51,809

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note 9 : SHARE CAPITAL

PARTICULARS	AS AT 31/03/2021 ₹.	AS AT 31/03/2020 ₹.
a) Authorised 1000000 Equity Shares of Rs.10 Each (As at 31st March 2020 : 1000000 Equity Shares of Rs. 10 Each)	1,00,00,000	1,00,00,000
	1,00,00,000	1,00,00,000
b) Issued, Subscribed and Paid-up. 1000000 Equity Shares of Rs.10 Each (As at 31st March 2020 : 1000000 Equity Shares of Rs. 10 Each)	1,00,00,000	1,00,00,000
	1,00,00,000	1,00,00,000

c) The movement of number of Shares and Share Capital

PARTICULARS	As at 31/03/2021		As at 31/03/2020	
	No. of Shares	₹.	No. of Shares	₹.
Equity Shares				
Shares outstanding at the beginning of the year	1000000	1,00,00,000	1000000	1,00,00,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1000000	1,00,00,000	1000000	1,00,00,000

d) Rights, Preference and Restriction attached to Shares

Voting right of every holder of Equity Shares shall be in proportion to his share of the paid up Equity Capital of the Company on every resolution placed before the company, and shall be entitled for Dividends as recommended by the Board of Directors in the particular year.

In the event of liquidation, Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

e) Details of shareholders holding more than 5 % of the aggregate Shares in the Company

PARTICULARS	No. of Shares	% holding	No. of Shares	% holding
Equity Shares				
Assam Company Ltd.	65,000	6.50	65,000	6.50
Bajarang Finance Ltd.	1,60,000	16.00	1,60,000	16.00
Lynx Machinery And Commercials Ltd.	94,500	9.45	94,500	9.45
Mrugesh Trading Ltd.	-	-	99,500	9.95
Rishabh Enterprises Ltd.	82,150	8.22	82,150	8.22
Shri Gurudev-En-Trade Ltd.	99,500	9.95	99,500	9.95
Warden Packaging & Containers Pvt. Ltd.	71,700	7.17	71,700	7.17
Pragati Holdings Pvt. Ltd.	50,000	5.00	50,000	5.00
Warden Exports Pvt. Ltd.	95,100	9.51	95,100	9.51
	7,17,950	71.80	8,17,450	81.75

f) Information regarding issue of shares in the last five years

PARTICULARS	31/03/2021 No	31/03/2020 No
Equity shares allotted as fully paid bonus shares by capitalisation of securities premium	Nil	Nil
Equity Shares allotted as fully paid - up pursuant to contracts for consideration other than cash	Nil	Nil
Equity shares bought back by the company	Nil	Nil

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note No. 10 : OTHER EQUITY

PARTICULARS	AS AT 31/03/2021		AS AT 31/03/2020	
	₹.	₹.	₹.	₹.
(a) Profit and Loss Account				
As per last Balance Sheet	63,96,343		67,91,984	
Add/(Less): Profit/(Loss) for the year	(5,141)		(3,95,641)	
Add/(Less): Transfer from other comprehensive income on sale of equity instruments	4,10,973		-	
	68,02,175		63,96,343	
		68,02,175		63,96,343
(b) Other Comprehensive Income				
As per last Balance Sheet	11,90,513		10,88,854	
Add/ (Less): Transfer from other comprehensive income on sale of equity instruments	(4,10,973)		1,01,659	
Add/(Less): Changes in Fair value of FVOCI Equity Instruments	1,16,550	8,96,090	-	11,90,513
		76,98,265		75,86,856

The Company has elected to recognise changes in the fair value of certain investment in equity instruments in Other Comprehensive Income. These changes are accumulated within equity. The company transfers amounts from this balance to retained earnings when the relevant equity instruments are derecognised.

Note 11 : TRADE PAYABLES

PARTICULARS	AS AT	AS AT
	31/03/2021	31/03/2020
	₹.	₹.
Micro and Small Medium Enterprises (Refer Footnote 'A')	-	-
Accrued Expenses and Others	65,773	60,155
	65,773	60,155

A. The Company does not have any Sundry Creditors for goods as on the date of the Balance Sheet. Hence, disclosure of information as required under Micro, Small and Medium Enterprises Act 2006 is not applicable.

Note 12 : OTHER CURRENT LIABILITIES

PARTICULARS	AS AT	AS AT
	31/03/2021	31/03/2020
	₹.	₹.
Statutory dues Payable	-	186
	-	186

Note 13 : OTHER INCOME

PARTICULARS	31/03/2021	31/03/2020
	₹.	₹.
Interest received on Loans	4,67,831	2,75,584
Dividend Received	-	1,300
Interest Received on Income tax Refund	3,452	1,519
	4,71,283	2,78,403

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note 14: CHANGES IN STOCK-IN-TRADE

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Inventories (at Close)	13,38,855	12,62,680
Inventories (at Commencement)	12,62,680	11,09,500
Net (Increase)/Decrease	(76,175)	(1,53,180)

Note 15 : PAYMENT TO EMPLOYEES

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Salary Paid	2,40,000	1,10,323
	2,40,000	1,10,323

Note No.16 : OTHER EXPENSES

PARTICULARS	31/03/2021 ₹.	31/03/2020 ₹.
Advertisement Expenses	32,063	28,116
Audit Fees	28,600	15,000
Internal Audit Fees	32,060	5,000
Bank Charges & Commission	3,431	889
Connectivity Charges	10,620	-
Custody Charges	10,620	9,000
Demat Charges	3,262	1,520
Filing Fees	9,600	6,000
General Expenses	7,065	4,201
Interest - Others	700	4,661
Legal & Professional Charges	58,000	57,000
Listing Fees	64,900	64,900
Penalty Charges	-	4,48,400
Postages	-	7,197
Printing & Stationery	-	52
Security Transaction Tax	2,216	-
Profession Tax	2,500	2,500
Service Charges	29,745	34,510
GST	-	15,216
Subscription Fees	-	3,000
Web Designing & Domain Charges	4,720	4,130
Sundry Balance Written off	-	4
	3,00,103	7,11,296

BHAIRAV ENTERPRISES LIMITED
NOTES FORMING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Note No.17 : TAXATION

PARTICULARS	31/03/2021 Rs.	31/03/2020 Rs.
Income Tax Recognised in Statement of Profit & Loss		
Current Tax	12,496	5,605
Deferred Tax	-	-
	12,496	5,605

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

PARTICULARS	31/03/2021 Rs.	31/03/2020 Rs.
Profit before tax	7,355	(3,90,036)
Applicable Tax Rate	11.44	26.00
Computed Tax Expenses	841	(1,01,409)
Adjustment on account of MAT	-	-
Tax effect of Exempt Income	(11,440)	-
Tax effect of Capital Gain	31,809	-
Tax effect of Brought forward Losses	-	-
Tax effect of Expenses allowed	(8,714)	-
Current Tax Provision (A)	12,496	-
Current Tax Expense relating to prior years (B)	-	5,605
Deferred Tax Provision (C)	-	-
Tax Expenses recognised in Statement of Profit and Loss (A+B)	12,496	5,605
Effective tax Rate	169.89	-1.44

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

Note No 18 : EARNINGS PER SHARE (EPS)

	31st March 2021	31st March 2020
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(5,141)	(395,641)
Weighted Average number of equity shares	1000000	1000000
Basic and Diluted EPS	(0.01)	(0.40)
Face Value per equity share	10	10

Note No. 19 : DISCLOSURE AS REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

Particulars of Loan given

Sr.No.	Name	Amount of Loan Given	Period	Rate of Interest	Purpose
1	Warden International Pvt. Ltd.	74,00,000	Payable on demand	7.50%	Business Purpose
2	Remi Edelstahl Tubulars Ltd.	43,00,000	--do--	0%	--do--

Note No. 20 : PAYMENT TO AUDITOR

	31/03/2021	31/03/2020
As Auditor		
Audit Fees	25,000	15,000
GST	3,600	-
	28,600	15,000
In Other Capacity	-	-
Total	28,600	15,000

Note No 21 : SEGMENT INFORMATION

a) Primary Segment

The business segment has been considered as the primary segment. The company is engaged in only one reportable segments.

b) Secondary Segment

The company operates in India and hence there are no geographical segments.

Note No 22 : RELATED PARTY DISCLOSURES

During the year the company has not undertaken any transaction with parties that require disclosure as per Accounting Standard 18 on related party transaction.

BHAIRAV ENTERPRISES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

Note No 23 : CAPITAL COMMITMENTS

The Company has no outstanding commitment on Capital Contract.

Note No 24 : CONTINGENT LIABILITIES : NIL s

Note No 25 : ADDITIONAL COMMENTS

- i. In the opinion of the Board the current assets, and advances if realized in the ordinary course of business have value on realization at least to the amount at which these are stated in the Balance Sheet. The provision for all known liabilities are adequate and not in excess of the amount reasonable necessary.
- ii. Sundry Liabilities are subject to confirmation.
- iii. Figures have been rounded off to nearest Rupees.
- iv. On assessment of the impairment of fixed assets of the company as at the Balance Sheet date as required by Accounting Standard 28 "Impairment of Assets" issued by the ICAI, the company is of the view that no provision for impairment of fixed assets is required.
- v. The previous year's figure have been reworked, regrouped, rearranged and reclassified wherever necessary.

Signatures to Note "1" to "25"

As per our attached Report of even date.

**For Hegde & Associates
Chartered Accountants
(Firm Regn. No. 103610W)**

**Shashi Kumar Dujari
Director
DIN:00116132**

**Krishna Jain
Director
DIN:06956461**

**Manoj Shetty
Partner
(M.No. 138593)
Place : Mumbai
Dated: 25th June, 2021**

**Rahul Jain
Company Secretary
Place : Mumbai
Dated : 25th June, 2021**

**Sayalesh Rane
Chief Financial Officer**

BHAIRAV ENTERPRISES LIMITED
CASH-FLOW STATEMENT ANNEXED TO BALANCE SHEET FOR THE
YEAR ENDED 31st MARCH, 2021

	Year Ended 31.03.2021	Year Ended 31.03.2020
A. CASH-FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Tax and Extra-ordinary Items	7,355	(3,90,036)
Adjustment for		
Operating Profit before Working Capital Changes	7,355	(3,90,036)
Changes in Working Capital:		
Increase/ (Decrease) in Trade Payables	5,432	37,681
Increase/ (Decrease) in Inventories	(76,175)	(1,53,180)
(Increase)/ Decrease in Other Current Assets	(4,32,744)	(31,809)
Cash Generated from Operation	(4,96,132)	(5,37,344)
Income Tax Paid	22,471	(1,00,656)
NET CASH FROM OPERATING ACTIVITIES (A)	(4,73,661)	(6,38,000)
B. CASH-FLOW FROM INVESTMENT ACTIVITIES:		
Sale of Investments	24,91,549	-
Loan Given	(19,55,000)	6,40,000
NET CASH FROM INVESTMENT ACTIVITIES (B)	5,36,549	6,40,000
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
NET CASH FROM FINANCING ACTIVITIES (C)	-	-
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	62,888	2,000
Cash and Cash Equivalents - Beginning of the Year	49,921	47,921
Cash and Cash Equivalents - End of the Year	1,12,809	49,921
Net Cash and Cash Equivalents	62,888	2,000

As per report of the even Date
For Hegde & Associates
Chartered Accountants
(Firm Registration No.103610W)

Manoj Shetty
Partner
(M.No.138593)
Place : Mumbai
Dated : 25th June, 2021

For and on behalf of the Board
BHAIRAV ENTERPRISES LIMITED

Shashi Kumar Dujari **Krishna Jain**
Director Director
DIN : 00116132 DIN : 06956461

Rahul Jain **Sayalesh Rane**
Company Secretary Chief Financial Officer
Dated : 25th June, 2021

BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J. J. Road, Byculla, Mumbai – 400 008.

CIN: L51909MH1984PLC217692 **PAN:** AACCB0934F

TEL: (91) 22 2302 7900 **FAX:** (91) 22 2307 7231

Website: www.bhairaventerprises.com

Email: cosec@bhairaventerprises.com / cosec@wardengroup.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip on request.

* **DP. ID. No.** : _____

* **Client Id. No.** : _____

Ledger Folio No.: _____

NAME AND ADDRESS OF THE SHAREHOLDER:

No. of Share(s) held : _____

I hereby record my presence at the 37th ANNUAL GENERAL MEETING of the company held on Friday the 3rd day of September, 2021 at 12.00 Noon at Warden House, 340 J.J. Road, Byculla, Mumbai – 400008.

• I certify that I am member/proxy of the Company.

Signature of the shareholder or proxy

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue



**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____

Registered address: _____

E-mail ID: _____

Folio No/DP ID-Client ID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : _____

Address: _____

E-mail Id : _____ Signature: _____ or failing him;

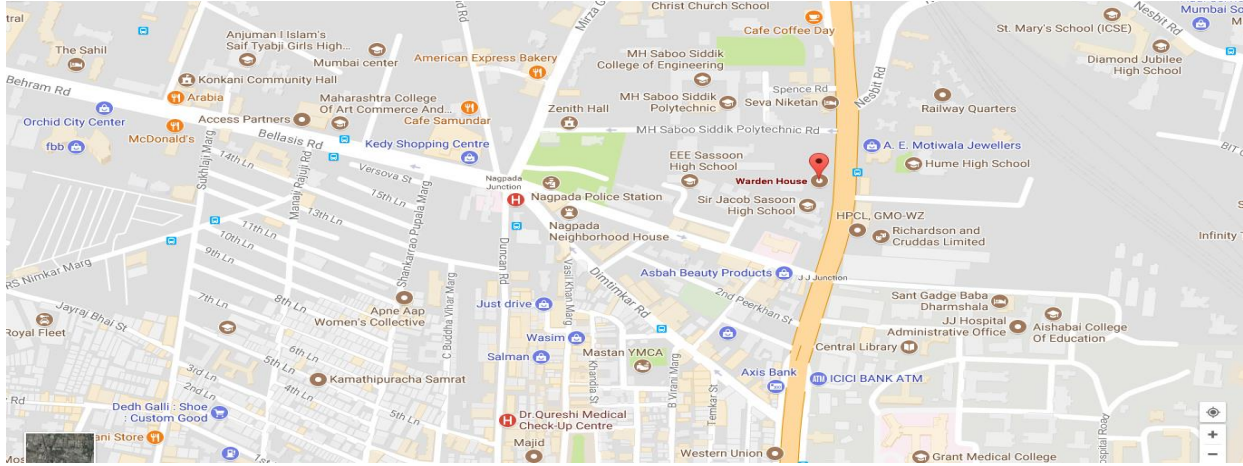
or failing him;

2. Name : _____

Address: _____

E-mail Id : _____ Signature: _____

MAP TO THE VENUE OF 37th ANNUAL GENERAL MEETING



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 37th ANNUAL GENERAL MEETING of the company held on Friday the 3rd September, 2021 at 12.00 Noon at 340 J.J. Road, Byculla, Mumbai – 400008 and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No	Resolutions	Type of Resolution	For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2021 and the Profit and Loss Account of the Company for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon	Ordinary		
2	To appoint a Director in place of Shri. Shashi Kumar Dujari (DIN 00116132) who retires by rotation and being eligible offers himself for re-appointment	Ordinary		
3	To appoint Shri. Ganesh Sitaram Dant (DIN 09162413) as Director of the Company.	Ordinary		
4	To re-appoint Shri. Shashi Kumar Dujari as Manager of the Company.	Ordinary		
5	To appoint Smt. Tanaya Tulsi Daryanani (DIN 09192601) as Non-Executive Independent Director of the Company	Ordinary		
6	To Re-classify M/s Mrugesh Trading Limited from “Promoter Category” to Public Category”	Ordinary		
7	To Invest and give Loan under Section 186(3)	Special		

Signed this _____ day of _____ 2021

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp not
less than
Re. 1

Note: 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. A Proxy need not be a member of the Company.