

**BDR Buildcon Limited**

Regd. Office: 21, Ring Road,
Third Floor, Lajpat Nagar - IV
New Delhi -110024, INDIA
Tel. : +91 11 2647 7771, 2647 7772
Website : www.bdrbuildcon.com
E.mail : info@bdrbuildcon.com
CIN : L70100DL2010PLC200749

To,
The Listing Department
National Stock Exchange of India Ltd
Exchange plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

08.09.2025

Dear Sir,

SUBJECT: OUTCOME OF BOARD MEETING HELD ON SEPTEMBER 08, 2025

Time of commencement: 11:00 AM
Time of conclusion: 12:00 PM

This is to inform you that Board of Directors in its meeting held today i.e., 08.09.2025 has dealt the following matters:

1. Consider and approve the Directors' Report
2. Consider and take note of the Secretarial Audit Report;
3. Consider and take note of the Internal Audit Report; and
4. Calling of notice for the 15th Annual General Meeting of the Company.

Kindly take the above information on record.

Thanking You,

For **BDR BUILDCON LIMITED**

RAJESH GUPTA
Managing Director
DIN: 00163932

CIN: L70100DL2010PLC200749

E-mail – info@bdrbuildcon.com

BDR BUILDCON LIMITED

ANNUAL REPORT

FOR FINANCIAL YEAR

2024 - 2025

Website: www.bdrbuildcon.com
Tel: 011-26477771

Regd. office: 21, Ring, Road Third Floor,
Front Portion, Lajpat Nagar- IV,
New Delhi-110024

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajesh Gupta
Managing Director
DIN: 00163932

Mr. Malay Kumar Majumder
Independent Director
DIN: 09795404

Mr. Rajinder Prasad Sharma
Independent Director
DIN: 06947420

Mrs. Renu Gupta
Non - Executive Director
DIN: 00163749

COMPANY SECRETARY

Mrs. Nidhi Adhikari

BOARD COMMITTEE

AUDIT COMMITTEE
Mr. Malay Kumar Majumder
(Chairperson)
Mr. Rajinder Prasad Sharma
(Member)
Mr. Rajesh Gupta (Member)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Malay Kumar Majumder
(Chairperson)
Mr. Rajinder Prasad Sharma
(Member)
Mr. Rajesh Gupta (Member)
Mrs. Renu Gupta (Member)

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Malay Kumar Majumder
(Chairperson)
Mr. Rajinder Prasad Sharma
(Member)
Mr. Rajesh Gupta (Member)
Mrs. Renu Gupta (Member)

BANKERS

HDFC Bank Limited

STATUTORY AUDITORS

**Vishal Subhash
Chandra & Co**
Chartered Accountant
Firm Reg. No: 024543C
112/IV, Ganga
Shopping Complex
Sector-29, Noida
Uttar Pradesh

REGISTRAR TRANSFER AGENT

Bigshare Services Private Limited

Head Office: E-2 & 3, Ansa
Industrial Estate, Saki-Vihar Road,
Sakinaka.
Andheri (E), Mumbai - 400 072

Delhi Office: 302, Kushal Bazar, 32-
33, Nehru Place, New Delhi-110019
Phone No.: 011-42425004,
47565852

REGISTERED OFFICE & CORPORATE OFFICE:

21, Ring Road, Third Floor, Front
Portion, Lajpat Nagar – IV, New
Delhi – 110024
Tel: 011-26477771
E-mail – info@bdrbuildcon.com

WEBSITE

www.bdrbuildcon.com

CORPORATE INDENTITY NUMBERS

L70100DL2010PLC200749

SECRETARIAL AUDITOR

Kanishk Arora & Co
Company Secretaries
105, 01st Floor., Ganga Chamber
6A/1, WEA, Karol Bagh,
New Delhi - 110005

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NOTICE OF AGM

Notice is hereby given that the **15th Annual General Meeting** of the members of **BDR BUILDCON LIMITED** will be held at the Registered Office of the Company at 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110024, on **Tuesday**, the **30th day of September, 2025** at **03:00 P.M** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2025** and Statement of Profit & Loss for the period ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a director in place of **Mrs. Renu Gupta (DIN: 00163749)** who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

On order of Board of Director
For **BDR Buildcon Limited**

Date: 08.09.2025
Place: New Delhi

Rajesh Gupta
Managing Director
DIN- 00163932

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. PROXY FORM IS ENCLOSED.**

A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. Pursuant to Section 113 of the Act and Rules framed thereunder, the Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to section 91 of the Companies Act, 2013, the register of members of the Company will remain closed from 24.09.2025 to 30.09.2025 (both days inclusive) for the purpose of Annual General Meeting.
6. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits listed companies to send notice of Annual General Meeting along with Annual Report, comprising of Financial Statements, Board's Report, etc. via electronic mode to its members. The Company is therefore sending an email to its members, providing a link to the website of the Company facilitating Notice of Annual General Meeting and Annual Report 2024-2025, unless a member has requested for a physical copy of documents. Email is sent to those members whose email id is registered with Company/Depositories. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

7. The Register of Directors, Key Managerial Personnel(s) and their shareholding maintained under section 170 of the Act along with other statutory registers as required under the provisions of Act, will be available for inspection of members at AGM.

8. Members are requested to send all communications to our Registrar and Share Transfer Agent (R & T Agent) at the following address:

Bigshare Services Private Limited

Head office: E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka,
Andheri (E), Mumbai - 400 072

Delhi Office: 302, Kushal Bazar, 32-33, Nehru Place, New Delhi-110019

Phone No.: 011-42425004, 47565852

Email ID: mukesh@bigshareonline.com

Website: www.bigshareonline.com

9. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance to the Registered Office of the Company

10. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice

11. Members holding shares in Demat form are requested to furnish their Permanent Account Number (PAN) details to their respective Depository Participant in order to comply with the Securities and Exchange Board of India (SEBI) guidelines.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R & T Agents in case the shares are held in physical form

13. All documents referred to in the Notice shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

14. The route map of the venue of the AGM is enclosed herewith.

**On order of Board of Director
For BDR Buildcon Limited**

**Rajesh Gupta
Managing Director
DIN- 00163932**

**Date: 08.09.2025
Place: New Delhi**

ATTENDANCE SLIP
(To be presented at the entrance)

Name:

Folio No/DP & Client ID:

Address:

No of Shares Held:

I certify that I am a registered shareholders/proxy/authorized representative for registered shareholders of the Company.

I hereby record my presence at the 15th Annual General Meeting of BDR Buildcon Limited held on ***Tuesday, the 30th day of September, 2025*** at ***03:00 P.M*** at 21, Third Floor, Front Portion, Lajpat Nagar-IV, New Delhi-110024.

SIGNATURE OF THE SHAREHOLDER / PROXY*

Strike out whichever is not applicable

Note:

**It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*

ROUTE MAP OF THE VENUE OF AGM



Note: Members are requested to bring their copy of the Annual Report. Requested further to complete this attendance slip and hand it over at the entrance of the office. Only Member or their Proxies are entitled to be present at the Meeting.



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CIN : L70100DL2010PLC200749

Director's Report

To,
The Members,

The Directors of your Company have pleasure in presenting the 15th Annual Report together with the Audited Financial Statements of Accounts and Auditors Report of your Company for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company is as follows:

(in Rs.)

PARTICULAR	2024-25	2023-24
Income from:		
-Business Operations	Nil	Nil
-others	Nil	Nil
Total Income	Nil	Nil
Less Interest	Nil	Nil
Expenses (including other expenses)	12,23,093	8,80,604
Profit before Depreciation	(12,23,093)	(8,80,604)
Less Depreciation	Nil	Nil
Profit after depreciation and Interest	(12,23,093)	(8,80,604)
Less Current Income Tax	Nil	Nil
Less Previous year adjustment of Income Tax	Nil	Nil
Net Profit / (Loss) after Tax	(12,23,093)	(8,80,604)
Balance carried to Balance Sheet	(12,23,093)	(8,80,604)
Earning per share (Basic)	(0.18)	(0.13)
Earning per Share (Diluted)	(0.18)	(0.13)

2. REVIEW OF PERFORMANCE

The Company is engaged in the business of all kinds of real estate projects primarily relating to the residential sector since incorporation.

During the year under review, the following is the performance review of the company:

Net loss for the FY 2024-25 after tax is 12,23,093/- as compared to Net loss of previous FY 2023-24 is Rs. 8,80,604/-.

3. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no material changes in the nature of business of the Company and it would continue to operate in overall real estate projects primarily relating to the residential sector.

4. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Your Directors further state that there were no material changes and commitments affecting the financials occurred between the ends of the financial year to which these financial statements relate and the date of this report.

5. SHARE CAPITAL

During the year there is no change in the share capital of the Company.

6. DIVIDEND

In absence of profits, your directors have not recommended any dividend for the FY 2024-25.

7. PROPOSED TO CARRY TO RESERVES

The Board has not transferred any amount towards General Reserves for the year under review.

8. DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the financial year. There is no unclaimed or unpaid deposit lying with the Company.

9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared in previous years, the provisions of Section 125 of the Companies Act, 2013 do not apply.

10. STOCK EXCHANGE & LISTING FEES

Company's Equity Shares at present are listed at NSE ITP Emerge. It may be noted that there are no payment outstanding to the Stock Exchange by way of listing fees etc.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan and guarantee made by the Company under Section 186 of the Companies Act, 2013 during the Financial Year under review. However, Company has not made any investment for the period under review.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the financial year under review.

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

Information required to be given pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 do not apply to our Company.

21. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earning : Nil
Outgo : Nil

22. SECRETARIAL AUDITOR

Pursuant to section 179 and 204 of the Act and rules made thereunder, M/s Kanishk Arora & Co., practicing Company Secretaries (Membership Number: 9575 / Certificate of Practice No.: 13253) was appointed as a Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2024-25, in the manner as stated above in forgoing provisions.

The said Secretarial Auditor's Report does not contain any qualifications, reservations and adverse remarks.

23. AUDIT COMMITTEE AND VIGIL MECHANISM

The Audit Committee of the Company comprised of the following members:-

Sl. No.	Name of Members	Designation
1.	Mr. Malay Kumar Majumder	Independent Director /Chairman
2.	Mr. Rajinder Parsad Sharma	Independent Director
3.	Mr. Rajesh Gupta	Managing Director

The above composition of the Audit Committee consists of independent Directors viz., Mr. Rajinder Parsad Sharma and Mr. Malay Kumar Majumder who form the majority.

The Company Secretary functions as Secretary to the Committee.

During the year under review, 4 (four) meetings of the Audit Committee were held. The gap between two Audit Committee Meetings did not exceed one hundred and twenty days as prescribed in the Listing Regulations.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

11. NUMBER OF BOARD MEETING

The Board of Directors has met 4 (Four) times during the financial year 2024-25. None of the two Board meeting have a gap of more than 120 days between them.

S.No.	Date	Board Strength	No. of Directors Present
1	07.05.2024	4	4
2	01.08.2024	4	4
3	14.08.2024	4	4
4	19.09.2024	4	4
5	05.11.2024	4	4
6	21.01.2025	4	4

12. ORDERS PASSED BY REGULATORS/COURTS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

13. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of Companies Act, 2013.

14. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE FINANCIAL YEAR

There is no change in the Directors and Key Managerial Personnel (KMP) appointed / resigned during the financial year

15. DECLARATION OF INDEPENDENCE

The company has received necessary declarations from all the Independent Directors that they meet the criteria of Independence laid down in section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated which could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influences.

16. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Risk Management is an integral part of the Company's business strategy. The Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Board nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

17. ANNUAL RETURN

In terms of provisions of Section 92 and 134 of the Act, the copy of annual return is placed on the website of the Company at the web-link www.bdrbuildcon.com.

The Whistle Blower Policy is available on the Company's website.

24. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company comprised of the following members:-

Sl. No.	Name of Members	Designation
1.	Mr. Malay Kumar Majumder	Independent Director /Chairman
2.	Mr. Rajinder Parsad Sharma	Independent Director
3.	Mr. Rajesh Gupta	Managing Director
4.	Mrs. Renu Gupta	Non-Executive Director

During the year under review, 4 (four) meetings of the Stakeholders Relationship Committee were held. The gap between two Audit Committee Meetings did not exceed one hundred and twenty days as prescribed in the Listing Regulations.

25. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company comprised of 4 (four) Directors, which is as follows:

Sl. No.	Name of Members	Designation
1.	Mr. Malay Kumar Majumder	Independent Director /Chairman
2.	Mr. Rajinder Parsad Sharma	Independent Director
3.	Mr. Rajesh Gupta	Managing Director
4.	Mrs. Renu Gupta	Non-Executive Director

During the year under review, 1 (one) meeting of the Nomination and Remuneration Committee were held.

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Code of Conduct is available on the Company's website. All Directors have confirmed compliance with provisions of section 164 of the Companies Act, 2013.

26. REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. The policy is available on the Company's website.

27. HUMAN RESOURCE MANAGEMENT & SAFETY

During the financial year, the Company had cordial relations with workers, staff and officers. Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility.

28. REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

The Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.

29. EVALUATION OF THE BOARD'S PERFORMANCE

The Companies Act, 2013 mandates formal annual evaluation by the Board of its own performance and that of its committees and Individual Directors. Schedule IV to the Companies Act, 2013 provides that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out annual evaluation of performance of Directors individually, Board as a whole and following Committees of the Board of Directors.

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholder Relationship Committee

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination and Remuneration Committee.

An exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

30. INTERNAL CONTROL SYSTEM & INTERNAL AUDITORS

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements. The Company has well designed Standard Operating Procedures.

M/s Naveen Upadhyaya & Associates, Chartered Accountant has been appointed in Company for the purpose of Internal Audit.

Independent Internal Auditor conducts General Accounting & Statutory Compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

The Audit Committee also met the company's Statutory Auditors to ascertain their views on the financial statements, including the Financial Reporting Systems, Compliance to Accounting Policies and Procedures, the adequacy and effectiveness of the Internal Controls and Systems followed by the Company.

31. COST AUDITORS

Company does not appoint cost auditor as the provisions related to Cost Audit is not applicable to the Company.

32. PARTICULARS OF REMUNERATION AND EMPLOYEES

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as per the Act.

33. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Company does not have any subsidiary, joint ventures and associate Companies within the meaning of the Companies Act, 2013. Therefore the disclosure of particulars with respect to information related to

performance and financial position of the Subsidiaries, joint ventures or associate Companies subject to rule 8(1) of Companies (Accounts) Rules, 2014 is not applicable.

34. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

1. Names of companies which have become to be its Subsidiaries, joint ventures or associate companies during the year: N.A.
2. Names of companies which have ceased to be its Subsidiaries, joint ventures or associate companies during the year: N.A.

35. SHARES

a. BUY BACK OF SECURITIES

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

b. SWEAT EQUITY

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

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

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

36. DIRECTORS RESPONSIBILITY STATEMENT

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

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

The Company's Internal Auditors have conducted periodic audits to provide reasonable assurance that the Company's approved policies and procedures have been followed.

37. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34 of the SEBI Listing Regulations, is annexed as **Annexure- 4** to this Board Report.

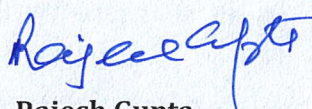
38. **ACKNOWLEDGEMENTS**

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

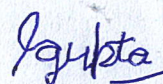
**On order of Board of Director
For BDR Buildcon Limited**

Date: 08.09.2025

Place: New Delhi



Rajesh Gupta
Managing Director
DIN- 00163932



Renu Gupta
Director
DIN- 00163749

INTERNAL AUDIT REPORT

M/S BDR BUILDCON LIMITED

Report No.	Real Estate Industries/Internal Audit/24-25/01
Date	31/03/2025
Area	General Accounting & Statutory Compliance
Location	21, Ring Road, Third floor, Front portion, Lajpat Nagar- IV, New Delhi-110024. (Corporate Office Address)
Period Covered	April 2024 to March 2025
Report Distribution	Board of Directors



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

INTERNAL AUDITREPORT

TABLE OF CONTENTS

- Scope & Objectives
- Backgrounds
- Rating Scale
- Detailed Observations and Recommendations

SPECIFIC OBJECTIVES & AUDIT APPROACH

- Review of policies, procedures and processes to gain an Understanding of existing processes
- Evaluation of present business process
- Timely identify the irregularities and correcting the same.
- Identification and Evaluation of controls over risk
- Improvements in existing business processes
- Timely Compliance of various statutory provision
- To improve effectiveness of current operating procedures, existing controls and identifies opportunities for improvement.
- Observations of lessers significance were discussed with appropriate management for information and corrective action, as necessary.



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

Background

<u>Name</u>	M/s BDR Buildcon Limited
<u>Organization Type</u>	Limited Company listed on NSE'S Emerge Institutional Trading Platform
<u>Registered Office</u>	21, Ring Road, Third Floor, Lajpat Nagar- IV, New Delhi-110025
<u>Corporate office Address</u>	21, Ring Road, Third Floor, Front Portion, Lajpat Nagar IV, New Delhi-110025
<u>Brief about the Organization</u>	BDR Buildcon Limited specializes in Boutique Residential Projects. The company is part of BDR Group.
<u>Objective of Internal Audit</u>	Currently Company is not engaged in any new project but Profit from booking in previous project is generated during the year. So, objectives of Internal Audit are to see audit risk (inherent risk, control risk and detection risk) in internal control system and if any shortcoming found same is reported to the management for immediate action.
<u>Scope of Internal Audit</u>	As previously reported earlier, there is no current project during the period and total vouchers during the period are below two hundred so scope of internal audit is not wide.
<u>Methodology Adopted for conducting internal audit</u>	We have adopted various methodology internal audit engagement viz. interviews of employees, observations and checking vouchers and records.



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

Confidential

Rating Scale

Seriousness of reported audit findings varies significantly. In order to provide consistency in reporting audit findings, significance of each finding is prioritized into "High to Low" Which is a relative scale in the context of an area or process under review. Details of each category are explained below:

High Risk (H) -Represents critical control weaknesses requiring prompt action to mitigate information systems or business process vulnerabilities. Adequate compensating controls do not exist to mitigate risk exposure, or may not be sufficient given the impact of a risk occurrence should it occur. Regulatory non-compliances involving penalties/prosecutions are also included in this category.

Medium Risk (M) - Represents moderate control weaknesses requiring near-term management focus to strengthen existing controls. Some compensating controls are present, but additional controls are necessary to further mitigate risk exposure.

Low Risk (L) - Represents minor control weaknesses requiring management focus to enhance existing controls. Compensating controls are present to mitigate exposure (or if not, the impact of a risk occurrence is minor), but opportunities exist to enhance controls or improve operating efficiency.

RISK CATEGORY

Financial (F) – Reliability of financial reporting / financial impact.

Compliance (C) – Compliance with applicable laws and regulations.



For Naveen Upadhyaya & Associates
Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

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Detailed Observations and Recommendations

As previously reported earlier, there is no current project during the period.

Notwithstanding that Company has adopted sufficient internal control for day to day working of the company and following are findings while conducting internal audit engagement.

Audit Observations

- | | | | |
|----|-----------------|--------------------------|---|
| 1. | Expenses | Audit Observation | On Vouching of miscellaneous expenses, no supporting is found in respect such expenses. |
|----|-----------------|--------------------------|---|

Recommendation	Company should keep supporting of all expenses which are generally made in cash.
-----------------------	--

DISCLAIMER- We has restricted our work to the scope of the assignment as detailed above. This report addresses the deficiencies in the internal controls pertaining to the operations of BDR Buildcon Limited. I do not assume any responsibility for the non-discovery of any frauds or misappropriations, which could have occurred during the period under review.

For Naveen Upadhyaya & Associates
Chartered Accountant

Raman Kumar
Partner
M.No.-539261
UDIN#25539261BMMHCH4058



Place: New Delhi
Date: 17.06.2025

For Naveen Upadhyaya & Associates

Raman Kumar
Chartered Accountant

Internal Audit Report of M/s BDR Buildcon Limited
For the Period April 2024 to March 2025

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SECRETARIAL COMPLIANCE REPORT OF *BDR BUILDCON LIMITED* FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To,
The Board of Directors,
BDR Buildcon Limited
21 Ring Road, Third Floor, Lajpat Nagar- IV
New Delhi 110024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **BDR Buildcon Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at 21 Ring Road, Third Floor, Lajpat Nagar- IV New Delhi 110024, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We Kanishk Arora & Co. have examined:

- (1) All the documents and records made available to us and explanation provided by **BDR BUILDCON LIMITED** bearing CIN L70100DL2010PLC200749 having Registered office address situated at 21 Ring Road, Third Floor, Lajpat Nagar- IV New Delhi 110024 ("the listed entity"),
- (2) The filings/ submissions made by the listed entity to the stock exchanges,
- (3) Website of the listed entity,
- (4) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2025 ("2024-2025") in respect of compliance with the provisions of:





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Company Secretaries | Regd. Valuer (SFA) | Peer Reviewer
Peer Reviewed Unit | Regd. Trademark Agent

(i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

KANISHK ARORA

Company Secretary

M.No.: 9575 COP No.: 13253

Date: 08.05.2025

Place: New Delhi

UDIN: F009575G000296873

For KANISHK ARORA & CO.
Company Secretaries



Practicing Company Secretary

FCS No. 9575

C.P. No. 13253

Firm Registration No. S2014DE256300

Peer Review No. 1202/2021



KANISHK ARORA & CO.

Company Secretaries | Regd. Valuer (SFA) | Peer Reviewer
Peer Reviewed Unit | Regd. Trademark Agent

WE HEREBY REPORT THAT, DURING THE REVIEW PERIOD 01ST APRIL, 2024 TO 31ST MARCH, 2025 THE COMPLIANCE STATUS OF THE LISTED ENTITY IS APPENDED AS BELOW:

Sr. No.	Particular	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed Entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NA
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	NA





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4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NA
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	NA
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/rejected by the Audit Committee, in case no prior approval has been obtained	Yes	NA





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9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ Directors/ Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ Guidelines issued thereunder.	NA	NA
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular/guidance note etc.	NA	NA

COMPLIANCES RELATED TO RESIGNATION OF STATUTORY AUDITORS FROM LISTED ENTITIES AND THEIR MATERIAL SUBSIDIARIES AS PER SEBI CIRCULAR CIR/CFD/CMD1/114/2019 DATED 18TH OCTOBER, 2019

Sr. No.	Particular	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		





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	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NA
2.	Other conditions relating to resignation of Statutory Auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	NA





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	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor		
	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019	NA	NA





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(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:
Not Applicable

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity and information furnished, are the responsibilities of the management of the listed entity.





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Company Secretaries | Regd. Valuer (SFA) | Peer Reviewer
Peer Reviewed Unit | Regd. Trademark Agent

2. Our responsibility is to report based upon our examination of relevant documents and information.
3. This is neither an audit nor an expression of opinion.
4. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
5. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

KANISHK ARORA

Company Secretary

M.No. 9575 COP No.: 13253

Date: 08.05.2025

Place: New Delhi

UDIN: F009575G000296873

For KANISHK ARORA & CO.
Company Secretaries



Kanishk Arora

Practicing Company Secretary

FCS No. 9575

C.P. No. 13253

Firm Registration No. S2014DE256300

Peer Review No. 1202/2021