

BEST VIEW INFRACON LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the Members of Best View Infracon Limited ("The Company") will be held on Tuesday, the 6th day of September 2022 at 04:00 P.M. at the Registered Office of the Company situated at 201-212, Splendor Forum, IInd Floor, Jasola District Center, New Delhi-110025 in order to transact the following business (es):-

ORDINARY BUSINESS:

1. To Consider, Approve and Adopt the Financial Statements including Audited Balance Sheet as at 31st March, 2022, Statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended 31st March, 2022 along with the Report of Statutory Auditor's and Board of Director's thereon.

SPECIAL BUSINESS:

2. TO APPOINT MR. SUNNY ARORA (DIN: 09438843), ADDITIONAL DIRECTOR AS THE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification, re-enactment thereof or amendment thereto for the time being in force), Mr. Sunny Arora (DIN: 09438843), who was appointed as an Additional Director on the Board of the Company by way of circular resolution passed on 29/03/2022 and who holds office up to the date of this 14th Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company."

For By the order of the Board Limited


Company Secretary and Compliance Officer

Pooja Kaushik
Company Secretary and Compliance officer
Memb. No.: A59594

Place: New Delhi

Date: 12th August, 2022

NOTES: -

- 1) Pursuant to Section 102(1) of the Companies Act, 2013, an explanatory Statement for the special business to be transacted at the Meeting and as set out at item no. 2 of the Notice is annexed herewith.
- 2) **MEMBER ENTITLED TO ATTEND AND VOTE AT MEETING IS ELIGIBLE TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON MAY ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.
THE PROXY FORM MUST BE DEPOSITED WITH THE COMPANY BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
- 3) Corporate Members intending to send their authorized representative(s) to attend the Meeting are required to authorize them vide duly passed Board Resolution. The certified true copy of such Board Resolution shall be submitted with the Company by authorized representative in order to attend the Annual General Meeting.
- 4) A duly filled and signed attendance slip (as attached herewith) along with one ID proof shall be submitted by Member/Proxy for attending the Annual General Meeting.
- 5) With the aim to achieve 'Green Initiative', Members are requested to register/update their e-mail address (es) with the Company to receive all the communications addressed to them in electronic form.
- 6) The Register of Members/Debenture Holders will be closed from 30/08/2022 to 06/09/2022 pursuant to the provisions of Section 91 of the Companies Act, 2013
- 7) Pursuant to the provisions of Companies Act, 2013, following Registers and Statutory Records will be available for inspection by the Members at the Annual General Meeting:-
 - (i) The Register of Directors and Key Managerial Personnel and their Shareholding
 - (ii) The Register of Contracts or Arrangements in which directors are interested
- 8) The details of Mr. Sunny Arora (DIN: 09438843) who has been proposed to be appointed as Director of the Company is annexed with this notice as Annexure-1
- 9) All the documents specified in this notice and explanatory statement shall be available at the registered office of the Company on all working days during working hours i.e. between 09:00 A.M. to 06:00 P.M. up to the date of Annual General Meeting.
- 10) In order to seek any clarification with respect to the Annual Accounts of the Company or the proposed resolution, the Stakeholders are requested to inform the Company at least 7 days in advance to facilitate the management to make the required information available at the Meeting.
- 11) For the convenience of Stakeholders, a route Map to the Meeting venue is annexed with this notice.

For Best View Infracon Limited


Company Secretary and Compliance Officer

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

The Members are informed that pursuant to Section 161 of the Companies Act, 2013, Mr. Sunny Arora (DIN: 09438843) has been appointed as an Additional Director on the Board of the Company on 29/03/2022 upto the ensuing 14th Annual General Meeting of the Company.

With a view on experience and expertise of Mr. Arora it has been proposed by the Board of Directors of the Company to appoint him as the Director on the Board of the Company.

Further, Mr. Arora has submitted his consent in form DIR-2 to act as Director of the Company and has also declared in prescribed form DIR-8 his non-disqualification to be appointed as the Director of the Company.

Accordingly, the Board of Directors recommends resolution as set out at item no. 2 of this notice to be passed by Members by way of Ordinary Resolution at the 14th Annual General Meeting of the Company.

None of the Director, except Mr. Sunny Arora (DIN: 09438843), Manager, Key Managerial Personnel or their Relative as per the provisions of Section 102 of Companies Act, 2013, are concerned or interested in the proposed resolution, whether financially or otherwise, except to the extent of their Shareholding in the Company, if any.

By the order of the Board
For Best View Infracon Limited


Company Secretary **Pooja Kaushik** Officer

Company Secretary and Compliance officer

Memb. No.: A59594

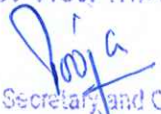
Place: New Delhi

Date: 12th August, 2022

Additional details of Mr. Sunny Arora (DIN: 09438843)
(Pursuant to SS-2 (Secretarial Standard on General Meeting))

	Appointment
Name of the Director	Sunny Arora (DIN: 09438843)
Date of Birth	17/03/1985
Qualification	Post Graduate
Experience	17 years of experience
Terms and Conditions of appointment	As per Resolution 2 of the Notice
Remuneration sought to be paid	N.A
Remuneration last drawn	N.A
Date of first appointment on Board	29/03/2022
Shareholding in the Company, if any	Nil
Relationship with other Directors, Manager, KMP of the Company	N.A
Number of Board Meetings attended during the year	2/2
Directorship in other Companies (excluding this Company)	1) Ethenic Projects Private Limited 2) Pigeon Infrastructure Limited 3) Eldeco SIDCUL Industrial Park Limited 4) Alternative Habitat Private Limited 5) Eldeco Serendipity Limited 6) Eldeco Homes Developers Limited 7) Eldeco Infratech Realtors Limited 8) Eldeco Infracon Realtors Limited 9) Blueridge Retails Private Limited
Membership/ Chairmanship of Committees of other Boards	Nil

For Best View Infracon Limited


Secretary and Compliance Officer

Form No. MGT-11

Proxy form

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

Name of the Member(s):		
Registered Address:		
E-mail Id:	Folio No /Client ID:	DP ID:

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

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **14th Annual General Meeting** of the company, to be held on the **Tuesday, September 6, 2022 at 04:00 P.M.** at the registered office of the company at **201-212, Splendor Forum, IInd Floor, Jasola District Center, New Delhi-110025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Si. No.	Resolution(s)	Vote	
		For	Against
	ORDINARY BUSINESS		
1.	To Consider, Approve and Adopt the Financial Statements including Audited Balance Sheet as at 31st March, 2022, Statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended 31st March, 2022 along with the Report of Statutory Auditor's and Board of Director's thereon.		
	SPECIAL BUSINESS		
2.	To appoint Mr. Sunny Arora (DIN: 09438843), Additional Director as the Director of the Company.		

Signed this ___ day of ___ 20__

Revenue Stamp

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

For Best View Infracon Limited


 Company Secretary and Compliance Officer

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting hall)

14th Annual General Meeting on Tuesday, September 6, 2022

Full name of the Member attending _____

Ledger Folio. No. _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the Member)

I hereby record my presence at the 14th Annual General Meeting of **Best View Infracon Limited** having registered office at **201-212, Splendor Forum, IInd Floor, Jasola District Center, New Delhi-110025** on **Tuesday, September 6, 2022 at 04:00 P.M.**

(Member's /Proxy's Signature)

Note:

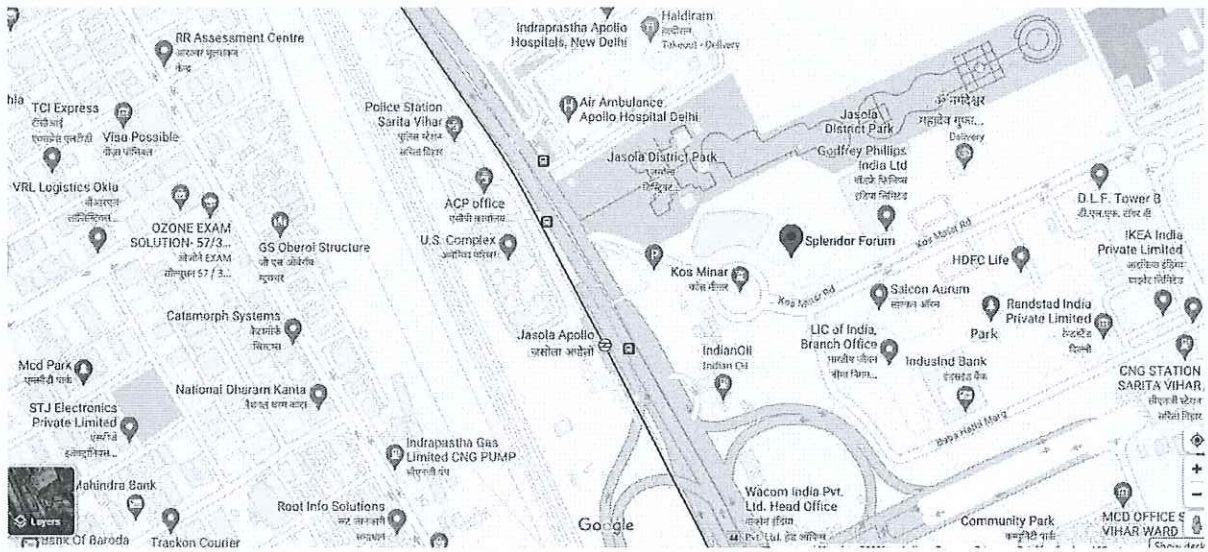
1) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2) A Proxy need not be a Member of the Company.

For Best View Infracon Limited


Company Secretary and Compliance Officer

Route Map for 14th Annual General Meeting



For Best View Infracon Limited
[Signature]
Company Secretary and Compliance Officer

BEST VIEW INFRACON LIMITED

DIRECTORS' REPORT

(Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8A of the Companies (Accounts) Rules, 2014)

To,
The Members
Best View Infracon Limited

The Board of Directors is delighted to present the 14th Board Report on the business and operations of your Company along with Audited Financial Statements for the financial year ended 31st March 2022.

1. FINANCIAL SUMMARY/HIGHLIGHTS

(Amount in Rs. thousands)

Particulars	For the F.Y. ended 31 st March, 2022	For the F.Y. ended 31 st March, 2021
Revenue from operations/Turnover	-	-
Add: Other Income	1,152.26	1,217.20
Total Income	1,152.26	1,217.20
Less: Total Expenses	2,921.18	2,823.85
Profit/(Loss) before Tax Expenses	(1,768.92)	(1,606.65)
Less: Tax Expenses		
• Current Tax	-	-
• Deferred Tax	-	131.26
Net Profit/(Loss) for the Year	(1,768.92)	(1,737.91)
Loss per Equity Share		
• Basic	(35.37)	(34.75)
• Diluted	(35.37)	(34.75)

2. STATE OF COMPANY'S AFFAIRS

During the Financial Year ended 31st March, 2022, your Company recorded a total income (others) of **Rs. 11,52,260/-** against a total income (others) of **Rs. 12,17,200/-** earned during the previous Financial Year ended 31st March, 2021. Further the Company incurred a Loss of **Rs. (17,68,920/-)** during current Financial Year ended 31st March, 2022 and a net Loss of **Rs. (17,37,910/-)** during the previous Financial Year ended 31st March, 2021.

3. COVID IMPACT

The financial year 2021-22 was also affected by the effects of COVID-19 and the 2nd and 3rd waves of the pandemic led to loss of human life and suffering worldwide. It presented an unprecedented challenge to public health, food systems and the economy as a whole. The economic and social disruption caused by the pandemic was devastating. Due to the large number of infections in India, several State Governments announced lockdowns in the first quarter of FY 2021-22 to prevent the spread of COVID-19. This led to the curtailment of economic activity. Once lockdown restrictions were eased, the economy started witnessing a strong recovery.

The health and safety of its employees and stakeholders remained the top priority for the Company, with several initiatives to support employees and their families during the pandemic.

4. TRANSFER TO RESERVES

Due to losses incurred during the financial year 2021-22, no amount has been transferred to the

Reserves.

5. DECLARATION OF DIVIDEND

Due to losses incurred during the financial year ended 31st March, 2022, the Board of Directors have not declared dividend for the Financial Year under review.

6. CHANGE IN CAPITAL STRUCTURE, IF ANY

There was no change in the Share Capital of the Company during the financial year ended 31st March, 2022.

7. DETAILS OF DEPOSITS

The Company has not accepted or renewed any amount which falls under the ambit of the term Deposits pursuant to Section 73 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

8. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

No company have become or ceased to be its subsidiaries, joint ventures or associate company during the financial year ended 31st March, 2022.

9. LISTING

The Series B Non-Convertible Debentures of the Company are presently listed at Bombay Stock Exchange Limited.

Credit Rating: The Company has obtained rating for Series B NCDs from CARE Ratings Limited which is similar to the last financial year i.e "Care B+ Stable".

10. ANNUAL RETURN

In terms of Section 134(3)(a) of the Companies Act, 2013 read with Rules 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year 2021-22 is available at www.eldecogroup.com.

11. DETAILS OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES THEREIN

As on 31st March, 2022, following were the Directors on the Board of the Company:

S. No.	Name of Director(s)	DIN	Designation
1.	Mr. Roshan Sharda	07731806	Nominee Director
2.	Mr. Maneesh Jain	07053201	Nominee Director
3.	Mr. Sunny Arora	09438843	Additional Director
4.	Mr. Anuj Srivastava	07847811	Director
5.	Mr. Anil Tiwari	02132374	Director
6.	Mr. Manish Jaiswal	05254332	Nominee Director

Pursuant to the provision of Section 161 of Companies Act, 2013, Mr. Manish Jaiswal (DIN: 05254332), Additional Director of the Company was appointed as Director on the Board of the Company with effect from 30th September, 2021

Ms. Pooja Kaushik, an associate member of Institute of Company Secretaries of India (ICSI) has been appointed as Company Secretary and Compliance Officer of the Company (Key Managerial Personnel) w.e.f 13th November, 2021 in terms of the provisions of Section 203 of Companies Act, 2013.

Further, Mr. Anil Kumar Dhanda (DIN: 03060128), Director of the Company served his resignation w.e.f. 25th March, 2022.

Mr. Sunny Arora (DIN: 09438843) has been appointed as an Additional Director on the Board of the Company by way of circulation resolution passed on 29th March, 2022. In terms of Section 161 of Companies Act, 2013, the term of Mr. Sunny Arora as an Additional Director of the Company stands expired at the ensuing 14th Annual General Meeting of the Company. Pursuant to the consent for acting as Director and declaration of non-disqualification received from Mr. Arora, the Board of Directors has recommended to appoint him as Director of the Company to the Shareholders vide draft resolution set out at item no. 2 of the notice of Annual General Meeting.

12. BOARD EVALUATION

The Company has formulated Board Evaluation criteria for performance evaluation of the Independent Directors, the Board, its Committees and other individual Directors. It provides the criteria for assessing the performance of Directors including key areas such as attendance at Board and Committee Meetings, quality of contribution to Board discussions and decisions, strategic inputs regarding future growth of the Company and its performance, ability to challenge views in constructive manner, knowledge acquired regarding the Company's business activities, understanding of industry and global trends, etc.

The evaluation involves self-evaluation by the Board Member and subsequent assessment by the Board of Directors. The member of the Board does not participate in the discussion of his evaluation. The formal Board evaluation as mandated under the Companies Act and Listing Regulations has been carried out during the year.

13. MEETINGS OF THE BOARD

During the year under review, the Board of Directors met Five (5) times in their meeting held on the following dates:

S. No.	Date of Board Meeting
1.	12/04/2021
2.	29/06/2021
3.	14/08/2021
4.	13/11/2021
5.	14/02/2022

Further, the Board of Directors appointed Mr. Sunny Arora as an Additional Director on the Board of the Company vide circular resolution duly passed on 29/03/2022. Further, resignation letter put forward by Mr. Anil Kumar Dhanda as director of the Company was also taken on record vide aforesaid circular resolution.

14. DELARATION BY INDEPENDENT DIRECTORS

The independent directors have submitted their declaration of independence, as required under Section 149(7) of Companies Act, 2013 stating that they meet the criteria of independence as provided in Section 149 (6) of Companies Act, 2013.

15. REVIEW OF CORPORTE GOVERNANCE FRAMEWORK

(i) AUDIT COMMITTEE

The Company has in place an audit committee in terms of Section 177 of Companies Act, 2013, consisting of the following members as on 31st March, 2022:

1. Mr. Anil Tiwari, Chairman
2. Mr. Anuj Srivastava, Member

3. Mr. Sunny Arora, Member

During the year under review, the Audit Committee met on the following dates: 26th June, 2021, 14th August, 2021, 13th November, 2021 and 14th February, 2022.

(ii) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013, consists of following members:

1. Mr. Anil Tiwari, Chairman
2. Mr. Anuj Srivastava, Member
3. Mr. Sunny Arora, Member

During the year under review, following Nomination and Remuneration Committee meetings were convened 12th April, 2021, 14th August, 2021 and 13th November, 2021.

16. AUDITORS AND THEIR REPORT

a) Statutory Auditors

Pursuant to the provisions of Section 139 of Companies Act, 2013, The Members at their 10th Annual General Meeting appointed M/s Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years till the conclusion of 15th Annual General Meeting of the Company to be held in the year 2023. The Statutory Auditors have confirmed that they are not disqualified from continuing as auditors of the Company.

Further, the Statutory Auditors have reported certain qualifications in their report on the Financial Statements of the Company for the Financial Year ended 31st March, 2022 which are explained by the Board of Directors of the Company in point no. 18 of this report.

b) Secretarial Auditors

The Board of Directors re-appointed M/s Arun Goel & Associates, Company Secretaries, as the Secretarial Auditors of the Company for the Financial Year 2022-23.

The Board of Directors declares that the Secretarial Audit report for the Financial Year 2021-22 does not contain any qualification, reservation or adverse remarks in prescribed form MR-3 and the same forms part of this Report as Annexure 'A'.

c) Internal Auditors

M/s Kumar Gaurav Agarwal & Co, Chartered Accountants, have been re-appointed as the internal auditors of the Company for the financial year 2022-23 and their report is reviewed by the Audit Committee from time to time.

d) Cost Auditors

The provisions of Section 148 of Companies Act, 2013 with respect to Cost Audit are not applicable on the Company for the Financial Year ended 31st March, 2022.

17. DETAILS OF FRAUD UNDER SECTION 143(12) OF COMPANIES ACT, 2013

In terms of Section 143(12) of the Companies Act, 2013, the Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees or otherwise during the Financial Year ended 31st March, 2022.

18. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION OR ADVERSE REMARKS BY AUDITORS

The Statutory Auditors of the Company have reported a qualified opinion on the financial statement of the Company for the financial year ended 31st March, 2022. The qualification of Statutory Auditors along with clarification/explanation of Board of the Company is as follows:

A. Qualification

The Company's Internal Financial Controls over measurement and recognition of Interest cost relating to Series B and Series C Debentures as per the applicable Accounting Standards were not operating effectively in a material misstatement in the carrying value of investment property, other financial liabilities as at 31 March, 2022.

Explanation by the Board:

The Statutory Auditors have pointed out the same qualification in their Audit Report for the F.Y 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22, which was explained by the Management in each financial year as follows:-

"The Management is of the view that applicable rate of return for Series B and C debenture is currently uncertain and accordingly no expenditure towards interest/redemption premium on Series B and Series C debentures is required to be provided in the books of accounts."

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year financial year ended 31st March, 2022, the Company has not given any Loans, Guarantees or made any Investments pursuant to Section 186 of the Companies Act, 2013.

20. RELATED PARTY TRANSACTIONS

The Related Party Transactions entered during the year were in ordinary course of business and on arm's length basis.

Further, pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 and as per note no. 28(c) to the Financial Statements setting out related party transactions carried out during the financial year, the Company has entered into a related party transaction and same has been reported in Form AOC- 2 enclosed herewith as "Annexure-B

21. CORPORATE SOCIAL RESPONSIBILITY

The provisions pertaining to Corporate Social Responsibility as per Section 135 of Companies Act, 2013 are not applicable to the company for the financial year ended 31st March, 2022.

22. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

a. **Conservation of Energy & Technology Absorption:** pertaining to the Business activity the conservation of energy and technology absorption are not applicable to the Company.

b. **Foreign Exchange Earning & Outgo:** There were no foreign exchange earnings & outgo during the year under review.

23. MATERIAL CHANGES AND COMMITMENT

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the Financial Statements relate and upto the date of this Board report.

24. CHANGE IN NATURE OF BUSINESS

The Company continued to engage in the same line of business during the year under review.

25. INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place adequate internal financial controls commensurate with nature and size of the business activity and with reference to the financial statements. The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to

its 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.

The Company has in place Risk Management framework for identification, assessment, measurement and reporting of business risks faced by the Company. The Board of Directors oversees the Risk Management framework at regular intervals.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders were passed by the Regulators or Courts or Tribunals having impact on the going concern status and Company's Operations in future.

27. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year ended 31st March, 2022, no proceeding in the name of the Company is pending under Insolvency and Bankruptcy Code, 2016. Also no new application has been made by the Company under the said code.

28. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The details of loan obtained from the banks or financial institutions have been illustrated under note 13 of the Financial Statements of the Company for the financial year ended 31st March, 2022.

29. DISCLOSURES U/S 197(12) OF THE COMPANIES ACT, 2013 WITH RESPECT TO RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION

Apart from sitting fees to the Independent Directors, no other remuneration to directors has been paid during the financial year ended 31st March, 2022.

30. PARTICULARS OF EMPLOYEES

Disclosures pertaining to Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 are not applicable to the Company as there are no employees in the Company.

31. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors to the best of their knowledge and belief confirm that:

- (a) In the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the company at the end of the Financial Year and of the Profit and Loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the Annual Accounts on a going concern basis;
- (e) The Directors had laid down internal financial controls to be followed by the Company that such internal financial controls are adequate and were operating effectively.

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

32. SECRETARIAL STANDARDS

During the year 2021-2022, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India. i.e. SS-1 (Secretarial Standard on Board Meetings) and SS-2 (Secretarial Standard on General Meetings).

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Since there are no employees in the Company, the provisions relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable.

34. ACKNOWLEDGMENT


The Directors would like to thank Ministry of Corporate Affairs, Securities and Exchange Board of India, Real Estate Regulations Act Authority and other government departments/authorities for their guidance and support during the year and look forward for their support in future.

The Directors also wish to thank the shareholders, Vendors, customers for their continued support and cooperation. The Board of Directors also wishes to place on record their appreciation of the concerted efforts by all the employees of the Company.

For Best View Infracon Limited


Director
Manish Jaiswal
Director
DIN: 05254332

For and on behalf of
Best View Infracon Limited
For Best View Infracon Limited


Sunny Arora
Additional Director
DIN: 09438843

Date: 12.08.2022

Place: New Delhi

ARUN GOEL & ASSOCIATES

COMPANY SECRETARIES

Office: 169, Basement, Ashoka Part - 3, Faridabad, Haryana – 121003

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL ENDED ON 31ST MARCH, 2022

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

To,

The Members,

BEST VIEW INFRACON LIMITED

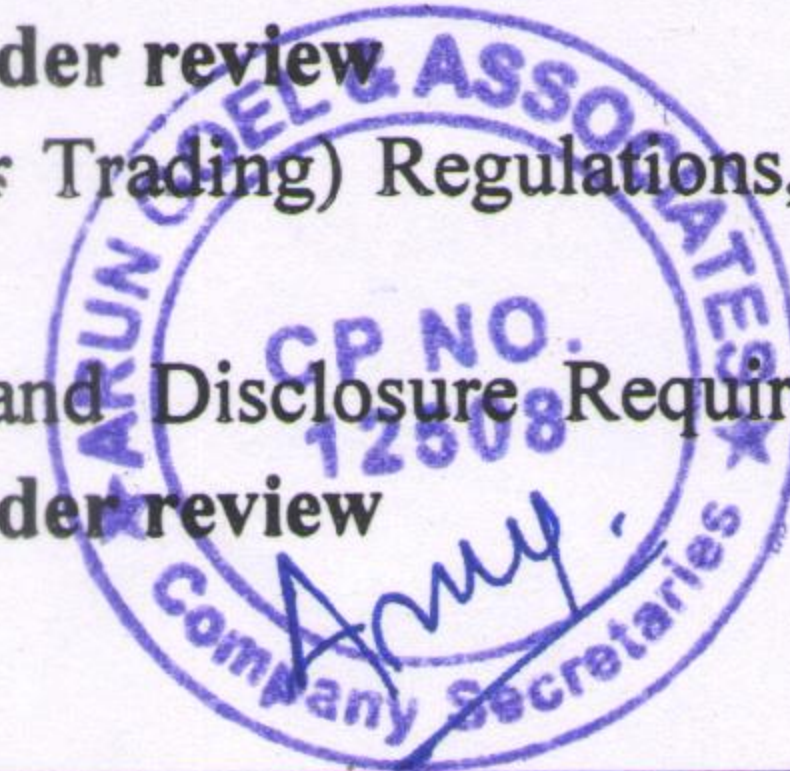
201-212, Splendor Forum IIInd Floor,
Jasola District Centre
New Delhi 110025

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s.BEST VIEW INFRACON LIMITED (CIN:U70109DL2008PLC185337)** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives 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, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - Not applicable
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial borrowings - Not applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the company for the year under review**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not applicable to the company for the year under review**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable to the company for the year under review**



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- d. The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 - **Not applicable to the company for the year under review**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Applicable**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable to the company for the year under review**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable to the company for the year under review**
- h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 – **Not applicable to the company for the year under review**

(vi) Other laws which are specifically applicable to the Company namely:

- 1) Goods and Service Tax
- 2) The Delhi Land Reforms Act, 1954
- 3) Registration Act, 1908
- 4) Indian Stamp Act, 1899
- 5) National Building Code 2005 of India & Local Building Bye Laws
- 6) The Ancient Monuments & Archeological Sites & Remains Act, 1958
- 7) The Aircraft Act, 1934
- 8) The Electricity Act, 2003
- 9) The Works of Defense Act, 1903
- 10) The National Highways Authority of India (Amendment) Act, 2013
- 11) Forest Conservation Act, 1980
- 12) Building & Other Construction Workers' (Regulation of Employment & Conditions of Service) Act, 1996 & Rules, 1998
- 13) Building & Other Construction Workers' Welfare CESS Act, 1996
- 14) Real Estate (Regulation & Development) Act 2016 (Rules were notified after 31st March 2017)
- 15) The Indian Tolls Act, 1851; and
- 16) The National Highways Act, 1956.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

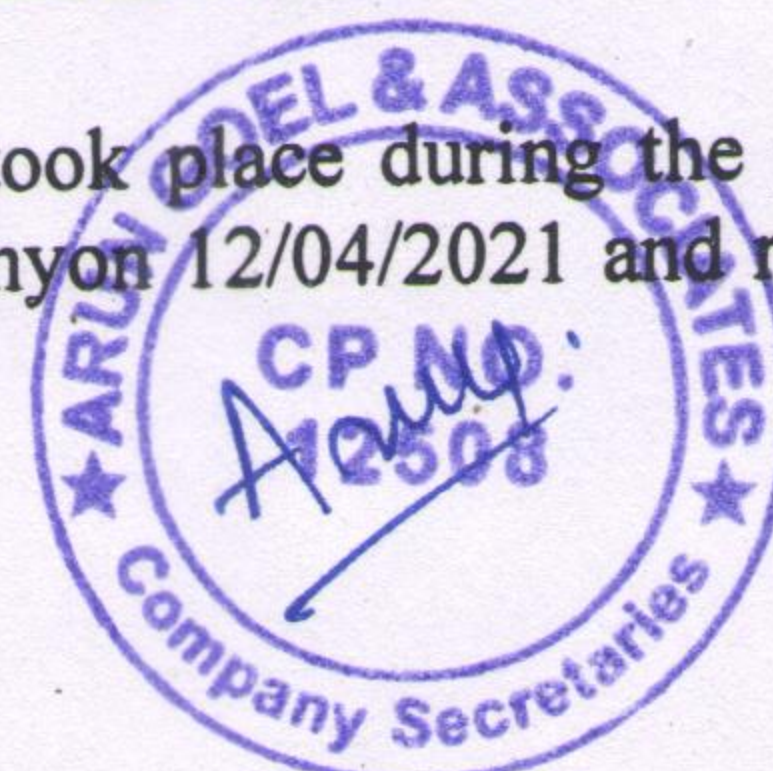
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Few observations, corrections and compliances were advised to the Company during the audit, which were diligently carried out by the Company under the review period itself.

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

There were certain changes in the composition of the Board of Directors that took place during the period 2021-2022. Mr. Manish Jaiswal was appointed as an Additional Director of the Company on 12/04/2021 and regularised as the Director of the Company in the Annual General Meeting held on 30/09/2021.



Further during the period Mr. Anil Kumar Dhanda has resigned from the post of director on 25/03/2022 which was noted by the Board of Directors through Circular Resolution dated 28/03/2022 and on the same day Mr. Sunny Arora was appointed as an additional director of the Company.

And Whereas, Ms. Deepali has resigned from all the designations i.e. Company Secretary, compliance officer, CFO & Nominee Director of the Company on 12/04/2021.

Adequate notices were given to all Directors to schedule the Board Meetings and agenda were sent at least seven days in advance or shorter notice(s) with agenda were given with the approval of all the Directors, 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.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 30th May, 2022
Place: Faridabad
UDIN:- F009892D000440696

For Arun Goel & Associates
Company Secretaries



Arun Goel
Company Secretary
CP No. 12508
M.No. F 9892

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.

'Annexure A'

To,

The Members,

BEST VIEW INFRACON LIMITED

201-212, Splendor Forum IIInd Floor,
Jasola District Centre
New Delhi DL 110025 IN

Sir,

Our Secretarial Audit Report for the Financial Year 2021-22 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. I 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records, labour laws records, personal records of employee(s) and Books of Accounts of the company as these do not fall under specific applicable laws.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other specific applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy effectiveness with which the management has conducted the affairs of the company.

Date: 30th May, 2022

Place: Faridabad

For Arun Goel & Associates
Company Secretaries



Arun Goel
Company Secretary
CP No. 12508
M.No. FCS 9892

BEST VIEW INFRACON LIMITED

Annexure-B

FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions at Arm's length basis.

S No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Eldeco Infrastructure and Properties Limited- Holding Company
	Nature of contracts/arrangements/transaction	Service Contract
	Duration of the contracts/arrangements/transaction	5 years
	Salient terms of the contracts or arrangements or transaction including the value, if any	As per the 'Service Contract'
	Date of approval by the Board	29 th June, 2020
	Amount paid as Loan, if any	NIL
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	NIL
	Nature of contracts/arrangements/transaction	NIL
	Duration of the contracts/arrangements/transaction	NIL
	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
	Date of approval by the Board	NIL
	Amount paid as advances, if any	NIL


For Best View Infracon Limited


Director

Manish Jaiswal
Director

DIN: 05254332

For and on behalf of
Best View Infracon Limited
For Best View Infracon Limited


Director

Sunny Arora
Additional Director

DIN: 09438843

Date: 12.08.2022

Place: New Delhi