Blueblood Ventures Limited

13TH

ANNUAL REPORT

2019-20

CORPORATE INFORMATION:

Mr. Suresh Bohra Din: 00093343	Managing Director
Mr. Pushpendra Surana Din:01179041	Non Executive Director
Mrs. Seema Sarna Din: 08829973	Non Executive Director
Mr. Manjeet Pugalia Din: 07131803	Chairman and Non Executive Independent Director
Mr. Nirbhaya Kishore Mishra Din: 00302769	Non Executive Independent Director
Mr. Narsimha Kavadi Din: 08145297	Non Executive Independent Director

Chief Financial Officer(CFO)
Mr. Suresh Bohra

Company Secretary
Mrs. Neha Bansal

Statutory Auditors
M/s R Gopal & Associates
Chartered Accountants
G-1, Ground Floor, South Extension
- New Delhi-110049

Secretarial Auditor
M/s MZ & Associates
Company Secretaries
3/31, -Patel Part-2
www.mycompliances.com

REGISTRAR & SHARE TRANSFER AGENT
Skyline Financial Services Pvt Ltd
D-153/A, 1st floor, Phase I, Okhla IndustrialArea,
New Delhi, Delhi 110020
www.skylinerta.com

Registered Office:
Room No 101, P-27, Malviya Nagar,
New Delhi-110017

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DIRECTORS' REPORT

To the Members,

The Directors of the Company have pleasure in presenting the 13th Standalone Annual Report and Audited Financial Statement for the financial year ended 31st March, 2020.

(in Rs.)

FINANCIAL RESULTS	**F.Y 2018-19**	**F.Y 2019-20**
Sales and Services	57,64,550	1,99,69,251
Other Income	16,83,081	16,06,817
Total Revenue	**74,47,631**	**2,15,76,069**
Total Expenditure	**95,52,934**	**4,84,01,277**
Profit before Tax	(**21,05,303**)	(**2,68,25,208**)
Less: Tax Expense	-	-
Current Tax	-	-
Deferred Tax	14,488	1,38,853
Taxes for Earlier Years	-	15,04,173
Profit/Loss for the year after tax	(**21,19,791**)	(**2,84,68,234**)

DIVIDEND

The Board of Directors do not recommend any dividend on Equity Share Capital for the year under review with a view to conserve resources and to plough back the profits for the Financial Year ended 31st March, 2020 and to strengthen the net working capital.

MANAGEMENT DISCUSSIONS & ANALYSIS (MDA)

Financial Review

The operating income during the financial year ended 31st March, 2020 stood at 1,99,69,251 as against the total operating income of Rs. 57,64,550 /- in the previous financial year ended 31st March, 2019. During the Year the Company has a loss of Rs. (2,84,68,234)/-. The Company was not able to take new business as there was considerable delay in getting the statutory approvals.

Share Capital

During the financial year 2019 -2020 the paid up capital of the Company stood at Rs. 3,00,10,800 (Rupees Three Crores Ten Thousand Eight Hundred Only) Equity Shares of Re. 10/- each.

Industry Overview for the Company

A turbulent equity movement, dismal corporate earnings, sub normal monsoons, plunge in commodity and oil prices: It has not been a good year to remember for Indian markets. "Year 2019-2020 turned out to be a complicated year for investors with corporate performance failing markets expectation. Domestic politics have also eluded market expectations.

Threat, Risks & Concern

Low pace of global growth, low commodity prices and the government's inability to balance the fiscal deficit will be three key challenges to the markets. "While the developed economies are moving out of repair, growth across many emerging markets could moderate, given high dollar debt. Key long-term challenge for India remains ability to rein in the consolidated fiscal deficit. Government expenditure bill will increase, with the proposed revision in wages and likelihood of other measures to support rural income.

Adequacy of Internal Control

The Company has a well laid out internal control system. The internal control system is so designed to ensure that there is adequate safeguard, maintenance and usage of assets of the Company.

Human Resources

The Company currently has a strong team of less than 08 employees with experience in stock broking and finance and we would like to thank each and every member of the BLUEBLOOD family for their role and continuous contribution towards the Company's performance.

Fixed Deposits

During the Financial Year 2019-20, your Company has not accepted any deposit within the meaning of Sections 73 and 74 the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

Nomination & Remuneration Policy And Particulars Of Employees

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Regulation 19 of the LODR, the Board of Directors of the Company at their meeting held on 3rd Feb, 2016 formulated the Remuneration Policy on the recommendations of the Nomination & Remuneration Committee. The salient features covered in the Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this Report.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of the Company is set out in **"Annexure A"** to this Report and is available on the website of the Company.

DIRECTOR'S & KEY MANAGERIAL PERSONNEL (APPOINTMENTS/RE-APPOINTMENTS):

DIRECTORS

Pursuant to Section 152 of the Companies Act, 2013, Mr. Pushpendra Surana, Director of the Company, retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

KEY MANAGERIAL PERSONNELS

Mr. Suresh Bohra, Managing Director and CFO, and Mrs. Neha Bansal, Company Secretary are the Key Managerial Personnels in accordance with the provisions of the Companies Act, 2013 and Rules made there under.

FAMILIRAZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company.

EVALUATION OF BOARD PERFORMANCE

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and LODR, the Board of Director on recommendation of Nominations & Remuneration Committee have evaluated the effectiveness of the Board/Director(s) for financial year 2019-20.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply in your Company.

NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

DECLARATION OF INDEPENDENCE

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as LODR.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

(a) in the preparation of the annual accounts for the Financial Year ended 31st March, 2020, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

(b) the Directors have 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 as at 31st March, 2020 and of the loss of the Company for the financial year ended 31st March, 2020;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts on a 'going concern' basis;

(e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

R Gopal & Associates Chartered Accountants, New Delhi, with registration number 000846C are the Statutory Auditors of the Company. Further, M/s R Gopal&Associates has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

The Auditors' Report does not contain qualification, reservation or adverse remark the observations in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed MZ & Associates, Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **"Annexure - B"** to this Report. The remark of the secretarial auditor is placed with the following observation:-

Sr. No.	**Compliance Requirement**	**Deviations**	**Observations! Remarks of the Practicing Company Secretary**
1	*Pursuant to Regulation 33 of the SEBI (LODR) Regulations, 2015 where the companies are required to furnish Quarterly Financial Result within 45 days of the end of that quarter to the Exchange &*	*Due date of Board Meeting is 14th Nov 2019 but the meeting was held on 28th Nov 2019.There is*	*Due to non-compliance of Regulation 33 of the SEBI (LODR) Regulations, 2015where the companies are required to furnish Quarterly Financial Result within 45 days of the end of that quarter to the Exchange & for the last quarter, the company has to submit, within 60 days from the*

	for the last quarter, the company has to submit, within 60 days from the end of the financial year, the Audited Financial Results for entire financial year along with audited financial results in respects of the last quarter (balancing figure) along with Auditors Report.	*noncompliance of delay in board meeting for the 14 days*	*end of the financial year. As per letter issued by BSE (Letter No. LIST/COMP/539637/Reg.33-Sep-19/239/2019-20 dated December 02, 2019) the penalty of Rs. 5,000/- per day for a period of 14 days is still unpaid.*

Reply: The Company is in process to make the payment to the BSE and non compliances of the same will be taken care in the year under review.

INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 the Company has in place proper internal auditor.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT – 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 are set out herewith as **"Annexure – C"** to this Report.

RELATED PARTY TRANSACTIONS

The details of the related party transactions as required under Accounting Standard – 18 are set out in Note 28 to the standalone financial statements forming part of this Annual Report. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Details of loan and advances, guarantee and investments has been given in the balance sheet note to accounts.

VIGIL MECHANISM

The Board of Directors of the Company have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015. The Company, through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behaviour, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct for Directors and Senior Management Personnel. The Policy on Vigil Mechanism / Whistle blower policy may be accessed on the Company's website.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:

Part A and Part B relating to conservation of energy and technology absorption are not applicable to the Company as your Company is not a manufacturing company.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total foreign exchange earnings and outgo	2019-20(in Rs.)	2018-19 (in Rs.)
FOB Value of Exports	Nil	Nil

CIF Value of Imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

BSE has passed the penalty order dated 02nd December, 2019 for Rs.82,600 for non filing of Financial Results under SEBI LODR REGULATION, 2015 and apart from this there are no significant/material orders passed by any of the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

GENERAL

a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
b) Your Company does not have any ESOP scheme for its employees/directors.

DEMATERIALIZATION OF SHARES

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31st March, 2020, 100% of the Company's Share Capital is in dematerialized form.The Company's shares are regularly traded on BSE (SME) Limited.

CORPORATE GOVERNANCE

Pursuant to Regulation 27 of the LODR, the Corporate Governance report together with a certificate issued from MZ & Associates, Company Secretaries on its compliance is made part of the Annual Report.

ADVISORY ON DISCLOSURE OF MATERIAL IMPACT OF COVID-19 PANDEMIC ON LISTED ENTITIES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS PER SEBI CIRCULAR DATED 20TH MAY 2020

Pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated 20th May, 2020 we hereby submitting brief note on impact of COVID-19 on our business prospective to the extent possible. In view of the same, SEBI has granted several relaxations to the listed entities in terms of timelines for filing of various reports/disclosures under LODR Regulations.

Pursuant to Reg 30(3) of the Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September 2015 requires an equity listed entity to make disclosures of events specified in Para B of part A of Schedule III of the Listing Regulations based on applications of prescribed guidelines relating to materiality to the Stock Exchange which includes disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, **lockouts etc**.

The company is assessing the future impact of COVID-19 on its operations, profitability, liquidity, position and future demand. The shutdown impacted the Financials operations of March, 2020. Due to lockdown orders we shut down all our operations from 24th March, 2020 till first week of June.

After first week of June we start our operations with masks, sanitizers, social distancing norms as prescribed by the Government from 20% staff and all remaining employees are advised to do work from home. We were taking all necessary steps to help our employees and their families remain healthy and safe.

The listed entities should disclose the following information:-

S. No.	Particulars	
1.	Impact of Covid-19 on business	Income Tax Department has freezed our accounts.
2.	Ability to maintain operations including the factories/units/office spaces functioning and closed down.	Its very difficult to operate the functions smoothly due to the lockdown, It will take time to continue on the same path as before CoVid-19.

3.	Schedule for restarting of operations and steps for smooth functioning of operations	Functions will running smoothly from 01st September, 2020.
4.	Estimation of the future impact of CoVID-19 on its operations	Investment activities are under dark cloud. However the pre IPO funds of Reliance Jio have put a silver line to the industry.
5.	Details of impact of Covid-19 on listed entities; these details include capital resources, profitability, liquidity position, assets, supply chain etc.	Require addition capital resources to move from credit economy to cash & carry. BVL is under process of raising resources to identify new resources of alternative investment, policies & strategies.
6.	Agreement where non-fulfilment of the obligations by any party will have significant impact on the listed entity's business	NA

CAUTIONARY STATEMENT

Statement in the management's discussions and analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

ACKNOWLEDGEMENT

The Directors of the Company are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance.

Registered Office:

P-27, Malviya Nagar, Main Market,
New Delhi-110017, India

By order of the Board
For **BLUEBLOOD VENTURES LIMITED**

Date: - 05th Dec, 2020
Place: - New Delhi

Sd/-
Suresh Bohra
Managing Director
DIN: 00093343

Sd/-
Manjeet Pugalia
Director
DIN: 07131803

Annexure (A) to Director's Report:

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ratio of Remuneration of each Director to the median remuneration of all the employees of Your Company for the Financial Year 2019-2020:

Name of the Director	Total Remuneration	Ratio of Remuneration of Director to the Median Employee
Mr. Suresh Bohra	NIL	Nil

Notes:

1. Median remuneration of the Company for all its employees is NILfor the financial year 2019-20.

Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2019-2020:

Name	**Remuneration**		Increase
	2018-19	**2019-20**	
Mr. Suresh Bohra	Nil		
Mrs. Babita Bohra	Nil	Nil	Nil
Mr. Pushpendra Surana	Nil	Nil	Nil
Mr. Manjeet Pugalia	Nil	Nil	Nil
Mrs. Neha Bansal	3,34,722	3,58,365	23,643
Mr. Nirbhaya Kishore Mishra	Nil	Nil	Nil
Mr. Narsimha Kavadi	Nil	Nil	Nil

Notes
During the year, your Company does not pay the sitting fees for attending the board and committee meeting.

Percentage increase in the median remuneration of all employees in the financial year 2019-2020:

Financial Year	2018-19	2019-20	Increase %
Median remuneration of all the employees per annum	Nil	Nil	Nil

Number of permanent employees on the rolls of the Company as on March 31st, 2020

Executive/Manager	Nil
Other employees	6

A. Explanation on the relationship between average increase in remuneration and Company performance:

There was no increase in average remuneration of all employees in the financial year 2019-20 as compared to the financial year 2018-19.

B. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: There is noincrease in the salary of the KMP during the Financial Year 2019-20.

C. Details of share price and market capitalization etc: Not Applicable.

D. Comparison of average percentage increase in salary of employee other than the key managerial personnel and the percentage increase in the key managerial remuneration:

	2018-19	**2019-20**	**Increase (%)**
Average salary of all employees (other than key managerial personnel)			
Salary of Managing Director	NIL	NIL	

Salary of Company Secretary	3,34,722	3,58,365	23,643

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

A. Key parameters for the variable component of remuneration No variable compensation is paid by the Company to its Directors.

B. The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable

C. Affirmation: It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company.

Annexure (B) to Director's Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Blueblood Ventures Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Blueblood Ventures Limited** (hereinafter referred to as the Company). Secretarial Audit has been conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 to ascertain the compliance of various provisions of:-

(i) The Companies Act, 2013 and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
(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, 2018;
    (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Financial Year 2019-20)**
    (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Financial Year 2019-20)**
    (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Financial Year 2019-20)**
    (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2006 regarding the Companies Act and dealing with client;
    (h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015;

(vi) The Employees State Insurance Act, 1948
(vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952
(viii) Employers Liability Act, 1938
(ix) Environment Protection Act, 1986 and other environmental laws
(x) Air (Prevention and Control of Pollution) Act, 1981
(xi) Factories Act, 1948
(xii) Industrial Dispute Act, 1947
(xiii) Payment of Wages Act, 1936 and other applicable labour laws

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as mentioned below:-

Sr. No	Compliance Requirement	Deviations	Observations! Remarks of the Practicing Company Secretary
1	*Pursuant to Regulation 33 of the SEBI (LODR) Regulations, 2015 where the companies are required to furnish Quarterly Financial Result within 45 days of the end of that quarter to the Exchange & for the last quarter, the company has to submit, within 60 days from the end of the financial year, the Audited Financial Results for entire financial year along with audited financial results in respects of the last quarter (balancing figure) along with Auditors Report.*	*Due date of Board Meeting is 14th Nov 2019 but the meeting was held on 28th Nov 2019.There is noncompliance of delay in board meeting for the 14 days*	*Due to non-compliance of Regulation 33 of the SEBI (LODR) Regulations, 2015where the companies are required to furnish Quarterly Financial Result within 45 days of the end of that quarter to the Exchange & for the last quarter, the company has to submit, within 60 days from the end of the financial year. As per letter issued by BSE (Letter No. LIST/COMP/539637/Reg.33-Sep-19/239/2019-20 dated December 02, 2019) the penalty of Rs. 5,000/- per day for a period of 14 days is still unpaid.*

We 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. There was no change in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Dissenting member's view were not required to be captured and recorded as part of the minutes as there was no such instance.
- 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.

We further report that there were no instances of:-

i. Public/Right/Preferential issue of shares /sweat equity, etc.
ii. Redemption / buy-back of securities.
iii. Foreign technical collaborations

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Place: New Delhi
Date: 26th August 2020

For MZ & Associates
Company Secretaries

CS Mohd Zafar
Partner
Membership No: FCS 9184

CP: 13875
UDIN: F009184B000617341

ANNEXURE A

To
The Members,
Blueblood Ventures Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

5. 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: New Delhi

Date: 26th August 2020

For MZ & Associates
Company Secretaries

CS Mohd Zafar
Partner
Membership No: FCS 9184
CP: 13875

ANNEXURE (C) TO DIRECTOR'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &Administration) Rules, 2014.

I	**REGISTRATION & OTHER DETAILS:**	
i	CIN	L70102DL2007PLC159680
ii	Registration Date	23rd February,2007
iii	Name of the Company	Blueblood Ventures Limited
iv	Category/Sub-category of the Company	Listed and Company having Share Capital
v	Address of the Registered office & contact details	P-27, Malviya Nagar, Main Market, New Delhi-110017, India. 011-40319914, info@blueblоodventure.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd D-153A, 1st Floor, Okhla Industrial Area, Phase-1,New Delhi,110020 Fax Number:-022 2851 2885, Email: info@skylinerta.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing **10%** or more of the total turnover of the company shall be stated:

S. No.	**Name & Description of main products/services**	**NIC Code of the Product /service**	**% to total turnover of the Company**
1.	Security and commodity contracts brokerage	66120	92.55%

.

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S.No	**Name of the Company**	**Address of the Company**	**CIN/GLN**	**Holding/Subsidiary/ Associate**	**% of shares**	**Applicable Section**
1.				NA		

IV) SHAREHOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF OFTO EQUITY)

a)	Category-wise Shareholding	As per Annexure A
b)	Shareholding of Promoters	As per Annexure B
c)	Change in Promoters' Shareholding	As per Annexure C
d)	Shareholding of Directors & KMP	As per Annexure D

V) INDEBTNESS

Indebtness of the Company including interest outstanding/accrued but not due for payment — As per Annexure E

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole time director and/or Manager: — As per Annexure F

b) Remuneration to other directors: — As per Annexure G

c) Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD — As per Annexure H

VI) Penalties/Punishment/Compounding Of Offences — As per Annexure I

Annexure A

IV)	**SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**									
(a)	Category wise Shareholding									
Category of Shareholders	**No. of Shares held at the endof the year (As on 31.03.2020)**				**No. of Shares held at the beginning of the year (As on 01.04.2019)**				**change in shareholding during the year**	
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	**Number**	in & w.r.t to total equity share capital
A. Promoters and Promoter Group										
(1) Indian										
a) Individual/HUF	1014210	0	1014210	33.79	1014210		1014210	33.79	0	0.00
b) Central Govt. or State Govt.	0	0	0	0.000	0		0	0.000	0	0.00
c) Bodies Corporates	579870	0	579870	19.32	579870		579870	19.32	0	0
d) Bank/FI		0		0.000			0	0.000	0	0.00
e) Any other		0		0.000			0	0.000	0	0.00
SUB TOTAL:(A) (1)	1594080		1594080	53.12	1594080		1594080	53.12	0	0.00
(2) Foreign										
a) NRI-Individuals	0	0	0	0.000	0		0	0.000	0	0.00
b) Other Individuals	0	0	0	0.000	0		0	0.000	0	0.00
c) Bodies Corp.	0	0	0	0.000	0		0	0.000	0	0.00
d) Banks/FI	0		0	0.000	0		0	0.000	0	0.00
e) Any other…	0		0	0.000	0		0	0.000	0	0.00
SUB TOTAL (A) (2)	0		0	0.000	0		0	0.000	0	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1594080		1594080	53.12	1594080		1594080	53.12		
B. PUBLIC SHAREHOLDING										
(1) Institutions										

a) Mutual Funds	0	0	0	0.000	0	0	0	0.000	0	0.00
b) Banks/FI	0	0	0	0.000	0	0	0	0.000	0	0.00
C) Central Govt.	0	0	0	0.000	0	0	0	0.000	0	0.00
d) State Govt.	0	0	0	0.000	0	0	0	0.000	0	0.00
e) Venture Capital Fund	0	0	0	0.000	0		0	0.000	0	0.00
f) Insurance Companies	0	0	0	0.000	0	0	0	0.000	0	0.00
g) FIIS	0	0	0	0.000	0	0	0	0.000	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0	0.00
i) Others (specify)	0	0	0	0.000	0	0	0	0.000	0	0.00
SUB TOTAL (B)(1):	0	0	0	0.000	0	0	0	0.000	0	0.00
(2) Non Institutions										
a)Bodies corporate	1044000	0	1044000	34.79	1023000	0	1023000	34.09		%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	141000	0	138000	4.7	162000	0	162000	5.4		%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	222000	0	222000	7.4	222000	0	222000	7.4	0	0
c) Others (Trusts, Overseas Corporate Bodies, Clearing Members, NRI)	0	0	0	0.000	0	0	0	0.000	0	0.00
SUB TOTAL (B)(2):	1407000		1407000	46.88	1407000	0	1407000	46.88		
Total Public Shareholding (B)= (B)(1)+(B)(2)	1407000		1407000	46.88	1407000	0	1407000	46.88		
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0	0.00
Grand Total (A+B+C)	3001080	0	3001080	100.000	3001080	0	3001080	100.000		

Annexure B

IV	**SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**			
(b)	**SHARE HOLDING OF PROMOTERS AND PROMOTER GROUP**			
S.NO	**Shareholders Name**	**Shareholding at the beginning of the year (As on 01.04.2019)**	**Shareholding at the end of the year (As on 31.03.2020)**	**% change in shareholding during the year**

		No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Suresh Bohra	6,07,770	20.25	6,07,770	6,07,770	20.25	0.00	Nil
2	Babita Bohra	1,03,980	3.46	1,03,980	1,03,980	3.46	0.00	Nil
3	Rohit Bohra	1,07,460	3.58	1,07,460	1,07,460	3.58	0.00	Nil
Promoter Group								
4	Babsons (HUF)	1,95,000	6.50	0.00	1,95,000	6.50	0.00	Nil
5	SJM INVESTMENTS (DELHI) PVT LTD	3,09,000	10.30	0.00	3,09,000	10.30	0.00	Nil
6	BOHRA INDUSTRIAL RESOURCES PVT LTD	1,19,970	4.00	0.00	1,19,970	4.00	0.00	Nil
7	DANDY DEVELOPERS PRIVATE LIMITED	150900	5.03	0.00	150900	5.03	0.00	Nil
	Total	**15,94,080**	**53.12**	**0.00**	**15,94,080**	**53.12**	**0.00**	**Nil**

IV	**SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)ANNEXURE C**					
(iii)	**CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)(NO CHANGE IN SHAREHOLDING)**					
S. No.		**Shareholding at the beginning of the Year (As on 01.04.2019)**		**Cumulative Shareholding during the year (as on 31.03.2020)**		
		No. of Shares	**% of total shares of the company**	**No of shares**	**% of total shares of the company**	
	At the beginning of the year					
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)					
	At the end of the year					

The Increase or decrease in the Promoter Changes has been shown separately below:

	S. No.	Shareholder's Name	Shareholding at the beginning of year 01/04/2019			Shareholding at the end of the year 31/03/2020			
			No. of Shares at the beginning (01-04-2019) / end of the year (31-03-2020)	% of total Shares of the company	Date	Increasing /Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the Company
	1	Suresh Bohra	6,07,770	20.25		-	-	-	-
		-Closing Balance						6,07,770	20.25
	2	Babita Bohra	1,03,980	3.46		-			
		-Closing Balance	1,03,980					1,03,980	3.46
	3	Rohit Bohra	1,07,460	3.58		-			
		-Closing Balance						1,07,460	3.58

	(iv)Shareholding of Directors and Key Managerial Personnel(s)							**ANNEXURE D**	
S.NO.	Name	Shareholding at the beginning of the year (as on 01.04.2019)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year(01.04.2019 to 31.03.2020)		
		No. Of Shares at the beginning(01.04.2019) / at the End of the year 31.03.2020	% of the total shares of the Company				No. Of Shares	% of total shares of the Company	
A	**DIRECTORS**								
1.	Mr. Suresh Bohra Managing Director	6,07,770	20.25	01-Apr-19	-		-	-	
	-Closing Balance			31-Mar-20			6,07,770	20.25	
2.	Mrs. Babita Bohra Non-Executive Director	103980	3.46	01-Apr-19					
	Closing balance			31-Mar-20			103980	3.46	
3.	Mr. Pushpendra Surana Non-Executive Director	87000	2.90	01-Apr-19					

	Closing balance	87000	2.90	31-Mar-20			87000	2.90
4.	Mr. Manjeet Pugalia Independent Director	0	0	01-Apr-19	0	Nil movement during the year		
	Closing balance	0	0	31-Mar-20			0	0
5.	Mr. Nirbhaya Kishor Mishra Independent Director	0	0	01-Apr-19	0	Nil movement during the year		
	Closing balance	0	0	31-Mar-20			0	0
6.	Mr. Narsimha Kavadi	0	0					
B	**KEY MANAGERIAL PERSONNEL(KMP's)**							
1	Mrs. Neha Bansal	0	0	01-Apr-19	0	Nil movement during the year		
	Company Secretary							
	Closing balance	0	0	31-Mar-20			0	0
2	Mr. Suresh Bohra	0	0	01-Apr-19	0	Nil movement during the year	6,07,770	20.25
	Chief Financial Officer(CFO)							
	Closing balance	0	0	31-Mar-20			0	0

V INDEBTEDNESS	**Annexure E**					
Indebtedness of the Company including interest outstanding/accrued but not due for payment						**(in Rs.)**
			Secured Loans	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtness at the beginning of the financial year(As at 01.04.2019)				**94,19,03,458**		**94,19,03,458**

Principal Amount						
ii) Interest due but not paid						
iii) Interest accrued but not due						
Total (i+ii+iii)						
Change in Indebtedness during the financial year						
Additions					-	
Reduction				19,03,458 -	-	19,03,458
Net Change			-		-	
Indebtedness at the end of the financial year(As at 31.03.2020)			-	94,00,00,000		94,00,00,000
i) Principal Amount						
ii) Interest due but not paid			-	-	-	-
iii) Interest accrued but not due			-	-	-	-
Total (i+ii+iii)				94,00,00,000		94,00,00,000

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			**Annexure F**
A	Remuneration to Managing Director, Whole time director and/or Manager:	**In Rs**.	
S. No.	Particulars of Remuneration	Mr. Suresh Bohra (Managing Director)	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	as % of profit	-	-
	Others (specify)	-	-
5.	Others, please specify	-	-
	Total (A)		
	Ceiling as per Act		Remuneration is under the limit as prescribed under the schedule V

B.	**Remuneration to other Directors**		**Annexure G**	
Sl. No	**Particulars of Remuneration**			
1	**Independent Directors**	Mr. Manjeet Pugalia	Mr. Nirbhaya Kishore Mishra	Mr. Narsimha Kavadi
	(a) Fee for attending board/ committee meetings	Nil		
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total	0	0	0
	Total Managerial Remuneration	**0**	**0**	**0**
	Overall Ceiling Act	Remuneration is as per the limit		

C.			**ANNEXURE H**
Sl. No.	**Particulars of Remuneration of KMP other than Directors**		
1	**Gross Salary**	Mrs. Neha Bansal, Company Secretary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit	0	0
	others, specify	0	0
5	Others, please specify	0	0
	Total		

VII	**PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES Attachment I**				
Type	**Section of the Companies Act**	**Brief Description**	**Details of Penalty/Punishment/Compounding fees imposed**	**Authority (RD/NCLT/Court)**	**Appeal made if any (give details)**
A. COMPANY					

Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance from Blueblood Ventures Limited (BVL)

Corporate Governance is about commitment to values and ethical business conduct and improves public understanding of the structure, activities and policies of the organization.

Your Company believes that the implementation of good corporate practices bring positive strength among all the stakeholders of the Company, which is key to success for any corporate.

2. Board of Directors

2.1 Board Diversity and Structure

The Board composition is in compliance with the Regulation 17 of the Listing Regulations 2015 as well as the Companies Act, 2013. As on 31st March, 2020, the Company had six Directors on the Board. Presently more than fifty per cent of the Board comprises of Non-Executive Directors. Out of the 6 (Six) Directors, 2 (two) are Non-Executive Non Independent Directors, 3 (three) are Non-Executive -Independent Director and 1 (one) Managing Director.

The members on the Board possesses adequate experience, expertise and skills necessary for managing the affairs of the Company in the most effective and efficient manner.

2.2 Independent Directors

Mr. Nirbhaya Kishore Mishra, Mr. Narsimha Kavadi and Mr. Manjeet Pugalia are the Independent Directors of the Company. The Independent Directors have submitted the declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges. None of the Independent Directors is holding directorship in more than 7 listed Companies. The Company has also issued the formal letter of appointments to all the Independent Directors in the manner provided under the Companies Act, 2013 and under the LODR Regulations.

2.3 Familiarisation Programme

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges, mandates the Company to familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

The Company conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The details of such Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations, 2015 are posted on the website of the Company and can be accessed through the following link:- http://www.bluebloodventure.com/Policies.aspx

2.4 Board Meetings

During the financial year ended 31st March, 2020, the Board met 4 (Four) times i.e. on 29.05.2019, 04.09.2019,28.11.2019, 23.03.2020. The last Annual General Meeting was held on 30th September, 2019.

The attendance of Directors at the Board Meetings held during the financial year ended 31st March, 2020 under review as well as in the last Annual General Meeting and the number of the other Directorships/Committee positions presently held by them are as under:-

Name of Directors	Date of Appointment	Category	No of Board Meetings	No. Of Board meeting attended	Attendance at the last AGM	No of Directorship in other Public Companies	Shareholding in the Company

Mr. Suresh Bohra	19.12.2013	MD	4	4	Present	3	20.25%
Mrs. Babita Bohra	31.08.2015	NENID	4	4	Present	0	3.46%
Mr. Pushpendra Surana	18.09.2014	NENID	4	4	Present	1	2.9%
Mr. Manjeet Pugalia	31.08.2015	NEID	4	4	Present	1	NIL
Mr. Nirbhaya Kishore Mishra	26.08.2017	NEID	4	4	Present	4	Nil
Mr. Narsimha Kavadi	29.05.2019	NEID	3	3	Present	1	Nil

* NEID- Non Executive Independent Director, NENID- Non Executive Non Independent Director MD- Managing Director

Present Directorships in other Companies/Committee Positions (including Blueblood Ventures Limited)

S.No.	Name of Director	Directorships (Name of Companies)*	Committee(s) Position		
			Name of the Company	**Committee**	**Position**
1.	**Mr. Suresh Bohra**	1. Microwave Communications Ltd 2. Blueblood Ventures Limited 3. Blackfox Advisors Private Limited 4. Bohra Industrial Resource Private Limited 5. Crest Comtrade Private Limited 6. Playnlive Sports Welfare Association 7. Black Fox Financial Private limited 8. Media Matrix Worldwide Limited 9. Blackfox Financial IFSC Private Limited 10. Devoted Construction Limited	Media Matrix Worldwide Limited	Audit	Member
			Media Matrix Worldwide Limited	Stakeholders Relationship	Chairman
			Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			Blueblood Ventures Limited	Audit	Member
			Blueblood Ventures Limited	Stakeholders Relationship	Member
			Microwave Communications Limited	Audit	Member
			Microwave Communications Limited	Nomination & Remuneration	Member
			Devoted Construction Limited	Audit	Member
			Devoted Construction Limited	Stakeholders Relationship	Member
2.	Mrs. Seema Sarna	1. Blueblood Ventures Limited 2. Devoted Construction Limited 3. Bohra Industrial Resources Private Limited			

3.	Mr. Pushpendra Surana	1. BlueBlood Ventures Limited 2. Blackfox Advisors Private Limited 3. Devoted Construction Limited 4. Blackfox Financial IFSC Pvt Ltd 5. KVG Insolvency Advisors Pvt Limited 6. S K Surana & Co LLP	Blueblood Ventures Limited Devoted Construction Limited	Nomination & Remuneration Nomination & Remuneration Committee	Member Member
4.	Mr. Manjeet Pugalia	1. Blueblood Ventures Limited 2. Playnlive Sports Welfare Association 3. Devoted Construction Limited 4. ED Solutions India Private Limited.	Blueblood Ventures Limited	Nomination & Remuneration	Chairman
			Blueblood Ventures Limited	Audit	Chairman
			Blueblood Ventures Limited	Stakeholder Relationship	Chairman
			Devoted Construction Limited	Audit	Chairman
			Devoted Construction Limited	Nomination & Remuneration	Member
			Devoted Construction Limited	Stakeholder Relationship	Chairman
5.	Mr. NirbhayaKishore Mishra	1. Blueblood Ventures Limited 2. Ashoka GVR MudholNipani Roads Limited 3. Ashoka Highways (Bhandara) Limited 4. Jaora–Nayagaon Toll Road Company Private Limited 5. Auxesia Advisors Private Limited 6. Ashoka Highways (Durg) Limited 7. Playnlive Sports Welfare Association 8.Bigbridge Asset Management Private Limited 9.Angerona Consulting Private Limited	Blueblood Ventures Limited	Nomination & Remuneration	Member
			Blueblood Ventures Limited	Audit Committee	Member

* The directorship held by directors as mentioned above does not include directorship of foreign companies, Section 8 Companies, if any.

None of the Directors on the Board hold directorships in more than ten public companies and memberships in more than ten Committees and they do not act as Chairman of more than five Committees across all companies in which they are directors.

2.5 Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or representatives of management. All the Independent Directors strive to be present at such meetings. During the Financial Year ended 31st March, 2020, one meeting was held on 23.03.2020.

2.6 Evaluation of Board/Independent Directors Effectiveness

In terms of provision of Companies Act, 2013 read with Rules issued there under and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors, on recommendation of Nomination and Remuneration Committee , have evaluated the effectiveness of the Board. Accordingly performance evaluation of the Board, each Director and Committees was carried out for the financial year ended 31st March, 2020. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meeting, understanding their roles and responsibilities, business of the Company and also effectiveness of their contribution.

2.7 Information Placed before the Board -

In addition to the matters which statutorily require Board's approval, the following matters as required under code on Corporate Governance are also regularly placed before the Board :-

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

3. Committees of the Board

In terms of the SEBI code on the Corporate Governance, the Board of the Company has constituted the following Committees: -

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

3.1 Audit Committee

The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have requisite experience in accounting and financial management.

The Company Secretary acts as Secretary to the Committee. Statutory Auditors is the permanent Invitee.

The followings are the members and their attendance at the Committee Meetings during the financial year ended 31st March, 2020:-

Name of Directors	**Designation**	**No. Of Meetings**	
		Held	**Attended**
Mr. Manjeet Pugalia	Chairman	4	4
Mr. Suresh Bohra	Member	4	4
Mr. Nirbhaya Kishore Mishra	Member	4	4

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

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment / re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review half yearly un-audited/audited financial results/ review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.
- 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;
- Discussions with statutory auditors before the audit commence about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preferential Issue, if any.
- Approval or any subsequent modification(s) of transactions of the Company with related parties, if any.
- Review and monitor auditors independence and performance and effectiveness of audit process.
- Scrutiny of inter corporate loans and investments.
- Review the Company's financial and Risk Management Policy
- Discussions with internal auditors of any significant findings and follow up thereon.
- 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.
- Valuation of Undertakings or assets of the Company where it is necessary.
- To review the functioning of the Whistle Blower / Vigil mechanism.
- Evaluation of Internal Financial control and risk management system.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the policy on materiality of RPTs and the criteria for granting ominous approval in line with the policy of dealing with RPTs in accordance with provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 **.**

3.2 Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee which is responsible for determining the Company's policy on specific remuneration package for Executive Directors including any compensation payment.

The present composition of Nomination and Remuneration Committee is as under:

Name of Member	**Designation**
Mr. Manjeet Pugalia	Chairman
Mr. Nirbhaya Kishore Mishra	Member
Mr. Pushpendra Surana	Member

The terms of reference of Nomination and Remuneration Committee are given below:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on 05th March, 2016 formulated the Nomination and Remuneration Policy and the policy on Board Diversity of the Company on the recommendation of Nomination & Remuneration Committee.

Nomination& Remuneration Policy of the Company

The Nomination & Remuneration Policy of Blueblood Ventures Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration

The details of remuneration and perquisites paid to Executive and Non- Executive Directors during the Financial year 2019-2020 are given below:-

Name of Director	Salary	Allowances	Perquisites	Contribution to PF	Sitting Fee	Total
	(in Rs.)					
	Category A – Executive Directors					
Mr. Suresh Bohra						
	Category B – Non-Executive Independent Directors/ Non-Executive Directors					
Mr. Pushpendra Surana	Nil	-	-	-		Nil
Mrs. Babita Bohra	Nil	-	-	-		Nil
Mr. Nirbhaya Kishore Mishra	-	-	-			
Mr. Manjeet Pugalia	-	-	-	-	Nil	-
Mr. Narsimha Kavadi						

3.3 Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Companies Act, 2013, "Stakeholders Relationship Committee" was formed by the Board at their meeting held on 03rd February, 2016. The scope of the Stakeholders Relationship Committee shall be to consider and resolve the grievances of security holders of company. This Committee looks into transfer and transmission of shares/debentures/bonds etc., issue of duplicate share certificates, issue of shares on rematerialisation, consolidation and sub-division of shares and investors' grievances. This Committee particularly looks into the investors grievances and oversees the performance of the Share Department /Share Transfer Agent and to ensure prompt and efficient investors' services.

The present composition of Stakeholders Relationship Committee is as under:

Sr. No.	Name	Designation	Nature of Directorship
1.	Mr. Manjeet Pugalia	Chairman	Non Executive Independent Director
2.	Mr. Suresh Bohra	Member	Managing Director

3.	Mrs. Babita Bohra	Member	Non Executive and Non Independent Director

The terms of reference of Share Transfer & Investors Grievance Committee are given below:

i. Efficient transfer/transmission of shares including review of cases for refusal of transfer /transmission of shares and debentures.
ii. Overseeing the performance of Share Transfer Agent.
iii. Recommend methods to upgrade the standard of Services to the investors
iv. Redressal of investors' complaints.
v. Issue of duplicate / split / consolidated share certificates.
vi. Dematerialise or Rematerialise the Share Certificates

More details on share transfers, investors' complaints, etc. are given in the shareholder information section of this report.

Company Secretary & Compliance Officer, acts as the Secretary of the aforesaid Committee.

3.4 Details of pecuniary relationship/transactions of the Non – Whole Time Directors/their Firms & Companies vis-a-vis the Company during the financial year 2019-2020

Nil

4. General Body Meetings

Location and time where General Meetings held in the last 3 years is given below:

Year	AGM	Location	Date	Time
2019-20	AGM	Delhi	30.09.2019	11:30 A.M.
2018-19	AGM	Delhi	29.09.2018	11:30 A.M.
2017-18	AGM	Delhi	27.09.2017	10:30 A.M.
2017-18	EGM	Delhi	26.02.2018	10:30 A.M.

The following resolutions were passed as Special Resolutions in previous three years AGMs/ EGMs:

Year	AGM/EGM	Subject Matter of Special Resolution	Date	Time
2017-18	AGM	1. Appointment of Mr. Nirbhaya Mishra as an Independent Director of the Company	27.09.2017	10:30 A.M.
2017-18	EGM	1. Conversion of Loan into Debentures 2. Issue Of Debentures On Private Placement Basis 3. Authority To Borrow Funds	26.02.2018	10:30 A.M.
2018-19	AGM	1.Consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and 2. Re-Appointment of Mr. Pushpendra Surana (DIN: 01179041), who retires by rotation. 3. Ratification of M/s Prakash Mishra & Associates, Chartered Accountants, Chartered Accountant (Firm Registration No 087382) as Auditor and to fix their remuneration, 4. Appointment of M/s MZ & Associates, Company Secretary as Secretarial Auditor 5. Appointment of Mr. Suresh Bohra as CFO of the Company	29.09.2018	11:30 A.M.

2019-20	AGM	1.Consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and 2. Re-Appointment of Mrs. Babita Bohra (DIN: 01149417), who retires by rotation. 3. Appointment of Statutory Auditors of the Company to fill casual vacancy. 4. Appointment of Statutory Auditors of the Company. 5. Re-appointment of Mr. Suresh Bohra as Managing Director and CFO of the Company 6. Regularisation of Mr. Narsimha Kavadi as an Independent Non Executive Director	30.09.2019	11:30 A.M.

No Special resolution was put through postal ballot during the financial year 2019-20. None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing a Special Resolution through postal ballot.

1. **Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**
   None of the materially significant transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with related parties set out in note no. 28 of the Standalone Financial Statements forming part of the Annual Report.

2. **Details of non-compliance by the Company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

   During the year 2019-20, the Bombay Stock Exchange (BSE Limited) imposed a penalty of Rs. 82,600 for delay in submission of financial results for the half year ended September 2019.

   Vigil Mechanism and Whistle Blower Policy of the Company

   The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in. This Policy has been circulated to employees of the Company and is also available on Company's Website.No employee of the Company is denied access to the Audit Committee.

3. **Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause**

   Company has complied with mandatory requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

4. **Secretarial Auditor**
   Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/S MZ & Associates, Practicing Company Secretaries has been appointed as the Secretarial Auditor of the Company to carry out the secretarial audit for the year ending 31st March, 2020.

5. **Secretarial Certificate**
   A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as ANNEXURE – B. Qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report are duly replied by the management.

6. **Reconciliation and Share Capital Audit**

   (i) Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and [(regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996]. with the Stock Exchanges, certificates, on half- yearly basis, have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company.

(ii) A Company Secretary in-Practice carried out a reconciliation of Share Capital Audit to reconcile the total admitted share capital with National Securities Depository Limited and Central Depository Service (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialised form (held with Depositories).

6. **CEO & CFO certification**

The Chief Financial Officer (CFO) of the Company gives annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

7. **Means of Communications**

The Company's website **www.bluebloodventure.com**contains Annual Reports, Financial Results, Shareholding Pattern, etc. Management Discussions and Analysis forms part of the Directors' Report, which is posted to the shareholders of the Company.

8. **Code of conduct for Board Members and Senior Management Personnel**

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website. The Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A certificate to this effect is attached to this Report duly signed by the as Director (Finance).

9. **Shares/Convertible Instruments held by Non-Executive Directors: NIL**

GENERAL SHAREHOLDER'S INFORMATION

1. **AGM date, time and venue** : Wednesday, 30th December, 2020, 10:30 A.M.
   M-55 M Block Market,Third Floor, Greater Kailash-2, New Delhi-110048
2. **Financial Year** : 01st April 2019 to 31stMarch, 2020
3. **Date of Book Closing** : 24th December, 2020 to 01st January, 2021 (both days inclusive)
4. **Dividend Payment Date** : NA
5. **Listing on Stock Exchanges** : BSE Limited
   Phiroze Jeejeebhoy Towers
   Dalal Street, Fort
   Mumbai 400001
6. **Status of Listing Fees** : Paid for FY 2019-2020
7. **Registered Office** : P-27, Malviya Nagar Main Market Delhi-110017
8. **Corporate Office** : M-55, M Block Market, Top Floor, Greater Kailash-2, NewDelhi-110048
9. **CIN** : L70102DL2007PLC159680
10. **Website/Email** : www.bluebloodventure.com
11. **Depositories** : **National Securities Depository Ltd.(NSDL)**
    4th Floor, 'A' Wing, Trade World
    Kamla Mills Compound
    Senapati Bapat Marg, Lower Parel
    Mumbai - 400 013
    Tel: +91-22-24994200, Fax: +91-22-24972993

    Central Depository Services (India) Ltd.(CDSL)
    Phiroze Jeejeebhoy Towers
    28th Floor, Dalal Street
    Mumbai - 400 023
    Tel: +91-22-22723333, Fax: +91-22-22723199
12. **ISIN** : INE562S01013
13. **Registrar and Transfer Agents**: Skyline Financial Services Private Limited
14. Members are requested to correspond with the Company's Registrar & Transfer Agents- Skyline Financial Services Private Limited quoting their folio no./DP ID/Client ID No at the following address:

Skyline Financial Services Private Limited:
D-153A, First Floor, Okhla Industrial Area,
Phase-1, New Delhi-110020
Telephone Number:-011-26812683
Fax Number: -011-26812682, Email:info@skylinerta.com

15. **Share Transfer System**
    Share Transfer in physical form can be lodged with Skyline Financial Services Private Limited at the above mentioned address. Such Transfer are normally completed within 15 days from the date of receipt. The Company Secretary is duly empowered to approve transfer of shares.

The Total Number of shares transferred in physical form during the financial year 2019-2020

Number of Transfer Deeds	Nil
Number of Shares	Nil

16. Investor's complaints received during the financial year 2019-2020:

There were no investor grievances remaining unattended/pending as at 31st March, 2020.

17. Distribution of Shareholding as on 31st March, 2020:

No. of ordinary Shares	No. of Shareholders	Percentage of total Shareholders	Shares Amount (Rs.)	Percentage of total Shareholdings
Up To 5,000	0	0	0	0
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	41	62.12	1230000	4.1
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	3	4.55	180000	0.6
1,00,000 and Above	22	33.33	28600800	95.3
Total	69	100	30010800	100

18. Categories of Shareholdings as on 31st March, 2020:

S. No.	**Category**	**Shares**	**%**
A	**Promoters Holding**		
1	Indian Promoters	1594080	53.12
2	Foreign Promoters	-	-
Sub Total (A)		1594080	53.12
B	**Public Shareholding**		
1	**Institutional Investors**	-	-
a)	Mutual Funds & UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non-Government Institutions)	-	-
c)	Foreign Institutional Investors	-	-
Sub Total (B1)		**0.00**	**0.00**
2	**Non Institutional Investors**		
a)	Private Corporate Bodies	1407000	46.88
b)	Indian Public		
c)	NRIs		
d)	Any other		
i)	Foreign Banks	-	-
ii)	Trusts	-	-
iii)	OCBs		
	Sub Total (B2)	1407000	46.88
	Total public Shareholding (B=B1+B2)	1407000	46.88
C	**Shares held by Custodian and against which depository receipts have been issued**	**-**	**-**
GRAND TOTAL (A+B+C)		**3001080**	**100**

19. Dematerialization of Shares

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29th, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31st March, 2020, the 100 % of the Company Share's Capital is in dematerialized form.

20. Market Price Information:

Month	**BSE Limited**	
	Highest (in Rs)	**Lowest (in Rs)**
Apr-2019	12.55	12.55
Sep 19	8.85	8.85
Nov-2019	6.00	6.00

21. Stock Codes: BSE: 539637

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

I, Suresh Bohra, Managing Director of Blueblood Ventures Limited, hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct as on 31st March, 2020.

Place: New Delhi
Date: 5th December, 2020

SD/-
Suresh Bohra
Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

THE MEMBERS OF
BLUEBLOOD VENTURES LIMITED
P-27, Malviya Nagar,
Main Market, New Delhi 110017, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Blueblood Ventures Limited having CIN L70102DL2007PLC159680 and having registered office at P-27, Malviya Nagar, Main Market, New Delhi DL 110017 In, (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31stMarch, 2020have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority and none of the Directors were debarred/ disqualified by M/s Prakash Mishra & Co., Chartered Accountants (Statutory Auditors of the Company)

Sl. No.	Name of Director	DIN	Date of appointment in Company
1	Suresh Bohra	00093343	23/02/2007
2	Nirbhaya Kishore Mishra	00302769	26/08/2017
3	Babita Bohra	01149417	24/02/2015
4	Pushpendra Surana	01179041	18/09/2014
5	Manjeet Pugalia	07131803	21/03/2015
6	Narsimha Kavadi	08145297	29/05/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MZ & Associates
Company Secretaries

CS Mohd Zafar
Partner
Membership No: FCS 9184
CP: 13875
UDIN: F009184B000521344

Date: 29th July, 2020
Place: New Delhi

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
Blueblood Ventures Limited
P-27, Malviya Nagar,
Main Market, New Delhi Dl 110017 India

We have examined the compliance of conditions of Corporate Governance by Blueblood Ventures Limited, for the year ended on March 31, 2020, as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended,('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

For MZ & Associates
Company Secretaries

CS Mohd Zafar
Partner
Membership No: FCS 9184
CP: 13875
UDIN: F009184B000521344

Date: 29th July, 2020
Place: New Delhi

Independent Auditor's Report

To the Members of Blueblood Ventures Limited
Report on the audit of Financial Results

Opinion

We have audited the financial statements of Blueblood Ventures Limited ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information . In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2020, and loss, and its cash flows 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

Emphasis of Matters

I. In view of the Covid-19 pandemic, the Government of India had imposed a nationwide lockdown from March 24, 2020 onwards resulting in disruption of the Company's operations. In assessing the recoverability of assets such as Non Current Investments, long term loan & advances, inventories, trade receivables and other assets based on current indicators of future economic conditions, the management expects to recover the carrying amounts of its assets. The impact of the global health pandemic COVID-19, may be different from the presently estimated and would be recognized in the financial statements when material changes to economic conditions arise. (Refer note no 36 of the financial statements)

II. The company has made application on Sabka Vishwas (Legacy Dispute Resolution) Scheme, (SVLDRS) 2019 for settlement of the service tax matter of Rs. 27, 04,715 related to financial year 2017-2018. The Company has filed necessary form SVLDR -1 on 15.01.2020 and liability to be discharged accordingly. (Refer note no 37 of the financial statements)

III. Pending confirmations / statement of accounts / follow up documents of debit balances of advances Rs 10,33,23,595 has been considered good, as the management is hopeful of recovery of the same. (Refer note no 38 of the financial statements)

IV. Zero Optional convertible debentures under Non Current investments Rs 72,47,00,000 as at 31st March 2020 (7247 number ZOCDS @ Rs 1 lacs each) out of which 7000 number of ZOCDs are in Demat Account and balance 247 number of ZOCDS is wrongly transferred to one party, for which Management is under process to get back in Demat account. (Refer note no 39 of the financial statements)

Our conclusion is not modified in respect of the above matters.

Key Audit Matter

Key audit matter is those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion there is no any such matter to be reported by us.

Other Matter

The comparative financial information of the Company for the year ended 31st March was audited by another firm of Chartered Accountants who expressed an unmodified opinion vide report dated 29th May, 2019.

Our opinion is not qualified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

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, we give in the Annexure-A, a statement on the matters specified in the paragraph 3 and 4 of the order.

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 and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

d. In our opinion, the aforesaid financial statements comply with the accounting standard specified 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 March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended: Company has neither paid nor provided any directors remuneration during the year.

h. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

I. The Company does not have any pending litigation which would impact on its financial position in its financial statements.

II. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses, and

III. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R Gopal & Associates
Chartered Accountants
Firm Registration No.: 000846C

Sd/-
Vikash Aggarwal
Partner
Membership No.: 519574
UDIN: 20519574AAAADU8693

Date : 31.07.2020
Place : New Delhi

Annexure A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2020, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets

(b) The fixed assets have been physically verified by the management during the year as explained no material discrepancies have been noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immoveable properties hence clause i (c) is not applicable to the company.

(ii) The securities held as inventory have been verified from the statements of holding from the depository participants by the management during the year / at the year end. In our opinion, the frequency of verification is reasonable. There are no material discrepancies noticed between the books records and the statements of holding provided by the depository participants. The Company does not hold any inventory in physical form.

(iii) The Company has granted interest free unsecured loans to its one body corporate of Rs 1,20,34,995 covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

In the case of loan granted to the body corporate listed in the register maintained under section 189 of the Act, are interest free. The terms of arrangement do not stipulate any repayment schedule and the loans are payable at demand. Accordingly paragraph 3(iii) (c) of the order is not applicable to the companies in respect of repayment of the principal amount.

(iv) In our opinion and according to the information and explanations given to us, the Company has neither given any loans u/s 185 of the companies Act 2013 to its directors and nor has given any loans and guarantee or provided any security in connection with a loan by a company to any person or other body corporate and acquiring securities of any other body corporate by the company.

(v) The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act, 2013 and rules framed there under.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii)

a) According to the information and explanations given to us, Company has generally been regular in depositing undisputed statutory dues including income-tax, goods and service tax, cess and other material statutory dues applicable to it with the appropriate authorities. PF and ESI not applicable to the company.

According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable except following:-

Name of the Statute	Nature of Dues	Amount (Rs)	Period to which the amount relates
Income Tax Act	TDS	35,09,827	F.Y 2016-17
Income Tax Act	TDS	34,01,610	F.Y 2017-18
Service Tax Act#	Service Tax	2,704,715	F.Y 2017-18

- #Company has made application on Sabka Vishwas (Legacy Dispute Resolution) Scheme, (SVLDRS) 2019 for settlement.

b) According to the information and explanations given to us, there are no material dues of Income tax , goods and service tax and cess which have not been deposited with the appropriate authorities on account of any dispute .

(viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayments of dues to any bank. The Company does not have any loan and borrowings from and financial institution, government or dues to debenture holder during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has neither paid nor provided for managerial remuneration during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For R Gopal & Associates
Chartered Accountants
Firm Registration No.: 000846C

Sd/-
Vikash Aggarwal
Partner
Membership No.: 519574
UDIN: 20519574AAAADU8693

Date : 31.07.2020
Place : New Delhi

Annexure - B to the Auditors' Report

Report on the Internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Blueblood Ventures Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the 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 the 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 as specified under section 143(10) of the Act, 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 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: -

1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future

periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 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 needs to be strengthened.

For R Gopal & Associates
Chartered Accountants
Firm Registration No.: 000846C

Sd/-
Vikash Aggarwal
Partner
Membership No.: 519574
UDIN: 20519574AAAADU8693

Date : 31.07.2020
Place : New Delhi

Blueblood Ventures Limited
C.I.N.: L70102DL2007PLC159680
Balance Sheet as on 31st March, 2020

Particulars	Note No.	As at 31 March, 2020 Rs.	As at 31 March, 2019 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2	3,00,10,800	3,00,10,800
(b) Reserves and surplus	3	45,62,143	3,30,30,377
		-	-
Non Current Liabilities		-	-
(a) Long-term borrowings	4	94,00,00,000	94,19,03,458
		-	-
Current liabilities		-	-
(a) Short-term borrowings	5	-	5,58,627
(b) Trade payables	6	60,94,832	18,00,369
(c) Other current liabilities	7	1,10,74,565	1,28,97,800
(d) Short-term provisions			
		99,17,42,340	**1,02,02,01,430**
ASSETS			
Non Current Assets			
(a) Property, plant and equipments			
(i) Tangible assets	8	1,81,255	3,00,486
(b) Non-current investments	9	72,77,00,000	81,63,00,000
(c) Deferred tax assets (net)	10	-	1,38,853
(d) Long term loans and advances	11	10,33,23,595	7,88,15,763
(e) Other non-current assets	12	8,58,40,498	10,92,50,747
		-	-
Current Assets		-	-
(a) Inventories	13	36,93,081	70,79,348
(b) Trade receivables	14	1,82,92,995	-
(c) Cash and cash equivalents	15	4,97,524	82,289
(d) Short-term loans and advances	16	10,392	82,33,944
(e) Other Current Asset	17	5,22,03,000	-
		99,17,42,340	**1,02,02,01,430**

For **R Gopal & Associates**
Chartered Accountants
Firm Regn. No. 00846C

Sd/-
Vikash Aggarwal
Partner
Membership No. 5195
DATE: 31st July, 2020
Place: New Delhi

For & on behalf of Directors
For **BLUEBLOOD VENTURES LIMITED**

Sd/-
Suresh Bohra
Director
DIN: 00093343

Sd/-
Manjeet Pugalia
Director
DIN: 07131803

Blueblood Ventures Limited
C.I.N.:L70102DL2007PLC159680
Statement of Profit and loss for the year ended 31st March, 2020

Particulars	Note No.	For the year ended 31st March,2020	For the year ended 31st March, 2019
		Rs.	Rs.
Income			
Revenue from operations	18	1,99,69,251	57,64,550
Other income	19	16,06,817	16,83,081
Total revenue		**2,15,76,069**	**74,47,631**
Expenses			
Purchases of stock-in-trade	20	2,22,73,274	65,67,109
Changes in inventories	21	33,86,267	14,25,313
Employee benefits expense	22	19,00,148	23,99,174
Finance costs	23	1,80,105	4,22,840
Depreciation and amortization expense	24	1,19,232	2,16,844
Discount on Issue of Debenture		1,56,07,249	-
Other expenses	25	49,35,002	13,72,280
Total expenses		**4,84,01,277**	95,52,934
Loss before tax		**(2,68,25,208)**	**(21,05,303)**
Tax expense:			
(a) Current tax expense for current year		**-**	-
(b) Deferred tax		1,38,853	14,488
(c) Taxes for Earlier Years		15,04,173	-
		16,43,026	14,488
Loss for the year		**(2,84,68,234)**	**(21,19,791)**
Loss per share (of Rs. 10/- each): Basic & Diluted EPS	26	**-9.49**	-0.71

Blueblood Ventures Limited
C.I.N.:L70102DL2007PLC159680

Cash Flow Statement For The Year Ended 31 March, 2020

Particular	For the Year ended 31March, 2020	For the Yearended 31 March, 2019
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
I. Net Profit from P & L A/c	(2,68,25,208)	(21,05,303)
Adjustment for:		
a) Depreciation / Amortisation of fixed assets	1,19,232	2,16,844
b) Finance cost	1,80,105	4,22,840
c) Adjustment on account of demerger	-	(9,04,68,252)
d) Interest received	(8,04,999)	(1,06,890)
e) Discount on issue of debenture	1,56,07,249	-
f) Dividend received	(99,913)	(07,470)
g) Provision for doubtful advances and investments	34,00,000	
Operating Profit before working capital changes	(**84,23,535**)	(**9,20,48,231**)
II. **Increase / Decrease in Working Capital**		
a) Decrease / (Increase) in current assets and Loans and advances	(5,10,72,785)	3,49,72,064
b) (Decrease) / Increase in Liabilities	19,12,602	(5,74,54,502)
Cash Generated from operations	(5,75,83,717)	(11,45,30,69)
Income tax paid	(15,14,565)	-
NET CASH FROM OPERATING ACTIVITIES	(**5,90,98,282**)	(**11,45,30,69**)
B. CASH FLOW FROM INVESTING ACTIVITIES		
a) Interest received	8,04,999	1,06,890
b) Dividend received	99,913	7,470
c) Sale/(Purchase) of Investment	8,69,00,000	(75,80,14,810)
d) Long term loan and advances	(2,62,07,832)	1,25,00,49,15
NET CASH FROM INVESTING ACTIVITIES	**6,15,97,080**	**49,21,48,865**
C. CASH FLOW FROM FINANCING ACTIVITIES		
a) Proceeds from long term borrowings	(19,03,458)	(3,771.33)
b) Finance cost	(1,80,105)	(4.23)
NET CASH FROM FINANCING ACTIVITIES	(**20,83,563**)	(3,775.56)
Total (A+B+C)	**4,15,235**	**62,108**
a) Cash and Cash Equivalents at the beginning of the year	82,289	20,181
b) Cash and Cash Equivalents at the end of the year	4,97,524	82,289
Net increase / (decrease) in cash and cash equivalents (b-a)	**4,15,235**	**62,108**

For **R Gopal & Associates**
Chartered Accountants
Firm Regn. No. 00846C
Sd/-
Vikash Aggarwal
Partner
Membership No. 5195

DATE: 31st July, 2020
Place: New Delhi

For **BLUEBLOOD VENTURES LIMITED**

Sd/-
Suresh Bohra
Managing Director
DIN: 00093343

Sd/-
Manjeet Pugalia
Director
DIN: 07131803

Sd/-
Neha Bansal
Company Secretary

Sd/-
Pushpendra Surana
Director, DIN: 01179041

Note No. 1 Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The Financial Statement of the Blueblood Ventures Limited ("the Company") have been prepared to comply in all material aspects with the accounting standards notified by the companies (Accounting Standard) Rules, read with rule 7 to the companies (Accounts) Rules, 2014 in respect of section 133 to the Companies Act, 2013. The Financial statements are prepared under the historical cost convention, on an accural basis of accounting. The accounting policies applied are consistent with those used in previous year.

1.2. Accounting Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles, requires the management to make estimates and assumption that affect the reported acmounts of assets and liabilities and disclosure of contigent liabilities as at the date of financial statements and the result of operation during the reported period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

1.3. Use of Estimates

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

1.4 Property, Plant & Equipment (PPE)

Tangible Fixed Asset

Property, Plant & Equipment (PPE) are stated at cost of acquisition including attributable interest and finance cost till date of acquisition/installation of the asset and improvement thereon less accumulated depreciation and impairment loss thereon.

1.5 Depreciation

The company depreciates property, plant and equipment over their estimated useful lives on written down value method. The estimated useful lives of assets are as follows:

Computer equipment	3-6	years
Office equipment	5	years
Furniture and fixtures	10	years
Vehicles	8-10	years

1.6 Impairment

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal or external factors. An impairment loss is recognized in the statement of profit and loss whenever the carrying amount of an asset or cash generating unit exceed its recoverable value. The Recoverable amount of the asset (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its Net selling price and its value in use. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.7 Investment

Current investment are carried at lower of cost and quoted /fairvalue. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

1.8 Inventories

Shares or Securities

a. Inventoriesofsharesarevaluedatmarketvalueandofcommoditiesarevaluedatlowerofcostormarketvalue.

b. Closing stock of share includes stock kept as margin/securities with Stockbroker.

1.9 Borrowing costs

Borrowing costs that are attributable to the acquisition and/or construction of qualifying assets are capitalised as part of the cost of such assets, in accordance with noticed Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

Discount on issue of Zero coupon debenture is amortized over the tenure of debentures.

1.10 Taxation

Tax expense for the year comprises current income tax and deferred tax. Current income tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

1.11 Revenue Recognition

a. Revenue on account of trading in securities is recognized on the basis of each trade executed at the stock exchange during the financialyear.

b. In respect of non delivery based transaction such as derivative, the profit or loss is accounted for or on marked to market basis on the closure of each trading day on dailybasis.

c. Dividend from investment is accounted for as income when the right to receive dividend is established.

d. Interest income is accounted on accrual basis.

e. All other revenue is recognised on accrual basis.

f. Revenue excludes GST.

g. Interest on statutory dues is provided on demand/payment basis.

1.11 Provision, Contingent Liabilities and Contingent Assets

a. Provision involving substantial degree of estimation in measurement are recognized when there is present obligationasresultofpasteventanditisprobablethattherewillbeanoutflowofresources.

b. Contingent liabilities are not recognized but are disclosed in the notes to financial statements and notes thereto. Contingent assets are neither recognized nor disclosed in the financial statement.

1.12 Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity share that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

1.13 Current and Non Current Classification

All asssets and liabilities are classified into current and non-current.

An asset is classified as current when it is expected to be realised in, or is intended for sale within 12 months or it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for atleast 12 months after the reporting date.

A liability is classified as current when it is expected to be settled within 12 months or the Company does not have an unconditional right to defer settlement of the liability for atleast 12 months after the reporting date.

1.14 Cash flow statement

Cash flow are reported using indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, investing and financing activities of the company are segregated.

1.15 Cash & Cash Equivalents

Cash comprise cash on hand and demand deposit with banks. Cash equivalent are short term balances ,highly liquid investments that are redily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.15 Employee benefits

Short-term employee benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

1.16 Other Accounting Policies

Accounting polices are referred to otherwise are consistent with generally accepted accounting principles.

The Previous year figures have been regrouped/ reclassified where ever necessary to confirm to the current year presentation:

Amount in Rs.

2 SHARE CAPITAL

Particulars	As at 31 March, 2020	As at 31 March, 2019
(a) Authorized Share Capital		
31,00,000 Equity shares of Rs.10/- each	31,000,000.00	31,000,000.00
(Previous Year 31,00,000 Equity shares)		
	31,000,000.00	31,000,000.00
(b) Issued, Subscribed & Paid up Share Capital		
30,01,080 Equity shares of Rs.10/- each	30,010,800.00	30,010,800.00
(Previous Year 30,01,080 Equity shares)		
Total	**30,010,800.00**	**30,010,800.00**

The Reconciliation of number of share outstanding is set out below:

2.1

Particulars	Opening Balance	Fresh issue	Bonus Issue	Closing Balance
Year ended 31st March, 2020				
- Numberofshares	3,001,080	-	-	3,001,080
- Amount (Rs.)	30,010,800	-	-	30,010,800
Year ended 31st March, 2019				
- Number of shares	3,001,080	-	-	3,001,080
- Amount (Rs.)	30,010,800.00	-	-	30,010,800

2.2 **Terms/rights attached to Equity Shares Capital**

The company has only one class of equity shares having par value of `10 per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- **Details of shares held by each shareholder holding more than 5%shares:**

Class of shares / Name of shareholder	As at 31 March, 2020		As at 31 March, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Suresh Bohra	6,07,770	20.25%	6,07,770	20.25%
Dandy Developers Pvt. Ltd.	1,50,900	5.03%	1,50,900	5.03%
Babson's HUF	1,95,000	6.50%	1,95,000	6.50%
SJM Investments (Delhi) Pvt. Ltd.	3,09,000	10.30%	3,09,000	10.30%

Religare Finvest Limited	2,16,000	7.20%	2,16,000	7.20%
Arch Finance Limited	1,92,000	6.40%	1,53,000	5.10%
TOTAL	30,01,080	56%	30,01,080	54%

Note	Particulars	As at 31st March,2020	As at 31st March, 2019
3	**RESERVE & SURPLUS**		
3.1	Securities Premium Account		
	As per Last Balance Sheet	2,70,70,362	11,75,38,614
	Less : Demerger	-	9,04,68,252
		2,70,70,362	2,70,70,362
3.2	**Surplus**		
	As per Last Balance Sheet	59,60,015	80,79,806
	Add: Net Profit / (loss) for the current year	(2,84,68,234)	(21,19,791)
		-2,25,08,219	59,60,015
	Total	45,62,143	3,30,30,377
4	**LONG TERM BORROWINGS**		
i	Term Loan From Bank		
	Unsecured	-	19,03,458
ii	Debentures		
	0% Coupon optionally convertible debentures*	94,00,00,000	94,00,00,000
	Total	94,00,00,000	94,19,03,458

* Company had issued 0% Coupon optionally convertible debentures by converting the existing loan . The 0% redeemable optionally convertible debentures are issued for 15 years which at the option of debentureholders may be converted in equity shares after 10 years.

5	**SHORT TERM BORROWINGS**		
i)	Book overdraft - Unsecured	-	5,58,627
	Total	-	5,58,627
6	TRADE PAYABLE		
	MSME	-	-
	Other	60,94,832	18,00,369
	Total	60,94,832	18,00,369
7	**OTHER CURRENT LIABILITIES**		
	Current Maturities of Long Term Debt	3,56,903	12,635
	Other payable		
	- Taxes Payable	1,04,17,662	97,28,746
	- Employee benefits payable	3,00,000	-
	- Other Liabilities	-	31,56,419
	Total	1,10,74,565	1,28,97,800
9	**NON CURRENT INVESTMENT**		
	Investment in unquoted Shares	17,00,000	17,00,000
	Less: Provision for diminution in value of investment	17,00,000	-
		-	17,00,000
	Investment in Other	30,00,000	30,00,000
	Investment in unquoted Zero coupon Debentures		

	72,47,00,000	81,16,00,000
	72,77,00,000	81,63,00,000

10 DEFERRED TAX ASSET

Opening Balance of DTA/(DTL)	1,38,853	1,53,341
Add: Tax effect of items constituting deferred tax assets		
On difference between book balance and tax balance of fixed assets	-	-14,488
Reversal of DTA	--1,38,853	
Total	-	1,38,853

11 LONG TERM LOAN AND ADVANCES

loan and advances

Unsecured but considered good	10,50,23,595	7,78,06,200
Less: Provision for doubtful debt	17,00,000	-
	10,33,23,595	7,78,06,200
Balance with Tax Authorities		9,84,563
Security Deposit	-	25,000
Total	10,33,23,595	7,88,15,763

12 OTHER NON-CURRENT ASSETS

Discount on issue of debentures	8,58,40,498	10,92,50,747
Total	8,58,40,498	10,92,50,747

13 INVENTORIES

- Shares & Securities	36,93,081	70,79,348
Total	36,93,081	70,79,348

14 TRADE RECEIVABLES

Exceeding Six Month from the due date	5,33,750	-
Others	1,77,59,245	-
Total	1,82,92,995	-

15 **CASH AND CASH EQUIVALENTS**

Cash on Hand	4,34,299	68,718
Balances with Bank#	63,225	13,571
Total	4,97,524	82,289

Includes balance of Rs 51657 one of the schedule bank has been lein marked by the Income tax authority under garnishee demand which the company actually does not owe.

16 **SHORT TERM LOANS AND ADVANCES**

Income Tax refundable	10,392	-
- Prepaid expenses	-	3,592
- Unsecured and Considered Goods	-	82,30,352
Total	10,392	82,33,944

17 **Other current assets**

Discount on issue of debentures	78,03,000	-
Receivable against sale of debentures	4,44,00,000	
Total	5,22,03,000	-

-

-

9. Property, plant and equipments

Particulars	Computers	Furniture	Office Equipment	Motor Car	Total
Original cost as on 01.04.2019	293,039	84,713	214,100	1,521,000	2,112,852
Additions	-	-	-	-	-
Adjustments During the Year	-	-	-	-	-
Deductions/Retirement during the year	-	-	-	-	-
As at 31st March 2020	**293,039**	**84,713**	**214,100**	**1,521,000**	**2,112,852**
Depreciation & Amortization					
As at April 1.2019	253,293	73,490	157,529	1,328,054	1,812,366
For the Period	20,515	3,504	24,931	70,283	119,232
Deductions/Adjustments during the year	-	-	-		-
As at 31st March 2020	**273,808**	**76,994**	**182,460**	**1,398,337**	**1,931,598**
Net Book Value					
as at March 31,2020	**19,231**	**7,719**	**31,640**	**122,663**	**181,255**
as at March 31,2019	39,746	11,223	56,571	192,946	300,486

Note No.	Particulars	For the year ended 31st March , 2020	For the year ended 31st March , 2019
18	**REVENUE FROM OPERATION**		
	Sale of Products		
	Sale of Shares, Securities & Commodities	2,19,58,924	54,87,625
	Income From Services		
	Management Or Business Consultancy	-	84,040
	Other Operating Revenue		
	Gain/(loss) from Future and Option Trading	19,89,672)	1,92,886
	Total	1,99,69,251	57,64,550
19	**OTHER INCOME**		
	Dividend Received	99,913	7,470
	Interest Income	8,04,999	1,06,890
	Commission Income	-	13,80,000
	Sundry Balances w/off		

		7,01,905	1,88,721
	Total	16,06,817	16,83,081

20 PURCHASE OF STOCK IN TRADE

Shares & Securities	2,22,73,274	65,67,109
	2,22,73,274	65,67,109

21 CHANGE IN INVENTORIES OF STOCK IN TRADE

Inventories at the end of the year		
Stock in Trade	36,93,081	70,79,348
Inventories at the beginning of the year		
Stock in Trade	70,79,348	56,54,035
	33,86,267	-14,25,313

22 EMPLOYEE COST

Salaries and Wages	18,32,365	23,31,990
Staff Welfare	67,783	67,184
Total	19,00,148	23,99,174

23 FINANCE COST

Interest Expense	1,80,105	4,22,840
Total	1,80,105	4,22,840

24 Depreciation and Amortisation

Depreciation of tangible assets	1,19,232	2,16,844
Total	1,19,232	2,16,844

25 OTHER EXPENSES

Payment to Auditor	1,00,000	50,000
Business Promotion	5,86,499	5,81,058
Insurance	3,592	29,187
Share trading expenses	16,838	-
Legal & Professional Charges	53,700	1,20,200
Market Making fees	-	1,50,000
Travelling and conveynace	2,27,547	
Membership and subscription	25,000	96,230
Fees & Taxes	68,184	61,195
Penalties	82,600	-
Donation	50,000	-
Bad debts	3,00,000	-
Provision for doubtful debts	17,00,000	-
Provision for Investment	17,00,000	
Miscellaneous Expenses	21,041	2,84,411
Total	49,35,002	13,72,280

26 Earning Per Share

Net Profit Attributable to Equity Shareholders	(2,84,68,234)	(21,19,791)
Weighted average of shares	30,01,080	30,01,080
Earning per share-Basic and Diluted	-9.49	-0.71

27 Related Party (as perAS-18)

a) Name Of Parties

i) Key Management Personnel

a. Directors

Mr. Suresh Bohra - Managing Director and CFO
Mrs. Babita Bohra- Director

b. Executive Officers — Mrs. Neha Bansal - CS - Compliance officer

ii) Other Enterprises over which person(S) referred to in above is able to exercise significant influence

Black fox Financial Pvt Ltd
Bohra Industrial Resources Private Limited
Dandy Developers Private Limited
Devoted Construction Limited
SJM Investments (Delhi) Pvt Ltd

Note : Related parties are identified by the company and relied upon by the auditors.

b) Related Party Transaction

S. No. Particulars	**Key Management Personnel**	**Relatives of KMP**	**Enterprises over which person(S) referred to in above is able to exercise significant influence**
a) Remuneration Paid to KMP's	**358,365**		-
	(3,44,752)		**-**
b) Sales of Shares (Inclusive of Brokerage Charged)	-		**5,38,750**
	-		(27,13,105)
c) Purchase of Shares and others	-		**61,73,812**
	-		**(3,718,050)**
d) Other Income	- -		**(380,000)** -

*** The Figures appearing in brackets belongs to Previous years**

c) Balance Outstanding

PartyName	Grouped under	Balance as at 31.03.2020	Balance as at 31.03.2019
a) Key Managerial Personnel			
Mr Suresh Bohra - Managing Director	other current Liabilities	-	9,419
Mrs. Babita Bhora	Other Current Liabilities	**3,00,000**	**3,00,000**
b) Enterprises with Substantial Control			
a) Black fox Financial Pvt Ltd	**Sundry Debtors**	1,98,015	-
b) Bohra Industrial ResourcesPrivateLimited	**Account Payable**		2,508,000
c) Dandy DevelopersPrivateLimited	**Account Receivable**		375,000
d) DevotedConstructionLimited	**Account Receivable**	1,20,34,995	7,858,130
e) SJM Investments (Delhi)PvtLtd	**AccountPayable**	5,33,750	-

(In Rupees)

28 Expenditure in foreign currency (accrual basis)	31March,2020	31st March,19
	-	-

29 Auditor'sRemuneration	31March,2020	31 March2019
AuditFees	100,000	50,000
	100,000	50,000

30 -Due to Micro Enterprises and Small Enterprises:

The company has initiated the process of identification of suppliers registered under Micro, Small and Medium Enterprise Development Act ,2006, by obtaining confirmations from all suppliers information has been collected only to the extent of information received as at balance sheet date. Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprise under " The Micro, Small and Medium Enterprises Development Act 2006" as at 31st March 2020 and 31st March 2019.

31 During the period under review company has not paid any remuneration to its Directors and KMPs and sitting fees to independent directors.

32 Contingent liabilities and Commitments (to the extent not provided for):

There is no contingent liability exist as on the balance sheet date.

33 Balance with Banks Includes balance of Rs 51657 one of the schedule bank has been lein marked by the Income tax authority under garnishee demand which the compny actually does not owe.

34 Gratuity , Leave encashment and Bonus not applicable to the company.

35 Sundry Debtors, Sundry Creditors & advances are subject to confirmation by the respective parties. Necessary Adjustments in account will be made in the year in which discrepancy, ifany, may be noticed.

36 In view of the Covid-19 pandemic, the Government of India had imposed a nationwide lockdown from March 24, 2020 onwards resulting in disruption of the Company's operations. In assessing the recoverability of assets such as Non Current Investments, long term loan & advances, inventories, trade receivables and other assets based on current indicators of future economic conditions, the management expects to recover the carrying amounts of its assets. The impact of the global health pandemic COVID-19, may be different from the presently estimated and would be recognized in the financial statements when material changes to economic conditions arise.

37 The company has made application on Sabka Vishwas (Legacy Dispute Resolution) Scheme, (SVLDRS) 2019 for settlement of the service tax matter of Rs. 27,04,715 lakhs related to financial year 2017-2018. The Company has filed necessary form SVLDR -1 on 15.01.2020 and liability to be discharged accordingly.

38 Pending confirmations / statement of accounts / follow up documents of debit balances of advances Rs 10,33,23,595 lakhs has been considered good, as the management is hopeful of recovery of the same.

39 Zero Optional convertible debentures under Non Current investments Rs 72,47,00,000 lakhs as at 31st March 2020 (7247 number ZOCDS @ Rs 1 lacs each) out of which 7000 number of ZOCDs are in Demat Account and balance 247 number of ZOCDS is wrongly transferred to one party, for which Management is under process to get back in Demat account.

40 Deferred Tax assets is not recognized due to virtual uncertainty of its realization.

41 In the opinion of the Board, the assets other than property , plant and equipment have a value on realization in the ordinary course of the business atleast equal to the amount at which they are stated.

42 The difference if any, arising due to expenditure and income provided on estimate basis in earlier years is adjusted to respective account head.

43 The Company elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

44 Previous year figures have been regrouped and/or rearranged wherever necessary to make them comparable with current year's figures.

45 The comparative financial information of the Company for the year ended 31st March was audited by another firm of Chartered Accountants who expressed an unmodified opinion vide report dated 29th May, 2019.

46 Note 1 to 46 form part of the Balance Sheet as on 31st March 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date.

As per our report of event date

For **R Gopal & Associates**
Chartered Accountants
Firm Regn. No. 00846C

Sd/-
Vikash Aggarwal
Partner
Membership No. 5195
DATE: 31st July, 2020
Place: New Delhi

For & on behalf of Directors
For **BLUEBLOOD VENTURES LIMITED**

Sd/-	Sd/-
Suresh Bohra	Manjeet Pugalia
Director	**Director**
DIN: 00093343	DIN: 07131803