



BRNL/CS/2020-21/18

2nd September, 2020

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
(BSE Scrip Code: 540700)

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot no. C/1,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
(NSE Symbol: BRNL)

Sub.: Intimation pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Annual Report for the FY 2019-20

Dear Sir,

With reference to the above, please find enclosed herewith, the Annual Report of the Company for the FY 2019-20 along with Notice of the 13th Annual General Meeting of the Company scheduled to be held on Friday, 25th September, 2020 at 2:00 P.M. through Video-Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). The deemed venue for the 13th AGM shall be the Registered Office of the Company.

The same is also available on the website of the Company www.brnl.in.

This is for your information and record.

Yours faithfully,

For Bharat Road Network Limited

Naresh Mathur
Company Secretary
FCS 4796



Bharat Road Network Limited

CIN: L45203WB2006PLC112235

Registered Office: Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091

Tel.: +91 33 6602 3609 Email: corporate@brnl.in

Website: www.brnl.in

Annual Report 2019-20



Behtar Raaste...
Badhta Bharat

BRNL
Bharat Road Network Ltd.

BOARD OF DIRECTORS

Mr. Brahm Dutt (w.e.f. 14th May, 2020)	Chairman
Mr. Bajrang Kumar Choudhary	Managing Director
Mr. Pradeep Singh	
Dr. (Ms.) Tuk Tuk Ghosh Kumar	
Prof. Santanu Ray (w.e.f. 30th July, 2019)	
Mr. Praful Tayal (w.e.f. 14th May, 2020)	

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Brahm Dutt	Chairman
Mr. Pradeep Singh	
Prof. Santanu Ray	
Dr. (Ms.) Tuk Tuk Ghosh Kumar	
Mr. Naresh Mathur	Secretary

NOMINATION AND REMUNERATION COMMITTEE

Prof. Santanu Ray	Chairman
Mr. Pradeep Singh	
Mr. Brahm Dutt	
Dr. (Ms.) Tuk Tuk Ghosh Kumar	
Mr. Naresh Mathur	Secretary

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Praful Tayal	Chairman
Mr. Brahm Dutt	
Mr. Bajrang Kumar Choudhary	
Mr. Pradeep Singh	
Mr. Naresh Mathur	Secretary

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Dr. (Ms.) Tuk Tuk Ghosh Kumar	Chairperson
Mr. Bajrang Kumar Choudhary	
Mr. Praful Tayal	
Mr. Naresh Mathur	Secretary

COMMITTEE OF DIRECTORS

Mr. Bajrang Kumar Choudhary	Chairman
Prof. Santanu Ray	
Mr. Praful Tayal	
Mr. Naresh Mathur	Secretary

CHIEF FINANCIAL OFFICER

Mr. Arindam Bhowmick
(w.e.f. 24th July, 2020)

COMPANY SECRETARY

Mr. Naresh Mathur

CORPORATE INFORMATION

CORPORATE IDENTIFICATION NUMBER (CIN)

L45203WB2006PLC112235

REGISTERED OFFICE

Plot X1 – 2 & 3, Ground Floor, Block – EP
Sector – V, Salt Lake City, Kolkata – 700 091
Tel : +91 33 6602 3609
Email : cs@brnl.in; Website: www.brnl.in

STOCK EXCHANGES/LISTING

BSE Limited (Scrip Code - 540700)
National Stock Exchange of India Limited (Symbol-BRNL)

DEPOSITORIES

National Securities Depository Limited
Central Depository Services (India) Limited

REGISTRAR AND SHARE TRANSFER AGENTS

Kfin Technologies Private Limited
(Previously Karvy Fintech Private Limited)
Selenium, Tower B, Plot No- 31 & 32
Financial District, Nanakramguda
Serilingampally, Hyderabad, Rangareddi
Telangana - 500032
Tel : + 91 40 6716 2222
Fax : +91 40 2342 0814
Email : enward.ris@kfintech.com

STATUTORY AUDITORS

S. S. Kothari Mehta & Company, Chartered Accountants

Contents

02

Directors Profile

03

Directors Report

42

Report on Corporate Governance

59

Standalone Financial Statements

98

Consolidated Financial Statements

Forward looking statements

In this annual report, we have disclosed certain forward-looking information to enable investors to comprehend our prospects and take informed investment decisions.

This report and other statements - written and oral - that we periodically make may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions.

The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should kindly bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

DIRECTORS' PROFILE

MR. BRAHM DUTT (DIN: 05308908)

He has been appointed as the Chairman of the Board and Independent Director of our Company since May, 2020. He holds a Master of Science degree in Physics, Master of Arts degree in Economics and a Bachelor's degree in Law. He was a member of the Indian Administrative Service and during his service, he inter alia, served as the Secretary of the Ministry of Road Transport and Highways and the Principal Home Secretary of State of Karnataka.

MR. PRADEEP SINGH (DIN: 00304825)

He has been an Independent Director of our Company since September 2015. He has completed his Masters in Public Administration from the Kennedy School of Government, Harvard University, where he received the Littauer Award for "Academic Excellence and Promise of Leadership" and was a Graduate Fellow at Stanford University. He also holds a Master of Science degree in Physics from Punjabi University and an MBA from Panjab University. He was a member of the Indian Administrative Service and served, inter alia, as the Director, Ministry of Defence, Deputy Secretary of the Ministry of Home Affairs and Managing Director of Assam State Textile Corporation. After resigning from the IAS, he worked as the CEO of ILFS Infrastructure Development Corporation, as Vice Chairman and Managing Director of IDFC Projects Limited, and later as CEO and Deputy Dean of the Indian School of Business. Till recently he was serving as the Advisor (Infrastructure Development) to the Government of Jammu and Kashmir in the office of the Chief Minister.

DR. (MS.) TUK TUK GHOSH KUMAR (DIN: 06547361)

She has been an Independent Director of our Company, since October, 2016. She holds Master of Philosophy degree and degree of Doctor of Philosophy in History from the University of Delhi and has been a lecturer there from 1979-1981. She was a member of the Indian Administrative Service of West Bengal Cadre between 1981-2015. She retired in the rank of Secretary, Government of India. Post retirement, she serves on the Board of a few Companies/Authorities in the private and public sector, as well as Academic and philanthropic organisations and commentates on governance issues in the media and public sphere.

PROF. SANTANU RAY (DIN: 00642736)

He has been an Independent Director of our Company since July, 2019. He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He is currently the Mentor & Adviser to Chancellor, Sister Nivedita University, Kolkata. He is serving as an Independent Director across the Board of various listed Companies. In his career spanning for about 47 years, he has served diverse Corporate Entities in various capacities and has also been associated with many of them in the Advisory role. He has conducted large number of management development programs with leading corporates and published several books, research papers and articles. He has also been associated with various academic institutes viz. ICFAI Business School (IBS), Kolkata, NSHM Knowledge Campus, NSHM Business School, and B.P. Poddar Institute of Management & Technology and Techno India Group.

MR. PRAFUL TAYAL (DIN: 00826834)

He has been an Independent Director of our Company since May, 2020. Mr. Praful Tayal is a Graduate Civil Engineer from M.I.T, Manipal and M. Tech (Naval Construction) from I.I.T., Delhi. He is a former Commander of the Indian Navy. During a span of 42 years, he has worked in many shipyards & dockyards within the Country as well as abroad. He was the Chairman and Managing Director of Central Inland Water Transport Corporation Limited (CIWTC). He has also served as the Technical Advisor of Braithwaite & Co Ltd., A Government of India Undertaking, Ministry of Railways.

MR. BAJRANG KUMAR CHOUDHARY (DIN: 00441872)

He has been a Director on our Board, since March 2011 and has been elevated as the Managing Director of our Company in November, 2016. He has completed his bachelor of commerce from Shriram College of Commerce, New Delhi and he is an Associate Member of the Institute of Chartered Accountants of India. He is a former Chief Executive Officer - Infrastructure Project Development of Srei Infrastructure Finance Limited, managing portfolio across roads, ports, water and economic zones. He has previously served as the "Chairman- Expert Committee on Infrastructure" of Indian Chamber of Commerce. He has an experience of over two decades in Infrastructure Asset Management, Project Development, Project Implementation, Private Equity and M&A.

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the Thirteenth Annual Report, together with the Audited Accounts of your Company, for the Financial Year ended on 31st March, 2020. The summarized financial performance of your Company is as under:

FINANCIAL RESULTS AND OPERATIONS

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	Current Financial Year (2020)	Previous Financial Year (2019)	Current Financial Year (2020)	Previous Financial Year (2019)
Revenue from Operations	667.46	1,052.60	29,922.38	40,140.75
Other Income	1,073.89	6,394.65	2,926.91	4,805.28
Total Income	1,741.35	7,447.25	32,849.29	44,946.03
Profit/(loss) before Depreciation, Finance Costs, Exceptional items and Tax Expense	535.78	6,434.22	21,298.56	22,341.80
Less: Depreciation / Amortisation / Impairment	4.20	4.70	3,635.05	3,370.20
Profit/(loss) before Finance Costs, Exceptional items and Tax Expense	531.58	6,429.52	17,663.51	18,971.60
Less: Finance Costs	203.65	4,395.44	19,343.94	20,482.13
Profit/(loss) before share of Profit/(Loss) of Associates, Exceptional items and Tax Expense	327.93	2,034.08	(1,680.43)	(1,510.53)
Add/(less): Share of Profit/ (Loss) of Associates	–	–	497.92	(2,238.06)
Profit/(loss) before Tax Expense	327.93	2,034.08	(1,182.51)	(3,748.59)
Less: Tax Expense (Current & Deferred)	102.67	606.28	110.72	604.83
Profit/(loss) for the year (1)	225.26	1,427.80	(1,293.23)	(4,353.42)
Total other Comprehensive Income/(loss) (2)	15.95	0.30	(2.19)	2.09
Total (1+2)	241.21	1,428.10	(1,295.42)	(4,351.33)
Profit / (Loss) for the year attributable to:				
Owners of the Company	–	–	(1,597.31)	(3,825.77)
Non-Controlling Interest	–	–	304.08	(527.65)
Other Comprehensive Income/(loss) for the year attributable to:				
Owners of the Company	–	–	5.50	2.85
Non-Controlling Interest			(7.69)	(0.76)
Total Comprehensive Income/(loss) for the year attributable to:				
Owners of the Company	–	–	(1,591.81)	(3,822.92)
Non-Controlling Interest			296.39	(528.41)
Balance brought forward from the previous year	3,463.96	2,541.89	(15,563.79)	(11,234.84)
Profit/(loss) available to Owners for appropriation	225.26	1,427.80	(1,597.31)	(3,825.77)
Appropriations:				
Dividend	(419.75)	(419.75)	(419.75)	(419.75)
Tax on Dividend	(86.28)	(86.28)	(86.28)	(86.28)
Adjustment for Other Comprehensive Income/(Loss)	15.95	0.30	5.50	2.85
Balance carried to Balance Sheet	3,199.14	3,463.96	(17,661.63)	(15,563.79)

Note: The above figures have been extracted from the Standalone and Consolidated Financial Statements of the Company, for the Financial Year ended on March 31, 2020, prepared as per Indian Accounting Standards (Ind-AS).

During the year under review, Your Company has earned on a Standalone basis, Net Profit of ₹ 327.93 Lakhs, as against Net Profit of ₹ 2034.08 Lakhs earned in the previous Financial Year. Gross Revenue was ₹ 1,741.35 Lakhs as against ₹ 7,447.25 Lakhs in the previous Financial Year.

Key Financial Ratios in terms of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under –

Particulars	FY 2019-20 (%)	FY 2018-19 (%)
Debtors Turnover Ratio	0.64	0.39
Inventory Turnover Ratio	NA	NA
Interest Coverage Ratio	2.61	1.46
Current Ratio	0.99	1.18
Debt Equity Ratio	0.23	0.12
Operating Profit Margin	0.31	0.86
Net Profit Margin	0.13	0.19
Return on Net Worth	0.00	0.01

NA - Not applicable

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof is as mentioned below –

- The significant change in Debtors Turnover Ratio has been recorded due to significant decrease in Turnover.
- The significant change in Interest Coverage Ratio has been recorded due to significant decrease in Finance Cost.
- Current Ratio has reduced as Long-Term debt borrowings moved within 1-year bucket and further increase in short term borrowings.
- The significant change in Debt Equity Ratio has been recorded due to significant increase in debt.
- Net Profit Margin (%) and the Net Worth Ratio (%) has decreased primarily due to reduction in revenue from operations and other income.

The Company has adopted Indian Accounting Standards (referred to as "IND AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 with effect from April 1, 2017 and therefore IND AS issued, notified and made effective till the financial statements are authorised have been considered for the purpose of preparation of these financial statements.

DIVIDEND

With a view to conserve capital due to ongoing Covid-19 pandemic, the Board of Directors has not recommended any dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2020.

TRANSFER TO RESERVES

No amount has been transferred to any Reserve during the year under review.

PROMOTERS' GROUP SHAREHOLDING

As on March 31, 2020, the total shareholding of Promoter Group of your Company stood at 53.76% (previous year 53.76%) in the Paid-up Share Capital of the Company.

Members may refer to the Extract of Annual Return (MGT-9) for details of Promoters' Group shareholding.

As on March 31, 2020, 22.16% (previous year 22.16%) of the Promoters' Group shareholding is under pledge.

In compliance with Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), the entire shareholding of Promoter(s) and Promoter group is in dematerialized form.

PUBLIC DEPOSITS

Your Company has not invited or accepted any deposits covered under Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. ECONOMY & INDUSTRY

The global economy is currently vexed with an unprecedented global crisis due to COVID-19 pandemic which threatens to put the world economy into the deepest recession since the Second World War. It has caused a devastating blow to the lives and livelihood of billions of people worldwide and jeopardized the decades of socio-economic progress made by both advanced as well as emerging economies.

The Global Economic Prospects, by World Bank group predicts an alarming rate of 5.2 percent contraction in global GDP in 2020. While advanced economies are expected to witness a contraction of 7.0 percent in real GDP, the emerging market and developing economies would be faring little better with an estimated contraction of 2.5 percent.¹ The report estimates that global GDP in real terms could register a growth of 4.2 percent next year but the recovery largely hinges on the prospect of an early control over the pandemic.

Amid a fragile global economy which has been affected with rising trade protectionism and political uncertainties at various geographies, the Indian economy has showed remarkable resilience during Financial Year 2019-20. However, the pandemic stuck a devastating blow to the ambitious growth plan of the nation. According to the estimates from World Bank Group, the real GDP in India is estimated to be contracted by 3 percent against earlier estimates of 6 percent growth in GDP.

Since private consumption, investment and external trade gets severely affected; the economic growth is most likely to remain muted in during next few quarters. Barring a few sectors, almost all the major contributors to GDP are likely to witness existential crisis. Amid this emerging crisis, the enhanced allocation on

¹ Global Economic Outlook, June 2020, World Bank Group, <https://www.worldbank.org/en/news/feature/2020/06/08/the-global-economic-outlook-during-the-covid-19-pandemic-a-changed-world>

infrastructure would be only glimmering hope for bringing in the required momentum in demand supply mechanism in our economy.

Over the past few years, Government of India has been consistently displaying unwavering thrust on infrastructure sector. At a time of muted economic growth and sluggish pace in infrastructure creation, the announcement of National Infrastructure Pipeline last year provided much needed push to the economy. With a vision to spend INR 100 lakh crore on infra over FY20-25, the announcement was aimed at improving India's global competitiveness by creating new & upgrading existing infrastructure.

Among the core infrastructure verticals, the Roads and Highways continues to be the driving force as the highway construction in India recorded CAGR of 21.44 per cent between FY16-FY19. In FY19, 10,855 km of highways were constructed. The government is now aiming to construct almost 65,000 km of national highways at a cost of Rs 5.35 lakh crore by 2022 under Bharatmala Pariyojana.

Renewed thrust on revival of economic growth in post COVID scenario, preference of road in freight traffic, spurt in private participation and constant surge in passenger traffic and vehicle density continues to be the key growth drivers for increased investments in the Roads and Highways sector. The production of commercial vehicles in India has increased to 717,688 units in FY20 from 614,948 units in FY15. The passenger vehicle sales in India increased from 2,601,236 units in FY15 to 2,773,575 units in FY20. The sharp increase in domestic vehicle sales indicate the need for a stronger road network in India.

Government of India has therefore undertaken major initiatives to upgrade and strengthen highways and expressways in the country including enabling policy measures to facilitate private investments in this sector. Some of the key initiatives include Bharatmala and National Highway Development Program. In addition to Highway Development, focus remains on efficient operations & network management for improving logistics efficiency, which shall give rise to new investment opportunities.

The key drivers for growth in Roads and Highways sector are highlighted below:

- **Potential Focus on Infrastructure for Economic Revival:** The economic revival in post COVID-19 scenario hinges primarily on pace of recovery and control over the pandemic. Simultaneously Government also needs to focus on infrastructure development not just for asset creation for the future but also to generate employment in the construction sector. Considering the multiplier effect of infrastructure sector on the economic revival, the crisis has offered an opportunity to revisit infrastructure development mechanism right from project conceptualization to operation and maintenance of physical infrastructure.
- **National Infrastructure Pipeline (NIP):** The Government has recently announced National Infrastructure Pipeline of around Rs 100 lakh crores out of which ₹ 20 lakh crore has been earmarked for development of Roads and Highways. Although an annual outlay ₹ 3- 4 lakh crores have been envisaged during next three years, it is also expected that Government may re-prioritize and redistribute the annual outlays by frontloading the investments to provide momentum to economic activities and generate employment during post COVID scenario.
- **Increased Budgetary Allocation:** Under Union Budget 2020-21, the government of India has allocated ₹ 91,823 crore for the Ministry of Road Transport and Highways. The transfer to National Investment Fund (NIF) for 2019-20 has also been estimated to be ₹ 6,070 crore.
- **Focus on Growing Private Sector Participation:** The cumulative BOT / HAM contracts awarded (% of total km awarded) over the past few years have been on the ebb and have been 15% in FY19 owing the liquidity crunch in the market, rising interest cost and stressed balance sheet of the developers. With renewed thrust on revamping BOT Model Concession Agreement and implementation of Hybrid Annuity Model (HAM), the private investment is set to increase substantially. As on December 2019, 824 projects were recommended for development by Public Private Partnership (PPP) Appraisal Committee and an Investment of INR 2.320 lakh crore for national highways is expected in PPP by 2020.
- **Fiscal Incentives:** 100% Foreign Direct Investment (FDI) through automatic route allowed subject to applicable laws and regulation. Right of Way (ROW) for project land made available to concessionaires free from all encumbrances, 100% tax exemption for 5 years and 30% relief for next 5 years, which may be availed of in 20 years.
- **Increasing participation of Private Equity funds:** There has been a steady inflow of Private Equity players and global pension funds in Roads and Highways sector in India. Going ahead, Private Equity investment can further pick up, following the recent announcements of 100% exit policy for debt- stressed operators for toll roads. The vibrancy in the secondary market due to demand for operational assets with healthy cash flow, the capricious success of Asset Monetisation through Toll Operate Transfer model and potential realization through InvIT model, indicates incessant involvement of global private equity players and pension funds looking for long term investment opportunity with a steady return on capital.
- **Technology and Automation in Highway Operations:** The decision of the Ministry of Roads Transport and Highways to roll out Electronic Toll Collection (ETC) programme in the country under the brand name 'FASTag' has resulted in greater user convenience through automation. Electronic Toll Collection is being encouraged to minimize toll collection time and reduce pilferage in toll collection on NHs. Enabling facilities for ETC is being put proactively to enable seamless movement of vehicles on the National Highways to promote digital transformation and cash less economy.

COVID-19 has also put the onus back on digital transformation of highway operation and maintenance. With NHA recently announcing its complete digital transformation with the launch of unique cloud-based and artificial intelligence powered big data analytics platform, it has now become first such construction sector organization in India to go full-digital. The digital transformation is likely to expedite decision making as advance analytics adopted by them is expected to forecast delays, predict disputes and help in streamlining the system and processes.

II. OPPORTUNITIES

The World Economic Forum Global Competitiveness Report 2019 has ranked India on 72nd position in terms of Road Connectivity. India ranks 48th in terms of Quality of Road Infrastructure. The infrastructure deficit of such humongous proportion could not be aligned with the aspirational goal of the nation to be self-sufficient without minimizing the reliance on external factors.

With such an objective, Government has taken up a massive infrastructure development programme under National Infrastructure Pipeline which envisaged investment of about Rs 100 lakh crores which offers massive investment opportunities across various infrastructure verticals.

The Roads and Highways sector also offers a plethora of opportunities for the companies engaged in Highway construction and development. The NIP has earmarked almost 20 lakh crores for development of Roads and Highways whereas the focused Highway development programme under Bharatmala Pariyojana envisages to build 83,677 km of road by 2022 with a total estimated investment at INR 6.92 lakh crores. Total 246 road projects with an aggregate length of about 10,100 km have been awarded till February, 2020 under Bharatmala Pariyojana with Total Cost of ₹ 2,38,413 crores approximately, which also include projects on Greenfield Corridors.

The government of India has set a target for construction of 12,000 km national highway in FY20. During April-September 2019, a total of length of 4,622 km of national highways was constructed.

Over the next 5 years, the investment in National Highways awards will majorly be under EPC and HAM, a breakaway from past trends. BOT (toll) has also started seeing some interest from Authority and is likely to gain traction in FY20-22.

NHAI is also focused towards monetizing National Highway (NH) projects which are operational and are generating toll revenues for at least two years after the Commercial Operations Date (COD) through the Toll Operate Transfer (TOT) Model. Around 75 operational NH projects completed under public funding have been preliminarily identified for potential monetization using the TOT Model.

NHAI also plans to offer 19 projects worth ₹ 35,000 crores under the InvIT model. Most of these projects are likely to be the ones constructed on government-funded or in engineering-procurement-construction mode.

Monetization of public funded NH roads is expected to create a framework for attracting long term institutional investment on the strength of future toll receivables. Market feedback indicates that certain institutional investors from outside the country have a long term investment appetite and are keen to participate in operational highway projects with stable toll revenue outlook. These investors generally hesitate in taking construction risk but are willing to look at de-risked Brownfield road assets.

III. BUSINESS & OPERATIONS

Our Company is a road BOT company in India, focused on development, implementation, operation and maintenance of National and State Highways with existing projects in states of Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra and Odisha. At present, all of our Company's projects are implemented through Special Purpose Vehicles (SPVs), either directly or in partnership with other infrastructure players.

The main business operations of our company can be divided into three categories, i.e.

- (i) Project development and implementation;
- (ii) Tolling Operations and Highway Management; and
- (iii) Advisory Services and Project Management Services including Construction Supervision / Debt Syndication for your Company's projects.

During the year under review, our Company has focused on all these areas to augment resources. Our Company has a project portfolio consisting of six (6) BOT Projects covering over 2000 Lane km of Roads and Highways across 6 states in India. All the six projects in our portfolio, are in Tolling & Operational phase covering approximately 2100 Lane kms. The Operational projects are located in the states of Kerala, Madhya Pradesh, Haryana, Uttar Pradesh, Odisha, and Maharashtra .

• Operational Projects:

1. **Guruvayoor Infrastructure Private Limited ("GIPL"):** Four laning of the existing two lane portion of the Thrissur- Angamali section of NH-47 from km 270.00 to km 316.70 and improvement, operation and maintenance of the Angamali-Edapalli section from km 316.70 to km 342.0 of NH-47 in the state of Kerala on BOT Toll basis.
2. **Mahakaleshwar Tollways Private Limited ("MTPL"):** Four laning of the Indore-Ujjain portion from Ch. 5/2 to Ch. 53 on State Highway 27 on BOT Toll basis in the state of Madhya Pradesh.
3. **Ghaziabad Aligarh Expressway Private Limited ("GAEPL"):** Four laning of the Ghaziabad-Aligarh section of NH-91 connecting km 23.60 to km 140.20 of NH-91 and subsequent six laning of the project highway (excluding Aligarh bypass from km 129.60 to km 149.90) before the 12th anniversary of the appointed date on BOT (Toll) basis.
4. **Kurukshetra Expressway Private Limited ("KEPL"):** Four laning of the Rohtak-Bawal section of NH-71 from km 363.30 to km 450.80 in the state of Haryana on DBFOT Toll basis.
5. **Shree Jagannath Expressways Private Limited ("SJEPL"):** Six laning of the existing road from km 413.00 to km 418.00 and km 0.00 to km 62.00 on Chandikhole- Jagatpur-Bhubaneswar section of NH-5 in the state of Odisha on DBFOT Toll basis.
6. **Solapur Tollways Private Limited ("STPL"):** Four laning of the Solapur-Maharashtra/ Karnataka border section of NH-9 from km 249.00 to km 348.80 in the state of Maharashtra on DBFOT Toll basis.

• Project Foreclosed:

1. **Orissa Steel Expressway Private Limited ("OSEPL"):** The OSEPL Project for augmenting the existing road on the Rimuli-Roxy-Rajamunda section of NH-215 from km 163.00 to km 269.00 on DBFOT basis was signed on July 6, 2010 with the NHAI. Due to non-unavailability of Land and Forest clearance issues, NHAI agreed to mutually foreclose the said Agreement without any penalty, however, with a condition that the performance bank guarantees must be kept alive and agreed to address the claims / losses of OSEPL through ISAAC (NHA)'s

dispute redressal mechanism) failing which OSEPL may refer to Arbitration.

Based on the same, a joint inspection of the Project site was carried on and thereafter the project was handed over to NHAI on 02-03-2017 on "as is where is basis". As NHAI despite requests did not constitute the ISAAC, OSEPL invoked arbitration and submitted a claim of around ₹ 945 crores against NHAI towards total losses incurred finance and capital costs, overheads and loss of profit- up etc. to March 31, 2018. The Arbitration process duly commenced during the Financial year 2018-19 and the company successfully won the Award of approximately ₹ 322.78 Crores (including interest) on 31st March 2019. It is one of the highest value awards won by any company against NHAI in their history on a single Arbitration on a single project. However, NHAI has filed application for setting aside the award under section 34 of the Arbitration and Conciliation Act, 1996 and its amendments before the Delhi High Court. NHAI has deposited the total award amount with the High Court Registry. Currently, the matter is pending before the Delhi High Court for adjudication.

IV. BUSINESS PERFORMANCE

During the year under review, your Company continued its focus on improving operational efficiency through increased automation of services and adopted prudent project delivery mechanism to expedite execution of the existing asset under construction. With the commencement of tolling on 82.95 km of Solapur-Maharashtra/ Karnataka border section of NH-9, all the projects under the portfolio of your Company are now revenue generating projects.

• COVID-19 Impact

With the nationwide lockdown announced to curb the spread of COVID19 pandemic, the inter-state and intra state traffic came to a grinding halt. Following the promulgation of lockdown since 25th March 2020, the National Highways Authority of India announced suspension of tolling till 19th April 2020 on all National Highways across the nation. Some states extended the prohibitory orders on traffic movement and hence tolling on Thrissur- Angamali section of NH-47 under GIPL and Indore-Ujjain section on State Highway 27 remained suspended till 3rd May 2020 whereas on others, the suspension of tolling was applicable as per NHAI directives.

The suspension of tolling and dip in passenger and freight traffic during the subsequent phases of lockdown has so far resulted in an estimated loss of ₹92.53 crore in toll revenue across all the operational projects till 30th June, 2020. NHAI has announced a compensation for the revenue loss by way of extension of concession period for the period of toll suspension as well as for days where toll revenue is less than 90% of daily toll collection of FY19-20.

• Traffic and Revenue Growth

During the year under review, the Traffic across our various road projects witnessed a degrowth of 1.2% from last year due to several factors such as COVID 19, economic slowdown, Lok Sabha elections, adjacent competing road (Kundli Manesar Palwal Expressway) operational at KEPL & several force majeure incidents such as political protests, natural calamities like cyclones and floods. Although these events adversely affected the traffic growth across our project stretches, the Average Daily Revenue (ADR) across all the operational projects increased by 12% to ₹185.68 Lakhs in Financial Year 2019-20 from ₹165.84 Lakhs in Financial Year 2018-19. The toll revenue

is expected to recover from initial slump during COVID-19 impact period and improve further with increased economic activity across the high growth industrial corridors along the project stretches. All of our Company's projects have implemented new updated most modern Tolling system (ETC operations) which reflected in higher Toll collection & decrease in operational cost.

- o **Ghaziabad Aligarh Expressway Private Limited:** Due to overall economic slowdown, general elections restricting traffic movement & COVID 19 during the fag end of the financial year, the project has been able to register a modest toll revenue growth of 0.6% as Average Daily Revenue increased from ₹57.79 Lakhs in FY 2018-19 to ₹58.13 lacs in FY 2019-20. Major increase in Revenue was on account of growth of freight traffic on this corridor. The toll revenue is expected to improve further as soon as the 4 laning of Aligarh Kanpur section is completed.
- o **Mahakaleshwar Tollways Private Limited:** Post installation of new upgraded Toll Management System (TMS), the project has been able to register toll revenue growth of 1% as the Average Daily Revenue increased from ₹8.61 Lakhs in FY 2018-19 to ₹8.69 lacs in FY 2019-20 inspite of economic slowdown & COVID 19 impact. The company is also pursuing claims on Madhya Pradesh Road Development Corporation (MPRDC) for the Toll loss due to forced exemptions and loss of actual Toll during demonetization and Simhashta Parva periods.
- o **Shree Jagannath Expressways Private Limited:** The project has been provisionally completed and the balance work is being expeditiously implemented on the stretches which were handed over late to the Company due to Right of Way (ROW) issues. The Average Daily Revenue (ADR) sharply improved to 48.47 Lakhs in FY 2019-20 as compared to ₹ 42.79 Lakhs in FY 2018-19. The reason for this spurt in revenue is due to increase in freight traffic because of spurt in the economic activity in the region. In the coming years, it is expected that revenue shall increase further on account of major boost in economy resulting from expected growth of mining industry in the hinterland. The Company has won the Arbitration Award of over ₹150 Crore towards loss of Toll that was not allowed to be collected by NHAI after the completion of construction of Mahanadi Bridge.
- o **Kurukshetra Expressway Private Limited:** Operation of parallel competing road corridor Kundli Manesar Palwal Expressway opened by the Haryana Government resulted in stagnation of Toll collections. The Average Daily Revenue slightly increased to ₹20.81 lakhs in FY 2019-20 from ₹ 19.62 Lakhs in FY-2018-19. The company also won an Arbitration Award of ₹47 Crores and an extension of 58 days in the concession period which has been challenged by NHAI at the Delhi High Court.
- o **Guruvayoor Infrastructure Private Limited:** During the year under review, the Company has shown a modest growth of 5.08% in Average Daily Revenue to ₹ 33.27 lakhs in FY 2019-20 as against ₹ 31.66 Lakhs in FY 2018-19. The Company has also been suffering loss in revenue due to non-payment of toll by KSRTC buses and for the free passes issued as per the Govt of Kerala. Hence the company has invoked arbitration against NHAI for all the claims which are pending for adjudication.
- o **Solapur Tollways Private Limited:** During the year under review, the company achieved substantial work progress by

completing almost 82% of the project. At certain locations, the Project suffered due to delay in acquisition of land and shifting of utilities. The extension of project completion date has been recommended by NHAI till 31st March, 21. The company has achieved provisional commercial operation for 82.95 Km length and commenced Toll operations with effect from 3rd February 2020. During the 2 months of operations, the project has been able to achieve an ADR of ₹16.31 lacs during the FY 2019-20.

• **Technology Up-Gradation:**

Your Company maintained its focus on strengthening IT system and capabilities to create digital, scalable and sustainable business eco system. The company has successfully implemented Hybrid ETC system in all its operational projects. The company is committed towards driving efficiency through more advanced and fully proven technologies to minimize human errors resulting from manual intervention and also moving towards more robust system. During the year under review, your Company has continued its journey on a Digital Transformation initiative for automating operations across Toll Plaza and construction projects keeping an eye on further improvement in toll revenue, better operational efficiency and proactive business planning. The company has also initiated Centralized Control Room in Registered office Kolkata to monitor all Toll Management System at individual SPV which will be unique in nature.

• **Effective Project Management and Delivery:**

Your Company intends to focus on improving project monitoring and management capabilities to faster execution of project. The company also intends to implement robust systems through IT platforms for developing user friendly tools for Project Management.

V. FUTURE BUSINESS PLANS

Your Company is a pure play BOT Company focused on development, implementation, operation and maintenance of roads/highways projects. As an infrastructure developer operating on the asset aggregation platform, your Company's business growth strategy is strongly focused on value accretion and strengthening operational efficiency.

o **Shareholders' Value Enhancement :**

Your Company follows a policy of systematic review of the incremental value-creation potential of assets under its management and takes a strategic decision to maximize value of future cash flows by judicious churning of the portfolio either through asset restructuring or divestiture. As an infrastructure developer working on transportation asset ownership model, your company is committed to abide by a robust asset management policy aimed at strengthening its value creation capabilities through constant monitoring asset performance.

o **Optimizing Financial Structure:**

Your Company is exploring options for refinancing in various SPVs to lower borrowing costs and improve cash flows. The priority for your Company is to continue its effort towards repricing and re-tenure its debt in all its assets. Though your Company sources funding for existing projects primarily through long term loans from banks and other financial institutions, the Company intends to continue to evaluate various funding mechanisms which will enable

it to enhance credit rating and in turn reduce borrowing cost and improve liquidity.

o **Claim and Contract Management**

Claims and Contract Management are an integral part of highway concession business. Our Company is committed towards adopting a mature Claims Management process across the value chain to create efficiency, effectiveness, and ultimately competitive differentiation in claims settlement and dispute resolution. With a constant focus on enhancing capabilities to better assess, manage, and mitigate claims and risk; the Company is correspondingly focused towards expeditious handling of claim through negotiation, mediation and arbitration.

o **Continue to focus on technology and operational efficiency:**

With gaining prominence of IT system and other internal processes in every aspect of business and operations, your Company is constantly strengthening the IT system and capabilities to create an environment friendly sustainable business eco system. Your Company is committed towards driving efficiency through more advanced and fully proven technologies to minimize human error resulting from manual intervention and also moving towards more environment friendly transportation solutions that are sustainable both from energy consumption and an environment perspective.

Your Company is constantly in the process of upgrading the existing IT systems and implementing a fully automated operation management system integrating technology primarily to monitor the flow of vehicular traffic, real time revenue and collection monitoring and improved road safety.

As part of the digital drive, your Company aims to create one single consolidated platform across all organizations for all stakeholders –Operations, Finance and Management to help them in enhancing their efficiencies in services like Revenue Reporting, Traffic Growth Analysis, Incidence Management and Administration through mobile and web channels. The emerging technology interventions such as Sensor driven/ RFID driven auto capture or Internet of Things (IoT), Artificial Intelligence/Machine Learning driven smart projections or analytics, automated traffic volume reporting on real time basis, Cloud based Data Management System and Workflow Management are explored for better and informed decision making planning.

o **Enhancing in-house integration with an aim to improve performance and enhance returns:**

Your Company seeks to continue its focus on enhancing in-house competencies by expanding into various functional aspects of projects, thereby reducing dependency on third parties. Your Company intends to focus on strengthening project designing and engineering capabilities, Project Monitoring and Management capabilities. It is believed that developing specialized in-house capabilities would reduce dependency on third parties, thereby avoiding risks and minimizing costs associated with outsourcing.

VI. FUTURE OUTLOOK

India has a massive infrastructure investment requirement to the tune of ₹ 340 lakh crores by 2040 and infrastructure creation of such a gigantic scale does require a wide range of resources, expertise and skills together with funding either from public and private

sources. Considering the limited scope to maneuver public spending of such a massive scale and size, the Public-Private Partnership (PPP) assumes significance, both for attracting investment in infrastructure and leverage on the asset management skill set of the private sector.

As PPP model is aimed at leveraging on the private capital for infrastructure development and making the best use of the asset management skill set of the infrastructure companies, Your Company sees itself as a strong enabler for PPP projects while acting as a bridge between the Public Asset and Project Authority. Your Company leverage on its strong asset management skill set, access to capital and rich pool of contractors and its expertise in financial engineering to implement projects.

Over the past few years, there has been a lot of proactive measures being taken up for reviving the infrastructure sector and thankfully Roads and Highways sector has so far been the biggest beneficiary of Government's thrust on infrastructure. Economic growth, preference of road in freight traffic, spurt in private participation and surge in passenger traffic and vehicle density are key growth drivers for infrastructure investments. Greater connectivity between different cities, towns and villages has led to increased road traffic over the years.

The opportunities under Bharatmala Pariyojana and National Infrastructure Pipeline open a plethora of opportunities for growth in the primary market. Simultaneously, the asset monetization initiatives taken up by National Highways Authority of India and Ministry of Road Transport and Highways have evinced considerable interest among the global private equity players and pension funds to leverage on the investment opportunities in Indian Roads and Highways sector. It has helped in bringing buoyancy in the secondary market in the sector.

NHAI has started the tendering process for projects worth ~Rs 1 lakh crore. Out of this, HAM accounts for ~60% of the tender value with EPC accounting for the rest. Currently BOT projects are not being actively tendered by NHAI.

The Government of India is quite empathetic to the concerns of the industry and has shown intent to resolve the crisis through a series of reform measures, the actual action on the ground needs to be effective enough to tackle the core issues related to land acquisition, time bound resolution of disputes, faster settlement of claims and local administrative support to streamline on-ground execution mechanism.

VII. RISK MANAGEMENT

Risk management forms an integral part of your Company's future growth strategy. The risk management strategy of your Company hinges on a clear understanding of various risks and adherence to well-laid out risk policies and procedures that are benchmarked with industry best practices. Your Company has developed robust systems and embraced sturdy practices for identifying, measuring and mitigating various risks and ensuring that they are maintained within pre-defined risk appetite levels.

Risk and Concern

• Growth Risk

Growth risk is the inability to effectively manage growth or to successfully implement business plans which depends heavily on the ability to plan and execute the growth strategy. Growth Risk can impact organic as well as inorganic growth vision of the Company

in the form of inability to successfully bid for new projects at attractive IRR or acquisition of existing stressed projects at attractive valuation.

Your Company's growth risk mitigation strategy is guided by constant review and analysis of market opportunities and trends in both organic and inorganic space for selective bidding for new projects and acquisition for projects falling within our stringent investment criteria.

• Business Risk

Business Risk includes risks with respect to competition, capital intensiveness, input cost, traffic growth for BOT projects and labour.

Your Company faces risk of competition as the sector is growing and more players get qualified to bid for new projects, also as the business which your company operates is capital intensive by nature, availability of sufficient funds is critical for bidding of projects, particularly in case of fund-based projects such as BOT- toll, HAM and TOT model. Further, availability of the right quality and quantity of resources is critical for the timely completion of infrastructure projects, any unexpected increase in the input costs will have direct impact on overall margins. Moreover undue attrition of manpower could lead to loss of competitive edge as it may lead to project delays.

Your Company has a well-designed mitigation plan to address these business risks. Company adapts its policies and procedures to ensure a sustained business model. Your Company strives to execute maximum number of projects before their scheduled completion and within the budgeted cost. Your Company operates its working capital cycle in a highly optimized manner, your company enters into contracts with EPC Partners which has the relevant cost escalation provisions that protect your Company's margins. Further, your company's focus is to build an organisation of highly motivated employees, having the ability to execute ambitious business goals with passion and commitment, thereby exceeding customer aspirations. The working environment of the Company is cordial and employee-friendly. The remuneration is at par with the industry standards.

• Regulatory Risk

The business of the company is significantly dependent on various Government entities and could be adversely affected if there are adverse changes in the policies adopted by such Government entities.

Your Company regularly reviews and monitors government policies and likely developments along with an impact assessment of those policies so that necessary actions can be planned and implemented from time to time.

VIII. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company has shown commitment in embracing an integrated approach towards the overall development of Human Resources and adopted best human resource practices over the past few years. In terms of its manpower strength, the overall headcount of the group (including the SPVs) till 31st March 2020 is 1442 which includes 11 employees of Bharat Road Network Limited & 1431 at project SPVs, consisting of on-roll employees & off-roll resources of 748 & 694 respectively.

The Human Resources department acts as a catalyst to enable employees under BRNL and its SPV to contribute at optimum levels

towards the success of the business, with a focused approach on the development of the workforce in terms of capability, values, attitude and behavior. Your Company aims to promote and recruit the best qualified people, recognizing and encouraging the value of diversity in the workplace. The Company strives to optimize manpower strength by leveraging its access to rich talent pool across various projects through effective cross-utilization of the workforce. Moving forward, your Company is committed to nurture the existing talent through Training and Development and implementation of the best Talent Management Practices like Succession Planning which aims to identifying organization preparedness for the critical roles of the organization. This adds value by enabling the organization to execute its strategy in an efficient and effective manner.

Your Company maintains and diligently adheres to the policies, rules and practices that treat employees with dignity and equality while maintaining company compliance with employment and labour laws, corporate directives and labour agreements. It also thrives to build a positive work culture wherein employees engage across all levels within the organization for improved productivity and personal growth, which has a direct positive impact on customers and innovation. Such initiatives help in attracting the right talent across industry and retain a community of high performers.

There has also been adequate focus on employee engagement activities and employee welfare programs to promote a healthy work environment and boost productivity. Your Company is also committed towards giving back to the society by working towards the welfare of the community by various CSR activities. The overall aim is to provide a work atmosphere that is safe, healthy, secure and conscious of long-term family and community goals. The constant endeavor of your Company towards promoting employee welfare and Human Capital augmentation has resulted in one of your subsidiaries namely Guruvayoor Infrastructure Private Limited (GIPL) being rewarded as a "Great Place to Work" in the 'Mid-Size Organization Category' and secure the impressive ranking within top 50 Mid-Size Organization in India.

Great Place to Work is the global authority on building, sustaining, and recognizing high-trust, and high-performing workplace cultures. Every year, more than 10,000 organizations from over 60 countries partner Great Place to Work® Institute for assessment, benchmarking and planning actions to strengthen their workplace culture. Great Place to Work® Institute's methodology is recognized as rigorous and objective and is considered as the gold standard for defining great workplaces across business, academia and government organizations.

For your Company, this recognition underscores the organizations in India that are focused on creating and sustaining high-trust cultures amongst their employees. Guruvayoor Infrastructure Private Limited (GIPL), was highlighted for its dedication to five trust building dimensions including credibility, respect, fairness, pride, and camaraderie. The award underscores GIPL practice of putting people first and depicts a culture of caring, innovation, trust, and transparency, which not only empowers employees, but also nurtures an entrepreneurial culture that helps in emerging as a top employer. GIPL thrives to build a positive work culture wherein employees engage across all levels within the organization for improved productivity and personal growth, which has a direct positive impact on customers and innovation. Such initiatives help in attracting the right talent across industry and retain a community of high

performers.

IX. INTERNAL CONTROL AND AUDIT

Your Board places utmost importance in setting up and regularly enhancing Internal Control Framework in view of complex business environment and increasing regulatory oversight for sustainable growth. Your Company adopts a calibrated and smart framework spanning on pillars of administrative and financial controls. On the administrative control side, your Company has a proper reporting structure, several oversight committees, defined roles and responsibilities at all levels to ensure appropriate checks and balances. On the financial controls side, management with the knowledge and understanding of the business, its organization, operations, and processes has put in place appropriate controls including segregation of duties and reporting mechanism to deter and detect misstatements in financial reporting.

Your Company has an Internal Financial Control (IFC) System, commensurate with the nature of its business and the size and complexity of its operations. The Company's system of internal control has been designed to provide a reasonable assurance with regard to controls over critical business activities and operations, policies and procedures for ensuring the orderly and efficient conduct of business, critical procurements, prevention and detection of frauds and errors, compliance with regulations and for ensuring timeliness and reliability of financial reporting. Your Company's IFC have been reviewed and actions have been taken wherever needed, to strengthen control and overall risk management procedure.

The Audit Committee of the Board evaluates and reviews the adequacy and effectiveness of the Internal Control Systems and suggests improvements to strengthen them. Based on the report of Internal Auditor and the response thereto, necessary corrective actions are undertaken to strengthen the controls. Overall, the Board and the Audit Committee maintains a proactive approach in ensuring that the control and governance framework is regularly reviewed and timely corrective actions are taken to minimize risk of disruption.

During the year under review, Your Company appointed M/s. G. P. Agrawal & Co, a Chartered Accountant Firm (Firm Registration No. 302082E), having requisite academic and professional qualifications, work experience, skill and other suitable capabilities, as the Internal Auditor of the Company.

SUBSIDIARY & ASSOCIATE COMPANIES

As on the date of this Report, your Company has 3 (three) Subsidiaries and 4 (four) Associate Companies.

During the year under review, your Company entered into a Share Purchase Agreement dated 4th May, 2019 inter alia, with Cube Highways and Infrastructure Pte Ltd for sale of its entire shareholding in Ghaziabad Aligarh Expressway Private Limited (GAEPL), an 'Associate' of the Company. The said transaction was subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the Share Purchase Agreement.

The said Share Purchase Agreement lapsed due to completion of the validity period and it was not extended any further. In view of the same, your Company and Cube Highways have decided not to pursue the transaction any further.

There has been no change in the Subsidiaries and Associate Companies during the year under review.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES & ASSOCIATE COMPANIES

The Statement in Form AOC-1 containing the salient features of the Financial Statements of your Company's Subsidiaries and Associate Companies, pursuant to first proviso to Section 129(3) of the Companies Act, 2013 (Act), read with Rule 5 of the Companies (Accounts) Rules, 2014, forms part of this Annual Report. Further, in line with Section 129(3) of the Act read with the aforesaid Rules, the SEBI Listing Regulations, 2015) and in accordance with the Indian Accounting Standards specified under section 133 of the Act, Consolidated Financial Statements prepared by your Company includes financial information of its Subsidiary and Associate Companies.

Further, in accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements of each of the Subsidiary, included in the Consolidated Financial Statements prepared by your Company as per Rule 8(1) of the Companies (Accounts) Rules, 2014, is available on the website of your Company, www.brnl.in.

Members interested in obtaining a copy of the Annual Accounts of the Subsidiaries may write to the Company Secretary at your Company's Registered Office. The said Report is not reproduced here for the sake of brevity.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT

There has been no material change and commitment affecting the financial position of your Company, which have occurred from the end of the Financial Year ended on March 31, 2020 and the date of this Report.

CAPITAL STRUCTURE

At present, the Authorized Capital of the Company is ₹100 Crores (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crores) Equity Shares of ₹10 each.

The Paid-up Share Capital of your Company is ₹ 83.95 Crores divided into 8,39,50,000 (Eight Crores, Thirty- Nine Lakhs, Fifty Thousand) Equity Shares of ₹ 10/- each.

There has been no change in the capital structure of your Company during the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

Mr. Bajrang Kumar Choudhary (DIN: 00441872) was re-appointed as the Managing Director (MD) of your Company for a further period of 3 (three) years w.e.f. November 01, 2019 based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of your Company and approval of Members at the 12th Annual General Meeting (AGM) of your Company, held on 14th December, 2019.

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Rules made thereunder, Mr. Bajrang Kumar Choudhary (DIN: 00441872), Managing Director of your Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. His brief resume/details have

been furnished in the Notice of the ensuing AGM. The Board, therefore, recommends the said re-appointment of Mr. Bajrang Kumar Choudhary.

Based on the recommendation of Nomination and Remuneration Committee, Prof. Santanu Ray (DIN: 00642736) was appointed by the Board of Directors as an Additional Director (Category – Non Executive and Independent Director) of the Company for a term of 5 years w.e.f. 30th July, 2019 and he was regularised at the 12th (Twelfth) Annual General Meeting (AGM) of your Company held on 14th December, 2019.

Based on the recommendation of Nomination and Remuneration Committee, Mr. Ashok Kumar Mangotra (DIN: 02228858) was appointed by the Board of Directors as an Additional Director (Category – Non Executive and Independent Director) of the Company for a term of 5 years w.e.f. 30th September, 2019.

Mr. Ashok Kumar Mangotra resigned as the Director of the Company with effect from 22nd November, 2019 due to personal reasons. Your Company has obtained a confirmation from Mr. Mangotra that that there is no material reason for his resignation from the Company.

Mr. Atanu Sen (DIN: 05339535) tendered his resignation as the Director of the Company with effect from 14th January, 2020, due to health grounds and on account of pre-occupation. Your Company has obtained a confirmation from Mr. Sen that there is no material reason for his resignation from the Company.

Based on the recommendation of Nomination and Remuneration Committee, Mr. Brahm Dutt (DIN: 05308908) was appointed by the Board of Directors as an Additional Director (Category – Non Executive and Independent Director) of the Company for a term of 5 years w.e.f. 14th May, 2020 to hold office upto the date of 13th (Thirteenth) Annual General Meeting (AGM) of your Company. The Board recommends appointment of Mr. Brahm Dutt as Non-Executive and Independent Director of your Company for a period of 5 (five) consecutive years by the Members at the ensuing Annual General Meeting of the Company. Mr. Dutt has also been appointed as the Chairman of the Board of Directors w.e.f. 14th May, 2020.

Based on the recommendation of Nomination and Remuneration Committee, Mr. Praful Tayal (DIN: 00826834) was appointed by the Board of Directors as an Additional Director (Category – Non Executive and Independent Director) of the Company for a term of 5 years w.e.f. 14th May, 2020 to hold office upto the date of 13th (Thirteenth) Annual General Meeting (AGM) of your Company. The Board recommends appointment of Mr. Praful Tayal as Non-Executive and Independent Director of your Company for a period of 5 (five) consecutive years by the Members at the ensuing Annual General Meeting of the Company.

Mr. Pradeep Singh (DIN: 00304825), Independent Director of your Company is completing his first term on 25th September, 2020 in line with the explanation to section 149(10) and 149(11) of the Companies Act, 2013. He has requested the Company to relieve him after completion of his first term. Accordingly, he ceases to remain a Director w.e.f. 25th September, 2020. The Board places a record its appreciation for the invaluable contribution and guidance by Mr. Pradeep Singh.

The brief resume / details relating to Directors who are proposed to be appointed / re-appointed are furnished in the Notice of the

ensuing AGM. The Board of Directors of your Company recommends the appointment / reappointment of the above Directors.

Your Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations, 2015 and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence. All requisite declarations have been duly placed before the Board.

In the opinion of the Board, the Independent Directors fulfill the conditions as specified under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

In terms of SEBI Listing Regulations, 2015, your Company has identified core skills/expertise/competencies as is required in the context of the Company's business(es) and sector(s) for it to function effectively. Details of such skills/expertise/competencies identified along with the names of directors who have such skills / expertise / competence are furnished in the Corporate Governance Report and forms part of this Annual Report.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with your Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

Key Managerial Personnel

During the year under review, Mr. Jai Prakash Shaw (ACA: 054887), was appointed as the Chief Financial Officer of the Company by the Board of Directors w.e.f. April 20, 2019 based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee.

Mr. Shaw resigned as the Chief Financial Officer of the Company and was relieved on 28th February, 2020 as per Company's Policy.

Based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee, Mr. Arindam Bhowmick was appointed as the Chief Financial Officer of the Company by the Board of Directors w.e.f. 24th July, 2020.

As per the provisions of Section 203 of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following Director / Executives of your Company are the Key Managerial Personnel as on the date of this report -

Name	Designation
Mr. Bajrang Kumar Choudhary	Managing Director
Mr. Arindam Bhowmick	Chief Financial Officer
Mr. Naresh Mathur	Company Secretary

MEETINGS OF BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on policy and strategy apart from other Business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted at the subsequent Board Meeting.

6 (Six) Meetings of the Board of Directors of the Company were held during the Financial Year 2019-20 on 20th April, 2019, 4th May, 2019, 28th May, 2019, 13th August, 2019, 10th November, 2019 and 12th February, 2020.

The maximum time gap between any two consecutive meetings did not exceed 120 (One Hundred Twenty) days.

AUDIT COMMITTEE

The Audit Committee of your Company has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015.

The Board of Directors at its Meeting held on 10th November, 2019 and 24th July, 2020 re-constituted the Audit Committee upon appointment / resignation of directors.

The Audit Committee presently comprises of Mr. Brahm Dutt (Independent Director) acting as the Chairman of the Committee, Mr. Pradeep Singh (Independent Director), Prof. Santanu Ray (Independent Director) and Dr. (Ms.) Tuk Tuk Ghosh Kumar (Independent Director) acting as the Members of the Committee.

Mr. Naresh Mathur, Company Secretary, acts as the Secretary to the Committee.

Mr. Bajrang Kumar Choudhary, the Managing Director is a permanent invitee to the Meetings of Audit Committee.

The scope and functions of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. The brief Terms of Reference of the Audit Committee has been provided in the Corporate Governance Report, forming part of this Annual Report.

5 (five) Meetings of the Audit Committee were held during the Financial Year 2019-20 on 20th April, 2019, 28th May, 2019, 13th August, 2019, 10th November, 2019 and 12th February, 2020.

During the year under review, there were no instances wherein the Board had not accepted any recommendation of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015.

The Board of Directors at its Meeting held on 10th November, 2019, through a Circular Resolution passed on 25th November, 2019 and at its meeting held on 24th July, 2020 re-constituted the Nomination and Remuneration Committee upon appointment / resignation of directors.

The Committee presently comprises of Prof. Santanu Ray (Independent Director), acting as the Chairman of the Committee, Mr. Brahm Dutt (Independent Director), Mr. Pradeep Singh (Independent Director) and Dr. (Ms.) Tuk Tuk Ghosh Kumar (Independent Director) as Members of the Committee.

Mr. Naresh Mathur, Company Secretary, acts as the Secretary to the Committee.

Mr. Bajrang Kumar Choudhary, the Managing Director is a permanent invitee to the Meetings of Nomination and Remuneration Committee.

The scope and function of Nomination and Remuneration Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. The brief Terms of Reference of the Committee has been provided in the Corporate Governance Report, forming part of this Annual Report.

3 (three) meetings of the Nomination and Remuneration Committee were held during the Financial Year 2019-20 on 20th April, 2019, 27th May, 2019 and 11th February, 2020.

The Committee has formulated the Nomination and Remuneration Policy ('BRNL Nomination and Remuneration Policy') which broadly lays down the various principles of remuneration viz support for strategic objectives, transparency, internal & external equity, flexibility, performance-driven remuneration, affordability and sustainability and covers the procedure for selection, appointment and compensation structure of Board Members, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of your Company.

The BRNL Nomination and Remuneration Policy has been hosted on the website of the Company, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has constituted a CSR Committee, as required in terms of Section 135 of the Companies Act, 2013 and the Rules made thereunder.

The Board of Directors at its Meeting held on 10th November, 2019 and 24th July, 2020 re-constituted the Corporate Social Responsibility Committee upon appointment / resignation of directors.

The Committee presently comprises of Dr. (Ms.) Tuk Tuk Ghosh Kumar (Independent Director), acting as the Chairperson of the Committee, Mr. Praful Tayal (Independent Director), and Mr. Bajrang Kumar Choudhary (Managing Director) acting as Members of the Committee.

Mr. Naresh Mathur, Company Secretary, acts as the Secretary to the Committee.

The brief Terms of Reference of the Committee has been provided in the Corporate Governance Report forming part of this Annual Report.

The Company has also framed a CSR Policy, in line with the provisions of Section 135 of the Companies Act, 2013, and the same has been hosted on the website of the Company, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

Your Company strives to contribute towards CSR as per the line items included in Schedule VII to the Companies Act, 2013.

The total amount available for CSR spending, being 2 (two) per cent of the average net profits of your Company made during the 3 (three) immediately preceding financial years, during the financial year 2019-20 aggregated to approximately ₹7.91 Lakhs.

Your Company is fully aware of the fact that as a corporate citizen, it is also entrusted with the responsibility to contribute for the betterment of the society at large. For this purpose, even though the amount to be spent towards CSR was ₹7.91 Lakhs, your Company voluntarily contributed a sum of ₹8.00 Lakhs towards CSR.

During the year under review, 2 (two) CSR Committee Meetings were held on 27th May, 2019 and 11th February, 2020.

Your Company made its CSR contribution to Suryodaya Foundation, a division of IISD Edu World, formed with the object of imparting, promoting and spreading education for under privileged children and weaker section of the society.

Presently, Suryodaya Foundation is running 2 (two) schools in Kolkata which impart quality English medium education to under privileged children upto Class X under West Bengal Board of Secondary Education, along with facilities, like free mid-day meals, text books, note books and school uniforms at subsidised rates. The donations received by the entity helps to sustain the financial and educational activities undertaken by the two schools. Also, Donations to Suryodaya Foundation qualify for deduction under Section 80G of the Income Tax Act, 1961.

As prescribed under Section 135 of the Companies Act, 2013, read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, an Annual Report on CSR Activities has been set out as an Annexure to this Directors' Report.

PERFORMANCE EVALUATION

The Nomination and Remuneration Committee (NRC) of your Company has formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and Individual Directors (including Chairman, Managing Director and Independent Directors) pursuant to provisions of Section 134, Section 149 read with the Code for Independent Directors (Schedule IV), and Section 178 of the Companies Act, 2013, covering, inter alia, the following parameters:

- (i) Board Evaluation - degree of fulfilment of key responsibilities; Board culture and dynamics, amongst others;
- (ii) Board Committee Evaluation - effectiveness of meetings; Committee dynamics, amongst others;
- (iii) Individual Director Evaluation (including Chairman and Independent Directors) - Attendance, Contribution at Board Meetings, Guidance/support to management outside Board/Committee meetings, etc., amongst others;

The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013, SEBI Listing Regulations, 2015 and in accordance with the Guidance Note on Board Evaluation issued by SEBI in January, 2017.

During the year under review, Annual Performance Evaluation was carried out by the Board of its own performance as well as evaluation of the working of various Board Committees, viz., Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. This evaluation was led by the Chairman of the Board with specific focus on performance and effective functioning of the Board, its Committees and individual Directors. The Board evaluation was conducted through structured questionnaire designed with qualitative parameters and feedback based on ratings.

Based on the above parameters, the performance of the Board, its Committees and of the Individual Directors (including Independent Directors) was evaluated and found to be effective.

It was evaluated and found that Board Committees are adequately composed (in terms of size, skill, expertise, experience, etc.) to carry out the responsibilities and addressing the objectives for which it has been set up by the Board. Also, there is clarity between the Board, Management and Committee w.r.t. the role played by the committee.

During the year under review, in a separate meeting of Independent Directors, performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and Non-Executive directors. It was held unanimously that the Non-Independent Director, viz Managing Director brings to the Board, abundant knowledge in his field and is an expert in his area. Besides, he is insightful, convincing, astute, with a keen sense of observation, mature and has a deep knowledge of your Company.

The Board, as a whole, is an integrated, balanced and cohesive unit, where diverse views are expressed and discussed when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Company did not have a permanent Chairman to the Board of Directors during the Financial Year 2019-20. The Company appointed Chairman from amongst the Independent Directors present at the Meeting at every Board Meeting to conduct the proceedings of the Meeting). The Chairman, so elected for conducting the Board Meetings had abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between your Company's Management and the Board is complete, timely with good quality and sufficient quantity.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company is engaged in Infrastructure Sector, as stated in the Schedule VI to the Companies Act, 2013. By virtue of the provisions of Section 186(11), the provisions of Section 186, read with the Companies (Meeting of the Board and its Powers) Rules, 2014, as amended from time to time, relating to loan made, guarantee given or security provided, do not apply to your Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

A Related Party Transactions Policy has been devised by your Company for, inter alia determining the materiality of transactions

with related parties and dealings with them. The said Policy is available on your Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

Related Party Transactions entered into during the Financial Year ended 31st March, 2020, were at an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015. All Related Party Transactions are placed on a quarterly basis before the Audit Committee for its review and approval. Material Related Party Transactions as per SEBI Listing Regulations are placed before the Members for their approval.

Further, there are no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons, during the year under review, which may have a potential conflict with the interest of the Company at large. Members may refer to the Notes to the Financial Statements for details of Related Party Transactions.

In terms of Regulation 23 of the SEBI (LODR) Regulations, 2015, the Board of Directors recommend to the Shareholders of your Company to confirm and approve Related Party Transactions, being material in terms of the said Regulations, at the ensuing Annual General Meeting of the Company.

POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

Your Company has formulated a Policy for determining Material Subsidiaries in accordance with the applicable laws. The said Policy is available on your Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

As on March 31, 2020, two subsidiaries of your Company, Solapur Tollways Private Limited (STPL) and Guruvayoor Infrastructure Private Limited (GIPL) are the Material Unlisted Subsidiaries of your Company, as per Regulation 16(1)(c) of the SEBI Listing Regulations, 2015.

POLICY AGAINST SEXUAL HARASSMENT AT WORKPLACE

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. Your Company in its endeavour to provide a safe and healthy work environment for all its employees has developed a policy to ensure zero tolerance towards verbal, physical, psychological conduct of a sexual nature by any employee or stakeholder that directly or indirectly harasses, disrupts or interferes with another's work performance or creates an intimidating, offensive or hostile environment such that each employee can realize his/her maximum potential.

Your Company has put in place a 'Policy on Prevention of Sexual Harassment' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The Policy is meant to sensitize the employees about their fundamental right to have a safe and healthy environment at workplace. As per the Policy, any employee may report his/ her complaint to the Internal Complaint Committee constituted for this purpose. The said Policy is available on your Company's website,

www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

During the year under review, no cases of Sexual Harassment of Women were reported.

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

Your Company has formulated a Whistle Blower Policy incorporating the provisions relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013, and Regulation 22 of SEBI (LODR) Regulations, 2015 in order to encourage Directors and employees of your Company to escalate to the level of the Audit Committee, any issue of concerns impacting and compromising with the interest of your Company and its stakeholders in any way. Your Company is committed to adhere to highest standards of ethical, moral and legal business conduct and to open communication, and to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.

The Company has also designated whistleblower@brnl.in, an e-mail ID for providing access to the employees of the Company to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting. The said Policy is available on your Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

No complaints were reported under the Whistle blower Policy during the year under review.

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

During the Financial Year 2019-20, no significant and material orders have been passed by regulators or courts or tribunals, impacting the going concern status and your Company's operations in future.

AUDITORS

At the Tenth Annual General Meeting (AGM) of your Company held on December 16, 2017, Messers S.S. Kothari Mehta & Company, Chartered Accountants, having Registration No. 000756N, allotted by the Institute of Chartered Accountants of India (ICAI), were appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) years, from the conclusion of the 10th AGM till the conclusion of the 15th AGM of your Company, in accordance with Section 139 and other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder.

Further, vide notification dated 7th May, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 13th AGM.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud, during the year under review, to the Audit Committee of your Company.

AUDIT QUALIFICATIONS

M/s. S.S. Kothari Mehta & Company, Chartered Accountants and the Statutory Auditors of the Company have given a modified opinion on the Standalone and Consolidated Financial Statements of the

Company for the Financial Year ended on 31st March, 2020 w.r.t. non-recognizing interest on ₹ 7,000 Lakhs from July 01, 2016 onwards which, as per them, is not in compliance with IND AS-1, "Presentation of Financial statements" read with IND AS 109 "Financial Instruments". Due to this, profit before tax of the Company for the Year ended 31st March, 2020 has been reported to be overstated by ₹ 672.43 Lakhs and the current liabilities have been understated by the same amount.

The Board's Comment on the modified opinion given by the Statutory Auditors of the Company on the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2020 has been suitably covered under notes to Accounts forming part of the Annual Report.

Further, the Auditors have also provided for "Key Audit Matters" (KAM) and "Emphasis of Matter" in the Auditors' Report, which are self-explanatory.

SECRETARIAL AUDIT

Your Company has appointed Ms. Jayshri Tulsyan, Practicing Company Secretary and Partner - M/s. Jayshri Tulsyan & Associates, Kolkata, as the Secretarial Auditor of the Company, for the Financial Year 2019-20, to conduct the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the Financial Year ended March 31, 2020 does not contain any qualification, reservation or adverse remark or disclaimer and has been set out as an Annexure to this Directors' Report.

COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 is not applicable for the business activities carried out by the Company.

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return, as on the Financial Year ended March 31, 2020, in Form MGT-9, as required under Section 92(3) of the Companies Act, 2013, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, has been set out as an Annexure to this Directors' Report. Further, the Annual Return of the Company can be accessed at –

<https://brnl.in/sites/default/files/report/Annual%20Return%20for%20the%20FY%20ended%2031.03.2019.pdf>

BRNL WEBSITE

The website of your Company, www.brnl.in has been successfully running on the responsive technology based platform, known as 'Drupal', ensuring uniform display across all devices, like, mobile, tab, desktop, etc., and all the operating systems. The website has an inbuilt sophisticated and customized content management system for necessary change in content. A simple, improved navigation system enables the users to access the requisite information from different sections of the website with lesser number of clicks. The contemporary and smart look of the new website conforms to your company's brand guideline, while taking a customer and investor centric approach catering to the requirements of prospective

customers, investors, employees and other stakeholders.

The site carries a comprehensive database of information of interest to the investors, including the Financial Results of your Company, dividend declared, Shareholding Pattern, any price sensitive information disclosed to the Regulatory Authorities from time to time, investor presentations, corporate profile and business activities, including project details of your Company and the services rendered by your Company.

PARTICULARS OF EMPLOYEES

The prescribed particulars of remuneration of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been set out as an Annexure to this Directors' Report.

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

Your Company has no specific activity relating to Conservation of Energy and Technology Absorption, as stipulated in Rule 8(3) of the Companies (Accounts) Rules, 2014. However, your Company uses information technology extensively in its operations and also continues its endeavour to improve energy conservation and utilization, safety and environment in operation of its Subsidiary and Associate Companies.

Your Company's operations are local and it has not earned and spent any foreign exchange during the year under review (Previous Year – Nil).

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(3) and 134(5) of the Companies Act, 2013 ('Act'), read with relevant Rules made thereunder, the Directors hereby confirm that:

- (i) in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) 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 your Company at the end of the Financial Year and of the profit of your Company for that period;
- (iii) the Directors have 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 your Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2020 on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Further, your Directors confirm that your Company has adequate internal systems and controls in place to ensure compliance of laws applicable to your Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India on the Board/ Committee Meetings and General Meetings during the year under review.

INSIDER TRADING CODE

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Code is applicable to all Directors, Designated Employees and Insiders, who are expected to have access to Unpublished Prices Sensitive Information (UPSI). The Company Secretary is the Compliance Officer for monitoring adherence to the applicable Regulations.

FAIR DISCLOSURE CODE

Pursuant to Regulation 8 read with Schedule A of the SEBI (Prohibition on Insider Trading) Regulations, 2015, the Board of Directors of your Company have adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) which lays down the principles and practices to be followed by the Company pertaining to universal disclosure of UPSI. The Chief Financial Officer of the Company, also designated as Chief Investor Relations Officer, is authorised to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner. The Code has been made available on the Company's website www.brnl.in.

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report as stipulated under Regulation 34(2)(f) of SEBI Listing Regulations, 2015, describing the initiatives taken by your Company from an environmental, social and governance perspective, forms part of the Annual Report.

CORPORATE GOVERNANCE

Your Company strives to achieve highest standards of Corporate Governance and to take necessary steps at appropriate times for enhancing and meeting stakeholders' expectations while complying with the mandatory provisions of Corporate Governance.

As required under Regulation 34(3) of the SEBI Listing Regulations, 2015, read with Schedule V thereto, a separate section on Corporate Governance and a Certificate from Ms. Jayshri Tulsyan, Practicing Company Secretary and Partner - M/s. Jayshri Tulsyan & Associates, & Associates, Kolkata, confirming compliance with the requirements of Corporate Governance, forms part of this Annual Report.

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions w.r.t these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;

- Issue of sweat equity shares;
- Your Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
- There was no revision in the Financial Statements; and
- There was no change in the nature of business.

appreciation for the valuable contribution made by the Company's employees and look forward to their continued cooperation in realization of motto of the Company, "Behtar Raste, Badhta Bharat", in the years to come, as a Key partner of "MAKE IN INDIA" plans.

On behalf of the Board of Directors

For **Bharat Road Network Limited**

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the excellent support and co-operation received from Financial Institutions, Bankers, National Highway Authority of India (NHAI), Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC), EPC Partners and SPV Partners and other stakeholders during the year under review. Your Directors also place on record their deep

Bajrang Kumar Choudhary

Managing Director

DIN: 00441872

Santanu Ray

Director

DIN: 00642736

Place : Kolkata

Date : 24.07.2020

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Name of the Director	*Remuneration (₹)	Median Remuneration of employees (₹)	Ratio (In times)
1.	Mr. Bajrang Kumar Choudhary	14,083,746	15,08,306	9.34
2.	Mr. Pradeep Singh	–		NA
3.	**Mr. Atanu Sen	–		NA
4.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	–		NA
5.	***Prof. Santanu Ray	–		NA
6.	#Mr. Ashok Kumar Mangotra	–		NA
7.	@Mr. Praful Tayal	–		NA
8.	®Mr. Brahm Dutt	–		NA

NA –Not Applicable

*Remuneration excludes sitting fees

**Mr. Atanu Sen resigned as an Independent Director w.e.f. 14th January, 2020

***Prof. Santanu Ray was appointed as an Independent Director w.e.f. 30th July, 2019

#Mr. Ashok Kumar Mangotra was appointed as an Additional Director (Category: Independent) w.e.f. 30th September, 2019 and he resigned w.e.f. 22nd November, 2019

@Mr. Praful Tayal was appointed as an Additional Director (Category: Independent) w.e.f. 14th May, 2020.

®Mr. Brahm Dutt was appointed as an Additional Director (Category: Independent) and Chairman of the Board w.e.f. 14th May, 2020.

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Sl. No.	Name	Designation	*Remuneration of previous year (in ₹)	*Remuneration of Current year (in ₹)	% increase
1.	Mr. Bajrang Kumar Choudhary	Managing Director	14,180,121	14,083,746	(0.68)
2.	**Mr. Brahm Dutt	Chairman of the Board and Additional Director (Category : Independent)	–	–	NA
3.	Mr. Pradeep Singh	Independent Director	–	–	NA
4.	***Mr. Atanu Sen	Independent Director	–	–	NA
5.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Independent Director	–	–	NA
6.	****Prof. Santanu Ray	Independent Director	–	–	NA
7.	#Mr. Ashok Kumar Mangotra	Independent Director	–	–	NA
8.	@Mr. Praful Tayal	Additional Director (Category: Independent)	–	–	NA
9.	&Mr. Jai Prakash Shaw	Chief Financial Officer	–	23,95,575	NA
10.	%Mr. Arindam Bhowmick	Chief Financial Officer	–	–	NA
11.	Mr. Naresh Mathur	Company Secretary	28,86,636	24,31,975	(15.75)

NA –Not Applicable

*Remuneration excludes sitting fees

**Mr. Brahm Dutt was appointed as an Additional Director (Category: Independent) and Chairman of the Board w.e.f. 14th May, 2020

***Mr. Atanu Sen resigned as an Independent Director w.e.f. 14th January, 2020

**** Prof. Santanu Ray was appointed as an Independent Director w.e.f. 30th July, 2019

#Mr. Ashok Kumar Mangotra was appointed as an Additional Director (Category: Independent) w.e.f. 30th September, 2019 and he resigned w.e.f. 22nd November, 2019

@Mr. Praful Tayal was appointed as an Additional Director (Category: Independent) w.e.f. 14th May, 2020.

&Mr. Jai Prakash Shaw was appointed as the Chief Financial Officer w.e.f. 20th April, 2019 and he resigned as the Chief Financial Officer w.e.f. 28th February, 2020

%Mr. Arindam Bhowmick was appointed as the Chief Financial Officer w.e.f. 24th July, 2020

iii. The percentage increase/decrease in the median remuneration of employees in the financial year:

Median remuneration of previous year (₹)	Median remuneration of current year (₹)	% decrease
1,550,562	1,508,306	2.73

iv. The number of permanent employees on the rolls of Company:

There were 11 employees as on 31st March, 2020.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sl. No.	Particulars	Average % increase
1.	Increase in salary of Managerial Personnel	–
2.	Increase in salary of employee (other than Managerial Personnel)	–

vi. Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes it is confirmed.

On behalf of the Board of Directors

For **Bharat Road Network Limited**

Place : Kolkata
Date : 24.07.2020

Bajrang Kumar Choudhary
Managing Director
DIN: 00441872

Santanu Ray
Director
DIN: 00642736

PARTICULARS OF EMPLOYEES

Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year ended 31st March, 2020

Sl. No.	Name	Age	Designation	Qualification	Remuneration (₹)	Date of commencement of employment	Working Experience (years)	Previous Employment	% of equity shares held by the employee in the Company
1.	Bajrang Kumar Choudhary	52	Managing Director	B. Com (Hons.) ACA	14,083,746	01.11.2016	25	Srei Infrastructure Finance Limited	0.01
2.	#Arunava Sengupta	56	Chief Operating Officer	B.E. (Civil)	88,65,640	01.04.2017	34	Srei Infrastructure Finance Limited	0.00
3.	Partha Pratim Chaudhury	50	Head – Technical	B.E. (Civil)	45,55,672	01.11.2016	23	Srei Infrastructure Finance Limited	–
4.	##Jai Prakash Shaw	54	Chief Financial Officer	ACA, ACS	25,21,573	01.12.2018	30	Srei Infrastructure Finance Limited	–
5.	Naresh Mathur	56	Company Secretary	FCS	24,31,975	01.12.2017	35	Srei Equipment Finance Limited	–
6.	**Arindam Bhowmick	48	Chief Financial Officer	ACA	22,43,893	20.08.2018	21	India Power Corporation Limited	–
7.	#Manisha Chandalia	40	Chief Manager	ACA	15,98,250	01.05.2019	14	Srei Mutual Fund Asset Management Pvt Ltd	–
8.	Praveen Kumar Jain	52	Vice President	ACA	14,18,361	01.07.2017	26	Srei Equipment Finance Limited	–
9.	#Manish Kumar Jain	42	Associate Vice President	ACA	13,18,659	01.11.2016	16	Srei Infrastructure Finance Limited	–
10.	#Rajarshi Giri	47	Chief Manager	B.E.(Civil)	10,95,682	01.11.2016	22	Srei Infrastructure Finance Limited	–

Employed for part of the Financial Year

*Mr. Jai Prakash Shaw resigned as the Chief Financial Officer w.e.f. 28th February, 2020

**Mr Arindam Bhowmick was appointed as the Chief Financial Officer w.e.f. 24th July, 2020.

Note :

1. The aforesaid appointment is contractual and in accordance with the terms and conditions as per Company's rules and policies.
2. Remuneration includes Basic Salary, HRA, Special Allowance, Super Annuation Allowance, Conveyance allowance, Ex-gratia, LTA, Medical, Leave Encashment, Employer's contribution to Provident Fund, Employer's contribution to NPS, Gratuity paid (if any), Incentive and other Perquisites.
3. No Employee is a relative of any Director of the Company.

On behalf of the Board of Directors

For **Bharat Road Network Limited**

Bajrang Kumar Choudhary

Managing Director

DIN: 00441872

Santanu Ray

Director

DIN: 00642736

Place : Kolkata
Date : 24.07.2020

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors
Bharat Road Network Limited
Plot No. X1 – 2 & 3, Ground Floor
Block – EP, Sector – V
Salt Lake City, Kolkata – 700 091

We, Bajrang Kumar Choudhary, Managing Director (MD) and Mr. Arindam Bhowmick, Chief Financial Officer (CFO) of Bharat Road Network Limited, certify to the Board that we have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year ended on 31st March, 2020 and to the best of our knowledge and belief, we certify that –

1. The Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; that the Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are no fraudulent or illegal transactions and transactions violative of the Company's Code of Conduct.
3. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining the internal controls which are monitored by the Company's Internal Audit Team and have evaluated based on feedbacks received from the Company's Internal Audit Team, the effectiveness of the internal control systems of the Company pertaining to financial reporting and have reported to the Auditors and the Audit Committee, the deficiencies, if any, in the operation and design of such internal controls and the steps taken or proposed to be taken to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal controls over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) that there have been no instances of significant fraud, of which we have become aware and consequently no involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Bajrang Kumar Choudhary
Managing Director (MD)
DIN: 00441872

Arindam Bhowmick
Chief Financial Officer (CFO)
ICAI Membership No.: 059471

Place : Kolkata
Date : 24.07.2020

**PRACTICING COMPANY SECRETARIES CERTIFICATE REGARDING
COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,
The Members

The Board of Directors
Bharat Road Network Limited
Plot No. X1 – 2 & 3, Ground Floor
Block – EP, Sector – V
Salt Lake City, Kolkata – 700 091

We have examined the compliance of conditions of Corporate Governance by Bharat Road Network Limited ('the Company') for the year ended 31st March 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D, E and F of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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 the Regulations 18 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D, E and F of Schedule V of the SEBI Listing Regulations for the year ended on March 31, 2020 but has not complied with the conditions of Corporate Governance as stipulated in the Regulations 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as on 31st March, 2020 but the same was complied on 14th May, 2020.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Kolkata
Date : 24.07.2020

For **Jayshri Tulsyan & Associates**
Company Secretaries

Jayshri Tulsyan
Partner
C.P. No. : 8096
UDIN : F007725B000499073

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2019-20

[Pursuant to Section 135 of Companies Act, 2013 read with Rule 8 of the Companies
(Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

The Board of Directors of the Company adopted the CSR Policy on 17th October, 2016 in compliance with the provisions of Section 135 of the Companies Act, 2013. The CSR philosophy of BRNL is embedded in its commitment to all stakeholders including its shareholders, customers, employees and society. Our approach by practicing service to humanity has enabled us to continue fulfilling our commitment to be a socially responsible corporate citizen. Our objective is to manage our business in a way which produces a positive impact on the economy, society and environment.

During the Financial Year 2019-20, the Company made its contribution towards promoting education and plans to increase such activities in coming years through such projects and programs in line with the CSR Policy.

The Company has framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is:

<http://www.brnl.in/sites/default/files/report/10.%20Corporate%20Social%20Responsibility%20Policy.pdf>

2. The Composition of the CSR Committee (as on the date of this Report):

*Committee Members:

- Dr. (Ms.) Tuk Tuk Ghosh Kumar (Independent Director and Chairperson)
- Prof. Santanu Ray (Independent Director and Member)
- Mr. Bajrang Kumar Choudhary (Managing Director and Member)

**Mr. Atanu Sen, Member of the Committee, resigned w.e.f. 14.01.2020.*

Secretary to the CSR Committee

- Mr. Naresh Mathur (Company Secretary)

3. Average Net Profit of the Company for last three Financial Years: ₹ 395.67 lakhs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 7.91 lakhs

5. Details of CSR spent during the Financial Year:

- a. **Total amount to be spent for the Financial Year:** The Company has spent ₹ 8 lakhs as recommended by the CSR Committee and as approved by the Board of Directors at their respective meetings held on 11th February, 2020 and 12th February, 2020 against the mandated requirement of ₹ 7.91 lakhs.
- b. **Amount unspent, if any:** Nil
- c. Manner in which the amount spent during the Financial Year is detailed below:

(Amount in ₹)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs(1) Local area or other (2) Specify the State and District where project or program was undertaken	Amount outlay (budget) project or program-wise (Rs)	Amount spent on the projects or programs: Subheads (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1.	Clause (ii) of Schedule VII to the Companies Act, 2013	Promoting Education	Kolkata West Bengal	7,91,000	8,00,000	8,00,000	Through implementing Agency – Suryoday Foundation
TOTAL:				7,91,000	8,00,000	8,00,000	

Details of Implementing Agency:

Suryodaya Foundation is a public charitable trust, formed with the objective of imparting quality English medium education to the students belonging to the underprivileged section of the society. Suryodaya Foundation operates two Schools — Suryodaya School at Santoshpur and Suryoday School at Birati, since 2007. There are 790 students availing education facilities in both the schools. Most of the students belong to underprivileged section of the society. The aim is to provide quality English medium education to these underprivileged children up to Class X, under the West Bengal Board of Secondary Education.

Reasons for not spending the two per cent of the average Net Profit of the last three Financial Years:

Not Applicable

6. Responsibility Statement of the CSR Committee:

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

On behalf of the Corporate Social Responsibility Committee

Place : Kolkata
Date : 24.07.2020

Tuk Tuk Ghosh Kumar
Chairperson, CSR Committee
- Independent Director
DIN – 06547361

Bajrang Kumar Choudhary
Managing Director
DIN – 00441872

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** L45203WB2006PLC112235
2. **Name of the Company:** Bharat Road Network Limited (BRNL)
3. **Registered address:** Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091
4. **Website:** www.brnl.in
5. **E-mail id:** corporate@brnl.in
6. **Financial Year reported:** 2019-20
7. ***Sector(s) that the Company is engaged in (industrial activity code-wise):**

Sl. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service
1.	Management Consultancy Activities, Toll Operation and Project Management Consultancy etc.	70200, 71100
2.	Interest and other Revenues from Investment Assets and Funds Invested.	64300

*as per National Industrial Classification of the Ministry of Statistics and Programme Implementation

8. **List three key products/services that the Company manufactures/provides (as in balance sheet):** BRNL is a road BOT company in India, focused on development, implementation, operation and maintenance of National and State highways projects in several states in India. All of the Company's projects are implemented and held through Special Purpose Vehicles (SPVs), either through Subsidiaries or in partnership with other infrastructure players. The Company also provides services such as Management Consultancy Activities, Toll Operation and Project Management Consultancy for its SPVs.
9. **Total number of locations where business activity is undertaken by the Company**
 - (a) **Number of International Locations (including Projects) (Provide details of major 5):** NIL
 - (b) **Number of National Locations (including Projects) :** Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra, West Bengal and Odisha
10. **Markets served by the Company – Local/State/National/International:** National/State

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR):** ₹ 83.95 crores comprising of 8,39,50,000 equity shares of ₹ 10/- each.
2. **Total Turnover (INR):** ₹ 17.41 crores
3. **Total profit after taxes (INR):** ₹ 2.25 crores
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):** The Company has spent ₹ 8.00 Lakhs towards Corporate Social Responsibility which is 2.02% of the average net profit of the Company for the last three years.
5. **List of activities in which expenditure in 4 above has been incurred** – Promotion of Education

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?** – Yes. The Company has 3 subsidiary Companies as on 31st March, 2020.
2. **Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)** - No. The subsidiary companies participate in BR initiatives on a wide range of topics, as a part of their respective CSR initiatives.
3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company?** If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] - No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Directors responsible for implementation of the BR policy/policies

1. DIN - 00441872
2. Name – Mr. Bajrang Kumar Choudhary
3. Designation - Managing Director

(b) Details of the BR head

No.	Particulars	Details
1.	DIN (if applicable)	00441872
2.	Name	Mr. Bajrang Kumar Choudhary
3.	Designation	Managing Director
4.	Telephone number	033 6602 3609
5.	e-mail id	cs@brnl.in

2. Principle-wise (as per NVGs) BR Policy/policies

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for....	Y	N	Y	Y	Y	N	N	Y	N
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	-	Y	Y	Y	-	-	Y	-
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The policies are based on NVG Guidelines.								
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	-	Y	Y	Y	-	-	Y	-
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes, the Managing Director								
6.	Indicate the link for the policy to be viewed online?	1. Whistle Blower Policy (Vigil Mechanism) is available at https://brnl.in/sites/default/files/report/Vigil%20Mechanism.pdf 2. Corporate Social Responsibility (CSR) Policy is available at https://brnl.in/sites/default/files/report/10.%20Corporate%20Social%20Responsibility%20Policy.pdf 3. Policy on Prevention of Sexual Harassment is available at https://brnl.in/sites/default/files/report/Policy%20on%20Prevention%20of%20Sexual%20Harassment.pdf 4. BRNL Code of Conduct for Board of Directors and Senior Executives is available at https://brnl.in/sites/default/files/report/3.%20Code%20of%20Conduct%20for%20Board%20of%20Directors%20and%20Senior%20Executives.pdf								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to the stakeholders by displaying on the Company website.								
8.	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	-	Y	Y	Y	-	-	Y	-
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year	-	✓	-	-	-	✓	✓	-	✓
6.	Any other reason (please specify)	While the principles governing these policies are being generally followed by the Company, however, the Company is in the process of codifying these policies, wherever required and shall take all necessary steps for implementation of the same.								

3. Governance related to BR

- (a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year** - The Company will be publishing its first BR report and going forward will review it periodically.
- (b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?** - The Company will be publishing its first BR report and going forward will publish it annually as a part of its Annual Report, if required under the Regulations.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others? -

The Company endeavor to follow highest level of Corporate Governance and ethics. It has adopted internal Guidelines in the form of Codes / Policies like Vigil Mechanism (whistle blower policy) and Code of Conduct for Board of Directors and Senior Executives.

The Code of Conduct for Board of Directors and Senior Executives is applicable to the Board of Directors and Senior Executives (VPs and above) of the Company. The members of the Board of Directors and the members of the Senior Management of the Company are required to affirm annual compliance of this code.

This Code requires the Directors and Senior Executives of the Company to act honestly, fairly, ethically and with integrity. This Code helps the Directors and Senior Executives to conduct themselves in professional, courteous and respectful manner and also to ensure that their independent judgment is not sub-ordinated.

The Corporate Governance framework is further supported by a Vigil Mechanism Policy which serves as a mechanism for its Directors and employees to report any genuine concerns about any unethical behaviour, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal, and hence to help ensure the Company continues to uphold its high standards.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Particulars	Pending as on March 31, 2019	Received During Financial Year 2019-20	Redressed During Financial Year 2019-20	Pending as on March 31, 2020
Shareholders Grievances	-	2	2	-
Complaints received under Whistle Blower	-	-	-	-

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

Our actions in creating a sustainable environment are based on the principle of building foundations for a progressive society by contributing and nurturing the growth of livelihoods, communities, and the country. This is reflected in the way we conduct our business, manage our operations, and approach stakeholders concerns with a focus on improving connectivity and bringing communities closer through safe and reliable transportation network.

- **Safe Roads:** The Company undertakes several initiatives on regular basis to ensure safety and security of road users. The activities such as black spot identification and rectification, reflective road markings as per IRC guidelines are taken up with urgency to avoid any untoward incidents for road users. Besides ensuring safety gears for our front line workforces, the Company provides First-aid box at all toll plazas, ensures emergency telephones are installed throughout the project site, where required and ambulances are deployed at all the project sites to provide emergency services.

- **Rainwater Harvesting:** We promote water conservation through Rainwater Harvesting technology at our various project sites. This reduces the need for imported water during construction activities at the project site as we make best use of natural resource and subsequently reduce the risk of flooding, storm water runoff, and erosion. We adopt Rainwater Harvesting system using ground or land surface catchment areas which is less complex way of collecting rainwater than rooftop catchments. It involves improving runoff capacity of the land surface through various techniques including collection of runoff with drain pipes and storage of collected water.
 - **Median and Avenue Plantation:** Construction of Roads often requires felling of trees along the project stretch. To offset the adverse impact of such activities, we undertake compensatory afforestation programme and median plantation. By doing this, we not only ensure compliance to the NHAI norms on plantation but also contribute towards enhancement of aesthetic view of the corridors. We also celebrate the World Environment day across all our project entities to increase awareness about plantation and its positive impact on the society and environment. We have also taken up distribution of about 10000 saplings to the road users on World Environment Day in our Manguli toll plaza in Odisha and Paliyekkara toll plaza in Kerala.
- 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**
- (a) **Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?** The Company and its SPVs endeavours at all time for optimum utilisation of resources for the purpose.
 - (b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year?** The Company and its SPVs endeavours at all time for optimum utilisation of resources for the purpose.
- 3. Does the company have procedures in place for sustainable sourcing (including transportation)?** Yes
- (a) **If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.** Fuel, Water and other inputs for SPVs are generally sourced from sources committed to such objectives.
- 4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?** Yes
- (a) **If yes, what steps have been taken to improve their capacity and capability of local and small vendors?** Vendor development is an ongoing process within the Company and its SPVs.
- 5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.**

The Company continuously explores innovative ways and mechanism for waste recycling and utilization of the material to the extent possible. A unique public art installation on Water & sustainable development – “Arth- art of earth” under Rasulgah Flyover is the testimony of Company’s innovative waste recycling policy.

The art installation using construction sites scrap material is a tribute to the city of Bhubaneswar. A versatile solo repertoire of sculptures, installations, murals, architecture design using highway scrap material are all integrated and interwoven together in a beautiful story highlighting the importance of water in a city’s sustainability and narrating the benefits of imbibing the five elements in the modern way of life while paying tribute to the local rich heritage as ‘ode to Odisha’.

The transformation of construction waste materials into an art installation could possibly be termed as the most innovative and unique mechanism for waste recycling and utilization.

Principle 3

1. Please indicate the Total number of employees. 11
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. - NIL
3. Please indicate the Number of permanent women employees. - 2
4. Please indicate the Number of permanent employees with disabilities - NIL
5. Do you have an employee association that is recognized by management - No
6. What percentage of your permanent employees is members of this recognized employee association? - NA
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	NIL	NIL
2.	Sexual harassment	NIL	NIL
3.	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

- (a) Permanent Employees: 100%
- (b) Permanent Women Employees: 100%
- (c) Casual/Temporary/Contractual Employees: N.A.
- (d) Employees with Disabilities: N.A.

Principle 4

- Has the company mapped its internal and external stakeholders?** Yes. The Company has mapped its stakeholders i.e. shareholders, employees, banks and financial institutions, government and regulatory bodies and the local community.
- Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?** - Yes
- Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so** - The Company works towards creation of value for the society in a manner which is sustainable, scalable and replicable. As a part of Corporate Social Responsibility (CSR), the Company is actively engaged in deliberating and practicing humble service to Humanity on a sustainable basis. The Company perceives CSR as a strategic social investment aimed at uplifting the society at large, empowering individuals, making them self-reliant. Your Company through its CSR initiatives, imparts, promotes and spreads education for underprivileged children and weaker sections of the society, by making contribution towards sponsorship fees for students along with facilities, like free mid-day meals, text books, note books and school uniforms at subsidised rates.

Principle 5

- Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?** - The Company's Code of Conduct for Board and Senior Management and the Human Resource (HR) practices cover most of these aspects. The Company does not hire child labour, forced labour or involuntary labour. The Company never discriminates between its employees. Additionally, policies like Whistle Blower Policy, Policy against Sexual Harassment coupled with transparent HR processes and practices adequately cover the human rights aspects.
- How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?** -No complaint was received for human rights violation during the reporting period.

Principle 6

- Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.** - Yes, the Companies and its SPVs strives to preserve the environment by striking a balance between economic growth and preservation of the environment with due concern for ecology. The Company is committed to operate all its units in an environment friendly manner while protecting health and safety of its employees.
- Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.:** No
- Does the company identify and assess potential environmental risks?** Yes
- Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**-No
- Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.Y/N. If yes, please give hyperlink for web page etc.**-No
- Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

The Company periodically conducts independent assessment of Environmental Compliance as per the Environmental Management Plan, guidelines by MoEF, PCB and IRC.

The business and operations of the Company and its subsidiary and associates comprises various activities such as excavation along the highway, removal of bituminous debris and boulders, cutting of hill portion for widening, construction of highway, material handling and construction of bridges etc. Large volume of construction debris, boulders and bituminous debris are produced during the up gradation of existing highway and also while widening of the highway portion.

Hence, the regular monitoring of Environmental parameters for Air, Noise, Water & Waste-water at Camp site& along Project site locations are conducted on regular basis. The operational focus remains on the disposal of construction debris and management, dismantling, demolition and Environmental and ecological disturbance conditions along the highway as per stipulated guidelines.

The construction debris and muck is effectively utilized for construction on highway in embankment. The disposal of construction debris and bituminous debris along the highway stretch is done effectively as per the guidelines by MoEF.

7. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**—There are no such pending show cause/ legal notices from CPCB and SPCB against Company.

Principle 7

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.**

Yes, the Company is a member of National Highway Builders Federation (NHBF)

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)** - The Company periodically takes up matters concerning statutory and regulatory issues as also policies and reforms in the infrastructure sector through associations and chambers of commerce. The advocacy through these industry bodies, is done sometimes through sending of representations to the Government and Regulatory Bodies, sometimes through meetings with concerned officials and sometimes through organization of theme-specific conferences and seminars.

Principle 8

1. **Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.** -Yes, the Company has specified programmes / initiatives / projects for pursuing its Corporate Social Responsibility (CSR) policy. As part of the CSR mandate, the Company focuses on promoting Education.

The Company's HR Practices also support inclusive growth and equitable development.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The Company adopts multi-dimensional approach towards its social welfare program which includes contribution to the society through NGO's as well as through several in-house initiatives to ensure direct involvement of all the stakeholders which includes employees and the direct beneficiaries.

There are certain social welfare programme taken up through its contribution to Suryodaya Foundation / IISD Edu World for social upliftment of marginalized section of the society and empowering them with education and skill development programme.

Simultaneously, the Company also undertakes various development activities directly such as repair and rehabilitation of school building along toll plazas, health checkup facilities for communities along the project influence areas, environment management through plantation activities.

3. **Have you done any impact assessment of your initiative?** No
4. **What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?** The Company has spent ₹ 8.00 Lakhs on CSR activities during the financial year ending on 31st March, 2020. The CSR activities were carried out in the area of Education.

Appropriate disclosures as prescribed under the Companies Act, 2013 have been made in the Annual Report for the year ending on 31st March, 2020.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

The Company strives to engage with the local communities while taking up various social development initiatives to maximize impact and influence of such programme. The activities are taken up in consonance with the requirement of the local community through discussion and their active participation in the conceptualization and execution of the development programme. We encourage the community to deliberate, discuss and approach us with their necessities which are then taken up for execution through a clearly outlined due diligence process.

Principle 9

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.** – NIL w.r.t. the Company.
2. **Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)** -Not Applicable.
3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.** -Not Applicable to the Company
4. **Did your company carry out any consumer survey/ consumer satisfaction trends?** - Not Applicable

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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

Bharat Road Network Limited

CIN - L45203WB2006PLC112235

Plot No. X1 – 2 & 3, Ground Floor

Block – EP, Sector – V

Salt Lake City, Kolkata – 700 091

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BHARAT ROAD NETWORK LIMITED** (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 books, papers, minute books, forms and returns filed and other records maintained by the company **BHARAT ROAD NETWORK LIMITED**, 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 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 **BHARAT ROAD NETWORK LIMITED** for the financial year ended on **31st March, 2020** to the extent applicable:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018 (not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and 2018 (not applicable to the Company during the Audit Period).

We further report that after considering the Compliance system prevailing in the Company and after verification of relevant records and documents maintained by the Company, it is reported that the Company has inter alia, also complied with following laws:

- Employees Provident funds & Miscellaneous Provisions Act, 1952 and Schemes made there under.
- Employees State Insurance Act, 1948 and the rules and regulations made there under.
- The Payment of Gratuity Act, 1972 and the rules and regulations made there under.

- The Income Tax Act, 1961 and Indirect Tax Laws
- Payment of Bonus Act, 1965
- Shops And Commercial Establishments Act, 1958
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- The Maternity Benefit Act, 1961

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

- (a) Secretarial Standards with regards to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI).
- (b) The Listing Agreements entered into by the Company with BSE Limited & National Stock Exchange of India Ltd.
- (c) The Securities & Exchange Board of India (Listing Obligations and Disclosures 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.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director.
2. Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings. Information and circulation of the agenda with detailed information, thereof, convening of meeting was done in compliance with the applicable laws, rules, regulations and guidelines, etc. 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.
3. Majority decision at the Board and Committee meetings are carried through, while the dissenting members' views, if any are captured and recorded as part of the minutes.

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.

We further report that the Board of Directors of the Company was not duly constituted as per Regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as on 31st March, 2020 but the same was complied on 14th May, 2020.

Place : Kolkata
Date : 24.07.2020

For **Jayshri Tulsyan & Associates**
Company Secretaries

Jayshri Tulsyan
Partner
C.P. No.: 8096
UDIN : F007725B000499031

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN**

as on the Financial Year ended on 31st March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

i) CIN:	L45203WB2006PLC112235
ii) Registration Date	22nd December, 2006
iii) Name of the Company	Bharat Road Network Limited
iv) Category/Sub-Category of the Company	Public Company Limited by Shares Non-Govt. Indian Company
v) Address of the Registered Office and Contact Details	Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V Salt Lake City, Kolkata – 700 09 Tel. No.: 033 6602 3609
vi) Whether Listed Company (Yes / No)	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad – 500 032 E-mail ID: einward.ris@kfintech.com Tel. No.: 040 6716 1500, 1800 345 4001 Fax No.: 040 2342 0814

II. Principal Business Activities of the Company

Business activities contributing 10% or more of the Total Turnover of the Company are -

Sl. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1.	Toll Operation and Project Management Consultancy etc.	71100	33.62
2.	Interest and other Revenues from Investment Assets and Funds Invested.	64300	61.67

III. Particulars of Holding, Subsidiary and Associate Companies -

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section of the Companies Act, 2013
1.	Solapur Tollways Private Limited Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City Kolkata – 700 091	U45400WB2012PTC174135	Subsidiary	100.00	2(87)
2.	Orissa Steel Expressway Private Limited Plot No. 593, Pahal, Via Phulnakhra, Mouza- Banguari, NH 5, Opp. HPCL Petrol Pump, Bhubaneswar Khordha - 754001	U45400OR2010PTC014681	Subsidiary	59.38	2(87)
3.	Guruvayoor Infrastructure Private Limited Door No. 1-80/40/SP/58-65 Shilpa Homes Layout, Gachibowli, Hyderabad – 500032	U45200TG2005PTC048180	Subsidiary	73.98	2(87)
4.	Kurukshetra Expressway Private Limited Toll Plaza Gangaicha Jaat, NH-71 Village Gangaicha Jaat Mastapur Post Office Rewari -123401	U45400HR2010PTC040303	Associate	*35.89	2(6)
5.	Ghaziabad Aligarh Expressway Private Limited Office No. 102, First Floor, Sagar Plaza Distt. Cen, Laxmi Nagar Delhi East Delhi DI 110092	U70101DL2009PTC197148	Associate	39.00	2(6)
6.	Shree Jagannath Expressway Private Limited Simplex Infrastructures Limited Simplex House, 27, Shakespeare Sarani, Kolkata – 700017	U45203WB2010PTC150429	Associate	40.00	2(6)
7.	Mahakaleshwar Tollways Private Limited Ninora Toll Plaza, Ninora, Ujjain - 456006	U45203MP2008PTC021157	Associate	48.00	2(6)

*The Company has acquired 13.11% in the paid-up Equity Share Capital of Kurukshetra Expressway Private Limited vide Shares Purchase Agreement dated October 27, 2016, which is pending for transfer.

IV. Shareholding Pattern (Equity Share Capital Break-up as Percentage of Total Equity)
i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s).	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	16630000	-	16630000	19.81	16630000	-	16630000	19.81	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other - Venture Capital Funds	28499800	-	28499800	33.95	28499800	-	28499800	33.95	-
Sub-total (A)(1):	45129800	-	45129800	53.76	45129800	-	45129800	53.76	
(2) Foreign									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	45129800	-	45129800	53.76	45129800	-	45129800	53.76	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1232573	-	1232573	1.47	1116445	-	1116445	1.33	(0.14)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s).	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Foreign Portfolio Investors	1	-	1	0.00	1	-	1	-	-
j) Others - Qualified Institutional Buyers	-	-	-	-	62596	-	62596	0.07	0.07
Sub-total(B)(1)	1232574	-	1232574	1.47	1179042	-	1179042	1.40	(0.07)
2. Non-Institutions									
a) Bodies Corporate	34230029	-	34230029	40.77	35263293	-	35263293	42.01	1.23
b) Individuals									
i) Individual Shareholders holding nominal Share capital up to ₹ 1 lakh	1046108	-	1046108	1.25	1181295	-	1181295	1.41	0.16
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	2050623	-	2050623	2.44	923341	-	923341	1.10	(1.34)
c) Others									
Clearing Members	2475	-	2475	-	4330	-	4330	0.01	-
Directors	9589	-	9589	0.01	9589	-	9589	0.01	-
NBFCs	237560	-	237560	0.28	237000	-	237000	0.28	-
Non-Resident Indians	9890	-	9890	0.01	20912	-	20912	0.02	0.01
Non-Resident Indian Non Repatriable	1352	-	1352	0.00	1398	-	1398	-	-
Sub-total (B)(2):	37587626	-	37587626	44.76	37641158	-	37641158	44.84	(0.08)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	38820200	-	38820200	46.23	38820200	-	38820200	46.23	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	83950000	-	83950000	100.00	83950000	-	83950000	100.00	-

i) Shareholding of Promoter and Promoter Group –

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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.	Srei Infrastructure Finance Limited	16630000	19.81	–	16630000	19.81	–	–
2.	Manufacturing Value Addition Fund A/c Make In India Fund	500000	0.60	–	500000	0.60	–	–
3.	Srei Venture Capital Trust A/c - Infrastructure Project Development Fund	7049800	8.40	0.11	7049800	8.40	0.11	–
4.	Srei Venture Capital Trust A/c - Infrastructure Project Development Capital	20950000	24.95	22.05	20950000	24.95	22.05	–
Total		45129800	53.76	22.16	45129800	53.76	22.16	–

ii) Change in Promoters' Shareholding -

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Srei Infrastructure Finance Limited				
	At the beginning of the year	16630000	19.81		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No Change during the year			
	At the end of the year			16630000	19.81
2.	Manufacturing Value Addition Fund A/c - Make In India Fund				
	At the beginning of the year	500000	0.60		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No Change during the year			
	At the end of the year			5,00,000	0.60
3.	Srei Venture Capital Trust A/c - Infrastructure Project Development Fund (IPDF)				
	At the beginning of the year	7049800	8.40		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No Change during the year			
	At the End of the year			7049800	8.40
4.	Srei Venture Capital Trust A/c -Infrastructure Project Development Capital (IPDC)				
	At the beginning of the year	20950000	24.96		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No Change during the year			
	At the End of the year			20950000	24.96

i) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	*Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	**Predicate Consultant Private Limited				
	At the beginning of the year	9520000	11.34		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	No Change during the year			
	At the End of the year (or on the date of separation, if separated during the year)			9520000	11.34
2.	**Vistar Financiers Pvt Ltd				
	At the beginning of the year	6482806	7.72		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date 12.04.2019	Reason Purchase	75970	6558776	7.81
	At the End of the year (or on the date of separation, if separated during the year)			6558776	7.81

Sl. No.	*Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
3.	**GMR Business and Consultancy LLP				
	At the beginning of the year	4482872	5.34		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	13.09.2019	Sale	(34000)	4448872	5.30
	20.09.2019	Sale	(118600)	4330272	5.16
	27.09.2019	Sale	(115000)	4215272	5.02
	30.09.2019	Sale	(28000)	4187272	4.99
	20.03.2020	Sale	(182000)	4005272	4.77
	At the End of the year (or on the date of separation, if separated during the year)			4005272	4.77
4.	**AUM Capital Market Pvt. Ltd				
	At the beginning of the year	3812426	4.54		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	12.04.2019	Purchase	23500	3835926	4.57
	12.04.2019	Sale	(300)	3835626	4.57
	03.05.2019	Sale	(2200)	3833426	4.57
	24.05.2019	Sale	(23500)	3809926	4.54
	27.12.2019	Sale	(3809926)	-	-
	At the End of the year (or on the date of separation, if separated during the year)			-	-
5.	SRI GBK Resources Private Limited				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	27.12.2019	Purchase	3809926	3809926	4.54
	At the End of the year (or on the date of separation, if separated during the year)			3809926	4.54
6.	Ayodhya Gorakhpur SMS Tolls Private Limited				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	30.08.2019	Purchase	2730000	2730000	3.25
	At the End of the year (or on the date of separation, if separated during the year)			2730000	3.25
7.	**Badjate Stock Broking Private Ltd				
	At the beginning of the year	2730000	3.25		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	30.08.2019	Sale	(2730000)	-	-
	At the End of the year (or on the date of separation, if separated during the year)			-	-
8.	**Adventz Securities Enterprises Limited				
	At the beginning of the year	2326200	2.77		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):		No Change during the year		
	At the End of the year (or on the date of separation, if separated during the year)			2326200	2.77

Sl. No.	*Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
9. **The Lakshmi Vilas Bank Limited					
	At the beginning of the year	1232500	1.47		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	05.04.2019	Sale	(58181)	1174319	1.40
	17.05.2019	Sale	(15150)	1159169	1.38
	24.05.2019	Sale	(30932)	1128237	1.34
	18.10.2019	Sale	(2720)	1125517	1.34
	25.10.2019	Sale	(869)	1124648	1.34
	17.01.2020	Sale	(8203)	1116445	1.33
	At the End of the year (or on the date of separation, if separated during the year)			1116445	1.33
10. **Anilraj Promoters & Fincon Private Limited					
	At the beginning of the year	993178	1.18		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	05.04.2019	Purchase	47300	1464478	1.74
	12.04.2019	Purchase	118500	1582978	1.89
	24.05.2019	Purchase	6500	1589478	1.89
	At the End of the year (or on the date of separation, if separated during the year)			1589478	1.89
11. **Jagdish Prasad Agarwala					
	At the beginning of the year	949800	1.13		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	05.04.2019	Sale	(471300)	478500	0.57
	27.09.2019	Sale	(100000)	378500	0.45
	30.09.2019	Sale	(378500)	-	-
	At the End of the year (or on the date of separation, if separated during the year)			-	-
12. **Jhilik Promoters and Fincon Private Limited					
	At the beginning of the year	777543	0.93		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	05.04.2019	Purchase	50000	827543	0.99
	12.04.2019	Purchase	670000	1497543	1.78
	24.05.2019	Purchase	17000	1514543	1.80
	At the End of the year (or on the date of separation, if separated during the year)			1514543	1.80
13. Kejriwal Mining Pvt. Ltd.					
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.):				
	Date	Reason			
	17.05.2019	Purchase	65371	65371	0.08
	24.05.2019	Purchase	71865	137236	0.16
	31.05.2019	Purchase	341	137577	0.16
	22.11.2019	Purchase	478500	616077	0.73
	At the End of the year (or on the date of separation, if separated during the year)			616077	0.73

*We combine the folio of top ten shareholders to give a fair representation of the total holding.

**Common top 10 shareholders as on 01.04.2019 and 31.03.2020

ii) Shareholding of Directors & Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
Directors					
1. Mr. Bajrang Kumar Choudhary					
	At the beginning of the year	9589	0.01		
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year			9589	0.01
2. *Mr. Brahm Dutt					
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-
3. **Mr. Atanu Sen					
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-
4. Mr. Pradeep Singh					
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-
5. Dr. (Ms.) Tuk Tuk Ghosh Kumar					
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-
6. ***Prof. Santanu Ray					
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-
7. @Mr. Praful Tayal					
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-
#Mr. Ashok Kumar Mangotra					
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	-	-	-	-

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
Key Managerial Personnel					
1.	Mr. Bajrang Kumar Choudhary – Managing Director				
	At the beginning of the year	9589	0.01		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year			9589	0.01
2.	*Mr. Jai Prakash Shaw - Chief Financial Officer				
	At the beginning of the year	–	–	–	–
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	–	–	–	–
3.	*Mr. Arindam Bhowmick - Chief Financial Officer				
	At the beginning of the year	–	–	–	–
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	–	–	–	–
4.	Mr. Naresh Mathur – Company Secretary				
	At the beginning of the year	–	–	–	–
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/ sweat equity etc.)	No Change during the year			
	At the end of the year	–	–	–	–

*Mr. Brahm Dutt was appointed as an Additional Director (Category: Independent) and Chairman of the Board w.e.f. 14th May, 2020.

**Mr. Atanu Sen resigned as an Independent Director w.e.f. 14th January, 2020

***Prof. Santanu Ray was appointed as an Independent Director w.e.f. 30th July, 2019

@Mr. Praful Tayal was appointed as an Additional Director (Category: Independent) w.e.f. 14th May, 2020

#Mr. Ashok Kumar Mangotra was appointed as an Additional Director (Category: Independent) w.e.f. 30th September, 2019 and he resigned w.e.f. 22nd November, 2019

%Mr. Jai Prakash Shaw resigned as the Chief Financial Officer w.e.f. 28th February, 2020

&Mr. Arindam Bhowmick was appointed as the Chief Financial Officer w.e.f. 24th July, 2020

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payments –

(Amount in ₹)

Particulars	Secured Loans (Excluding Deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	700,000,000	500,000,000	–	1,200,000,000
ii) Interest due but not paid	190,548,087	44,845,891	–	235,393,978
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	890,548,087	544,845,891	–	1,435,393,978
Change in Indebtedness during the financial year				
• Addition – Principal	76,000,000	649,151,429	–	725,151,429
Interest	22,251,370	–	–	22,251,370
• Reduction – Principal	–	500,000,000	–	500,000,000
Interest	127,202,141	44,845,891	–	172,048,032
Net Change	(28,950,771)	104,305,538	–	75,354,767
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	776,000,000	649,151,429	–	1,425,151,429
ii) Interest due but not paid	85,597,316	–	–	85,597,316
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	861,597,316	649,151,429	–	1,510,748,745

* Include Liability which no longer require write back

VI. Remuneration of Directors
A. Remuneration to Managing Director -

Sl. No.	Particulars of Remuneration	Managing Director (MD) Bajrang Kumar Choudhary	Total Amount (in ₹)
1.	Gross salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,334,754	13,334,754
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission- as % of profit- others, specify...	-	-
5.	Others, please specify	-	-
Total (A)		13,374,354	13,374,354
Ceiling as per the Companies Act, 2013		₹1,68,00,000 (on the basis of effective capital and special resolution passed at the 12th AGM)	

Note: The remuneration details in the above table are on payment basis as per the Income Tax Act, 1961 and not on accrual basis as disclosed elsewhere in the Annual Report.

B. Remuneration to Other Directors:

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Name of Directors						Total Amount
		*Mr. Brahm Dutt	Mr. Pradeep Singh	#Mr. Atanu Sen	Dr. (Ms.) Tuk Tuk Ghosh Kumar	**Prof. Santanu Ray	***Mr. Ashok Kumar Mangotra	
1. Independent Directors								
•	Fee for attending board / committee meetings	—	3,25,000	3,40,000	4,95,000	1,95,000	50,000	14,05,000
•	Commission							
•	Others, please specify							
Total (1)		—	3,25,000	3,40,000	4,95,000	1,95,000	50,000	14,05,000
2. Other Non-Executive Directors								
•	Fee for attending board/committee meetings	-	-	-	-	-	-	-
•	Commission	-	-	-	-	-	-	-
•	Others, please specify	-	-	-	-	-	-	-
Total (2)		-	-	-	-	-	-	-
Total (B)=(1+2)		-	3,25,000	3,40,000	4,95,000	1,95,000	50,000	14,05,000
§Total Managerial Remuneration (A+B)		13,374,354						
Overall Ceiling as per the Companies Act, 2013		1,68,00,000						

*Mr. Brahm Dutt was appointed as an Additional Director (Category: Independent) and Chairman of the Board w.e.f.14th May, 2020.

#Mr. Atanu Sen resigned as a Director w.e.f. 14th January, 2020.

**Prof. Santanu Ray was appointed as an Additional Director (Category: Independent) w.e.f. 30th July, 2019.

***Mr. Ashok Kumar Mangotra was appointed as an Additional Director (Category: Independent) w.e.f. 30th September, 2019 and he resigned as a Director w.e.f. 22nd November, 2019.

§Excludes sitting fees.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB –

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Chief Financial Officer		Company Secretary	Total
		*Mr. Jai Prakash Shaw	%Mr. Arindam Bhowmick	Mr. Naresh Mathur	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 196	2,288,427	–	2,447,935	47,36,362
	(b) Value of perquisites under Section 17(2) Income-tax Act, 1961	29,700	–	32,400	62,100
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission- as % of profit- others, specify...	–	–	–	–
5.	Others, please specify	–	–	–	–
	Total:	2,318,127	–	2,480,335	47,98,462

*Mr. Jai Prakash Shaw resigned as the Chief Financial Officer w.e.f. 28th February, 2020. His remuneration pertains to the period 01.04.2019 - 28.02.2020.

%Mr. Arindam Bhowmick was appointed as the Chief Financial Officer w.e.f. 24th July, 2020

Note: The remuneration details in the above table are on payment basis as per the Income Tax Act, 1961 and not on accrual basis as disclosed elsewhere in the Annual Report.

VII. Penalties / Punishment / Compounding of Offences - NIL

On behalf of the Board of Directors

For **Bharat Road Network Limited**

Bajrang Kumar Choudhary
Managing Director
DIN: 00441872

Santanu Ray
Director
DIN: 00642736

Place : Kolkata
Date : 24.07.2020

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of an organization. Good Corporate Governance leads to long term shareholders value and enhances interest of other stakeholders.

Bharat Road Network Limited ("BRNL") believes that any meaningful policy on Corporate Governance must empower the Executive Management of the Company. At the same time, Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the Executive Management are used with care and responsibility to meet stakeholders' aspirations and societal expectations. The Company is committed to achieve the good standards of Corporate Governance on a continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate cultures which aim at a true Corporate Governance.

BRNL understands and respects its fiduciary and trusteeship role and responsibility to its stakeholders and strives hard to meet their expectations. BRNL believes that Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

Your Company's Equity Shares are listed on two Stock Exchanges in India, namely, BSE Limited and National Stock Exchange of India Limited. Your Company strives to achieve highest standards of Corporate Governance and take necessary steps at appropriate times for enhancing and meeting stakeholders' expectations while complying with the mandatory provisions of Corporate Governance. With this belief, your Company has complied with the Corporate Governance requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015").

In accordance with the SEBI Listing Regulations, 2015, requisite details are as under:

Mandatory Requirements

Company's philosophy on Code of Governance

The philosophy of your Company in relation to Corporate Governance is to endeavor to maintain the highest standard of Corporate Governance through achievement of the following objectives:

1. To protect and facilitate the shareholders to exercise their rights;
2. To provide adequate and timely information to all the stakeholders;
3. To ensure equitable treatment to all shareholders;
4. To enhance the stakeholders' value with strong emphasis on transparency, accountability and integrity, via optimum utilisation of the resources and ethical behavior of the enterprise; and
5. To ensure timely and accurate disclosure on all matters including financial situation, performance, ownership and governance of the Company.

There is a clear demarcation of duties and responsibilities among the Managing Director, Company Secretary, Chief Financial Officer and other Senior Managerial Personnel, to ensure best corporate performance and socio-economic value creation.

Board of Directors

• Composition

The Board has a strength of 6 (six) Directors as on the date of this report. The Board comprises of optimum combination of Executive and Independent Directors, including a Woman Director, with more than 50 (fifty) per cent of the Board comprising of Independent Directors. In compliance with the requirements of the SEBI Listing Regulations, 2015, more than half of the board of directors comprises of Independent Directors.

Your Company has 1 (one) Executive Director and 5 (Five) Independent Directors on its Board, of which 1 (one) is a Woman Director.

The Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Company sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. The Company has framed a Policy on Board Diversity which sets out the approach to diversity on the Board of Directors of the Company.

During the year, majority of the Board comprised of Independent Directors. Independent Directors play a crucial role in maintaining balance to the Board processes by bringing independent judgment on issues of strategy, performance, resources, technology, finance, standards of the Company, conduct, etc.

In compliance of the SEBI Listing Regulations, 2015:

- (a) *None of the Director serves as a Director in more than 8 (Eight) listed entities;
- (b) *None of the Directors on the Board serve as an Independent Director of more than 7 (Seven) listed entities across all entities in which he/she is a Director;
- (c) *The Whole time Director / Managing Director is not serving as an Independent Director in more than 3 (three) listed companies;

- (d) **None of the Director is a member of more than 10 (ten) Board Level Committees nor are they Chairperson of more than 5 (five) Committees in which they are members across all the listed entities where they are directors;

*Entities whose equity shares are listed on a Stock Exchange have been considered.

**For assessment of these criteria, the membership/chairmanship of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered and the limit of the committees on which a director may serve in all public limited companies (including deemed public companies), whether listed or not, has been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have been excluded.

Further, in compliance with Section 165 of the Companies Act, 2013, none of the Directors on the Board hold directorship in more than

20 (Twenty) companies at the same time with the directorship in public companies not exceeding 10 (Ten). All the Directors have made necessary disclosures regarding committee positions / directorship occupied by them in other listed entities/public limited companies (whether listed or not) in accordance with Regulation 26 of the SEBI Listing Regulations, 2015.

The Composition of the Board of Directors as on the date of this report is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, 2015. The details of the Board of Directors as on the date of this report are as under:

Sl. No.	Directors	DIN	Category
1.	Mr. Brahm Dutt	05339535	Non-Executive and Independent Director
2.	Mr. Pradeep Singh	05308908	Non-Executive and Independent Director
3.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	06547361	Non-Executive and Independent Director (Woman Director)
4.	Mr. Bajrang Kumar Choudhary	00441872	Managing Director – Executive Director
5.	Prof. Santanu Ray	00642736	Non-Executive and Independent Director
6.	Mr. Praful Tayal	02228858	Non-Executive and Independent Director

None of the Directors of the Company are related to any other Director on the Board.

Your Company has in place Directors' and Officers' Liability Insurance Policy for an amount of ₹ 15,00,00,000/- (Rupees Fifteen Crore only) in order to safeguard and protect the interests of the Directors from any contingent liabilities. The said Policy is renewed annually.

Shareholding of Directors & Key Managerial Personnel (KMP)

As on date of this Report, Mr. Bajrang Kumar Choudhary, Managing Director (MD), Mr. Arindam Bhowmick, Chief Financial Officer (CFO) and Mr. Naresh Mathur, Company Secretary (CS), are the Whole-time Key Managerial Personnel (KMP) of the Company, in accordance with Section 203 of the Companies Act, 2013.

Mr. Bajrang Kumar Choudhary, Managing Director holds 9,589 shares in the Company as on March 31, 2020. There has been no change in his shareholding during the year under review.

None of the Independent Directors of your Company hold any shares or other convertible instruments in the Company.

Except Mr. Bajrang Kumar Choudhary, none of the other Key Managerial Personnel (KMPs) holds any equity shares in the Company.

Appointment of Directors

The Board has formulated the Nomination and Remuneration Policy for Directors, Key Managerial Personnel (KMP) and other employees in terms of the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. The said Policy outlines the appointment criteria and qualifications, the term/tenure of the Directors on the Board of the Company and the matters related to their remuneration. The link to the said Policy has been provided elsewhere in this Annual Report.

Succession Plan

The Company recognizes the importance of effective executive leadership to its success and has initiated requisite steps to put in

place a Succession Plan for appointments to the Board and to the Senior Management. The Nomination and Remuneration Committee of the Company is entrusted with the responsibility to oversee succession planning for the Board and the Senior Management.

Responsibilities

The Board looks after strategic planning and policy formulation. The Managing Director is responsible for corporate strategy, planning, external contacts and Board matters. The Senior Management Personnel heading respective divisions are responsible for all day-to-day operational issues, profitability, productivity, recruitment and employee retention for their divisions.

Independent Directors (IDs)

As on the date of this report, the Company has 5 (five) Independent Directors on its Board out of the total strength of 6 (six) Directors.

All the Independent Directors of the Company furnish a declaration at the time of their appointment and also annually that they qualify the tests of their being independent as laid down under Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. All requisite declarations, as received from Independent Directors, were duly placed before the Board and in the opinion of the Board, all the Independent Directors satisfy the criteria of independence as defined under the Companies Act, 2013 and SEBI Listing Regulations, 2015.

Meeting of Independent Directors (IDs)

The Independent Directors (IDs) met on 23rd July, 2020 without the presence of other members on the Board of Directors and the Management Team. The Meeting enabled them to discuss various matters pertaining to the Company's affairs and thereafter, they put forth their combined views to the Board. The IDs reviewed the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform its duties. The IDs also

evaluated the performance of Chairperson, Non-Independent Director and Board as a whole.

Familiarization Programmes for IDs

In terms of Regulation 25(7) of the SEBI Listing Regulations, 2015, the Company is required to conduct Familiarisation Programme for its IDs to familiarise them about the Company, including nature of industry in which the Company operates, business model of the Company, roles, rights and responsibilities of IDs and any other relevant information. Further, pursuant to Regulation 46 of SEBI Listing Regulations, 2015, the Company is required to disseminate on its website, details of familiarization programme imparted to IDs, including the details of (i) number of programmes attended by IDs (during the year and on a cumulative basis till date), (ii) number of hours spent by IDs in such programmes (during the year and on a cumulative basis till date), and (iii) other relevant details.

The familiarization programmes conducted for the IDs are in line with the Policy adopted by the Board of Directors in connection thereof. Members of the Board have complete access to the information within the Company and IDs get an opportunity to interact with Officials of the Management. The Management provides information as detailed in the Familiarization Policy for the IDs either at the Board Meeting(s) or Committee Meeting(s) or otherwise. IDs have the freedom to interact with the Company's Management. They are given all documents sought by them for enabling a good understanding of the Company, its various operations and industry segments of which it is a part.

Further, the Management of your Company makes various presentations to the IDs on an ongoing basis which, inter alia,

includes Company overview, various business verticals, latest key business highlights, financial statements and evolution as part of the familiarisation programme.

The Board has open channels of communication with executive management which allows free flow of communication among Directors in terms of raising query, seeking clarifications and other related information.

The Company Secretary also regularly apprises the Board Members about their roles, rights and responsibilities in your Company, from time to time, as per the requirements of the SEBI Listing Regulations, 2015, Companies Act, 2013, read together with the Rules and Schedules thereunder and other relevant laws.

The link to the details of familiarization programmes imparted to IDs, as required under Regulation 46 of SEBI Listing Regulations, 2015, has been provided elsewhere in this Annual Report.

Key skills/expertise/competence of the Board of Directors

The Board of Directors of the Company comprises qualified members who bring in the required skills, expertise, and competence to allow them to make effective contribution to the Board and its Committees. The Board members are committed to ensuring that the Board is in well compliance with the highest standards of corporate governance.

In terms of SEBI Listing Regulations, 2015, the Company identified the following list of core skills/expertise/competencies required in the context of the Company's business(es) and sector(s) for it to function effectively and those which are actually available with the Board:

Management and leadership experience	Management and leadership experience in the areas of business development, strategic planning, merger and acquisition, investments / divestments in guiding and leading the management teams to make informed decisions.
Industry Experience	Deep domain knowledge and expertise in Roads and Highways Sector, in-depth understanding of sectorial policies and Regulatory Affairs, quantitative and qualitative analysis of contractual obligations, understanding of key geographies.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture.
Functional and managerial experience	Knowledge and skills in accounting and finance, tax, business judgment, general management practices and processes, legal, crisis response and management, macro-economic perspectives, human resources, labour laws and risk management.
Corporate Governance	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.

Further, in the table below, the specific areas of skills/expertise/competencies of individual Board members have been highlighted:

Name of the Director	Skills/Expertise/Competencies				
	Management and leadership experience	Industry Experience	Diversity	Functional and managerial experience	Corporate Governance
Mr. Pradeep Singh	✓	✓	✓	✓	✓
Mr. Praful Tayal	-	✓	✓	-	✓
Dr. (Ms.) Tuk Tuk Ghosh Kumar	-	✓	✓	-	✓
Prof. Santanu Ray	✓	-	✓	✓	✓
Mr. Brahm Dutt	✓	✓	✓	✓	✓
Mr. Bajrang Kumar Choudhary	✓	✓	✓	✓	✓

Meetings

6 (Six) Meetings of the Board of Directors of the Company were held during the Financial Year 2019-20 on 20th April, 2019, 4th May, 2019, 28th May, 2019, 13th August, 2019, 10th November, 2019 and 12th February, 2020.

The maximum time gap between any two consecutive meetings did not exceed 120 (One Hundred Twenty) days. Further, in line with Paragraph 4 of Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company endeavors that the gap between the clearance of accounts by audit committee and approval of accounts at the board meeting is as narrow as possible.

The Board meets at least once in a quarter to review the business performance and other items of the agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Meetings are governed by structured agenda and all major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. In addition, specific cases of acquisitions / divestment, important managerial decisions, material positive/negative developments and statutory matters are also presented to the Board for their approval.

As a system, the Agenda papers, along with the explanatory notes, for Board Meetings are circulated well in advance to the Directors. Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. Every Board Member is free to suggest items for inclusion in the Agenda.

The information as specified in Part A of Schedule II read with Regulation 17(7) of SEBI Listing Regulations, 2015 is regularly made available to the Board, whenever applicable, for discussion and consideration. Considerable time is spent by the Directors on discussions and deliberations at the Board Meetings.

In some instances, documents are tabled at the Meetings and presentations are also made by the respective executives on the matters related to them at the Board Meetings. Documents containing Unpublished Price Sensitive Information (UPSI) are submitted to the Board and Committee Members, at a shorter notice, as per the general consent taken from the Board, from time to time.

Further, in compliance with the Secretarial Standard –1 on 'Meetings of the Board of Directors' (SS-1) issued by the Institute of Company Secretaries of India (ICSI), any item not included in the Agenda is taken up for consideration before the Board with the permission of the Chairman and with the consent of majority of Directors present at the Meeting.

In compliance with the Secretarial Standard –1 on 'Meetings of the Board of Directors' (SS-1), the Company Secretary records minutes of proceedings of each Board and Committee Meeting. Draft minutes are circulated to the Board/Committee members within 15 (fifteen) days from the date of conclusion of the Meeting for their comments and the Minutes are entered in the Minutes Book within 30 (thirty) days from the date of conclusion of the Meeting. Action Taken Report on the decisions of the previous Meeting(s) is placed at the immediately succeeding Meeting of the Board/Committee(s) for information and review by the Board/Committee(s).

Attendance of each Director at Board Meetings held during the Financial Year 2019-20 and at the last Annual General Meeting (AGM):

Directors	No. of Board Meetings		Attendance at last AGM
	Held	Attended	
*Mr. Brahm Dutt	6	NA	NA
Mr. Bajrang Kumar Choudhary	6	6	Yes
Mr. Pradeep Singh	6	4	Yes
**Mr. Atanu Sen	6	4	No
Dr. (Ms.) Tuk Tuk Ghosh Kumar	6	6	Yes
***Prof. Santanu Ray	6	3	Yes
#Mr. Praful Tayal	6	NA	NA
%Mr. Ashok Kumar Mangotra	6	1	NA

NA - Not Applicable

*Mr. Brahm Dutt was appointed as an Additional Director (Category: Independent) and Chairman of the Board w.e.f. 14th May, 2020.

**Mr. Atanu Sen resigned as an Independent Director w.e.f. 14th January, 2020

***Prof. Santanu Ray was appointed as an Independent Director w.e.f. 30th July, 2019

#Mr. Praful Tayal was appointed as an Additional Director (Category: Independent) w.e.f. 14th May, 2020.

%Mr. Ashok Kumar Mangotra was appointed as an Additional Director (Category: Independent) w.e.f. 30th September, 2019 and he resigned w.e.f. 22nd November, 2019

Number of other Companies or Committees in which the Director is a Member / Chairman

The following table gives the number of outside directorships and the Committee positions held by each of the Directors as on the date of this report –

Directors	No. of Directorship in other Companies (i.e., other than Bharat Road Network Limited)		No. of Committee positions held in Indian Public Limited Companies (other than Bharat Road Network Limited)***		#List of Directorship in other listed entities and Category of directorship	
	Indian Public Limited Companies*	Others**	Chairman	Member		
@Mr. Brahm Dutt	–	–	–	–	–	
Mr. Bajrang Kumar Choudhary	–	–	–	–	–	
Mr. Pradeep Singh	1	3	–	–	–	
Dr. (Ms.) Tuk Tuk Ghosh Kumar	2	2	–	2	–	
^Mr. Praful Tayal	1	2	–	–	–	
%Prof. Santanu Ray	9	–	5	8	Name of the Company	Category of Directorship
					Century Plyboards (India) Ltd.	Independent Director
					La Opala R G Limited	
					Genesis Exports Ltd	
					Star Cement Limited	
					Shyam Century Ferrous Limited	
					SKP Securities Ltd.	

@Mr. Brahm Dutt was appointed as an Additional Director (Category: Independent) and Chairman of the Board w.e.f. 14th May, 2020.

^ Mr. Praful Tayal was appointed as an Additional Director (Category: Independent) w.e.f. 14th May, 2020.

%Prof. Santanu Ray has been appointed as an Additional Director (Category: Independent) w.e.f. 30.07.2019

*Includes Directorships in private companies that are subsidiaries of a public company (deemed Public Companies)

**Includes Directorships in private limited companies (other than private companies that are subsidiary company of a public company), foreign entities, companies under Section 8 of the Companies Act, 2013, alternate Directorships, Directorship/Memberships of Managing Committees of various Chambers/ Institutions/Universities and proprietorship of firms.

***Includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies (includes private companies which are subsidiaries of public companies), whether listed or not.

#Listed entities have been identified from confirmations / declarations received from respective Directors and Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website for companies and exclude directorship(s) in foreign listed entities.

Board Committees

The Board has constituted various Committees consisting of Executive and Non-Executive Directors to focus on the critical functions of the Company. The Board Committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas/activities which concern the Company and need a closer review. They are set up under the formal approval of the Board, to carry out the clearly defined role which is considered to be performed by Members of the Board, as a part of good Corporate Governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval, as the case may be. Further, minutes of proceedings of the Committees are circulated to the Members thereof and are placed before the Board, at its Meetings, for noting thereat.

The Company has the following Board level committees as on the date of this Report:

- A. Audit Committee
- B. Nomination & Remuneration Committee

- C. Stakeholders' Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Committee of Directors

The Board is authorized to constitute additional functional committees, from time to time, depending on business needs.

The Terms of Reference for the various Committees, including their roles and powers, is in accordance with the relevant provisions of Companies Act, 2013, the SEBI Listing Regulations, 2015 and other applicable Rules and Regulations issued by the concerned Regulators, from time to time.

Each of the Committees has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function.

A. Audit Committee

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015.

The Board of Directors at its Meeting held on 10th November, 2019 and 24th July, 2020 had re-constituted the Audit Committee upon appointment / resignation of Directors, details of which has been given in the Directors' Report forming part of this Annual Report.

The Audit Committee of your Company presently comprises of the following Members:

Sl. No.	Name	Category	Designation
1.	Mr. Brahm Dutt	Independent Director	Chairman
2.	Mr. Pradeep Singh	Independent Director	Member
3.	Prof. Santanu Ray	Independent Director	Member
4.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Independent Director	Member

The Managing Director and the Statutory Auditors of the Company are invited to attend the Meetings of the Committee. The Committee also invites senior executives at its Meetings, as it considers appropriate.

The representatives of Internal Auditors and the Chief Financial Officer (CFO) of the Company attend the meetings of the Audit Committee as invitees and the Company Secretary acts as the Secretary to the Committee.

All the Members of the Audit Committee are financially literate and have accounting or related financial management expertise.

The Terms of Reference of this Committee includes oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible, recommending appointment, remuneration and terms of appointment of auditors, reviewing/ examining quarterly and annual Financial Statements and Auditor's Report(s) thereon, before submission to the Board for approval, evaluate Company's internal financial controls and risk management systems, reviewing performance of statutory and internal auditors and adequacy of internal control systems, reviewing the functioning of the Whistle Blower Mechanism and other matters specified for Audit Committee in Section 177 of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI Listing Regulations, 2015, read with Schedule II thereto.

During the Financial Year 2019-20, 5 (five) Meetings of the Audit Committee were held. Moreover, the requisite quorum was present in all the Meetings of the Audit Committee held during the year.

Details of Audit Committee Meetings during the Financial Year:

Sl. No.	Date	Committee Strength	No. of Members Present
1.	20th April, 2019	3	3
2.	28th May, 2019	3	3
3.	13th August, 2019	3	2
4.	10th November, 2019	3	2
5.	12th February, 2020	3	3

Attendance at Audit Committee Meetings during the Financial Year:

Member	No. of Meetings	
	Held	Attended
*Mr. Brahm Dutt	5	NA
Mr. Pradeep Singh	5	3
**Mr. Atanu Sen	5	4
Dr. (Ms.) Tuk Tuk Ghosh Kumar	5	5
@Prof. Santanu Ray	5	1

NA – Not Applicable

*Mr. Brahm Dutt was inducted as the member of the Audit Committee w.e.f. 24th July, 2020.

**Mr. Atanu Sen resigned as the member of the Audit Committee w.e.f. 14th January, 2020.

@Prof. Santanu Ray was inducted as the member of the Audit Committee w.e.f. 10th November, 2019.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015.

Further, the Board of Directors at its Meeting held on 10th November, 2019, through a Circular Resolution passed on 25th November, 2019 and at its meeting held on 24th July, 2020 had re-constituted the Nomination and Remuneration Committee upon appointment / resignation of directors, the details of which has been given in the Directors' Report forming part of this Annual Report.

The Nomination and Remuneration Committee of your Company presently comprises of the following Members:

Sl. No.	Name	Category	Designation
1.	Prof. Santanu Ray	Independent Director	Chairman
2.	Mr. Pradeep Singh	Independent Director	Member
3.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Independent Director	Member
4.	Mr. Brahm Dutt	Independent Director	Member

Mr. Naresh Mathur, Company Secretary, acts as the Secretary to the Committee.

The Committee evaluates the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable Statutes, Rules and Regulations, which the Committee deems relevant, makes recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company, identifies the persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommends to the Board their appointment and removal and other matters specified for Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015, read with Schedule II thereto.

During the Financial Year 2019-20, 3 (three) meetings of the Nomination and Remuneration Committee were held. Moreover, the requisite quorum was present at all the meetings of Nomination and Remuneration Committee held during the year.

Details of Nomination and Remuneration Committee Meetings held during the Financial Year:

Sl. No.	Date	Committee Strength	No. of Members Present
1.	20th April, 2019	3	3
2.	27th May, 2019	3	3
3.	11th February, 2020	3	3

Attendance at Nomination and Remuneration Committee Meetings during the Financial Year:

Member	No. of Meetings	
	Held	Attended
*Mr. Brahm Dutt	3	NA
**Mr. Atanu Sen	3	2
Mr. Pradeep Singh	3	3
Dr. (Ms.) Tuk Tuk Ghosh Kumar	3	3
%Prof. Santanu Ray	3	1
@Mr. Ashok Kumar Mangotra	3	NA

NA – Not Applicable

*Mr. Brahm Dutt was inducted as the member of the Nomination and Remuneration Committee w.e.f. 24th July, 2020.

**Mr. Atanu Sen ceased as a member of the Nomination and Remuneration Committee w.e.f. 10th November, 2019

%Prof. Santanu Ray was inducted as the member of the Nomination and Remuneration Committee w.e.f. 25th November, 2019

@Mr. Ashok Kumar Mangotra was inducted as the member of the Nomination and Remuneration Committee w.e.f. 10th November, 2019 and he ceased as a member on 22nd November, 2019

The Nomination and Remuneration Committee, at its aforesaid Meetings, discussed and approved various matters delineated in its terms of reference, including formulation of the Nomination and Remuneration Policy, Policy on Board Diversity, setting of Performance Evaluation Criteria, Succession Planning, etc. The link to the Nomination and Remuneration Policy as well as Policy on Board Diversity has been provided elsewhere in this Annual Report.

Performance Evaluation

The Nomination and Remuneration Committee (NRC) of your Company has formulated and laid down criteria for Performance Evaluation and has adopted a formal mechanism for evaluating the performance and effectiveness of the Board (including Committees) and every Director (including Managing Director, Independent Directors and Chairman of the Board) pursuant to provisions of Section 134, Section 149 read with the Code for Independent Directors (Schedule IV), Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations, 2015 covering, inter alia, the following parameters:

- Board Evaluation - degree of fulfilment of key responsibilities; Board culture and dynamics, amongst others;
- Board Committee Evaluation - effectiveness of meetings; Committee dynamics amongst others; and
- Individual Director Evaluation (including Independent Directors) - contribution at Board Meetings, amongst others.

The detailed process of Performance Evaluation has been given in the Directors' Report, forming part of this Annual Report.

C. Stakeholders Relationship Committee

The Stakeholders' Relationship Committee (SRC) has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, 2015.

The Board of Directors at its Meeting held on 10th November, 2019 and 12th February, 2020 re-constituted the Stakeholders Relationship Committee upon induction /resignation of Directors.

The Stakeholders Relationship Committee of your Company presently comprises of the following Members -

Sl. No.	Name	Category	Designation
1.	Mr. Praful Tayal	Independent Director	Chairman
	Mr. Pradeep Singh	Independent Director	Member
2.	Mr. Brahm Dutt	Independent Director	Member
3.	Mr. Bajrang Kumar Choudhary	Executive Director	Member

Mr. Naresh Mathur, Company Secretary acts as the Secretary to the Committee and is assigned with the responsibilities of overseeing investor grievances.

The Committee oversees and reviews redressal of shareholder and investor grievances, transfer & transmission of shares, issue of duplicate share certificates, exchange of new design share certificates, recording dematerialisation and rematerialisation of shares, deal with matters relating to BRNL Code of Conduct for Prohibition of Insider Trading (BRNL Insider Code) framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other related matters.

During the Financial Year 2019-20, 1(One) Meeting of the Committee was held. Moreover, the requisite quorum was present at the meeting of Stakeholders Relationship Committee held during the year.

Details of Stakeholders Relationship Committee Meeting during the Financial Year:

Sl. No.	Date	Committee Strength	No. of Members Present
1.	27th May, 2019	3	3

Attendance at Stakeholders Relationship Committee Meeting during the Financial Year:

Member	No. of Meetings	
	Held	Attended
Mr. Pradeep Singh	1	1
*Mr. Atanu Sen	1	NA
**Mr. Bajrang Kumar Choudhary	1	1
***Dr. (Ms.) Tuk Tuk Ghosh Kumar	1	1
@Mr. Ashok Kumar Mangotra	1	NA

NA – Not Applicable

*Mr. Atanu Sen was inducted as a member of Stakeholders Relationship Committee w.e.f. 10th November, 2019. He ceased to be a member w.e.f. 14th January, 2020.

**Mr. Bajrang Kumar Choudhary ceased as a member of Stakeholders Relationship Committee w.e.f. 10th November, 2019.

***Dr. (Ms.) Tuk Tuk Ghosh Kumar ceased as a member of Stakeholders Relationship Committee w.e.f. 10th November, 2019.

@Mr. Ashok Kumar Mangotra was inducted as the member of the Stakeholders Relationship Committee w.e.f. 10th November, 2019 and he ceased as a member on 22nd November, 2019

Status of Investors' Grievances for Equity Shares:

The Company has formulated and put in place a comprehensive Investor Grievance Redressal Mechanism prescribing the standards of shareholders' service & grievance redressal procedure and mechanism to be adhered to by the Registrar and Share Transfer

Agents as well as by the Company. The said mechanism has also been hosted on the website of the Company, www.brnl.in. Equity Shareholders can write to the Company at cs@brnl.in on a day to day basis.

During the Financial Year 2019-20, the Company received 2 complaints from the equity shareholders as received by the Registrar and Share Transfer Agent. These complaints were general in nature, which included issues relating to non-receipt of refund order which were all resolved to the satisfaction of the shareholders. As on 31st March, 2020, there were no pending investor complaints.

Further, pursuant to Regulation 13(3), read with Regulation 13(4) of the SEBI Listing Regulations, 2015, Statements of Investor Complaints, as received from the Registrar & Share Transfer Agents, KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), for Equity shares, were filed with the Stock Exchanges, on a quarterly basis and the said Statements were also placed before the Board of Directors for information and noting at their subsequent Meetings.

D. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has been constituted in line with the provisions of Section 135 of the Companies Act, 2013.

The Board of Directors at its Meeting held on 10th November, 2019 and 24th July, 2020 had re-constituted the Corporate Social Responsibility Committee upon appointment / resignation of directors, the details of which has been given in the Directors' Report forming part of this Annual Report.

The Corporate Social Responsibility Committee of your Company presently comprises of the following Members:

Sl. No.	Name	Category	Designation
1.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Independent Director	Chairman
2.	Mr. Bajrang Kumar Choudhary	Executive Director	Member
3.	Mr. Praful Tayal	Independent Director	Member

Mr. Naresh Mathur, Company Secretary acts as the Secretary to the Committee.

The Committee is responsible for monitoring the Corporate Social Responsibility Policy ('CSR Policy') of the Company, from time to time, to recommend to the Board of Directors amount to be spent towards CSR, to institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company, etc. The Company's CSR Policy is available on the Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

During the Financial Year 2019-20, 2 (two) Meetings of the Corporate Social Responsibility (CSR) Committee were held. Moreover, the requisite quorum was present at all the meetings of Corporate Social Responsibility Committee held during the year.

Details of Corporate Social Responsibility Committee Meeting during the financial year:

Sl. No.	Date	Committee Strength	No. of Members Present
1.	27th May, 2019	3	3
2.	11th February, 2020	3	3

Attendance at Corporate Social Responsibility Committee Meeting during the Financial Year:

Member	No. of Meetings	
	Held	Attended
Dr. (Ms.) Tuk Tuk Ghosh Kumar	2	2
*Mr. Atanu Sen	2	1
Mr. Bajrang Kumar Choudhary	2	2
**Prof. Santanu Ray	2	1

*Mr. Atanu Sen ceased to be a member of Corporate Social Responsibility Committee w.e.f. 14th January, 2020.

**Prof. Santanu Ray was inducted as a member of Corporate Social Responsibility Committee w.e.f. 10th November, 2019.

E. Committee of Directors

The Board of Directors has constituted the Committee of Directors. The said Committee considers and approves, inter-alia, Borrowings, Investments, Creation of Charge on the moveable and immovable properties of the Company upto the limit approved by the Board and Shareholders of the Company under sections 180(1)(a), 180(1)(c) and 186 of the Companies Act, 2013 and all other operational / administrative matters as may be necessary for day to day operations of the Company.

The Board of Directors at its Meeting held on 10th November, 2019 and 24th July, 2020 had re-constituted the Committee of Directors upon appointment / resignation of directors.

The Committee of Directors presently comprises of the following Members -

Sl. No.	Name	Category	Designation
1.	Mr. Bajrang Kumar Choudhary	Managing Director (Executive Director)	Chairman
2.	Prof. Santanu Ray	Independent Director	Member
3.	Mr. Praful Tayal	Independent Director	Member

Mr. Naresh Mathur, Company Secretary acts as the Secretary to the Committee.

The Terms of Reference of the Committee includes oversight of banking and borrowing related matters, to authorize investment of the funds of the Company within the limits approved under Section 186 of the Companies Act, 2013, to authorize borrowings within the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013, to authorise the Company officials for signing various agreements, deeds and documents, etc., to consider, approve and submit various Bid documents, etc., for promotion, investment, joint venture and/or expression, etc., of business of the Company in the Infrastructure sector, amongst others.

During the Financial Year 2019-20, no meetings of Committee of Directors were held.

Remuneration of Directors

Details of Remuneration paid to Directors for the Financial Year ended March 31, 2020 are as follows:

(Amount in ₹)

Name of Director	Sitting Fees	Salary & Perquisites (+ Bonus & Pension)	Commission	Total
*Mr. Brahm Dutt	N.A.	–	–	NA
Mr. Bajrang Kumar Choudhary	N.A.	14,083,746	–	14,083,746
Mr. Pradeep Singh	325,000	–	–	325,000
Mr. Atanu Sen	340,000	–	–	340,000
Dr. (Ms.) Tuk Tuk Ghosh Kumar	495,000	–	–	495,000
**Prof. santanu Ray	195,000	–	–	195,000
***Mr. Praful Tayal	NA	–	–	NA
#Mr. Ashok Kumar Mangotra	50000	–	–	50000

*Independent Director w.e.f. 14th May, 2020

**Independent Director w.e.f. 30th July, 2019

***Independent Director w.e.f. 14th May, 2020

Independent Director w.e.f. 30th September, 2019 and resigned w.e.f. 22nd November, 2019

The appointment of Whole time Director / Managing Director is governed by resolution passed by the Nomination and Remuneration Committee, Board of Directors and the Shareholders of the Company, which covers the terms and conditions of such appointment, including remuneration. Further, payment of remuneration to Whole time Director / Managing Director is also governed by the agreement executed between him and the Company, and approval of Shareholders. The tenure of office of the Managing Director is for 3 (Three) years, effective from 1st November, 2019 and as approved by the shareholders at the 12th Annual General Meeting of the Company held on 14th December, 2019 and can be terminated by giving 3 (three) months advance notice in writing. There is no separate provision for payment of severance fees. The Managing Director is presently liable to retirement by rotation.

The remuneration of Executive Director is divided into two components, viz., fixed component of salaries, perquisites and retirement benefits and variable component of performance based incentive. The remuneration, including annual increment and performance incentive, is decided based on the criticality of the roles and responsibilities, the Company's performance vis-a-vis the annual budget achievement, individual's performance vis-a-vis key result areas, industry benchmark and current compensation trends in the market.

The Non-Executive Directors are paid remuneration by way of sitting fees for each Meeting of the Board or any Committee thereof attended by them and reimbursement of out-of pocket expenses incurred, wherever applicable, for attending such Meetings. The sitting fees, as determined by the Board, is presently, ₹ 50,000/- for attending each Meeting of the Board, ₹ 25,000/- for attending each Meeting of the Audit Committee and ₹ 10,000/- for attending each Meeting of other Committees. The aforesaid payment is well within the limits prescribed under the Companies Act, 2013 and Rules made therein.

No pecuniary transactions have been entered into by the Company with any of the Non-Executive Directors of the Company, except the payment of aforesaid sitting fees to them.

Currently, the Company does not have any stock option plan.

The terms of appointment of the Independent Directors of the Company have been broadly elaborated in the letter of appointment issued to them at the time of their appointment. Draft letter of appointment to Independent Directors has been hosted on the website of the Company, www.brnl.in.

Code of Conduct for Directors and Senior Management

A Code of Conduct as applicable to the Board of Directors and Senior Management (Vice Presidents and above) as approved by the Board, has been displayed on the Company's website www.brnl.in. The Board Members and Senior Management have affirmed their compliance with the Code as at 31st March, 2020 and a Declaration signed by the Managing Director (MD) in this regard pursuant to Regulation 34(3) of SEBI Listing Regulations, 2015, read with Schedule V thereto, forms part of this Annual Report.

Further, pursuant to Regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management of the Company have affirmed that they have not entered into any material, financial and commercial transactions during the year in which they had personal interest, that may have potential conflict of interest with the Company.

Subsidiary Companies' Monitoring Framework

As on 31st March, 2020, your Company has 2 (two) "Unlisted Material Subsidiaries" as per Regulation 24 of SEBI Listing Regulations, 2015.

All subsidiary companies are managed by their Boards, having the rights and obligations to manage such companies in the best interest of their stakeholders.

The details of the Independent Directors of your Company who are serving on the Board of your Company's unlisted Material Subsidiaries are as under –

Sl. No.	Name of the Material Subsidiary	Name of the Independent Director serving on the Board of Material Subsidiary	Date of Appointment
1.	Solapur Tollways Private Limited	Mr. Pradeep Singh	06.11.2018
2.	Guruvayoor Infrastructure Private Limited	Dr. (Ms.) Tuk Tuk Ghosh Kumar	06.07.2018

These Directors are paid sitting fees of ₹ 10,000/- for attending each Meeting of the Board of Directors of Subsidiary Companies. The aforesaid payment is well within the limits prescribed under the Companies Act, 2013 and Rules made therein.

The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial Statements of the unlisted subsidiary companies, in particular investments made by them, are reviewed quarterly by the Company's Audit Committee.

- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board, at its Meetings.
- Minutes of Board Meetings of unlisted subsidiary company(s) are placed before your Company's Board at its Meetings on a regular basis.

The Company has formulated a Policy for determining 'Material' Subsidiaries in accordance with the SEBI Listing Regulations, 2015. The said Policy is available on the Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

General Body Meetings

Details of the location of the last three Annual General Meetings (AGMs) and the details of special resolutions passed -

ANNUAL GENERAL MEETINGS (AGMs):

Details	Financial Year	Date & Time	Venue	No. of Special Resolution(s) passed
12th AGM	2018-19	14th December, 2019 at 11:30 A.M.	India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091	1*
11th AGM	2017-18	28th September, 2018 at 3:30 P.M.	India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091	2**
10th AGM	2016-17	16th December, 2017 at 11:00 A.M.	India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V Salt Lake City, Kolkata – 700 091	2***

*1 Special Resolution was passed -

- Re-Appointment of Mr. Bajrang Kumar Choudhary (DIN-00441872) as the Managing Director.

**2 Special Resolutions were passed -

- Alteration of the Articles of Association (AOA) of the Company
- Authorisation to the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed u/s 186 of the Companies Act, 2013.

***2 Special Resolutions were passed -

- Approval for Maintenance of the Register of Members with the Registrar & Share Transfer Agent (RTA); and
- Alteration of the Object Clause of the Memorandum of Association of the Company.

During the year under review, no Extra Ordinary General Meeting was held.

Special Resolution passed last year through Postal Ballot – details of voting pattern

During the year under review, no resolution was put through by Postal Ballot. Further, no special resolution is being proposed by your Company to be passed through Postal Ballot.

Means of Communication

Your Company informs the Stock Exchanges in a prompt manner, all price sensitive information as well as all such other matters which

in its opinion are material and relevant for the Shareholders. The Company effectively uses NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre, a web based application designed by National Stock Exchange of India Limited and BSE Limited, respectively, for filing of Shareholding Pattern, Corporate Governance Report, Financial Statements and significant corporate announcements.

Quarterly Results	The Quarterly Results of the Company are published in prominent English Newspapers having nationwide circulation as well as Bengali Newspapers and also hosted on the Company's website, www.brnl.in. Further, pursuant to Regulation 47, read with Regulation 33, of the SEBI Listing Regulations, 2015, extract of the Results are published as per the prescribed format.
Newspapers in which Results are normally published	Financial Express (English), Mint (English) and Aajkaal (Bengali).
Whether it also displays official news releases	Yes
Presentations made to Institutional Investors or to the Analysts	Yes Pursuant to Schedule III, Para A of Part A read with Regulation 30 of SEBI Listing Regulations, 2015, schedule of analyst or Institutional Investor meet and presentations on Financial Results made by the Company to Analysts or Institutional Investors, if any, has been duly disclosed by the Company to the Stock Exchanges and the same has also been simultaneously disseminated on the Company's website, www.brnl.in pursuant to Regulation 46(2) of the said Regulations.
Whether MD & A is a part of Annual Report or not	Yes

General Shareholders' Information

A section on Shareholders' Information is separately provided in the Annual Report.

Other Disclosures:

(i) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of Company at large –

Transactions effected with the related parties are disclosed under Note No. 28(1) in 'Notes to the Financial Statements' in the Annual Report, in accordance with the requirements of IND AS 24 as notified by the Companies (Indian Accounting Standards) Rules, 2015.

A Statement in summary form of the transactions with related parties is periodically placed before the Audit Committee for review and approval and thereafter recommendation to the Board for their approval, wherever required.

The Company's related party transactions, during the year, are primarily with the subsidiaries and associates of the Company. All these transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis.

Besides the transactions reported in the Annual Report as aforesaid, no transaction of material nature has been entered into by the Company with its Directors or Key Managerial Personnel (KMPs) and their relatives that may have a potential conflict with the interests of the Company at large.

The Company has in place a Policy on Related Party Transactions setting out (a) the materiality thresholds for related parties and (b) the manner of dealing with transactions between the Company and related parties, including omnibus approvals by Audit Committee, if required, based on the provisions of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, 2015. The said Policy is available on the Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the Board (SEBI) or any statutory authority, on any matter related to capital markets, during the last three years –

The Company has complied with various Rules and Regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets. No penalties or strictures have been imposed by them on the Company during the last three years.

(iii) Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel has been denied access to the Audit Committee –

In accordance with the provisions of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has adopted Whistle-Blower Policy and has established necessary vigil mechanism duly approved by the Audit Committee, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct for Board and Senior Executives. The disclosures reported, if any, are addressed in the manner and within the time frames prescribed in the Policy. The said Policy is available on the Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report. The Company affirms that no Director or employee of the Company has been denied access to the Audit Committee.

Quarterly report with number of complaints received, if any, under the Whistle Blower Policy and their outcome is placed before the Audit Committee of the Company at quarterly intervals.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements –

The Company has, in general, complied with all the mandatory and applicable requirements of Corporate Governance, as specified in sub-paras (2) to (10) of Part C of Schedule V to the

SEBI Listing Regulations, and shall review and adopt the non-mandatory requirements, if needed.

- (v) Information on the Company's website regarding key policies, codes and charters, adopted by the Company:

- **Composition of Various Committees of the Board of Directors**
https://brnl.in/sites/default/files/report/Composition%20of%20various%20Committees%20to%20be%20uploaded%20on%20the%20website_LODR%20Regulations%20%28%29.pdf
- **Corporate Social Responsibility Policy**
<http://brnl.in/sites/default/files/report/10.%20Corporate%20Social%20Responsibility%20Policy.pdf>
- **Policy on Determining "Material" Subsidiaries**
<https://brnl.in/sites/default/files/report/Policy%20on%20determining%20Material%20Subsidiaries.pdf>
- **Risk Management Policy**
<http://brnl.in/sites/default/files/report/4.%20Risk%20Policy.pdf>
- **Related Party Transactions (RPTs) Policy**
<https://brnl.in/sites/default/files/report/Policy%20on%20Related%20Party%20Transactions%20%28RPTs%29-%20BRNL.pdf>
- **Policy for determination of Materiality of any Event/Information**
https://brnl.in/sites/default/files/report/Policy%20for%20determination%20of%20Materiality%20of%20any%20Event%20or%20Information_0.pdf
- **Vigil Mechanism**
<https://brnl.in/sites/default/files/report/Vigil%20Mechanism.pdf>
- **BRNL Nomination & Remuneration Policy**
<https://brnl.in/sites/default/files/report/NRC%20Policy.pdf>
- **Policy on Board Diversity**
<http://brnl.in/sites/default/files/report/14.%20Policy%20on%20Board%20Diversity.pdf>
- **Archival Policy**
<http://brnl.in/sites/default/files/report/9.%20Archival%20Policy.pdf>
- **Code of Conduct for Board of Directors and Senior Executives**
<http://brnl.in/sites/default/files/report/3.%20Code%20of%20Conduct%20for%20Board%20of%20Directors%20and%20Senior%20Executives.pdf>
- **Policy on Prevention of Sexual Harassment**
<https://brnl.in/sites/default/files/report/Policy%20on%20Prevention%20of%20Sexual%20Harassment.pdf>
- **BRNL Fair Disclosure Code**
<https://www.brnl.in/sites/default/files/report/Code%20of%20Practices%20and%20Procedures%20for%20Fair%20Disclosure%20of%20UPSI.pdf>
- **Investor Grievance Redressal Mechanism**
<https://brnl.in/sites/default/files/report/Investor%20Grievance%20Redressal%20Mechanism.pdf>
- **Familiarisation Programme for Independent Directors**
<http://brnl.in/sites/default/files/report/BRNL%20Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

(vi) Commodity Price Risk or Foreign Exchange Risk And Hedging Activities

Your Company is not dealing in commodities and Foreign Exchange and hence, disclosure relating to commodity price risks and commodity hedging activities is not required.

(vii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the year under review, your Company did not raise funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).

(viii) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority -

A Certificate in this regard signed and issued by Mr. Arun Kumar Khandelia – Partner, K. Arun & Co., practicing Company Secretaries forms part of the Annual Report.

(ix) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof -

During the year under review, there were no such instances where the board had not accepted any recommendation of any committee of the board which is mandatorily required.

(x) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part -

Details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor (including all entities in the network firm/network entity of which the Statutory Auditor is a part) during the Financial Year 2019-20 are as follows:

Particulars	₹ in Lakhs
Audit Fees	15.00
Certifications and other services	4.55
Total	19.55

(xi) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013-

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. Your Company in its endeavour to provide a safe and healthy work environment for all its employees has developed a policy to ensure zero tolerance towards verbal, physical, psychological conduct of a sexual nature by any employee or stakeholder that directly or indirectly harasses, disrupts or interferes with another's work performance or creates an intimidating, offensive or hostile environment such that each employee can realize his/her maximum potential.

Your Company has put in place a 'Policy on Prevention of Sexual Harassment' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The Policy is meant to sensitize the employees about their fundamental right to have a safe and healthy environment at workplace. As per the Policy, any employee may report his/ her complaint to the Internal Complaint Committee constituted for this purpose. The said

Policy is available on your Company's website, www.brnl.in and a link to the said Policy has been provided elsewhere in this Annual Report.

The details of complaints during the Financial Year 2019-20 pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Company's Policy on Prevention of Sexual Harassment is as under:

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL	NIL	NIL

(xii) Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account -

There are no shares lying unclaimed in the Demat Suspense Account/ Unclaimed Suspense Account as on the date of this Report.

A. DISCRETIONARY REQUIREMENTS (Regulation 27 of the SEBI Listing Regulations, 2015)

a) Chairman of the Board Whether Non-Executive Chairman is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties	Non-Executive Chairman is not entitled to maintain a Chairman's office at the Company's expense. However, he is allowed reimbursement of expenses incurred in performance of his duties.
b) Shareholder Rights A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders	Since there is a requirement of quarterly, half-yearly and annual Results of the Company to be published in a leading English daily newspaper having a nationwide circulation and a Bengali daily newspaper (having circulation in Kolkata) and to be hosted on Company's website, these may not be sent individually to the shareholders of the Company. There is no declaration/publication of second half yearly results as the audited annual results are taken on record by the Board and then communicated to the shareholders through the Annual Report. The Annual Report of the Company for the Financial Year 2019-20 shall be emailed to the Members whose e-mail addresses are available with the depositories or are obtained directly from the Members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014.
c) Modified opinion(s) in audit report	It is always the Company's endeavour to present unmodified Financial Statements. However, the Statutory Auditors of your Company have given modified opinion on the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2020 w.r.t. non recognition of interest on ₹ 7,000 lakhs from July 01, 2016 onwards which is not in compliance of Ind AS 1 'Presentation of Financial Statements' read with Ind AS 109 'Financial Instruments'. Due to this, as per the Auditors, profit before tax of the Company for the year ended March 31, 2020 has been overstated by ₹ 672.43 lakhs and the current liabilities as at March 31, 2020 has been understated by ₹ 672.43 lakhs. Suitable explanation regarding the same forms part of the Directors Report.
d) Separate posts of Chairman and CEO The Company may appoint separate persons to the post of Chairman and Managing Director/CEO	The positions of Chairman and Managing Director (MD) are separate.
e) Reporting of Internal Auditor The Internal Auditor may report directly to the Audit Committee	The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting audit findings to the Audit Committee.

DECLARATION BY THE MANAGING DIRECTOR PURSUANT TO REGULATION 34 READ WITH SCHEDULE V(D) OF THE SEBI LISTING REGULATIONS, 2015

The Company has obtained affirmation from all the Members of the Board and Senior Management Personnel of the Company that they have complied with the Code of Conduct for Board of Directors and Senior Management Personnel in respect of the Financial Year 2019-20, and a declaration signed by the Managing Director pursuant to Regulation 34(3), read with Schedule V of the SEBI Listing Regulations, 2015, is given below:

I, Bajrang Kumar Choudhary, Managing Director of Bharat Road Network Limited, declare that the Company has obtained affirmation from all the Members of the Board and Senior Management Personnel of the Company, that they have complied with the Code of Conduct for Board of Directors and Senior Management Personnel during the Financial Year 2019-20.

Place : Kolkata
Date : 31.03.2020

Bajrang Kumar Choudhary
Managing Director
DIN: 00441872

GENERAL SHAREHOLDERS' INFORMATION:**1. ANNUAL GENERAL MEETING:**

Day, Date and Time	Friday, 25th September, 2020 at 2:00 P.M.
Venue	The 13th AGM of the Company will be conducted through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The deemed venue for the 13th AGM shall be the Registered Office of the Company.

2. FINANCIAL CALENDAR (TENTATIVE):**a. Financial Reporting for 2020-21:**

Quarter ending 30th June, 2020	*On or before 14th August, 2020
Quarter and half year ending 30th September, 2020	*On or before 14th November, 2020
Quarter and nine months ending 31st December, 2020	*On or before 14th February, 2021
Quarter and year ending 31st March, 2021	*On or before 30th May, 2021

* or on such other extended date as stipulated by SEBI.

b. Annual General Meeting for the Financial Year ending on 31st March, 2021: August / September, 2021.**3. LISTINGS**

The Company's Equity Shares are presently listed on the following Stock Exchanges:

- **BSE Limited**
5th Floor, P J Towers, Dalal Street, Mumbai - 400 001
- **National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block "G", Bandra Kurla Complex, Bandra East, Mumbai - 400 051

The Annual Listing Fees have been paid to both the Stock Exchanges for the Financial Year 2019-20.

4. STOCK CODE:

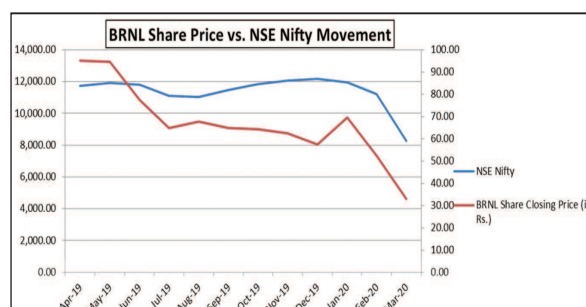
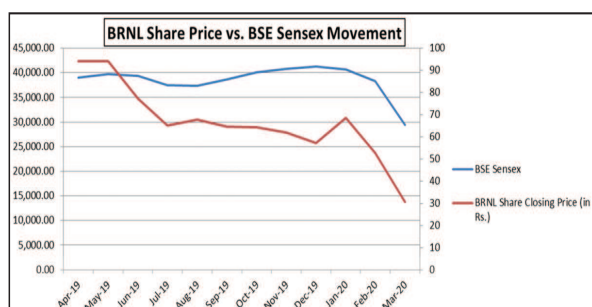
- **BSE - 540700**
- **NSE - BRNL**
 - International Security Identification Number (ISIN): INE727S01012
 - Corporate Identification Number (CIN): L45203WB2006PLC112235

5. STOCK MARKET DATA

Stock Price data for the period from 1st April, 2019 to March, 2020 –

Month	BSE Limited			National Stock Exchange of India Limited		
	High(₹)	Low(₹)	Volume	High(₹)	Low(₹)	Volume
April, 2019	145.00	93.80	2,91,560	144.95	90.30	30,81,360
May, 2019	99.60	89.75	66,055	99.65	88.00	39,76,93
June, 2019	97.15	72.70	11,521	96.40	72.00	1,57,833
July, 2019	93.25	62.30	20,827	93.60	62.45	3,91,918
August, 2019	85.15	60.70	10,040	88.00	62.10	2,39,038
September, 2019	77.80	63.30	10,139	78.00	63.50	4,46,139
October, 2019	69.00	60.50	9,370	68.90	60.15	2,17,545
November, 2019	69.95	59.00	18,237	69.85	59.55	3,03,582
December, 2019	64.00	57.10	11,037	63.95	57.20	2,83,793
January, 2020	80.00	55.30	47,893	79.85	55.00	8,75,659
February, 2020	70.20	52.00	8,789	69.50	55.00	87,409
March, 2020	53.55	29.00	10,609	55.85	27.20	8,76,924

Note: Volume is the total monthly volume of trade in number of shares.

6. PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES NAMELY BSE SENSEX AND NSE NIFTY 50:

7. FINANCIAL YEAR – 1st April to 31st March**8. REGISTRAR AND SHARE TRANSFER AGENTS**

KFin Technologies Private Limited
 (formerly known as Karvy Fintech Private Limited)
 Selenium Tower B, Plot No.: 31-32, Gachibowli
 Financial District, Nanakramguda, Hyderabad - 500 032
 Tel. No.: +91 40 6716 2222; Fax No.: +91 40 2342 0814
 E-mail ID: einward.ris@kfintech.com
 Website : <https://www.kfintech.com>

9. SHARE TRANSFER SYSTEM & REDRESSAL OF INVESTOR GRIEVANCES

None of the shares of the Company are in physical form, as on the date of this Report. Grievances received from investors and other miscellaneous correspondence with respect to change of address, mandates, etc., are processed by the Registrar within 15 days.

1. Pursuant to Regulation 7(3) of the SEBI Listing Regulations, 2015, a compliance certificate is filed with the Stock Exchanges on half yearly basis, duly signed by the Compliance Officer of the Company and the authorised representative of the Registrar and Share Transfer Agent, certifying that all activities in relation to both physical and electronic share transfer facility are maintained by KFinTech,

the Company's Registrar and Share Transfer Agents.

2. Pursuant to Regulation 13 of the SEBI Listing Regulations, 2015, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter, is filed with the Stock Exchanges and placed before the Board of Directors on a quarterly basis.
3. A Company Secretary-in-Practice carries out a Reconciliation of Share Capital, on a quarterly basis, to reconcile the total admitted capital with depositories, viz., National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) 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 the total number of shares in dematerialized form (held with NSDL and CDSL).
4. The Company has an established mechanism for investor service and grievance handling, with KFinTech and the Compliance Officer appointed by the Company for this purpose, being the important functional nodes. The said Mechanism has been hosted on the website of the Company, www.brnl.in.

10. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020:

Category (Shares)	No. of Shareholders		No. of Shares	
	Total	Percentage	Total	Percentage
1 – 500	11962	97.35	917148	1.09
501 – 1000	193	1.57	157528	0.19
1001 – 2000	59	0.48	79987	0.10
2001 – 3000	10	0.08	26220	0.03
3001 – 4000	4	0.03	14622	0.02
4001 – 5000	6	0.05	26960	0.03
5001 – 10000	9	0.07	65198	0.08
10001 – 20000	5	0.04	68762	0.08
20001 and above	39	0.32	82593575	98.38
TOTAL	12,287	100.00	8,39,50,000	100.00

11. DEMATERIALISATION OF SHARES

The entire shareholding of the Company is in dematerialized mode as on the date of this Report.

12. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued any GDRs/ADRs/Warrants or any other Convertible Instruments.

13. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (b) TO (i) OF REGULATION 46(2) OF THE SEBI LISTING REGULATIONS, 2015

Pursuant to Schedule V to the SEBI Listing Regulations, 2015, the Company hereby confirms that it has complied with the Corporate Governance requirements specified in Regulation 17

to 27 and clauses (b) to (i) of Regulation 46(2), inter alia, covering the following subject matter/heads:

- *Board of Directors
- Maximum number of Directorship
- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee – Not Applicable
- Vigil Mechanism
- Related Party Transactions
- Corporate Governance requirements with respect to Subsidiary of the Company
- Secretarial Audit of material unlisted subsidiaries

- xi) Obligations with respect to Independent Directors
- xii) Obligations with respect to Employees including Senior Management, Key Managerial Persons, Directors and Promoters
- xiii) Other Corporate Governance requirements as stipulated under the Regulations
- xiv) Dissemination of various information on the website of the Company, w.r.t clauses (b) to (i) of Regulation 46(2) of the aforesaid Regulations.

* to be read together with Secretarial Audit Report for FY 2019-20 and Practising Company Secretaries Certificate regarding compliance of conditions of corporate governance.

14. CREDIT RATING

During the year under review, your Company has not issued any debt instruments or any fixed deposit programme or any

scheme or proposal involving mobilization of funds, whether in India or abroad and hence obtaining of Credit Rating was not applicable during the period under review.

15. ADDRESS FOR CORRESPONDENCE

Company Secretary and Compliance Officer

Mr. Naresh Mathur

Company Secretary
Plot No. X1 – 2 & 3
Ground Floor, Block – EP
Sector – V, Salt Lake City
Kolkata – 700 091
Tel. No.: +91 33 67667722
E-mail ID: cs@brnl.in

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)

To
The Members
Bharat Road Network Limited
CIN: L45203WB2006PLC112235

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bharat Road Network Limited having CIN L45203WB2006PLC112235 and having its registered office at Plot No. X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt Lake City, Kolkata-700091, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the 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 Director Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to 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 31st March, 2020 have 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 –

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	Pradeep Singh	00304825	25/09/2015
2.	Bajrang Kumar Choudhary	00441872	23/03/2011
3.	Santanu Ray	00642736	30/07/2019
4.	Tuk Tuk Kumar	06547361	06/10/2016

Ensuring the eligibility for the appointment or continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the same based on the verification conducted. 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.

Place : Kolkata
Date : 24.07.2020

For **K. Arun & Co.**
Company Secretaries

Arun Kumar Khandelia
Partner
FCS : 3829
C.P. No.: 2270
UDIN : F003829B000592736

Independent Auditor's Report

To
The Members of
Bharat Road Network Limited

Report on the Standalone Financial Statements

Qualified opinion

We have audited the accompanying standalone financial statements of Bharat Road Network Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the impact of the matter as described in the basis for qualified opinion paragraph*, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We refer note - 14 (i) (a) of the standalone financial statements, where the Company has not recognized interest on ₹ 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 1 'Presentation of Financial Statements' read with Ind AS 109 'Financial Instruments'. Due to this, profit before tax of the Company for the year ended March 31, 2020 has been overstated by ₹ 672.43 lakhs and the current liabilities as at March 31, 2020 has been understated by ₹ 672.43 lakhs.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our *qualified opinion*.

Emphasis of Matter

We draw attention to the following:

- i. Note no 27.5 of the standalone financial statements regarding investments in Special Purpose Vehicles formed as per

concession agreement and guideline of respective government authority and treatment of such investments as Qualifying asset and capitalization of directly attributable borrowing costs incurred in respect thereof.

- ii. Note no 9 of the standalone financial statements regarding a receivable of the Company by way of assignment for which Company has initiated appropriate recovery process.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters (KAM) are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Following are the Key Audit Matters (KAM) –

Sl. No.	Key Audit Matter	Auditor's Response
1	Investments in Optionally Convertible Debentures of subsidiaries and associates and Debt instruments has been considered as financial assets and valued at Fair Value Through Profit and Loss. Refer Note no - 4 and 5(i) of the standalone financial statement.	We have reviewed the projections and related information and explanations and additionally considered the valuation report of a registered valuer appointed by the Company.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including annexures to Director's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 mis statement of this other information, we are required to report that fact. Based on the records, information and explanation provided, we have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and accounting principles generally accepted in India.

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 standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the standalone 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 Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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. Mis statements 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 standalone 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 standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the standalone financial statements may be influenced. We consider quantitative 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 standalone 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.

From the matters, communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, and according to the information and explanations given to us and also on the basis of such checks as we considered appropriate, we give in the "Annexure A" a statement on the matters specified in paragraphs 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 purpose of our audit;
 - b) *Except for the possible effects of the matters described in the basis for qualified opinion paragraph*, in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss(including Other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, *except for the effects of the matters described in the basis for qualified opinion paragraph*, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant Rules issued thereunder;
 - 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

As per the information and explanation given to us and on the basis of our examination of the records, the managerial remuneration has

been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- 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. To the best of our information and according to the explanation given to us there is no pending litigations (Other than those already recognised in the accounts) having material impact on the financial position of the Company. (Refer Note- 27.7 of the standalone financial statements)
 - ii. The Company does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
 - iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company.

For **S. S. Kothari Mehta & Company**
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 095960

Place : New Delhi
Date: July 24, 2020
UDIN:20095960AAAAHL4222

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHARAT ROAD NETWORK LIMITED

**To
The Members of
Bharat Road Network Limited**

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the management according to a phased programme designed to cover all the items during the year, which in our opinion, is reasonable having regard to the size of the company and nature of its assets. In accordance with this programme, fixed assets were physically verified by the management during the reporting period and no discrepancies were noticed on such verification;
- (c) As the Company has no immovable property, provisions of clause (i) (c) of para 3 of the said order is not applicable to the Company.
- (ii) As the Company has no inventory, provisions of clause (ii) of para 3 of the said order is not applicable to the company.
- (iii) The Company has granted unsecured loan/advances to companies covered in register maintained under section 189 of the Act. With respect to the said loan/advances, we have to state that;
 - a) In our opinion the terms and conditions of the grant of such loan/advances are not prejudicial to the interest of the company.
 - b) The schedule of repayment of principal and interest of these unsecured loans/advances are stipulated. There has been no irregularities in this respect.
 - c) The total amount overdue for more than 90 days is nil.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act, and the rules framed hereunder are not applicable.
- (vi) The provisions regarding maintenance of cost records under section 148 (1) of the Act are not applicable to the Company.
- (vii) (a) According to information and explanations given to us and the records of the company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and any other statutory dues *except tax deducted at source on interest on certain loans taken from financial institutions to the appropriate authorities. The Company has not deducted/paid tax deducted at source (TDS) amounting to ₹66.75 lakhs on Interest on loan taken from financial institutions which is due for more than six months from the date they became payable as at March 31, 2020. (Refer Note 14(i) (a) of the notes to the standalone financial statements).*
- (b) According to information and explanations given to us and the records of the company examined by us, there is no dues outstanding in respect of income tax, sales tax, service tax, duty of customs, duty of excise, goods and service tax and cess as at March 31, 2020 on account of disputes.
- (viii) *The Company has defaulted in payment of interest to one of the financial institution (NBFC). Interest accrued but not paid for the period July 1, 2018 to June 30, 2019 amounts to ₹ 870.00 lakhs. Further company has not provided and paid interest from July 01, 2019 to March 31, 2020 amounting to ₹. 672.43 lakhs (Refer Note 14(i) (a) of the notes to the standalone financial statements).*
- (ix) No money has been raised by way of initial public offer or further public offer (including debt instruments). Further, the term loans raised by the Company during the year were applied for the purpose for which they were obtained.
- (x) To the best of our knowledge and according to information and explanations given to us no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company, hence clause (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, and on the basis of our examination of the records, the company has transacted with the related parties which are in compliance with sections 177 and 188 of the Act and the details have been disclosed in the standalone financial statements – Refer Note no - 28.1 to the standalone financial statements.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence paragraph 3 (xiv) of the Order is not applicable to the Company.

(xv) The Company has not entered into non-cash transactions with directors or persons connected with the directors and therefore provisions of section 192 of the Act, is not applicable.

(xvi) Based on the information and explanation, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The Company had made an application to the Reserve Bank of India (RBI) to grant Certificate of Registration. The Company is in the process of communication

with RBI in this regard. Refer Note no - 30 to the standalone financial statements.

For **S. S. Kothari Mehta & Company**

Chartered Accountants

Firm Registration No. 000756N

Neeraj Bansal

Partner

Membership No. 095960

Place : New Delhi

Date: July 24, 2020

UDIN:20095960AAAHL4222

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHARAT ROAD NETWORK LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of Bharat Road Network Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone 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:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 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 authorisations of Management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2020, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **S. S. Kothari Mehta & Company**
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 095960

Place : New Delhi
Date: July 24, 2020
UDIN:20095960AAAAHL4222

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(₹ in Lakhs)

I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	1,741.35	1,741.35
	2	Total Expenditure	1,413.42	2,085.85
	3	Profit/(Loss) before tax	327.93	(344.50)
	4	Earnings per Share (Rs.)	0.27	(0.30)
	5	Total Assets	145,070.20	145,129.19
	6	Total Liabilities	145,070.20	145,129.19
	7	Net worth	117,615.18	117,138.57
	8	Any other financials item(s) (as felt appropriate by the Management)		

II Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification: Refer note no 4a of the financial results, where the Company has not recognized interest on ₹ 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 1 'Presentation of Financial Statements' read with Ind AS 109 'Financial Instruments'. Due to this, profit before tax of the Company for the year ended March 31, 2020 has been overstated by ₹ 672.43 lakhs and the current liabilities as at March 31, 2020 has been understated by ₹ 672.43 lakhs.
- b. Type of Audit Qualification : Qualified Opinion
- c. Frequency of qualification: As at 30th Sept'2019, as at 31st Dec'2019 and as at 31st March'2020.
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views The Company had received an amount of ₹7000 lakhs from IL&FS Financial Services Ltd. (IL&FS) in the year 2016-17. Interest and Principal payment has been put on hold since September 30, 2018 on account of certain disputes. The Company has not provided interest from July 01, 2019 onwards, pending the settlement of dispute. An application has been filed against the Company by IL&FS before the Hon'ble National Company Law Tribunal, Kolkata claiming their dues which is yet to be admitted. Further the Company has a receivable of ₹11,419 lakhs against IL&FS group for which the Company has initiated appropriate recovery process.
- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Same is already quantified.
 - (i) Management's estimation on the impact of audit qualification: Not Applicable
 - (ii) If management is unable to estimate the impact, reasons for the same: Not Applicable
 - (iii) Auditors' Comments on (i) or (ii) above: Not Applicable

For **S.S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration No.000756N

Neeraj Bansal
Partner
Membership No.095960

Place: New Delhi
Date: July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray
Audit Committee Chairman
DIN : 00642736

Arindam Bhowmick
Chief Financial Officer

Bajrang K Choudhary
Managing Director
DIN : 00441872

Place : Kolkata

Balance Sheet as at March 31, 2020

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	8.14	11.92
(b) Other Intangible Assets	3	1.09	1.51
(c) Financial Assets			
(i) Investments	4	114,426.68	123,986.08
(ii) Loans	5(i)	4,848.50	–
Total Non-Current Assets		119,284.41	123,999.51
Current Assets			
(a) Financial Assets			
(i) Trade Receivables	6	1,092.70	1,008.69
(ii) Cash and Cash Equivalents	7	3.75	7.88
(iii) Bank Balance other than Cash and Cash Equivalents	8	0.79	0.68
(iv) Loans	5(ii)	13,213.16	7,951.76
(v) Other Financial Assets	9	11,310.61	367.99
(b) Current Tax Assets (Net)	10	121.93	38.55
(c) Other Current Assets	11	42.85	9.16
Total Current Assets		25,785.79	9,384.71
Total Assets		145,070.20	133,384.22
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	8,395.00	8,395.00
(b) Other Equity	13	109,220.18	109,485.00
Total Equity		117,615.18	117,880.00
Liabilities			
Non -Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	14(i)	760.00	7,000.00
(b) Provisions	15(i)	39.68	87.20
(c) Deferred Tax Liabilities (Net)	16	514.97	464.74
Total Non-Current Liabilities		1,314.65	7,551.94
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14(ii)	6,491.51	5,000.00
(ii) Trade payables	17		
- Total outstanding dues of micro enterprise and small enterprise		1.80	–
- Total outstanding dues of creditors other than micro enterprise and small enterprise		200.70	64.89
(iii) Other Financial Liabilities	18	19,388.85	2,689.18
(b) Other Current Liabilities	19	54.75	193.82
(c) Provisions	15(ii)	2.76	4.39
Total Current Liabilities		26,140.37	7,952.28
Total Equity and Liabilities		145,070.20	133,384.22

The accompanying notes 1 to 34 are an integral part of the Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
I. Revenue from operations	20	667.46	1,052.60
II. Other Income	21	1,073.89	6,394.65
III. Total Income (I+II)		1,741.35	7,447.25
IV. Expenses:			
Employee benefit expense	22	421.86	470.96
Finance costs	23	203.65	4,395.44
Depreciation and amortization expense	24	4.20	4.70
Other expenses	25	783.71	542.07
Total expenses (IV)		1,413.42	5,413.17
V. Profit before tax (III-IV)		327.93	2,034.08
VI. Tax expense			
Current tax	26	58.99	435.46
Deferred tax		43.68	170.82
VII. Profit for the Year (V-VI)		225.26	1,427.80
VIII. Other Comprehensive Income			
(i) Items that will not be reclassified to Profit or Loss:			
- Remeasurement of the defined benefit plans		22.50	0.43
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(6.55)	(0.13)
Total Other Comprehensive Income		15.95	0.30
IX. Total Comprehensive Income for the Year (VII + VIII)		241.21	1,428.10
X. Earnings per Equity Share (of ₹ 10/-each)			
Basic (₹)	27.2	0.27	1.70
Diluted (₹)		0.27	1.70

The accompanying notes 1 to 34 are an integral part of the Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Statement of Changes in Equity as at March 31, 2020

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Balance at the beginning of the year	Change in equity share capital during the year	Balance at the end of the year
For the Year ended March 31, 2019*	8,395.00	–	8,395.00
For the Year ended March 31, 2020*	8,395.00	–	8,395.00

B. Other Equity

(₹ in Lakhs)

Particulars	Reserve and Surplus		Total Other Equity
	Securities Premium Reserve	Retained Earnings	
Balance as of April 1, 2018	106,021.04	2,541.89	108,562.93
Profit for the year	–	1,427.80	1,427.80
Other Comprehensive Income for the year	–	0.30	0.30
Total Comprehensive Income for the year	–	1,428.10	1,428.10
Dividends (FY 2018-19 : ₹0.50 per share)	–	(506.03)	(506.03)
Balance as of March 31, 2019**	106,021.04	3,463.96	109,485.00
Profit for the year	–	225.26	225.26
Other Comprehensive Income for the year	–	15.95	15.95
Total Comprehensive Income for the year	–	241.21	241.21
Dividends (FY 2019-20 : ₹0.50 per share)	–	(506.03)	(506.03)
Balance as of March 31, 2020**	106,021.04	3,199.14	109,220.18

*For detail refer note 12

**For detail refer note 13

Securities Premium Reserves

Securities premium reserves is used to record the premium on issue of shares. The reserve is utilized in accordance with the provision of the Companies Act, 2013.

Retained Earnings

The reserve represent the cumulative profits of the Company and effects of remeasurements of defined benefit obligations. This reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

The accompanying notes 1 to 34 are an integral part of the Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Cash Flow Statement for the year ended March 31, 2020

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
A. Cash Flow from Operating Activities		
Net Profit Before Tax	327.93	2,034.08
Adjustments for:		
Depreciation and amortization expense	4.20	4.70
Finance costs	203.65	4,395.44
Interest income	(367.82)	(2,422.92)
Liability no longer required written back	(321.23)	–
Advance written off	250.00	–
Sundry balance written off	1.19	–
Interest on income tax refund	–	(2.74)
Net (gain)/loss on Fair Valuation of Investments	(382.34)	(3,968.99)
Operating Profit before Working Capital Changes	(284.42)	39.57
Increase/(Decrease) in Trade payables, other liabilities and provisions	9,897.21	(5,846.87)
Decrease/(Increase) in Trade receivables, loans, advances and other assets	(16,215.24)	3,981.52
Cash generated from/(used in) Operating activities	(6,602.45)	(1,825.78)
Direct Taxes paid (net of refunds)	(143.56)	(661.42)
Net Cash flow from/(used in) Operating Activities	(6,746.01)	(2,487.20)
B. Cash Flow from Investing Activities		
Payment for purchase of Property, plant and equipment including Other Intangible Assets and Capital Advances	(14.10)	(0.69)
Inter Corporate Deposits given	–	(9,000.00)
Repayment of Inter Corporate Deposits given	–	9,000.00
Increase in Investments	–	(8,469.56)
Decrease in Investments	9,978.50	–
Unsecured loans (given)/repayment to/by Associates/Subsidiaries	(5,266.34)	11,575.60
Interest received	443.28	4,455.52
Net Cash flow from/(used in) Investing activities	5,141.34	7,560.87
C. Cash Flow from Financing Activities		
Proceeds from long term borrowings	760.00	25,700
Repayment of long term borrowings	–	(27,000)
Proceeds from/(Repayment of) short term borrowings (net)	1,491.51	–
Interest paid	(144.94)	(3,626.96)
Dividend including dividend distribution tax paid	(506.03)	(506.03)
Net Cash Flow from/(used in) Financing Activities	1,600.54	(5,432.99)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(4.13)	(359.32)
Opening Cash and Cash Equivalents (Refer Note No.7)	7.88	367.20
Closing Cash and Cash Equivalents (Refer Note No.7)	3.75	7.88

Notes:

a) Changes in Liabilities arising from Financing Activities				(₹ in Lakhs)
Particulars	As at April 1, 2019	Cash Flow	As at March 31, 2020	
Non Current Borrowings (including current maturities refer note 14(i) & 18)	7,000.00	760.00	7,760.00	
Current Borrowings (refer note 14(iii))	5,000.00	1,491.51	6,491.51	

b) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS -7 "Statement of Cash Flow".

c) Interest paid is inclusive of and Investments is exclusive of interest capitalized ₹ 36.76 Lakhs (March 31, 2019: ₹ 147.43 lakhs).

The accompanying notes 1 to 34 are an integral part of the Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Notes to the Financial Statements for the year ended March 31, 2020

1. Company Overview and Significant Accounting Policies

(A) Corporate Information

BRNL is domiciled and incorporated in India and its shares are quoted on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') w.e.f. 18th September, 2017. The Registered Office of the Company is at 'Plot X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt Lake City, Kolkata - 700 091.

The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model.

(B) Statement of Compliance

The Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") with effect from April 1, 2017 and therefore Ind AS issued, notified and made effective till the financial statements are authorised, have been considered for the purpose of preparation of these financial statements.

Accounting Policy has been consistently applied except where a newly introduced Accounting Standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

(C) Significant Accounting Policies

1.1 Basis of Preparation

The financial Statements have been prepared on historical cost convention on accrual basis, except for certain financial instruments that are measured in terms of relevant Ind AS at fair values/amortised cost at the end of each reporting period.

Historical cost convention is generally based on fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Standalone Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

1.2 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.

Level 3 : inputs for the asset or liability which are not based on observable market data.

1.3 Property Plant and Equipment (PPE)

(i) Freehold land is carried at historical cost. All other items of PPE are stated at their cost of acquisition or construction and is net of accumulated depreciation. Carrying value of PPE on the date of transition has been considered to be deemed cost. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

(ii) All project related expenses via civil works, machinery under erection, construction and erection materials, pre-operative expenditure net of revenue incidental / attributable to the construction of project, borrowing cost incurred prior to the date of commercial operations are shown under Capital Work -In-Progress (CWIP).

(iii) Depreciation on property plant and equipment commences when the assets are ready for their intended use.

(iv) Depreciation on PPE is provided on the straight-line method over the useful lives of the respective asset as estimated by the management. The useful life of assets considered for depreciation as above are as follows:

Notes to the Financial Statements for the year ended March 31, 2020

Category	Useful life (years)
Computers	3, 6 years
Furniture & fixtures	10 years
Office equipments	5 years

- (v) The residual values, useful lives and method of depreciation of assets are reviewed at each financial year end and adjusted prospectively, if appropriate.
- (vi) Cost of leasehold lands are amortised under the straight line method over the related lease period.

1.4 Intangible Assets

Recognition and initial measurement

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes less accumulated amount of amortization and impairment losses. Such assets, are amortised over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

Accordingly, cost of computer software packages has been allocated / amortised over a period of 6 years on straight line basis

1.5 Derecognition of Tangible and Intangible Assets

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal of an item of PPE is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

1.6 Impairment of Tangible and Intangible Assets

Tangible and Intangible assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

1.7 Leases

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying

Notes to the Financial Statements for the year ended March 31, 2020

amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The company has elected to use the recognition exemptions for short term leases as well as low value assets.

1.8 Investments in Subsidiaries, Associates and Joint Ventures

The Company's investment in the equity shares of its subsidiaries, associates & joint ventures are recognised at cost. The company has elected to apply previous GAAP carrying amount of its equity investment in subsidiaries, associates & joint ventures as deemed cost as on the date of transition to Ind AS. However, the debt instruments in subsidiaries, associates & joint ventures are recognized at fair value.

1.9 Financial Assets and Liabilities

Financial assets and financial liabilities (financial instruments) are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

The financial instruments are classified to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) and such classification depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities measured at amortized cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

(iv) For the purpose of para (ii) and (iii) above, the principal is considered to be fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

(v) Financial Assets or Liabilities at Fair value through profit or loss (FVTPL)

Financial Instruments which do not meet the criteria of amortized cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

Notes to the Financial Statements for the year ended March 31, 2020

(vi) Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value (except equity investment in subsidiary, associates and joint ventures). For equity instruments, the company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable if the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

1.10 Financial guarantee contracts

Financial guarantee contracts other than those which are in the nature of Insurance are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified party fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of expected loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortization.

1.11 Impairment of Financial Assets

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses. For the purpose of classification of financial assets including trade receivable as credit impaired, a period of three years is considered by the management.

1.12 De-recognition of financial instruments

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

1.13 Inventories

Inventories are valued at lower of cost or net realisable value

Cost is calculated on weighted average basis and includes expenditure incurred for bringing such inventories to their present location and condition. Adjustments in the carrying amount of obsolete, defective and slow moving items as may be identified at the time of physical verification is made where appropriate, to cover any eventual loss on their ultimate realisation.

1.14 Foreign Currency Transactions

Presentation currency:

These financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the company.

Transactions and balances:

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of

Notes to the Financial Statements for the year ended March 31, 2020

the foreign currency transactions during the year are recognized as income or expense in the profit and loss account. Foreign exchange gain/loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

1.15 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognized for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities is not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent Assets are disclosed in the financial statements by way of notes to accounts when an inflow of economic benefits is probable.

1.16 Post-employment, long term and short term employee benefits

Defined contribution plans

Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plans

Gratuity (Unfunded)

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statement in respect of gratuity is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short Term Employee Benefits

Recognised at the undiscounted amount as expense for the year in which the related service is provided.

1.17 Revenue Recognition

Service Revenue

The Company recognises revenue when the company satisfies a performance obligation by transferring a promised service to a customer and it is probable that the company will collect the consideration to which it will be entitled in exchange for the services.

Notes to the Financial Statements for the year ended March 31, 2020

Interest Income

Interest income is generally recognized on a time proportion basis by considering the outstanding amount and effective interest rate.

For all financial instruments measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument. Interest income is included in other income in the statement of profit and loss.

Other Income

Other Income is recognized when right to receive is established.

1.18 Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest rate method except to the extent attributable to qualifying asset which are capitalized to the cost of the related assets. A qualifying asset is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

1.19 Income Tax

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense taxable on the basis different than that considered for recognition in the accounts and also due to the items that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

1.20 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

1.21 Use of Estimates and management judgements

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management of the company to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets, liabilities and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date.

Notes to the Financial Statements for the year ended March 31, 2020

The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

The areas involving critical judgement are as follows:

i) Useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

ii) Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

iii) Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate.

iv) Income Taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Deferred tax assets are recognised for unused tax losses and unused tax credit to the extent that it is probable that taxable profit would be available against which the losses could be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

v) Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in the notes to the financial statements.

Notes to the Financial Statements for the year ended March 31, 2020

2. PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2020

(₹ in Lakhs)

Particulars	Furniture and Fixtures	Computers	Office Equipment	Total
Cost				
Balance at April 1, 2019	3.33	5.87	10.78	19.98
Additions during the year	–	–	–	–
Disposals & other adjustments	–	–	–	–
Balance as at March 31, 2020	3.33	5.87	10.78	19.98
Accumulated depreciation				
Balance at April 1, 2019	2.34	3.97	1.75	8.06
Depreciation expense for the year	0.34	1.28	2.16	3.78
Disposals & other adjustments	–	–	–	–
Balance as at March 31, 2020	2.68	5.25	3.91	11.84
Carrying amount				
Balance at April 1, 2019	0.99	1.90	9.03	11.92
Additions during the year	–	–	–	–
Depreciation expense	0.34	1.28	2.16	3.78
Disposals & other adjustments	–	–	–	–
Balance as at March 31, 2020	0.65	0.62	6.87	8.14
Net book value as at March 31, 2020	0.65	0.62	6.87	8.14
Net book value as at March 31, 2019	0.99	1.90	9.03	11.92

As at March 31, 2019

(₹ in Lakhs)

Particulars	Furniture and Fixtures	Computers	Office Equipment	Total
Cost				
Balance at April 1, 2018	3.33	5.18	10.78	19.29
Additions during the year	–	0.69	–	0.69
Disposals & other adjustments	–	–	–	–
Balance as at March 31, 2019	3.33	5.87	10.78	19.98
Accumulated Depreciation				
Balance at April 1, 2018	0.18	2.18	1.42	3.78
Depreciation expense for the year	2.16	1.79	0.33	4.28
Disposals & other adjustments	–	–	–	–
Balance as at March 31, 2019	2.34	3.97	1.75	8.06
Carrying amount				
Balance at April 1, 2018	3.15	3.00	9.36	15.51
Additions during the year	–	0.69	–	0.69
Depreciation expense	2.16	1.79	0.33	4.28
Disposals & other adjustments	–	–	–	–
Balance as at March 31, 2019	0.99	1.90	9.03	11.92
Net book value as at March 31, 2019	0.99	1.90	9.03	11.92
Net book value as at March 31, 2018	3.15	3.00	9.36	15.51

Notes to the Financial Statements for the year ended March 31, 2020

3 OTHER INTANGIBLE ASSETS

As at March 31, 2020

(₹ in Lakhs)

Particulars	Computer Software	Total
Cost		
Balance at April 1, 2019	2.47	2.47
Additions during the year	–	–
Disposals & other adjustments	–	–
Balance as at March 31, 2020	2.47	2.47
Accumulated depreciation		
Balance at April 1, 2019	0.96	0.96
Amortisation expense for the year	0.42	0.42
Disposals & other adjustments	–	–
Balance as at March 31, 2020	1.38	1.38
Carrying amount		
Balance at April 1, 2019	1.51	1.51
Additions during the year	–	–
Amortisation expense	0.42	0.42
Disposals & other adjustments	–	–
Balance as at March 31, 2020	1.09	1.09
Net book value as at March 31, 2020	1.09	1.09
Net book value as at March 31, 2019	1.51	1.51

As at March 31, 2019

(₹ in Lakhs)

Particulars	Computer Software	Total
Cost		
Balance at April 1, 2018	2.47	2.47
Additions during the year	–	–
Disposals & other adjustments	–	–
Balance as at March 31, 2019	2.47	2.47
Accumulated depreciation		
Balance at April 1, 2018	0.54	0.54
Amortisation expense for the year	0.42	0.42
Disposals & other adjustments	–	–
Balance as at March 31, 2019	0.96	0.96
Carrying amount		
Balance at April 1, 2018	1.93	1.93
Additions during the year	–	–
Amortisation expense	0.42	0.42
Disposals & other adjustments	–	–
Balance at March 31, 2019	1.51	1.51
Net book value as at March 31, 2019	1.51	1.51
Net book value as at March 31, 2018	1.93	1.93

Notes to the Financial Statements for the year ended March 31, 2020

4 NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	Face Value (₹)	As at March 31, 2020		As at March 31, 2019	
		Nos.	₹ in lakhs	Nos.	₹ in lakhs
I) Investments in Unquoted Equity Instruments Fully paid ^{A,C,D}					
a) In Subsidiaries (at cost unless stated otherwise)					
Solapur Tollways Pvt. Ltd.	10	500,000	93.13	500,000	90.66
Orissa Steel Expressway Pvt. Ltd.	10	46,534,600	7,155.37	46,534,600	7,155.37
Guruvayoor Infrastructure Pvt Ltd.	10	124,998,606	16,144.21	124,998,606	16,144.21
b) In Associates (at cost unless stated otherwise)					
Kurukshetra Expressway Pvt. Ltd. ^C	10	51,086,910	11,445.94	51,086,910	11,445.94
Ghaziabad Aligarh Expressway Pvt. Ltd.	10	75,660,000	15,424.58	75,660,000	15,424.58
Shree Jagannath Expressways Pvt. Ltd.	10	59,148,000	11,216.70	59,148,000	11,216.70
Mahakaleshwar Tollways Pvt. Ltd.	10	49,995,000	1,499.85	49,995,000	1,499.85
			62,979.78		62,977.31
II) Investment in Unquoted Unsecured Optionally Convertible Debentures Fully paid ^{A,B,D}					
a) In Subsidiaries (at fair value through profit or loss)					
Solapur Tollways Pvt. Ltd.	10	65,820,000	8,267.09	65,820,000	7,379.43
Guruvayoor Infrastructure Pvt Ltd. ^E	10	5,829,700	838.76	57,129,700	7,029.85
b) In Associates (at fair value through profit or loss)					
Kurukshetra Expressway Pvt. Ltd. ^F	10	93,143,600	13,707.86	93,143,600	12,234.83
Mahakaleshwar Tollways Pvt. Ltd. ^G	10	29,376,600	5,609.89	29,376,600	5,006.46
			28,423.60		31,650.57
III. In Unquoted Warrants Fully paid ^A					
a) In Subsidiaries (at cost)					
Solapur Tollways Pvt. Ltd.	10	227,890,000	23,023.30	227,890,000	22,989.02
b) In Associates (at fair value through profit or loss)					
Ghaziabad Aligarh Expressway Pvt. Ltd. ^H	10	–	–	48,188,780	6,369.18
			23,023.30		29,358.20
Aggregate amount of Unquoted Investments (I+II+III)			114,426.68		123,986.08
Aggregate amount of impairment in the value of investments			–		–

A Refer Note 27.5

B The Unsecured Optionally Convertible Debentures does not carry any fixed rate of interest. Rate of interest, subject to maximum of 16% cumulative interest, shall be decided every year at the end of the Financial Year based on the residual cash flows of the respective subsidiaries & associates after servicing their respective Senior Lenders.

C Investment in Equity Shares of Kurukshetra Expressway Pvt. Ltd. includes 1,36,70,530 shares, which are in the process of transfer in the name of the Company as on 31st March, 2020

D The Company has pledged its following investments of various SPVs aggregating to ₹78,614.17 Lakhs as at 31st March, 2020 (As at 31st March 2019: ₹89,095.51 Lakhs), in favour of lenders for term loan facilities availed by respective SPVs :

Notes to the Financial Statements for the year ended March 31, 2020

Particulars	As at March 31, 2020			As at March 31, 2019		
	Shares	Unsecured Optionally Convertible Debentures	Warrant	Shares	Unsecured Optionally Convertible Debentures	Warrant
Solapur Tollways Pvt. Ltd.	500,000	–	–	500,000	–	–
Orissa Steel Expressway Pvt. Ltd.	17,125,238	–	–	17,125,238	–	–
Kurukshetra Expressway Pvt. Ltd.	51,086,910	93,143,600	–	51,086,910	93,143,600	–
Ghaziabad Aligarh Expressway Pvt. Ltd.	75,660,000	–	–	75,660,000	–	48,188,780
Shree Jagannath Expressways Pvt. Ltd.	59,148,000	–	–	59,148,000	–	–
Guruvayoor Infrastructure Pvt Ltd	124,998,606	5,829,700	–	124,998,606	57,129,700	–
Mahakaleshwar Tollways Pvt. Ltd.	49,995,000	29,376,600	–	49,995,000	29,376,600	–

E The Company has sold Unquoted unsecured Optionally Convertible Debentures carried at fair value through Profit & Loss Account. The resultant loss of ₹ 1,744.31 lakhs has been recognised as loss on fair value of Investments.

F Include ₹ 1,788.99 Lakhs paid during the Previous Year 2018-19 towards purchase of right to collect interest on Unsecured Optionally Convertible Debenture for the holding period for which the instruments were held by the transferor.

G Include ₹ 1,533.09 Lakhs paid during the Previous Year 2018-19 towards purchase of right to collect interest on Unsecured Optionally Convertible Debenture for the holding period for which the instruments were held by the transferor.

H The Company has converted Warrants carried at fair value through Profit & Loss Account into loan. The resultant loss of ₹ 2,117.97 lakhs has been recognised as loss on fair value of Investments.

During the Previous Year 2018-19, Company has given Corporate Guarantee of ₹ 107,500.00 Lakhs to the lender of Subsidiaries and Associates for the financial assistance availed by them.

5 (i) LOANS-NON CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered Good		
Loan to related Party (Refer Note 4, 28.1 & 28.2)	4,848.50	–
Total	4,848.50	–

Terms of Loan are as follows:-

This Loan entitle the Loan Provider to subscribe to one equity share of Rs.10/- (Face Value of ₹10 per share) in the Company for value of loan, subject to a re-characterization event not having taken place on the maturity of the loan, that is, at the end of the Tenure of loan (60 months from date of original issue which may be extended with mutual consent). If the loan Provider opts not to subscribe to equity shares in the Company, the amount paid as loan will be fully forfeited, and thereupon, the Loan will be deemed to have expired. In case of re-characterization event taking place as per terms, the loan shall be deemed to have been converted into debenture. The tenure of debenture shall be 17 years from the date of issue. The debenture shall carry interest @ 14% p.a. payable only when the Borrower has distributable cash profits.

On occurrence of any of the following events, the Loan shall, on and from the Notification Date (provided for below), be deemed to have been converted into Debt Obligations, with features provided for herein:-

- Change of control over the Borrower.
- The Borrower not achieving revenue and/or Cash accrual as per the Projected cash flow with a(+/-) 20% variation.

Accordingly the said loan has been valued at Fair Value through Profit & Loss (FVTPL).

5(ii) LOANS-CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Loan to related parties (Refer Note 28.1 & 28.2)	9,772.56	4,915.35
Inter corporate deposits given to related party (Refer Note 28.1 & 28.2)	3,440.10	3,030.97
Security Deposit	0.50	5.44
Total	13,213.16	7,951.76

6 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
Trade Receivables	1,092.70	1,008.69
Total	1,092.70	1,008.69

7 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
In current accounts	3.75	7.88
Total	3.75	7.88

Notes to the Financial Statements for the year ended March 31, 2020

8 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unclaimed Dividend Account-Earmarked balances with Banks	0.79	0.68
Total	0.79	0.68

9 OTHER FINANCIAL ASSET -CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Interest accrued but not due on loans to related parties (Refer Note 28.1)	42.20	117.66
Advance to Suppliers and Others	–	250.33
Other receivable* (include Rs 18.41 Lakhs to related Party refer note 28.1 & 28.2)	11,268.41	–
Total	11,310.61	367.99

*The Company has a receivable of ₹11,419 lakhs against IL&FS group for which the Company has initiated appropriate recovery process. The Company has acquired this receivable (recognised at ₹11,250 lakhs being the purchase consideration) by Assignment which has been acknowledged & accepted as Claim by IL&FS Transportation Networks Ltd. "ITNL" (IL&FS group Company) and the Company has a corresponding liability.

As per the Assignment agreement between the Company and the Assignor, the corresponding value of liability is limited to the amount of realization from the asset.

10 CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Tax deducted at source and advance tax	1,523.82	1,381.45
Less: Provision for taxation	(1,401.89)	(1,342.90)
Total	121.93	38.55

11 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital advance	14.10	–
Advance to Suppliers and Others (other than capital advances)	0.22	0.32
Balance with Statutory Authorities	27.25	7.22
Prepaid Expenses	1.28	1.62
Total	42.85	9.16

12 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
(a) Authorised				
Equity shares of par value ` 10/-each	100,000,000	10,000.00	100,000,000	10,000.00
		10,000.00		10,000.00
(b) Issued, subscribed and fully paid up				
Equity shares of par value ` 10/-each fully paid up	83,950,000	8,395.00	83,950,000	8,395.00
		8,395.00		8,395.00

(c) Reconciliation of number and amount of equity shares outstanding:

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
At the beginning of the year	83,950,000	8,395.00	83,950,000	8,395.00
At the end of the year	83,950,000	8,395.00	83,950,000	8,395.00

(d) Pursuant to Initial Public Offering (IPO), the Company has issued 29,300,000 equity shares of ₹ 10 each at a premium of ₹ 195/- per share in financial year 2017-18.

(e) During financial year 2016-17, the Company has issued 18,000,000 equity shares of ₹ 10 each at par on right basis and 26,650,000 equity shares of ₹ 10 each at a premium of ₹ 195/-per share on private placement basis, whereby outstanding equity shares of the Company as on March 31, 2017 increased to 54,650,000.

The Company has neither issued bonus shares or bought back any equity shares nor has allotted any equity shares as fully paid up without payment being received in cash during five years immediately preceding current reporting period.

Notes to the Financial Statements for the year ended March 31, 2020

(f) The rights, preferences and restrictions attached to each class of equity shares as under:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Dividend when declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of 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.

(g) Shareholders holding more than 5 % of the equity shares in the Company :

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	% of holding	No. of shares held	% of holding
Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	20,950,000	24.96%	20,950,000	24.96%
Srei Infrastructure Finance Limited	16,630,000	19.81%	16,630,000	19.81%
Predicate Consultant Private Limited	9,520,000	11.34%	9,520,000	11.34%
Srei Venture Capital Trust A/c-Infrastructure Project Development Fund	7,049,800	8.40%	7,049,800	8.40%
Vistar Financiers Pvt. Ltd.	6,558,776	7.81%	6,482,806	7.72%
GMR Business and Consultancy LLP	4,005,272	4.77%	4,482,872	5.34%

- (h) On May 28, 2019, the Board of Directors has recommended dividend of ₹ 0.50 (5%) per equity share of ₹ 10 each for the Financial Year ended March 31, 2019. The Shareholders of the Company in their meeting held on 14th December, 2019 approved final dividend of ₹ 0.50 (5%) per equity share of ₹ 10 each for the Financial Year 2018-19. The said dividend was paid to the holders of fully paid equity shares on 21st December, 2019. The board of directors have recommended NIL dividend for the Financial Year ended March 31, 2020.

13 OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
(a) Securities premium reserve				
Balance as per last account	106,021.04		106,021.04	
Closing Balance		106,021.04		106,021.04
(b) Retained earnings				
Balance as per last account	3,463.96		2,541.89	
Add: Net Profit for the Year	225.26		1,427.80	
Add: Remeasurement of defined benefit obligation	15.95		0.30	
Less: Dividend Payout	(419.75)		(419.75)	
Less: Corporate Dividend Tax	(86.28)		(86.28)	
Closing balance	3,199.14		3,463.96	
Total		109,220.18		109,485.00

14(i) BORROWINGS - NON CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Carried at amortized cost		
i) Secured		
Term Loan from Financial Institutions	760.00	7,000.00
Total	760.00	7,000.00

Repayment Schedule as at March 31, 2020

(₹ in Lakhs)

Particulars	Maturity Profile				Total
	Over 5 years	3 - 5 Years	1 - 3 Years	0 - 1 Year	
Secured Term Loan					
Term Loan 1	–	–	–	7,000.00	7,000.00
Term Loan 2	–	760.00	–	–	760.00
	–	760.00	–	7,000.00	7,760.00

Repayment Schedule as at March 31, 2019

(₹ in Lakhs)

Particulars	Maturity Profile				Total
	Over 5 years	3 - 5 Years	1 - 3 Years	0 - 1 Year	
Secured Term Loan					
Term Loan 1	–	–	7,000.00	–	7,000.00
	–	–	7,000.00	–	7,000.00

Notes to the Financial Statements for the year ended March 31, 2020

- 14.(i)(a) The Company had received an amount of ₹7000 lakhs from IL&FS Financial Services Ltd.(IL&FS) in the year 2016-17. Interest and Principal payment has been put on hold since September 30, 2018 on account of certain disputes. The Company has not provided interest from July 01, 2019 onwards, pending the settlement of dispute. An application has been filed against the Company by IL&FS before the Hon'ble National Company Law Tribunal, Kolkata claiming their dues which is yet to be admitted. Same has been considered under current maturities of long term borrowings.(Refer note 18)

Further the Company has a receivable of ₹.11,419 lakhs against IL&FS group for which the Company has initiated appropriate recovery process.

- 14.(i)(b) Rupee term loan 1 is secured by way of first pari passu charge by way of hypothecation of the entire movable fixed assets (both present and future), entire current assets including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, commissions, investments, revenue of whatsoever nature and wherever arising, both present and future, long term loans and advances and non-current investments (both present and future) and demand promissory note covering the principal, interest and all other amounts. Interest is payable quarterly in arrears @ 12.75% (fixed) per annum. Charge is yet to be created.

Rupee term loan 2 is secured by way of first pari passu charge by way of hypothecation of the entire moveable fixed assets, immovable assets of the Borrower(both present and future),entire current assets including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, commissions, investments, revenue of whatsoever nature and wherever arising, entire long term loans and advances and non-current investments (both present and future),pledge of all unencumbered equity shares to the extent permitted by relevant government bodies and authorities under applicable laws and as permitted by existing lenders of respective investee companies wherever applicable and exclusive charge by way of hypothecation of the DSRA (if any). Interest to be compounded quarterly @ 12% (fixed) and paid at the end of loan tenor i.e 5 years from the date of initial disbursement.

14(ii) BORROWINGS -CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Carried at amortized cost		
Unsecured:-		
Loan from Financial Institution (NBFC)*	–	5,000.00
Loan from Related Party (refer note 28.1)#	6,491.51	–
Total	6,491.51	5,000.00

Terms of repayment of Unsecured Current borrowing:

*The Company had received an amount of ₹ 5,000.00 lakhs from Religare Finvest Limited in the year 2016-17. The loan carries interest @ 12.50% per annum payable quarterly. An application was filed against the Company, under section 7 of the Insolvency and Bankruptcy Code, 2016, by Religare Finvest Limited, claiming to be a financial creditor, before the Hon'ble National Company Law Tribunal, Kolkata Bench for initiation of Corporate Insolvency Resolution Process against the Company, claiming ₹ 5,130.14 lakhs. Consequent to settlement with Religare Finvest Limited, the Hon'ble National Company Law Appellate Tribunal (NCLAT) and National Company Law Tribunal (NCLT) has disposed of the said application as withdrawn vide their order dated: September 6, 2019 and September 23, 2019 respectively.

#Interest free and repayable on demand.

15(i) PROVISIONS -NON CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits (refer note 27.1)		
- Gratuity	20.33	54.81
- Leave encashment	12.32	23.31
- Sick leave availment	7.03	9.09
Total	39.68	87.20

15(ii) PROVISION -CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits (refer note 27.1)		
- Gratuity	0.43	1.45
- Leave encashment	0.41	0.55
- Sick leave availment	1.92	2.39
Total	2.76	4.39

Notes to the Financial Statements for the year ended March 31, 2020

16 DEFERRED TAX LIABILITIES (NET)

As at March 31, 2020

(₹ in Lakhs)

Particulars	Opening Balance	Recognized in profit or loss	Reclassified from equity to Profit or Loss	Recognized in other comprehensive income	Closing Balance
Tax effect of items constituting deferred tax liabilities					
Depreciation and Amortization	0.18	(0.52)	–	–	(0.34)
Fair valuation gain/(loss) on Investments	1,469.14	111.34	–	–	1,580.48
Tax effect of items constituting deferred tax assets					
MAT Credit entitlement	435.46	58.99	–	–	494.45
Carry forward losses and Un-absorbed depreciation	362.00	96.00	–	–	458.00
Provision for Gratuity and Leave encashment	18.57	(2.97)	–	(6.55)	9.05
Disallowance u/s 43B/40(a)(ia)	188.55	(84.88)	–	–	103.67
Net deferred tax liability	464.74	43.68	–	6.55	514.97

As at March 31, 2019

(₹ in Lakhs)

Particulars	Opening Balance	Recognized in profit or loss	Reclassified from equity to Profit or Loss	Recognized in other comprehensive income	Closing Balance
Tax effect of items constituting deferred tax liabilities					
Depreciation and Amortization	0.60	(0.42)	–	–	0.18
Fair valuation gain/(loss) on Investments	313.37	1,155.77	–	–	1,469.14
Tax effect of items constituting deferred tax assets					
MAT Credit entitlement	–	435.46	–	–	435.46
Carry forward losses and Un-absorbed depreciation	–	362.00	–	–	362.00
Provision for Gratuity and Leave encashment	20.18	(1.48)	–	(0.13)	18.57
Disallowance u/s 43B	–	188.55	–	–	188.55
Net deferred tax liability	293.79	170.82	–	0.13	464.74

17 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
A. Total outstanding dues of micro enterprises and small enterprises	1.80	–
B. Total outstanding dues of creditors other than micro enterprises and small enterprises	200.70	64.89
Total	202.50	64.89

DUES TO MICRO AND SMALL ENTERPRISES

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"). The disclosures pursuant to the said MSMED ACT are as follows:-

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Principal Amount due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	1.80	–
Interest due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	0.19	–
Principal Amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	–	–
Interest paid, under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	–	–
Interest due and payable towards supplier registered under MSMED Act, for payments already made	–	–
Further Interest remaining due and payable for earlier years	–	–

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

Notes to the Financial Statements for the year ended March 31, 2020

18 OTHER FINANCIAL LIABILITIES-CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Current Maturities of long term Borrowings (Refer Note 14.1)	7,000.00	–
Interest accrued and due on Borrowings	856.16	1,081.92
Other Payables		
Liability for expenses	17.05	11.93
Salaries and other payroll dues	231.79	113.94
Retention Money payable	9.41	–
Unclaimed Dividend	0.79	0.68
Other Payable (Refer Note 9)	11,273.65	1,480.71
[Include ₹ 5.24 lakhs (March 31, 2019 ₹ 208.69 Lakhs) payable to related party -(refer note 28.1)]		
Total	19,388.85	2,689.18

19 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance from Customers	31.31	–
Others		
NPS Payable	0.14	–
TDS Payable	13.09	170.92
PF Payable	2.36	3.47
Profession Tax Payable	0.02	–
GST Payable	7.83	19.43
Total	54.75	193.82

20 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Sale of Services		
Revenue from Toll Operations (Refer Note 27.4)	562.98	352.60
Consultancy Services (Refer Note 27.4)	82.00	700.00
Other Operating Revenue	22.48	–
Total	667.46	1,052.60

21 OTHER INCOME

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Interest on Loan	367.38	2,400.03
Interest on Fixed Deposit with Bank	0.44	22.89
Interest on Income Tax refund	–	2.74
Liability no longer required written back	321.23	–
Net gain/(loss) on Fair Valuation of Investments*	382.34	3,968.99
Other miscellaneous income	2.50	–
Total	1,073.89	6,394.65

*Includes loss on fair value of Investments amounting to Rs. 3,862.28 lakhs. (Previous year ₹ NIL)

Notes to the Financial Statements for the year ended March 31, 2020

22 EMPLOYEE BENEFIT EXPENSE

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Salaries, wages, bonus and allowances	393.73	437.99
Contribution to Provident & Other funds	19.84	25.55
Staff welfare expenses	8.29	7.42
Total	421.86	470.96

23 FINANCE COSTS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Interest	240.41	4,542.87
Less:-Capitalized to Investments (refer note 27.5)	(36.76)	(147.43)
Total	203.65	4,395.44

24 DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Depreciation on property, plant and equipment (refer note 2)	3.78	4.28
Amortization on other intangible assets (refer note 3)	0.42	0.42
Total	4.20	4.70

25 OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Legal & Professional Fees	54.64	108.53
Toll Operation Expense	314.64	163.79
Other Operation Expenses	7.05	–
Travelling and Conveyance	72.27	127.39
Rates & Taxes	0.82	2.66
Rent (Refer Note 27.6)	12.68	29.98
Repairs & Maintenance-Others	2.70	8.10
Communication Expenses	6.53	7.94
Advertisement & Publicity	2.08	2.25
Membership & Subscription	10.22	13.09
Sundry balance written off	1.19	–
Advance written off	250.00	–
Business Promotion Expense	0.78	4.81
Corporate Social Responsibility Expenses (Refer Note 28.3)	8.00	25.00
Tender Fees	0.75	0.62
Insurance Premium	1.12	1.73
Payment to Auditor :		
- Fees for Statutory Audit & Limited Reviews	15.00	15.00
- Other Services (Certification etc.)	3.95	1.38
- Reimbursement of expenses	0.60	0.55
Director's Sitting Fees	14.05	17.75
Printing & Stationery	2.89	9.12
Bank Charges	0.28	0.87
Miscellaneous Expenses	1.47	1.51
Total	783.71	542.07

Notes to the Financial Statements for the year ended March 31, 2020

26 INCOME TAX EXPENSES

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
i) Income tax recognized in profit or loss		
Current tax		
-Current Tax	58.99	435.46
Total Current Tax	58.99	435.46
Deferred tax	43.68	170.82
Total Deferred Tax	43.68	170.82
Total	102.67	606.28
ii) Income tax recognized in OCI		
Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Deferred Tax on remeasurements of defined benefit plans	(6.55)	(0.13)
Total deferred tax relating to OCI items	(6.55)	(0.13)
iii) Reconciliation of tax expense and accounting profit		
Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Accounting profit before tax from continuing operations	327.93	2,034.08
Income tax expenses calculated @ 29.12% (2018-19 : 29.12%)	95.49	592.32
Net Effect of expenses not allowable as deduction	7.26	7.33
Other differences	(0.08)	6.63
Total	102.67	606.28

27 OTHER DISCLOSURES

27.1 Defined Benefit Plans/Long Term Compensated Absences :

Defined Contribution Plans:

The Company provides Provident Fund benefit to all employees. Under this scheme fixed contribution is made to the Regional Provident Fund Commissioner. The Company has no legal and constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay employee benefits.

Defined Benefit Plans:

The Employees' Gratuity scheme, Leave benefit scheme, and Sick Leave avilment scheme are the Company's defined benefit plans. The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date.

The following tables set out the details of amount recognized in the financial statements in respect of gratuity and leave benefits which is not funded:

(₹ in Lakhs)

Sl. No.	Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Defined benefit plans(As per actuarial valuation)	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
I	Change in Defined Benefit Obligations (DBO)				
	Present Value of DBO at beginning of the year	56.25	69.29	23.85	35.24
	Current Service Cost	4.44	7.30	3.10	6.94
	Interest cost	3.44	4.34	1.27	1.96
	Curtailment cost / (credit)	-	-	-	-
	Settlement cost / (credit)	-	-	-	-
	Past service Cost -Plan amendments	-	-	-	-
	Acquisitions	-	-	-	-
	Actuarial Losses / (Gains) -experience	(12.03)	(0.87)	4.29	(1.54)
	Actuarial Losses / (Gains) -demographic assumptions	-	-	-	-
	Actuarial Losses / (Gains) -financial assumptions	(10.47)	0.45	(5.89)	0.17
	Benefits Paid	(20.86)	(24.26)	(13.90)	(18.92)
	Employee contribution	-	-	-	-
	Other Adjustments	-	-	-	-
	Present Value of DBO	20.76	56.25	12.72	23.85

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in Lakhs)

Sl. No.	Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
		Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
	Defined benefit plans(As per actuarial valuation)				
II	Net assets / (liability) recognized in Balance Sheet				
	Present value of Defined Benefit Obligation	(20.76)	(56.25)	(12.72)	(23.85)
	Fair value of plan assets	–	–	–	–
	Funded status [Surplus/(Deficit)]	(20.76)	(56.25)	(12.72)	(23.85)
	Unrecognized past service cost	–	–	–	–
	Net asset/ (liability) recognized in Balance Sheet	(20.76)	(56.25)	(12.72)	(23.85)
	Current Asset / (Liability)	(0.43)	(1.44)	(0.41)	(0.55)
	Non Current Asset / (Liability)	(20.33)	(54.81)	(12.31)	(23.30)
III	Components of Employer Expenses				
	Current Service cost	4.44	7.30	3.10	6.94
	Past service Cost-Plan amendments	–	–	–	–
	Curtailment cost / (credit)	–	–	–	–
	Settlement cost / (credit)	–	–	–	–
	Interest cost	3.44	4.34	1.27	1.96
	Actuarial Losses / (Gains)	–	–	(1.61)	(1.37)
	Total expenses recognized in the Statement of Profit and Loss	7.88	11.64	2.76	7.53
	Re-measurements recognized in Other Comprehensive Income				
	Actuarial Losses / (Gains) -experience	(12.03)	(0.87)	4.28	(1.54)
	Actuarial Losses / (Gains) -demographic assumptions	–	–	–	0.17
	Actuarial Losses / (Gains) -financial assumptions	(10.47)	0.45	(5.89)	(1.37)
	Total Re-measurements recognized in Other Comprehensive Income	(22.50)	(0.42)	–	–
	Total expenses recognized in the Statement of Profit & Loss and Other Comprehensive income	(14.62)	11.22	2.76	7.53
IV	Actuarial Assumptions				
	Discount Rate	6.70%	7.50%	6.70%	7.50%
	Expected return on plan assets	NA	NA	NA	NA
	Salary Escalation	5%	10%	5%	10%
	Mortality	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)
	Retirement/ Superannuation Age	Employees: 60 yrs. Directors : 65 yrs.	Employees: 60 yrs. Directors : 65 yrs.	Employees: 60 yrs. Directors : 65 yrs.	Employees: 60 yrs. Directors : 65 yrs.
V	Expected benefits payments for the year ending	DBO as at March 31, 2020		DBO as at March 31, 2019	
		Gratuity	Leave	Gratuity	Leave
	March 31, 2019	–	–	–	–
	March 31, 2020	–	–	1.49	0.57
	March 31, 2021	0.45	0.42	2.00	0.75
	March 31, 2022	0.53	0.45	2.17	0.84
	March 31, 2023	2.78	2.04	2.29	2.75
	March 31, 2024	2.20	0.84	3.57	1.35
	March 31, 2025	1.55	0.56		
	March 31, 2026 to March 31, 2030	31.00	7.17		
	March 31, 2025 to March 31, 2029			63.71	29.52
VI	Weighted average duration of defined benefit obligations :	10 Years	9 Years	9 Years	8 Years
VII	Accrued Benefit Obligation at year end	13.19	8.38	35.01	12.29
VIII	Sensitivity Analysis	DBO as at March 31, 2020		DBO as at March 31, 2019	
		Gratuity	Leave	Gratuity	Leave
	Discount Rate + 100 basis points	(8.70)	(8.10)	(7.60)	(6.80)
	Discount Rate -100 basis points	9.90	9.20	8.50	7.50
	Salary Increase Rate +1%	10.00	9.30	5.20	7.30
	Salary Increase Rate -1%	(9.00)	(8.30)	(4.60)	(6.70)

Method used for sensitivity analysis: The Sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in Lakhs)

Sl.No	Particulars Year ended March 31, 2020	Sick Leave Benefit Year ended March 31, 2019
Assets/ Liabilities		
1 Defined Benefit Obligation	8.95	11.48
2 Fair Value of Plan Assets	-	-
3 Current Asset / (Liability)	(1.92)	(2.39)
4 Non Current Asset / (Liability)	(7.03)	(9.09)
Actuarial Assumptions		
1 Discount Rate	6.70%	7.50%
2 Expected return on plan assets	NA	NA
3 Salary Escalation	5%	10%
4 Mortality	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)
5 Retirement/ Superannuation Age	Employees: 60 yrs. Director : 65 yrs.	Employees: 60 yrs. Director : 65 yrs.

IX Other disclosures :

Basis of estimates of Rate of escalation in salary :

- The estimates of rate of escalation in salary, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
- The Gratuity and Leave Encashment have been recognized under "Salaries and allowances" under Note No.22. The remeasurement of the net defined benefit liability are included in Other Comprehensive Income.
- The expected contribution for defined benefit plan for the next financial year is not available and hence not disclosed.

27.2 Earnings per Share:

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
a) Profit/(Loss) after Tax (₹ in Lakh)	225.26	1,427.80
b) Weighted average number of Ordinary Equity Shares outstanding used as the denominator for computing Basic Earnings per Share (Nos.)	83,950,000	83,950,000
c) Weighted average number of Potential Equity Shares (Nos.)	-	-
d) Weighted average number of Equity Shares outstanding used as the denominator for computing Diluted Earnings per Share (Nos.)	83,950,000	83,950,000
e) Nominal value of Equity Share per share (₹)	10.00	10.00
f) Basic Earnings per Share (₹) (a/b)	0.27	1.70
g) Diluted Earnings per Share (₹) (a/d)	0.27	1.70

27.3 Segment Reporting

The Company is primarily engaged in a single business segment of own, build, develop, design, operate, transfer road and related services. All the activities of the Company revolve around the main business. As such there are no separate reportable segments as per requirements of Indian Accounting Standard (Ind AS- 108) on operating segment. Further, the Company operates only in India, hence additional information under geographical segments is also not applicable. The Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM). The Chief Operating Decision Maker also monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than those already provided in the financial statements.

Total revenue includes revenue from two external customers exceeding 10% of revenue aggregating to ₹ 583.22 lakhs (Previous year: two of the external customers aggregating to ₹ 1,052.60 lakhs).

27.4 Disclosure pursuant to Indian Accounting Standard-115 "Revenue from Contracts"

(a) Type of Goods or Service	Toll management and Project consultancy
(b) Geographical Region	India
(c) Market or Type of Customer	Non-Government
(d) Type of Contract	Fixed-price Construction contracts
(e) Contract Duration	2-3 Years
(f) Timing of transfer of goods or service	Transferred over the period of contract
(g) Sales channels	Directly to consumers

27.5 The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Build, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model.

These investments have been made on a long term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project.

Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Indian Accounting Standard (Ind AS) 23 on 'Borrowings Costs', Indian Accounting Standard (Ind AS) 28 on 'Investments in Associates' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalized borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments.

Accordingly, as at March 31, 2020 total borrowing cost capitalized to Non current Investment amounts to ₹16,078.86 Lakhs including ₹ 36.76 Lakhs for the year ended March 31, 2020 (₹147.43 Lakhs for year ended March 31, 2019).

27.6 In the Capacity of Lessee

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. As at March 31, 2020 there were no lease arrangements for a period of more than 12 months.

27.7 Contingent liabilities & Commitments

(₹ in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Contingent liabilities	-	-
Capital Commitments		
- On account of Office work	12.90	-
Other Commitment		
- On account of Purchase of shares of Guruvayoor Infrastructure Pvt Ltd.*	4,933.00	4,933.00

*Same is subject to regulatory approval

Notes to the Financial Statements for the year ended March 31, 2020

28 OTHER DISCLOSURES

28.1 Related Party disclosures

(i) Related Parties:

Sl. No	Name of the Party & Nature of relationship
A	Investor having significant influence
	Srei Venture Capital Trust A/C-Infrastructure Project Development Capital
B	Subsidiaries
	Solapur Tollways Pvt. Ltd.
	Orissa Steel Expressway Pvt. Ltd.
	Guruvayoor Infrastructure Pvt. Ltd.
C	Associates
	Kurukshetra Expressway Pvt. Ltd.
	Ghaziabad Aligarh Expressway Pvt. Ltd.
	Shree Jagannath Expressways Pvt. Ltd.
	Mahakaleshwar Tollways Pvt. Ltd.
D	Key Management Personnel (KMP)
	Bajrang K Choudhary (Managing Director)
	Brahm Dutt (Non-executive and Independent Director)*
	Praful Tayal (Non-executive and Independent Director)**
	Atanu Sen (Non-executive and Independent Director)***
	Dr. (Ms.) Tuk Tuk Ghosh Kumar (Non-executive and Independent Director)
	Santanu Ray (Non-executive and Independent Director)****
	Ashok Kumar Mangotra (Non-executive and Independent Director)*****
	Naresh Mathur (Company Secretary)
	Asim Tewari (Chief Operating Officer)^
	Sanjay Banka (Chief Financial Officer)#
	Amogh Harihar Gore (Chief Financial Officer)##
	Jai Prakash Shaw (Chief Financial Officer)###
	Arindam Bhowmick (Chief Financial Officer)####

* Mr. Brahm Dutt ceased to be chairman and Non-executive and Independent Director w.e.f January 4, 2019. He is reappointed as chairman and Non-executive and Independent Director w.e.f May 14, 2020.

** Mr. Praful Tayal Appointed as Non-executive and Independent Director w.e.f May 14, 2020.

*** Mr. Atanu Sen ceased to be Non-executive and Independent Director of the Company w.e.f January 14, 2020

**** Mr. Santanu Ray appointed as Non-executive and Independent Director w.e.f July 30, 2019

***** Mr. Ashok Kumar Mangotra appointed as Non-executive and Independent Director w.e.f September 30, 2019. He ceased to be Non-executive and Independent Director of the Company w.e.f November 22, 2019

^ Mr. Asim Tewari ceased to be COO of the Company w.e.f April 30, 2018.

Mr. Sanjay Banka ceased to be CFO of the Company w.e.f August 14, 2018

Mr. Amogh Harihar Gore was appointed as CFO of the Company w.e.f August 15, 2018. He ceased to be CFO of the Company w.e.f November 14, 2018.

Mr. Jai Prakash Shaw was appointed as CFO of the Company w.e.f April 20, 2019. He ceased to be CFO of the Company w.e.f February 28, 2020

Mr. Arindam Bhowmick appointed as CFO of the Company w.e.f July 24, 2020

(ii) Summary of Transactions with Related Parties

The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms. Outstanding balances at the year end will be settled as per terms of respective transactions.

(₹ in lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	Year ended March 31, 2020	Year ended March 31, 2019
(A) Subsidiaries :			
Solapur Tollways Pvt. Ltd.	Transactions :		
	Unsecured loan Converted in Warrant	–	5,147.00
	Income from Consultancy fee	–	700.00
	Reimbursement of expenses	1.51	400.00
	Unsecured loan given	295.92	11,990.89
	Repayment of Unsecured Loan	459.14	11,827.67
	Loan taken	6,491.51	–
	Income from Toll Revenue	130.99	–
	Other Income	1.00	–
	Corporate guarantee given to lender of subsidiary	32,000.00	–
	Cost of Investment pledged as collateral for loan taken by Subsidiary (247,499 Shares)	–	49.73

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	Year ended March 31, 2020	Year ended March 31, 2019
	Balance due:		
	Loan taken (Cr)	6,491.51	–
	Unsecured loan given balance	–	163.22
	Warrants-Purchase Cost	22,789.00	22,789.00
	Investment in Optionally Convertible Debenture -Purchase Cost	6,582.00	6,582.00
	Cost of Investment pledged as collateral for loan taken by Subsidiary (500,000 Shares)	93.13	90.66
	Corporate guarantee given to lender of subsidiary	32,000.00	32,000.00
	Trade Receivable	110.43	–
Orissa Steel Expressway Pvt. Ltd.	Transactions :		
	Inter Corporate Deposit given	–	388.16
	Interest Income on ICD given	345.00	375.37
	Interest Capitalized with Loan	409.14	604.30
	Balance due:		
	Inter Corporate Deposit Balance	3,440.10	3,030.97
	Investment in Equity	7,155.37	7,155.37
	Cost of Investment pledged as collateral for loan taken by Subsidiary (17,125,238 Shares)	2,633.25	2,633.25
	Interest Accrued but not due (Net of TDS)	42.20	117.66
	Trade Receivable	732.11	732.11
Guruvayoor Infrastructure Pvt Ltd	Transactions :		
	Reimbursement of Expenses	0.07	84.75
	Interest Income	22.37	1,988.54
	Income from Toll Revenue	429.75	352.60
	Other Operating Income	22.48	–
	Other Income	0.75	–
	Unsecured Loan given	–	3,940.95
	Repayment of Unsecured Loan	–	3,940.95
	Advance given	23.11	–
	Repayment of Advance given	4.70	–
	Cost of Investment pledged as collateral for loan taken by subsidiary (82,780,500 shares)	–	10,691.53
	Cost of Investment pledged as collateral for loan taken by subsidiary (5,71,29,700 units of OCD)	–	7,029.85
	Corporate guarantee given to lender of subsidiary	–	15,000.00
	Advance received	5,130.00	243.95
	Advance refunded	203.45	40.51
	Advance adjusted against redemption of Unquoted Unsecured Optionally Convertible Debenture	5,130.00	–
	Balance due:		
	Trade receivable	9.03	42.65
	Advance received (Cr.)	–	203.45
	Advance given	18.41	–
	Investment in Optionally Convertible Debenture -Purchase Cost	582.97	5,712.97
	Corporate guarantee given to lender of subsidiary	15,000.00	15,000.00
	Cost of Investment pledged as collateral for loan taken by subsidiary (12,49,98,606 shares)	16,144.21	16,144.21
	Cost of Investment pledged as collateral for loan taken by subsidiary (58,29,700 units of OCD)	838.76	7,029.85
(B) Associates :			
Kurukshetra Expressway Pvt. Ltd.	Transactions :		
	Demand loan given	1,749.44	936.87
	Repayment of Demand Loan	–	4,813.00
	Cost of Investment pledged as collateral for loan taken by associate (34,175,490 shares)	–	7,656.96
	Cost of Investment pledged as collateral for loan taken by associate (9,31,43,600 units of OCD)	–	12,234.83
	Corporate guarantee given to lender of associate	–	8,000.00

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	Year ended March 31, 2020	Year ended March 31, 2019
	Balance due:		
	Demand loan given balance	1,794.46	45.03
	Investment in Optionally Convertible Debenture-Purchase Cost	9,314.36	9,314.36
	Corporate guarantee given to lender of associate	8000.00	8,000.00
	Cost of Investment pledged as collateral for loan taken by associate (9,31,43,600 units of OCD)	13,707.86	12,234.83
	Cost of Investment pledged as collateral for loan taken by associate (5,10,86,910 shares)	11,445.94	11,445.94
Ghaziabad Aligarh Expressway Pvt. Ltd.	Transactions :		
	Unsecured loan given	3,956.50	3,320.60
	Repayment of Unsecured Loan	685.50	3,765.00
	Conversion of Unquoted Warrant into Loan	4,818.88	–
	Cost of Investment pledged as collateral for loan taken by associate (4,81,88,780 units of warrants)	–	6,369.18
	Cost of Investment pledged as collateral for loan taken by associate (37,073,400 shares)	–	7,558.04
	Corporate guarantee given to lender of associate	–	13,000.00
	Balance due:		
	Trade Receivable (Net of TDS)	216.00	216.00
	Loan Instrument at cost	4,818.88	–
	Unsecured loan receivable	7,978.10	4,707.10
	Warrants -Purchase Cost	4,818.88	–
	Corporate guarantee given to lender of associate	13,000.00	13,000.00
	Cost of Investment pledged as collateral for loan taken by associate (4,81,88,780 units of warrants)	–	6,369.18
	Cost of Investment pledged as collateral for loan taken by associate (7,56,60,000 shares)	15,424.58	15,424.58
Shree Jagannath Expressways Pvt. Ltd.	Transactions :		
	Unsecured loan given	–	1,885.40
	Repayment of Unsecured Loan	–	1,885.40
	Cost of Investment pledged as collateral for loan taken by Associate (28,982,520 shares)	–	5,496.18
	Corporate guarantee given to lender of associate	–	27,500.00
	Accrued interest received	–	424.11
	Advance received	–	5.24
	Balance due:		
	Trade Receivable	0.13	0.13
	Corporate guarantee given to lender of associate	27,500.00	27,500.00
	Advance received (Cr.)	5.24	5.24
	Cost of Investment pledged as collateral for loan taken by associate (5,91,48,000 shares)	11,216.70	11,216.70
Mahakaleshwar Tollways Pvt. Ltd.	Transactions :		
	Income from Consultancy fee	60.00	–
	Advance received	8.14	–
	Other Income	0.75	–
	Unsecured loan given	–	5,200.00
	Repayment of Unsecured Loan	–	8,463.76
	Cost of Investment pledged as collateral for loan taken by Associate (24,497,550 Shares)	–	734.93
	Cost of Investment pledged as collateral for loan taken by Associate (2,93,76,600 Units of OCD)	–	5,006.46
	Corporate guarantee given to lender of associate	–	12,000.00
	Balance due:		
	Advance received (Cr)	8.14	–
	Investment in Optionally Convertible Debenture	2,937.66	2,937.66
	Corporate guarantee given to lender of Associate	12,000.00	12,000.00
	Cost of Investment pledged as collateral for loan taken by associate (2,93,76,600 Units of OCD)	5,609.89	5,006.46
	Cost of Investment pledged as collateral for loan taken by Associate (4,99,95,000 Shares)	1,499.85	1,499.85

Notes to the Financial Statements for the year ended March 31, 2020

(C) Key Management Personnel :

(₹ in lakhs)

	Year ended March 31, 2020	Year ended March 31, 2019
Transactions:		
Short-term employee benefits	189.11	221.62
Post-employment benefits	–	4.90
Other long-term employee benefits	–	7.35
Director's Sitting Fees	14.05	17.75

28.2 Information as required under regulation 34(3) of SEBI (Listing obligation and Disclosure requirements), Regulation, 2015:

(₹ in lakhs)

Particulars	As at March 31 2020	Maximum balance during the year
Loans to Subsidiary company		
Solapur Tollways Pvt Ltd {Refer note 5(ii)}	–	391.34
Orissa Steel Expressway Pvt. Ltd. {Refer note 5(ii)}	3,440.10	3,440.10
Guruvayoor Infrastructure Pvt Ltd	–	–
Loans to Associate company		
Kurukshetra Expressway Pvt. Ltd. {Refer note 5(ii)}	1,794.46	1,794.46
Ghaziabad Aligarh Expressway Pvt. Ltd. {Refer note 5(i) & 5(ii)}	12,796.98	12,796.98
Shree Jagannath Expressways Pvt. Ltd.	–	–
Mahakaleshwar Tollways Pvt. Ltd.	–	–
Advances to Subsidiary company		
Guruvayoor Infrastructure Pvt Ltd (Refer Note 9)	18.41	23.11

(₹ in lakhs)

Particulars	As at March 31 2019	Maximum balance during the year
Loans to Subsidiary company		
Solapur Tollways Pvt Ltd. {Refer note 5(ii)}	163.22	14,542.67
Orissa Steel Expressway Pvt. Ltd. {Refer note 5(ii)}	3,030.97	3,030.97
Guruvayoor Infrastructure Pvt Ltd. {Refer note 5(ii)}	–	3,940.95
Loans to Associate company		
Kurukshetra Expressway Pvt. Ltd. {Refer note 5(ii)}	45.03	4,813.02
Ghaziabad Aligarh Expressway Pvt. Ltd. {Refer note 5(ii)}	4,707.10	8,312.10
Shree Jagannath Expressways Pvt. Ltd. {Refer note 5(ii)}	–	605.65
Mahakaleshwar Tollways Pvt. Ltd. {Refer note 5(ii)}	–	8,463.76
Advances to Subsidiary company		
Guruvayoor Infrastructure Pvt Ltd.	–	–

Note:-Figures mentioned in above table are at cost

28.3 The Company has contributed and expensed ₹ 8.00 lakhs (March 31, 2019 ₹25.00 Lakhs) against the total contributable amount of ₹. 7.91 Lakhs (March 31, 2019 ₹ 22.43 Lakhs) for the year ended March 31, 2020 in accordance with section 135 of Companies Act, 2013 to trust/social organization.

29 FINANCIAL INSTRUMENT RELATED DISCLOSURES

i) Capital Management

The primary objective of company's capital management is to support its road projects (SPVs) and provide adequate capital to its business for growth and creation of sustainable stakeholder value. The company's capital comprises of share capital and retained earnings attributable to equity shareholders. The company manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and requirement of financial covenants. Breaches in meeting the financial covenants would permit the lenders to call loans and borrowings or charge some penal interest. The Company, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. In order to maintain or adjust the capital structure, the Company may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, loans and borrowings, less cash and cash equivalents.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and year ended March 31, 2019.

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Borrowings {refer note 14(i), 14(ii) and 18}	14,251.51	12,000.00
Less: Cash and cash equivalent (refer note 7)	3.75	7.88
Net Debt (A)	14,247.76	11,992.12
Total Equity (refer note 12 & 13)	117,615.18	117,880.00
Total Equity plus Net Debt (B)	131,862.94	129,872.12
Gearing ratio (A/B)	0.11	0.09

Notes to the Financial Statements for the year ended March 31, 2020

29 FINANCIAL INSTRUMENT RELATED DISCLOSURES (Cond...)

ii) Financial instruments-Accounting, Classification and Fair Value Measurement

A. Accounting classification and fair values

(₹ in lakhs)

March 31, 2020	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets Non Current								
Investments (excluding investment measured at cost-refer note -4)	28,423.60	–	–	28,423.60	–	–	28,423.60	28,423.60
Loans (refer note 5(i))	4848.50	–	–	4,848.50	–	–	4,848.50	4,848.50
Financial Assets Current								
Trade receivables (refer note 6)	–	–	1,092.70	1,092.70	–	–	1,092.70	1,092.70
Cash and cash equivalents (refer note 7)	–	–	3.75	3.75	3.75	–	–	3.75
Bank Balance other than Cash and Cash Equivalents (refer note 8)	–	–	0.79	0.79	0.79	–	–	0.79
Loans (refer note 5(ii))	–	–	13,213.16	13,213.16	–	–	13,213.16	13,213.16
Other Financial Assets (refer note 9)	–	–	11,310.61	11,310.61	–	–	11,310.61	11,310.61
Total Financial Assets	33,272.10	–	25,621.01	58,893.11	4.54	–	58,888.57	58,893.11
Financial liabilities Non Current								
Borrowings [refer note 14(i)]	–	–	760.00	760.00	–	–	760.00	760.00
Financial liabilities Current								
Borrowings [refer note 14(ii)]	–	–	6,491.51	6,491.51	–	–	6,491.51	6,491.51
Trade payables (refer note 17)	–	–	202.50	202.50	–	–	202.50	202.50
Other financial liabilities (refer note 18)	–	–	19,388.85	19,388.85	–	–	19,388.85	19,388.85
Total Financial liabilities	–	–	26,842.86	26,842.86	–	–	26,842.86	26,842.86

(₹ in lakhs)

March 31, 2019	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets Non Current								
Investments (excluding investment measured at cost-refer note-4)	38,019.75	–	–	38,019.75	–	–	38,019.75	38,019.75
Financial Assets Current								
Trade receivables (refer note 6)	–	–	1,008.69	1,008.69	–	–	1,008.69	1,008.69
Cash and cash equivalents (refer note 7)	–	–	7.88	7.88	7.88	–	–	7.88
Bank Balance Other than Cash and Cash Equivalents (refer note 8)	–	–	0.68	0.68	0.68	–	–	0.68
Loans (refer note 5(ii))	–	–	7,951.76	7,951.76	–	–	7,951.76	7,951.76
Other Financial Assets (refer note 9)	–	–	367.99	367.99	–	–	367.99	367.99
Total Financial Assets	38,019.75	–	9,337.00	47,356.75	8.56	–	47,348.19	47,356.75
Financial liabilities Non Current								
Borrowings [refer note 14(i)]	–	–	7,000.00	7,000.00	–	–	7,000.00	7,000.00
Financial liabilities Current								
Borrowings [refer note 14(ii)]	–	–	5,000.00	5,000.00	–	–	5,000.00	5,000.00
Trade payables (refer note 17)	–	–	64.89	64.89	–	–	64.89	64.89
Other financial liabilities (refer note 18)	–	–	2,689.18	2,689.18	–	–	2,689.18	2,689.18
Total Financial liabilities	–	–	14,754.07	14,754.07	–	–	14,754.07	14,754.07

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2020 and March 31, 2019.

B. Measurement of fair values

The table shown above analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments and long-term borrowings is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Notes to the Financial Statements for the year ended March 31, 2020

D. Reconciliation of Financial Assets in Level 3 is as below:-

(₹ in lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Balance at the beginning of the year	47,348.19	57,293.37
Movement during the year	11,158.04	(13,914.17)
Fair Value changes	382.34	3,968.99
Balance at the end of the Year	58,888.57	47,348.19

iii) Financial Risk Management

The company's principal financial liabilities comprises of borrowings and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include investments in equity and debt instruments, loans (advances to related parties), trade and other receivables, and cash and short-term deposits that derive directly from its operations. The company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

The company's board of directors has the overall responsibility for the establishment and oversight of the company's risk management framework. This note presents information about the risks associated with its financial instruments, the company's objectives, policies and processes for measuring and managing risk, and the company's management of capital.

Credit Risk

The Company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Company's exposure to credit risk primarily relates to cash and cash equivalent, investments in equity and debt instruments, loans & other financial assets and accounts receivable.

The Company monitors and limits its exposure to credit risk on a continuous basis. Credit Risk on cash and cash equivalents is limited as the Company generally invest in deposits with nationalized banks. Investments in debt securities consist of investment in subsidiaries/associates. Loans are primarily provided to subsidiaries/associates and are in the nature of short-term as the same is repayable on demand.

The Company's credit risk associated with accounts receivable is managed through periodically review the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables.

The Company's financial assets which are exposed to credit risk are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Investment in Debt Securities (refer note 4)	28,423.60	31,650.57
Investment in Warrant (refer note 4)	–	6,369.18
Trade and other receivables (refer note 6)	1,092.70	1,008.69
Cash and cash equivalents and other bank balance (refer note 7 & 8)	4.54	8.56
Loans & Other Financials Asset (refer note 5(i), 5(ii) & 9)	29,372.27	8,319.75
Total	58,893.11	47,356.75

Impairment losses

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade and other receivables (measured under life time excepted credit loss model)		
Opening balance	–	–
Provided during the year	–	–
Reversal of provision	–	–
Unwinding of discount	–	–
Closing balance	–	–

Trade Receivables Ageing analysis

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Not due	–	–
Up to 3 months	119.46	42.65
3-6 months	7.20	–
More than 6 months	966.04	966.04
Total	1,092.70	1,008.69

Notes to the Financial Statements for the year ended March 31, 2020

No significant changes in estimation techniques or assumptions were made during the reporting period.

Liquidity risk

The company is exposed to liquidity risk related to its ability to fund its obligations as and when they become due. The company monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The company has access to credit facilities and monitors cash and bank balances on a regular basis. In relation to the company's liquidity risk, the company's policy is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses.

Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting year:

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Term Loan facilities	19,240.00	–

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

(₹ in lakhs)

As at 31 March 2020	Less than 1 year	1-5 years	Over 5 Years	Total
Borrowings {refer note 14(i), 14(ii) & 18}	13,491.51	760.00	–	14,251.51
Trade payables (refer note 17)	202.50	–	–	202.50
Other financial liabilities (refer note 18)	19,388.85	–	–	19,388.85
	33,082.86	760.00	–	33,842.86

As at 31 March 2019	Less than 1 year	1-5 years	Over 5 Years	Total
Borrowings {refer note 14(i) & 14(ii)}	5,000.00	7,000.00	–	12,000.00
Trade payables (refer note 17)	64.89	–	–	64.89
Other financial liabilities (refer note 18)	2,689.18	–	–	2,689.18
	7,754.07	7,000.00	–	14,754.07

Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the company. The company manages its interest rate risk by regular monitoring and taking necessary actions as are necessary to maintain an appropriate balance.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

a) Interest rate risk exposure

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Variable rate borrowings	–	–

b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

(₹ in lakhs)

Particulars	Impact on profit	
	March 31, 2020	March 31, 2019
Interest rates -increase by 70 basis points	–	–
Interest rates -decrease by 70 basis points	–	–

Notes to the Financial Statements for the year ended March 31, 2020

- 30 The Company had made an application to the Reserve Bank of India (RBI) to grant Certificate of Registration to commence the business of a Non-Deposit taking Systematically Important Core Investment Company (NDSI -CIC) on March 28, 2019 and July 16, 2019. In response to the above, the RBI vide its letter dated: January 24, 2020 communicated to the Company that while it does not qualify to become Non-Deposit taking Systematically Important Core Investment Company (NDSI -CIC), the Company needs to apply for Certificate of Registration (COR) for carrying out NBFI activities as it is meeting the Principal Business Criteria for FY 2018-19. The Company vide their letter dated Feb 28, 2020 had clarified on the observations of the RBI requesting for granting necessary registration. Response of the RBI is awaited.
- 31 The Company had entered into a Share Purchase Agreement (SPA) with Cube Highways & Infrastructure Pte. Ltd. for sale of 39% stake jointly held by the Company in Ghaziabad Aligarh Expressway Private Limited (an associate of the Company), Concessionaire (SPV) for 'Four Laning of Ghaziabad -Aligarh Section of NH-91 BOT (Toll) Project in Uttar Pradesh along with the other partners/promoters of the SPV on May 04, 2019 subject to applicable regulatory and other approvals and fulfilment of certain conditions by the Parties for closure of the deal within a total period of 12 months from the date of agreement. However, the said SPA stood lapsed, as the validity of the SPA expired before the closure of the deal and the Parties have decided not to extend the validity further.
- Now, the Company along with its co-promoters is in the advanced stage of discussions with another prospective investor, who has evinced interest in the project asset, to move ahead in the process of divestment.
- 32 Securities and Exchange Board of India (SEBI) in its ad interim order dated March 14, 2019, issued under Section 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 and Regulation 11 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003, in the matter of Religare Enterprises Limited, against twenty-five (25) Noticees including the Company (Noticee no. 4), has directed the Company not to dispose of or alienate any of their assets or divert any funds, except for meeting expenses of day-to-day business operations, without the prior permission of SEBI.
- The Company, vide its letter dated May 02, 2019 has replied to the said SEBI order and has denied that the company has committed any violation of the concerning provisions of the SEBI Act, 1992 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003. SEBI has passed an Order dated September 11, 2019 revoking its earlier Order dated March 14, 2019 in favour of the Company.
- 33 Impact of COVID 19 -Due to the spread of pandemic COVID 19, there had been a Nation wide lockdown announced by the Govt. of India w.e.f. March 24, 2020. The operations at the toll plazas have been completely suspended and hence there has been no revenue for the said period in the current financial year, notwithstanding the normal accrual / incidence of expenses. However, the Management is of the view, that these losses are recoverable under the provisions of the concession agreement and no significant impact is expected on account of the same. The resumption of Toll Collection were done w.e.f. April 20, 2020 as per directives of Ministry of Road Transport & Highways. Post resumption the collection was below normal and the Management anticipates that normalcy of collection will happen from the month of August 2020. Management is constantly reviewing the situation and shall take necessary action based on how the situation evolves. However, as of the reporting date, there is no material impact on the financial statements.
- 34 The financial statements were approved for issue by the Board of Directors and authorize for issue on 24th July, 2020.

As per our report of even date

For S.S. Kothari Mehta & Company
Chartered Accountants
Firm Registration No.000756N

Neeraj Bansal
Partner
Membership No.095960

Place : New Delhi
Date : July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray
Director
DIN : 00642736

Naresh Mathur
Company Secretary

Bajrang K Choudhary
Managing Director
DIN : 00441872

Arindam Bhowmick
Chief Financial Officer
Place : Kolkata

Independent Auditor's Report

To
The Members of
Bharat Road Network Limited

Report on the Consolidated Financial Statements

Qualified opinion

We have audited the accompanying consolidated financial statements of Bharat Road Network Limited (hereinafter referred to as the ("Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its share of profit of its associate companies, which comprise the consolidated Balance Sheet as at March 31, 2020, and the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the impact of the matter as described in the basis for qualified opinion paragraph*, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated loss and consolidated total comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

We refer note - 19 (i) B (II) of the consolidated financial statements, where the Holding Company has not recognized interest on Rs. 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 1 'Presentation of Financial Statements' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax of the Group for the year ended March 31, 2020 has been understated by Rs. 672.43 lakhs and the current liabilities as at March 31, 2020 has been understated by Rs. 672.43 lakhs.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to the following:

- i. Note no - 33.4 of the consolidated financial statements regarding investments by the Holding company in Special Purpose Vehicles formed as per concession agreement and guideline of respective government authority and treatment of such investments as Qualifying asset and capitalization of directly attributable borrowing costs incurred in respect thereof.
- ii. Note no-10(ii) of the consolidated financial statements regarding a receivable of the Holding Company by way of assignment for which Holding Company has initiated appropriate recovery process.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters (KAM) are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Following are the Key Audit Matters (KAM) –

Sl. No.	Key Audit Matter	Auditor's Response
1	Investments in Optionally Convertible Debentures of subsidiaries and associates and Debt instruments has been considered as financial assets and valued at Fair Value Through Profit and Loss. Refer Note - 8 and 9(i) of the consolidated financial statement.	We have reviewed the projections and related information and explanations and additionally considered the valuation report of a registered valuer appointed by the Holding Company.

Other Matters

We did not audit the financial statements/financial information of three Subsidiary Companies included in these Consolidated financial Statements whose financial statements reflect total assets of Rs. 2,42,682.14 lakhs as at March 31, 2020, total revenues of Rs. 32,060.27 lakhs, total net loss after tax of Rs. 1,671.44 lakhs and total comprehensive loss of Rs. 1,686.18 lakhs for the year ended March 31, 2020, as considered in the Consolidated Financial Statements. The Consolidated financial statements included in the statement also include the Group's share of net profit after tax of Rs.497.92 lakhs and total comprehensive income of Rs. 494.52 lakhs for the year ended March 31, 2020 as considered in the Consolidated Financial Statements in respect of four Associate Companies. The Financial Statements of the subsidiary companies and the associate companies have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and reports of the other auditors.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including annexures to Director's Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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. Based on the records, information and explanation provided, we have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the Ind AS and accounting principles generally accepted in India.

The respective Board of Directors of the companies included in the Group and of its Associates are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its Associates 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 consolidated financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its Associates are responsible for assessing the ability of the Group and its Associates 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 or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its Associates are also responsible for overseeing of the financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its Associates have 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 ability of the Group and its Associates 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 consolidated 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 Group and its Associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Associates to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative 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 consolidated 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.

From the matters, communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by section 143(3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - Except for the possible effects of the matters described in the basis for qualified opinion paragraph*, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other Auditors;
 - The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the consolidated financial statements;
 - In our opinion, *except for the effects of the matters described in the basis for qualified opinion paragraph*, the aforesaid consolidated financial statements comply with the Indian

Accounting Standards (Ind AS) specified under Section 133 of the Act read with relevant rules issued thereunder;

- On the basis of the written representations received from the directors as on March 31, 2020 and 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;
- With respect to the adequacy of the internal financial controls over financial reporting of the Group and its Associates incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

As per the information and explanation given to us and on the basis of our examination of the records, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- 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:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its Associate companies. Refer note no - 33.5 to the consolidated financial Statements.
 - The Group and its Associate companies has made provisions in its Consolidated Financial Statements, as required under the applicable law or Indian accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
 - There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Group and its Associate companies.

For **S S Kothari Mehta & Company**
Chartered Accountants
Firm Registration No. 000756N

Neeraj Bansal
Partner
Membership No. 095960

Place : New Delhi
Date : July 24, 2020
UDIN: 20095960AAAAM5992

Annexure A to the Independent Auditor's Report to the members of BHARAT ROAD NETWORK LIMITED (Company) dated July 24, 2020

Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section of our report referred above

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of BHARAT ROAD NETWORK LIMITED (hereinafter referred to as "Holding Company") and its subsidiary companies and associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, are 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 (ICAI). 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 respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, 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") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control

based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other Auditors of the Subsidiary Companies and Associate Companies, which are Companies incorporated in India, in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the holding company, its subsidiary companies and its associate companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 :

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (b) 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 authorisations of management and directors of the Company; and
- (c) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Over Financial Reporting

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

Opinion

In our opinion and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the holding company, its subsidiary companies and its associate companies which are companies incorporated in India, have, in all material respects, an adequate internal

financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to three subsidiary companies and four associate companies, which are companies incorporated in India, is based

solely on the corresponding reports of the auditors of such companies incorporated in India.

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

For **S S Kothari Mehta & Company**

Chartered Accountants

Firm Registration No. 000756N

Neeraj Bansal

Partner

Membership No. 095960

Place : New Delhi

Date : July 24, 2020

UDIN: 20095960AAAAHM5992

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(₹ in Lakhs)

I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	32,849.29	32,849.29
	2	Total Expenditure	34,529.72	35,202.15
	3	Profit/(Loss) before tax	(1,182.51)	(1,854.94)
	4	Earnings per Share (Rs.)	(1.54)	(2.11)
	5	Total Assets	332,359.15	332,418.14
	6	Total Liabilities	332,359.15	332,418.14
	7	Net worth	100,126.85	99,650.24
	8	Any other financials item(s) (as felt appropriate by the Management)		

II Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification: Refer note no 4a of the financial results, where the Holding Company has not recognized interest on Rs. 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 1 'Presentation of Financial Statements' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax of the Group for the year ended March 31, 2020 has been understated by Rs. 672.43 lakhs and the current liabilities as at March 31, 2020 has been understated by Rs. 672.43 lakhs.
- b. Type of Audit Qualification : Qualified Opinion
- c. Frequency of qualification: As at 30th Sept'2019, as at 31st Dec'2019 and as at 31st March'2020.
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views The Company had received an amount of Rs.7000 lakhs from IL&FS Financial Services Ltd. (IL&FS) in the year 2016-17. Interest and Principal payment has been put on hold since September 30, 2018 on account of certain disputes. The Company has not provided interest from July 01, 2019 onwards, pending the settlement of dispute. An application has been filed against the Company by IL&FS before the Hon'ble National Company Law Tribunal, Kolkata claiming their dues which is yet to be admitted. Further the Company has a receivable of ₹11,419 lakhs against IL&FS group for which the Company has initiated appropriate recovery process.
- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Same is already quantified.
 - (i) Management's estimation on the impact of audit qualification: Not Applicable
 - (ii) If management is unable to estimate the impact, reasons for the same: Not Applicable
 - (iii) Auditors' Comments on (i) or (ii) above: Not Applicable

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm Registration No.000756N

Neeraj Bansal
Partner
Membership No.095960

Place: New Delhi
Date: July 24, 2020

For and On behalf of the Board of Directors

Santanu Ray
Audit Committee Chairman
DIN : 00642736

Arindam Bhowmick
Chief Financial Officer

Place : Kolkata

Bajrang K Choudhary
Managing Director
DIN : 00441872

Consolidated Balance Sheet as at March 31, 2020

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	117.86	125.36
(b) Investment Property	5	4.85	4.85
(c) Goodwill on Consolidation		4,412.07	3,487.66
(d) Other Intangible Assets	6	164,411.50	83,301.72
(e) Intangible Asset Under Development	7	10,008.43	79,699.78
(f) Financial Assets			
(i) Investments	8	41,899.99	45,698.18
(ii) Loans	9(i)	4,851.66	3.96
(iii) Other financial assets	10(i)	25,675.39	24,210.40
(g) Other Non-Current Assets	11(i)	9,771.15	11,991.91
Total Non-Current Assets		261,152.90	248,523.82
Current Assets			
(a) Financial Assets			
(i) Investments	12	6,664.00	6,567.59
(ii) Trade receivables	13	11,808.85	9,858.95
(iii) Cash and Cash Equivalents	14	2,408.15	2,918.47
(iv) Bank Balances Other than Cash and Cash Equivalents	15	0.79	0.68
(v) Loans	9(ii)	35,040.23	26,229.94
(vi) Other Financial Assets	10(ii)	13,164.86	751.91
(b) Current Tax Assets (net)	16	304.23	193.39
(c) Other Current Assets	11(ii)	1,815.14	1,488.63
Total Current Assets		71,206.25	48,009.56
Total Assets		332,359.15	296,533.38
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	8,395.00	8,395.00
(b) Other Equity	18	91,731.85	92,768.15
Attributable to Owners of the Parent		100,126.85	101,163.15
Non-Controlling Interests		10,961.70	10,665.28
Total Equity		111,088.55	111,828.43
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19(i)	147,007.48	131,043.71
(ii) Other Financial Liabilities	20(i)	10,820.95	3,331.19
(b) Provisions	21(i)	1,582.45	1,136.47
(c) Deferred Tax Liabilities (net)	22	538.60	488.37
Total Non-Current Liabilities		159,949.48	135,999.74
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19(ii)	–	5,000.00
(ii) Trade payables	23		
– Total outstanding dues of micro enterprise and small enterprise		1.80	–
– Total outstanding dues of creditors other than micro enterprise and small enterprise		200.70	64.92
(iii) Other Financial Liabilities	20(ii)	60,722.73	43,132.48
(b) Other Current Liabilities	24	389.32	500.39
(c) Provisions	21(ii)	6.57	7.42
Total Current Liabilities		61,321.12	48,705.21
Total Equity and Liabilities		332,359.15	296,533.38

The accompanying notes 1 to 38 are an integral part of the Consolidated Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : 24th July 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Consolidated Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
I Revenue from operations	25	29,922.38	40,140.75
II Other income	26	2,926.91	4,805.28
III Total income (I+II)		32,849.29	44,946.03
IV Expenses:			
EPC Cost		6,854.04	12,836.93
Employee benefits expense	27	1,392.97	1,364.89
Finance costs	28	19,343.94	20,482.13
Depreciation and amortisation expense	29	3,635.05	3,370.20
Other expenses	30	3,303.72	8,402.41
Total expenses (IV)		34,529.72	46,456.56
V Profit/(Loss) from operation before Share of Profit / (Loss) of Associates and exceptional items (III-IV)		(1,680.43)	(1,510.53)
VI Share of Profit / (Loss) of Associates		497.92	(2,238.06)
VII Profit/(Loss) before tax (V+VI)		(1,182.51)	(3,748.59)
VIII Tax expense	31		
Current tax		58.99	435.46
Income tax of earlier period		8.05	-
Deferred Tax		43.68	169.37
Total tax expense		110.72	604.83
IX Profit / (loss) for the year (VII-VIII)		(1,293.23)	(4,353.42)
X Other Comprehensive income	32		
(i) Items that will not be reclassified to profit or loss			
– Remeasurement of defined benefit plans		7.76	(3.86)
– Share of other comprehensive income in associate		(3.40)	6.09
(ii) Income tax relating to items that will not be reclassified to profit or loss		(6.55)	(0.14)
Total Other Comprehensive Income/(loss) for the year		(2.19)	2.09
XI Total Comprehensive Income/(loss) for the year (IX+X)		(1,295.42)	(4,351.33)
XII Profit/(Loss) for the year			
Attributable to:			
Owners of the parent		(1,597.31)	(3,825.77)
Non-controlling interests		304.08	(527.65)
XIII Other comprehensive income/(Loss) for the year			
Attributable to:			
Owners of the parent		5.50	2.85
Non-controlling interests		(7.69)	(0.76)
XIV Total comprehensive income/(Loss) for the year			
Attributable to:			
Owners of the parent		(1,591.81)	(3,822.92)
Non-controlling interests		296.39	(528.41)
XV Earnings per equity share (of Rs. 10/- each):	33.2		
a) Basic (Rs.)		(1.54)	(5.19)
b) Diluted (Rs.)		(1.54)	(5.19)

The accompanying notes 1 to 38 are an integral part of the Consolidated Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : 24th July 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Statement of Changes in Equity for the year ended March 31, 2020

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Balance at the beginning of the year	Change in equity share capital during the year	Balance at the end of the year
For the Year ended March 31, 2019*	8,395.00	–	8,395.00
For the Year ended March 31, 2020*	8,395.00	–	8,395.00

B. Other Equity

(₹ in Lakhs)

Particulars	Reserves and Surplus			Attributable to owners of parent	Non controlling interest (incl OCI)	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings			
Balance as of 1st April 2018	3,147.46	106,021.04	(11,234.84)	97,933.66	11,194.93	109,128.59
Changes in other equity for year ended 31st March 2019						
Profit/(Loss) for the year	–	–	(3,825.77)	(3,825.77)	(527.65)	(4,353.42)
Other comprehensive income for the year	–	–	2.85	2.85	(0.76)	2.09
Addition during year	(836.56)	–	–	(836.56)	–	(836.56)
Dividends (FY 2018-19 : ₹0.50 per share)	–	–	(506.03)	(506.03)	–	(506.03)
Balance as at 31st March 2019 **	2,310.90	106,021.04	(15,563.79)	92,768.15	10,665.28	103,433.43
Changes in other equity for year ended 31st March 2020						
Profit/(Loss) for the year	–	–	(1,597.31)	(1,597.31)	304.08	(1,293.23)
Other comprehensive income for the year	–	–	5.50	5.50	(7.69)	(2.19)
Addition during year	1,061.56	–	–	1,061.56	–	1,061.56
Dividends (FY 2019-20 : ₹0.50 per share)	–	–	(506.03)	(506.03)	–	(506.03)
Balance as at 31st March 2020 **	3,372.46	106,021.04	(17,661.63)	91,731.85	10,961.70	102,693.55

*For detail refer note 17

**For detail refer note 18

Capital Reserve

The Reserve represents impact arising on Consolidation.

Securities Premium Reserves

Securities premium reserves is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

Retained Earnings

The reserve represent the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

The accompanying notes 1 to 38 are an integral part of the Consolidated Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : 24th July 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Consolidated Cash Flow Statement for the year ended March 31, 2020

(₹ in Lakhs)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
A. Cash Flow from Operating Activities		
Net Profit Before Tax	(1,182.51)	(3,748.59)
Adjustments for:		
Depreciation and amortisation expense	3,635.05	3,370.20
Finance Costs	19,343.94	20,482.13
Advance written off	250.00	–
Sundry Balance Written Off	1.19	–
Liability no longer required written back	(321.23)	–
Interest Income	(1,620.50)	(453.77)
Interest on income tax refund	(3.49)	(3.14)
Net gain/(loss) on Fair Valuation of Investments	(890.97)	(4,338.11)
Operating Profit before Working Capital Changes	19,211.48	15,308.72
Increase/(Decrease) in Trade Payables, other liabilities and provisions	18,252.09	13,649.42
Decrease/(Increase) in trade receivables, loans, advances and other assets	(13,500.55)	1,341.10
Cash generated from/(used in) Operating activities	23,963.02	30,299.24
Direct Taxes paid (net of refunds)	(187.12)	(714.64)
Net Cash flow from/(used in) Operating Activities	23,775.90	29,584.60
B. Cash Flow from Investing Activities		
Payments for Property, plant and equipment (including Intangible Assets and Intangible assets under development & capital advances) Net	(15,602.31)	(32,048.02)
Loan taken/(given)	(13,657.99)	(12,648.46)
(Increase)/ Decrease in Investments	13,346.02	7,398.60
Investment in fixed deposits	–	300.65
Interest received	210.72	521.46
Net Cash flow from/(used in) Investing activities	(15,703.56)	(36,475.77)
C. Cash Flow from Financing Activities		
Increase in Goodwill on consolidation	(924.41)	(940.09)
Proceeds/(Repayment) from long term borrowings	23,321.55	33,131.26
Proceeds from/(Repayment of) short term borrowings (net)	(5,000.00)	–
Interest paid	(25,473.77)	(23,097.43)
Dividend including dividend tax paid	(506.03)	(506.03)
Net Cash Flow from/(used in) Financing Activities	(8,582.66)	8,587.71
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(510.32)	1,696.53
Opening Cash and Cash Equivalents (Refer Note No.14)	2,918.47	1,221.93
Closing Cash and Cash Equivalents (Refer Note No.14)	2,408.15	2,918.47

Notes:

a) Changes in Liabilities arising from Financing Activities					(₹ in lakhs)
Particulars	As at April 01, 2019	Cash Flow	Impact of effective Interest rate	As at March 31, 2020	
Non Current Borrowings (including current maturities refer note 19(i) & 20(ii))	132,235.03	24,124.93	(803.38)	155,556.58	
Current Borrowings (refer note 19(ii))	5,000.00	(5,000.00)	–	–	

- b) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS -7 "Statement of Cash Flow".
c) Interest paid is inclusive of and Investments is exclusive of interest capitalized ₹36.76 lakhs (March 31, 2019: ₹147.43 lakhs).

The accompanying notes 1 to 38 are an integral part of the Consolidated Financial Statements.

As per our report of even date

For S.S. Kothari Mehta & Company

Chartered Accountants

Firm Registration No.000756N

Neeraj Bansal

Partner

Membership No.095960

Place : New Delhi

Date : 24th July 2020

For and On behalf of the Board of Directors

Santanu Ray

Director

DIN : 00642736

Naresh Mathur

Company Secretary

Bajrang K Choudhary

Managing Director

DIN : 00441872

Arindam Bhowmick

Chief Financial Officer

Place : Kolkata

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1. Company Overview

Corporate Information

BRNL is domiciled and incorporated in India and its shares are quoted on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') w.e.f. 18th September, 2017. The Registered Office of the Company is at Plot X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt Lake City, Kolkata - 700 091.

The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model.

2. Statement of Compliance

The Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") with effect from April 1, 2017 and therefore Ind AS issued, notified and made effective till the financial statements are authorised, have been considered for the purpose of preparation of these financial statements.

Accounting Policy has been consistently applied except where a newly introduced Accounting Standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

3. Significant Accounting Policies

3.1 Basis of Preparation

The financial Statements have been prepared on historical cost convention on accrual basis, except for certain financial instruments that are measured in terms of relevant Ind AS at fair values/amortised cost at the end of each reporting period.

Historical cost convention is generally based on fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Consolidated Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest two decimal lakhs except otherwise stated.

Basis of Consolidation

The Consolidated Financial Statements (CFS) includes the financial statements of the Company and its subsidiaries together with the share of the total comprehensive income of associates.

Subsidiaries are entities controlled by the Group. Associates are entities over which the Group exercise significant influence but does not control. An entity / arrangement in which the Group has the ability to exercise control jointly with one or more uncontrolled entities may be a joint venture ("JV") or a joint operation ("JO"). Unlike in a JV where parties have proportionate interests in the assets and liabilities of the JV entity, parties have rights to and obligations towards specified assets and liabilities in a JO.

Control, significant influence and joint control is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

An investment in an associate or a JV is initially recognized at cost on the date of the investment, and inclusive of any goodwill/capital reserve embedded in the cost, in the Balance Sheet. The proportionate share of the Group in the net profits / losses as also in the

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method').

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3.2 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability

Level 3 : inputs for the asset or liability which are not based on observable market data.

3.3 Property Plant and Equipment (PPE)

- (i) Freehold land is carried at historical cost. All other items of PPE are stated at their cost of acquisition or construction and is net of accumulated depreciation. Carrying value of PPE on the date of transition has been considered to be deemed cost. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.
- (ii) All project related expenses via civil works, machinery under erection, construction and erection materials, pre-operative expenditure net of revenue incidental / attributable to the construction of project, borrowing cost incurred prior to the date of commercial operations are shown under Capital Work -In-Progress (CWIP).
- (iii) Depreciation on property plant and equipment commences when the assets are ready for their intended use.
- (iv) Depreciation on PPE is provided on the straight-line method over the useful lives of the respective asset as estimated by the Management . The useful life of assets considered for depreciation as above are as follows:

Category	Useful life (years)
Computers	3, 6 years
Furniture & fixtures	10 years
Electrical Installation	10 years
Plant & Machinery	8,10 years
TMS	5 years
Office equipments	5 years

- (v) The residual values, useful lives and method of depreciation of are reviewed at each financial year end and adjusted prospectively, if appropriate.

- (vi) Cost of leasehold lands are amortised under the straight line method over the related lease period.

3.4 Intangible Assets

Recognition and initial measurement

i) Rights under Service Concession Arrangements

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

Toll collection rights obtained in consideration for rendering construction services, represent the right to collect toll revenue from the users of the public service (road) during the concession period in respect of Build-Operate-Transfer ("BOT") project undertaken by the SPVs. Toll collection rights are capitalized as intangible assets upon completion of the project at the cumulative construction costs plus the negative grants and additional concession fee payable to National Highways Authority of India ("NHAI")/State authorities, if any. Till the completion of the project, the same is recognised under intangible assets under development.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

The cost incurred for work beyond the original scope per Concession agreement (normally referred as "Change of Scope") is capitalized as intangible asset under development as and when incurred. Reimbursement in respect of such amounts from NHAI/State authorities are reduced from the carrying amount intangible assets to the extent of actual receipts.

Extension of concession period by the authority in compensation of claims made are capitalised as part of Toll Collection Rights at the time of admission of the claim or when there is a contractual right to extension at the estimated amount of claims admitted or computed based on average collections whichever is more evident.

Any Viability Gap Funding (VGF) in the form of equity support in connection with project construction is accounted as a receivable and is adjusted to the extent of actual receipts.

Pre-operative expenses including administrative and other general overhead expenses that are directly attributable to the development or acquisition of intangible assets are allocated and capitalized as part of cost of the intangible assets.

Intangible assets that are not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development".

Amortisation of intangible assets (Toll collection rights)

Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortisation method prescribed under Schedule II to the Companies Act, 2013. Under the revenue based method, amortisation is provided based on proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-a-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible asset is amortised over the concession period.

ii) Other Intangible Assets

Cost of computer software packages has been allocated / amortised over a period of 6 years on straight line basis

3.5 Derecognition of Tangible and Intangible Assets

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal of an item of PPE is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.6 Impairment of Tangible and Intangible Assets

Tangible and Intangible assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

3.7 Leases

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The company has elected to use the recognition exemptions for short term leases as well as low value assets.

3.8 Investments in Associates and Joint Ventures

The Company's investment in the equity shares of its associates & joint ventures is accounted for using the 'equity method' less accumulated impairment, if any. All other investments in scope of Ind AS 109 are measured at fair value.

3.9 Financial Assets and Liabilities

Financial assets and financial liabilities (financial instruments) are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

The financial instruments are classified to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) and such classification depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities measured at amortized cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

(iv) For the purpose of para (ii) and (iii) above, the principal is considered to be fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(v) Financial Assets or Liabilities at Fair value through profit or loss (FVTPL)

Financial Instruments which do not meet the criteria of amortized cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

(vi) Equity Instruments

All equity investments in scope of Ind AS 109 are measured at fair value (except equity investment in associates and joint ventures). For equity instruments, the company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable if the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

3.10 Financial guarantee contracts

Financial guarantee contracts other than those which are in the nature of Insurance are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified party fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of expected loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortization.

3.11 Impairment of Financial Assets

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument. However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses. For the purpose of classification of financial assets including trade receivable as credit impaired, a period of three years is considered by the management.

3.12 De-recognition of financial instruments

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

3.13 Inventories

Inventories are valued at lower of cost or net realisable value.

Cost is calculated on weighted average basis and includes expenditure incurred for bringing such inventories to their present location and condition. Adjustments in the carrying amount of obsolete, defective and slow moving items as may be identified at the time of physical verification is made where appropriate, to cover any eventual loss on their ultimate realisation.

3.14 Foreign Currency Transactions

Presentation currency:

These financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the company.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Transactions and balances:

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the profit and loss account. Foreign exchange gain/loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost.

3.15 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognized for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities is not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent Assets are disclosed in the financial statements by way of notes to accounts when an inflow of economic benefits is probable.

3.16 Post-employment, long term and short term employee benefits

Defined contribution plans

Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Defined benefit plans

Gratuity (Unfunded)

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statement in respect of gratuity is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short Term Employee Benefits

Recognised at the undiscounted amount as expense for the year in which the related service is provided.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

3.17 Revenue Recognition

Toll Collection

Toll collections from the users of the infrastructure facility constructed by the SPVs under the Service Concession Arrangement is accounted for based on actual collection. Revenue from sale of smart cards is accounted on cash basis.

Construction services

Revenue related to construction or upgrade services under a service concession arrangement is recognised based on the stage of completion of the work performed, consistent with the company's accounting policy on recognising revenue on construction contracts. Operation or service revenue is recognised in the period in which the services are rendered.

Service Revenue

The Company recognises revenue when the company satisfies a performance obligation by transferring a promised service to a customer and it is probable that the company will collect the consideration to which it will be entitled in exchange for the services.

Interest Income

Interest income is generally recognized on a time proportion basis by considering the outstanding amount and effective interest rate. For all financial instruments measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument. Interest income is included in other income in the statement of profit and loss.

Other Income

Other Income is recognized when right to receive is established.

3.18 Borrowing Costs

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest rate method except to the extent attributable to qualifying asset which are capitalized to the cost of the related assets. A qualifying asset is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing cost also includes exchange differences to the extent considered as an adjustment to the borrowing costs.

3.19 Income Tax

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense taxable on the basis different than that considered for recognition in the accounts and also due to the items that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

3.20 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

3.21 Use of Estimates and management judgements

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management of the company to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets, liabilities and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date.

The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

The areas involving critical judgement are as follows:

i) Useful lives of property plant and equipment / intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

ii) Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

iii) Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate.

iv) Income Taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

Deferred tax assets are recognised for unused tax losses and unused tax credit to the extent that it is probable that taxable profit would be available against which the losses could be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

v) Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in the notes to the financial statements.

3.22 Government Grant

Group entities may receive government grants that require compliance with certain conditions related to the entity's operating activities or are provided to the entity by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Group entity will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

4. PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2020

(₹ in Lakhs)

Particulars	Land	Computers	Office Equipments	Furniture and Fixtures	Electrical Installations	Plant & Machinery	TMS	Total
Cost								
As at April 1, 2019	13.32	14.38	34.91	15.83	1.14	70.72	38.05	188.35
Additions during the year	–	3.32	6.54	8.81	–	0.97	–	19.64
Balance at March 31, 2020	13.32	17.70	41.45	24.64	1.14	71.69	38.05	207.99
Accumulated depreciation								
As at April 1, 2019	–	8.05	17.31	6.85	0.27	10.47	20.04	62.99
Depreciation expense for the year	–	4.59	5.32	2.21	0.15	7.66	7.20	27.13
Balance at March 31, 2020	–	12.64	22.63	9.06	0.42	18.13	27.24	90.13
Net book value as at March 31, 2020	13.32	5.06	18.82	15.58	0.72	53.56	10.81	117.86
Net book value as at March 31, 2019	13.32	6.33	17.60	8.98	0.87	60.25	18.01	125.36

As at March 31, 2019

(₹ in Lakhs)

Particulars	Land	Computers	Office Equipments	Furniture and Fixtures	Electrical Installations	Plant & Machinery	TMS	Total
Cost								
As at April 1, 2018	13.32	10.99	31.85	15.21	0.82	69.32	38.05	179.56
Additions	–	3.39	3.06	0.62	0.32	1.40	–	8.79
Balance at March 31, 2019	13.32	14.38	34.91	15.83	1.14	70.72	38.05	188.35
Accumulated depreciation								
As at April 1, 2018	–	4.57	14.41	3.19	0.18	4.12	12.81	39.28
Depreciation expense for the year	–	3.48	2.90	3.66	0.09	6.35	7.23	23.71
Balance at March 31, 2019	–	8.05	17.31	6.85	0.27	10.47	20.04	62.99
Net book value as at March 31, 2019	13.32	6.33	17.60	8.98	0.87	60.25	18.01	125.36
Net book value as at March 31, 2018	13.32	6.42	17.44	12.02	0.64	65.20	25.24	140.28

5 Investment property

As at March 31, 2020

(Rs. in lakhs)

Particulars	Land	Total
Cost		
As at April 1, 2019	4.85	4.85
Additions	–	–
Balance at March 31, 2020	4.85	4.85
Accumulated depreciation		
As at 1st April 2019	–	–
Depreciation expense for the year	–	–
Balance at March 31, 2020	–	–
Net book value as at March 31, 2020	4.85	4.85
Net book value as at March 31, 2019	4.85	4.85

As at March 31, 2019

(Rs. in lakhs)

Particulars	Land	Total
Cost		
As at 1st April 2018	4.85	4.85
Additions	–	–
Balance at March 31, 2019	4.85	4.85
Accumulated depreciation		
As at 1st April 2018	–	–
Depreciation expense for the year	–	–
Balance at March 31, 2019	–	–
Net book value as at March 31, 2019	4.85	4.85
Net book value as at March 31, 2018	4.85	4.85

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

6 OTHER INTANGIBLE ASSETS

As at March 31, 2020

(₹ in Lakhs)

Particulars	Computer Software	Rights under service concession arrangements	Total
Cost			
As at 1st April 2019	4.05	95,110.47	95,114.52
Additions during the year (Refer No. 7)	–	84,717.69	84,717.69
Balance at March 31, 2020	4.05	179,828.16	179,832.21
Accumulated amortisation			
As at 1st April 2019	2.18	11,810.62	11,812.80
Depreciation expense for the year	0.78	3,607.14	3,607.92
Balance at March 31, 2020	2.96	15,417.76	15,420.71
Net book value as at March 31, 2020	1.10	164,410.40	164,411.50
Net book value as at March 31, 2019	1.87	83,299.85	83,301.72

As at March 31, 2019

(₹ in Lakhs)

Particulars	Computer Software	Rights under service concession arrangements	Total
Cost			
As at 1st April 2019	4.05	95,110.47	95,114.52
Additions	–	–	–
Balance at March 31, 2019	4.05	95,110.47	95,114.52
Accumulated amortisation			
As at 1st April 2018	1.40	8,464.90	8,466.30
Depreciation expense for the year	0.78	3,345.72	3,346.50
Balance at March 31, 2019	2.18	11,810.62	11,812.80
Net book value as at March 31, 2019	1.87	83,299.85	83,301.72
Net book value as at March 31, 2018	2.65	86,645.57	86,648.22

7 INTANGIBLE ASSETS UNDER DEVELOPMENT

As at March 31, 2020

(₹ in Lakhs)

Particulars	Capital Work in progress	Total
Cost		
As at 1st April 2019*	79,699.78	79,699.78
Additions to Intangible Assets under development	15,026.34	15,026.34
Transfer to Other Intangible Assets (Refer Note 6)	(84,717.69)	(84,717.69)
Balance at March 31, 2020*	10,008.43	10,008.43
Accumulated depreciation		
As at 1st April 2019*	–	–
Depreciation expense for the year	–	–
Balance at March 31, 2020*	–	–
Net book value as at March 31, 2020*	10,008.43	10,008.43

As at March 31, 2019

(₹ in Lakhs)

Particulars	Capital Work in progress	Total
Cost		
As at 1st April 2018*	54,158.33	54,158.33
Additions*	25,541.45	25,541.45
Balance at March 31, 2019	79,699.78	79,699.78
Accumulated depreciation		
As at 1st April 2018*	–	–
Depreciation expense for the year	–	–
Balance at March 31, 2019	–	–
Net book value as at March 31, 2019	79,699.78	79,699.78
Net book value as at March 31, 2018	54,158.33	54,158.33

* The above Intangible Assets under Development of Rs. 10,008.43 lakhs (Previous year Rs 79,699.78 lakhs) is mainly in respect of one subsidiary which has commenced the business operations during the current financial year and only the expenses relating to pending construction work have been kept as Intangible Assets during Development and balance have been capitalised as "Intangible Assets". While prior to commencement of operations all the expenses other than Capital work in Progress, incurred in relation to project were transferred to Expenditure During Construction.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

8. NON-CURRENT INVESTMENTS

Particulars	Face	As at March 31, 2020			As at March 31, 2019		
	Value (₹)	Nos.	₹ in lakhs	₹ in lakhs	Nos.	₹ in lakhs	₹ in lakhs
I) Investments in Unquoted Equity Instruments Fully paid ^{A,C}							
a) In Associates (at cost)							
Kurukshetra Expressway Pvt. Ltd. ^G							
Cost of acquisition (including goodwill of ₹ 1,877.89 lakhs (March 31, 2019 ₹ 1,877.89 lakhs)	10	51,086,910	11,445.93		51,086,910	11,445.94	
Add/(less) : Group Share of profit / (losses)			(11,445.93)	–		(11,409.49)	36.45
Ghaziabad Aligarh Expressway Pvt. Ltd.							
Cost of acquisition (including goodwill of ₹ 43.45 lakhs (March 31, 2019 ₹ 43.45 lakhs)	10	75,660,000	15,424.58		75,660,000	15,424.58	
Add/(less) : Group Share of profit / (losses)			(3,841.43)	11,583.15		(4,563.10)	10,861.48
Shree Jagannath Expressways Pvt. Ltd.							
Cost of acquisition (including goodwill / (capital reserve) of ₹ (619.50) lakhs (March 31, 2019 ₹ (619.50) lakhs)	10	59,148,000	11,216.70		59,148,000	11,216.70	
Add/(less) : Group Share of profit / (losses)			(657.22)	10,559.47		(620.34)	10,596.35
Mahakaleshwar Tollways Pvt. Ltd.							
Cost of acquisition (including goodwill of ₹ 2,875.85 lakhs (March 31, 2019 ₹ 2,875.85 lakhs)	10	49,995,000	1,499.85		49,995,000	1,499.85	
Add/(less) : Group Share of profit / (losses)			(1,060.24)	439.61		(906.41)	593.44
				22,582.24			22,087.72
II) Investment in Unquoted Unsecured Optionally Convertible Debentures Fully paid ^{A,B,C}							
a) In Associates (at fair value through profit or loss)							
Kurukshetra Expressway Pvt. Ltd. ^E	10	93,143,600		13,707.86	93,143,600		12,234.83
Mahakaleshwar Tollways Pvt. Ltd. ^F	10	29,376,600		5,609.89	29,376,600		5,006.46
				19,317.75			17,241.29
III) In Unquoted Warrants Fully paid ^{A,C}							
a) In Associates (at fair value through profit or loss)							
Ghaziabad Aligarh Expressway Pvt. Ltd. ^D	10	–		–	48,188,780		6,369.17
				–			6,369.17
Aggregate amount of Unquoted Investments (I+II+III)				41,899.99			45,698.18
Aggregate amount of impairment in the value of investments				–			–

A Refer Note 33.4

B The Unsecured Optionally Convertible Debentures does not carry any fixed rate of interest. Rate of interest, subject to maximum of 16% cumulative interest, shall be decided at the end of every Financial Year based on the residual cash flows of the respective subsidiaries and associates after servicing their respective Senior Lenders.

C The Company has pledged its following investments of various SPVs aggregating to ₹ 58,904.82 lakhs (As at 31st March 2019: ₹ 63,197.54 lakhs), in favour of lenders for term loan facilities availed by respective SPVs :

Particulars	As at March 31, 2020			As at March 31, 2019		
	Shares	Unsecured Optionally Convertible Debentures	Warrant	Shares	Unsecured Optionally Convertible Debentures	Warrant
Kurukshetra Expressway Pvt. Ltd.	51,086,910	93,143,600	–	51,086,910	93,143,600	–
Ghaziabad Aligarh Expressway Pvt. Ltd.	75,660,000	–	–	75,660,000	–	48,188,780
Shree Jagannath Expressways Pvt. Ltd.	59,148,000	–	–	59,148,000	–	–
Mahakaleshwar Tollways Pvt. Ltd.	49,995,000	29,376,600	–	49,995,000	29,376,600	–

D The Company has converted Warrants carried at fair value through Profit & Loss Account into loan. The resultant loss of Rs. 2,117.97 lakhs has been recognised as loss on fair value of Investments.

E Include ₹1,788.99 Lakhs paid during the previous FY 18-19 towards purchase of right to collect interest on Unsecured Optionally Convertible Debenture for the holding period for which the instruments were held by the transferor.

F Include ₹1,533.09 Lakhs paid during the previous FY 18-19 towards purchase of right to collect interest on Unsecured Optionally Convertible Debenture for the holding period for which the instruments were held by the transferor.

G Investment in Equity Shares of Kurukshetra Expressway Pvt. Ltd. includes 1,36,70,530 shares, which are in the process of transfer in the name of the Company as on 31st March, 2020

H During the previous FY 18-19, Holding company has given Corporate Guarantee of ₹ 107,500 Lakhs to the lender of the Subsidiaries and Associates for the financial assistance availed by them.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

9. FINANCIAL ASSETS- LOANS

(i) Non-current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Unsecured, considered good		
Security deposits	3.16	3.96
Loan to related Party (Refer Note 8, 33.8 and 33.10)*	4,848.50	–
Total	4,851.66	3.96

* Terms of Loan are as follows:-

This Loan entitle the Loan Provider to subscribe to one equity share of Rs.10/- (Face Value of Rs 10 per share) in the Company for value of loan, subject to a re-characterization event not having taken place on the maturity of the loan, that is, at the end of the Tenure of loan (60 months from date of original issue which may be extended with mutual consent). If the loan Provider opts not to subscribe to equity shares in the Company, the amount paid as loan will be fully forfeited, and thereupon, the Loan will be deemed to have expired.

In case of re-characterization event taking place as per terms, the loan shall be deemed to have been converted into debenture. The tenure of debenture shall be 17 years from the date of issue. The debenture shall carry interest @ 14% p.a. payable only when the Borrower has distributable cash profits.

On occurrence of any of the following events, the Loan shall, on and from the Notification Date, be deemed to have been converted into Debt Obligations, with features provided for herein:

- Change of control over the Borrower.
- The Borrower not achieving revenue and/or Cash accrual as per the Projected cash flow with a(+/-) 20% variation.

Accordingly the said loan has been valued at Fair Value through Profit & Loss (FVTPL).

(ii) Current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Unsecured, considered good		
Loan to related parties (Refer Note No. 33.8 and 33.10)	9,772.56	4,752.13
Security deposits	0.50	5.44
Other advances	25,267.17	372.37
Inter corporate deposit	–	21,100.00
Total	35,040.23	26,229.94

10. OTHER FINANCIAL ASSET

(i) Non-Current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Unsecured, considered good		
Claims (Receivable from NHAI)* (Refer Note No 33.7)	25,675.39	24,210.40
Total	25,675.39	24,210.40

* A Performance Bank Guarantee amounting to Rs. 1465 lakhs encashed by NHAI and which forms part of the main Tribunal Claim Award dated 31st March 19 has been accounted for in FY 19-20 and added to Claim Receivable from NHAI A/c as shown above)

(ii) Current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Security deposit	2.70	2.69
Other receivables *	11,250.00	–
Advance to Suppliers and Others	–	250.33
Interest on ICD - Others	1,763.99	367.14
Interest receivable From KMCCL (VUP Advance)	148.17	131.75
Total	13,164.86	751.91

*The Company has a receivable of Rs.11,419 lakhs against IL&FS group for which the Company has initiated appropriate recovery process. The Company has acquired this receivable (recognised at Rs. 11,250 lakhs being the purchase consideration) by Assignment which has been acknowledged & accepted as Claim by IL&FS Transportation Networks Ltd. "ITNL" (IL&FS group Company) and the Company has a corresponding liability. As per the Assignment agreement between the Company and the Assignor, the corresponding value of liability is limited to the amount of realization from the asset.

11.(i) OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Capital advances	9,710.90	11,920.22
Others		
Security deposits	15.22	15.22
WCT receivables	39.80	55.18
GST receivable	5.23	1.29
Total	9,771.15	11,991.91

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(ii) Other Current Assets

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Capital advances	284.96	270.86
Advances other than capital advances		
Receivable from NHAI (Change of Scope - Signal Systems)	293.17	393.49
Advance to Vendors for Major Maintenance Work	–	5.46
Advance for COS	422.80	94.14
Other Advances	490.38	399.81
Balance with Statutory Authorities	125.31	21.70
Prepaid expenses	91.30	164.34
Unamortised borrowing costs	107.22	138.83
Total	1,815.14	1,488.63

12. INVESTMENTS- CURRENT

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Carried at fair value through profit or loss		
Quoted		
Investment in Mutual funds		
IDFC Banking & PSU Debit Fund - Direct Plan Growth (FV - 10)	–	205.87
IDFC Bond Fund Short Term Plan-Growth (Direct) (FV -10)	–	362.77
IDFC Credit Risk Fund - Direct Plan Growth (FV-10)	–	2,898.90
IDFC Low Duration Fund- Growth (Direct Plan) (FV -10)	6,664.00	3,091.73
Union Liquid Fund Growth	–	8.32
Total	6,664.00	6,567.59
Aggregate amount of quoted investments and market value thereof;	6,664.00	6,567.59
Aggregate amount of unquoted investments	–	–
Aggregate amount of impairment in value of investments	–	–

13. TRADE RECEIVABLES

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Unsecured, considered good	11,808.85	9,858.95
Total	11,808.85	9,858.95

14. CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Balances with Banks		
In current accounts	2,376.88	2,835.00
Investment in liquid fund	–	0.54
Cash on hand	31.27	82.93
Total	2,408.15	2,918.47

15. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Earmarked balances with Banks		
Unclaimed Dividend Account-Earmarked balances with Banks	0.79	0.68
Total	0.79	0.68

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

16. CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Tax deducted at source and advance tax	1,706.12	1,536.29
Less: Provision for taxation	1,401.89	1,342.90
Total	304.23	193.39

17. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
(a) Authorised				
Equity shares of par value ₹ 10/- each	100,000,000	10,000.00	100,000,000	10,000.00
		10,000.00		10,000.00
(b) Issued, subscribed and fully paid up				
Equity shares of par value ₹ 10/- each fully paid up	83,950,000	8,395.00	83,950,000	8,395.00
		8,395.00		8,395.00

(c) Reconciliation of number and amount of equity shares outstanding:

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	(₹ in lakhs)	No. of shares	(₹ in lakhs)
At the beginning of the year	83,950,000	8,395.00	83,950,000	8,395.00
Add:- Issued during the year	–	–	–	–
At the end of the year	83,950,000	8,395.00	83,950,000	8,395.00

(d) Pursuant to Initial Public Offering (IPO), the Company has issued 29,300,000 equity shares of Rs. 10 each at a premium of Rs. 195/- per share in financial year 2017-18.

(e) During financial year 2016-17, the Company has issued 18,000,000 equity shares of ₹ 10 each at par on right basis and 26,650,000 equity shares of ₹ 10 each at a premium of INR 195/- per share on private placement basis, whereby outstanding equity shares of the Company as on March 31, 2017 increased to 54,650,000.

The Company has neither issued bonus shares, bought back any equity shares nor has allotted any equity shares as fully paid up without payment being received in cash during five years immediately preceding current reporting period.

(f) The rights, preferences and restrictions attached to each class of equity shares are as under:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Dividend when declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of 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.

(g) Shareholders holding more than 5 % of the equity shares in the Company :

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	% of holding	No. of shares held	% of holding
Srei Venture Capital Trust A/c-Infrastructure Project Development Fund	7,049,800	8.40%	7,049,800	8.40%
Srei Infrastructure Finance Limited	16,630,000	19.81%	16,630,000	19.81%
Predicate Consultant Pvt. Ltd.	9,520,000	11.34%	9,520,000	11.34%
Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	20,950,000	24.96%	20,950,000	24.96%
Vistar Financiers Pvt. Ltd.	6,558,776	7.81%	6,482,806	7.72%
GMR Business and Consultancy LLP	4,005,272	4.77%	4,482,872	5.34%

(h) On May 28, 2019, the Board of Directors has recommended dividend of Rs 0.50 (5%) per equity share of Rs 10 each for the Financial Year ended March 31, 2019. The Shareholders of the Company in their meeting held on 14th December, 2019 approved final dividend of Rs 0.50 (5%) per equity share of Rs 10 each for the Financial Year 2018-19. The said dividend was paid to the holders of fully paid equity shares on 21st December, 2019. The board of directors have recommended NIL dividend for the Financial Year ended March 31, 2020.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

18. OTHER EQUITY

Particulars	As at March 31, 2020		As at March 31, 2019	
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
(a) Capital reserve				
Balance as per last account	2,310.90		3,147.46	
Add: Addition/(deduction) during the year	1,061.56		(836.56)	
Closing balance		3,372.46		2,310.90
(b) Securities premium reserve				
Balance as per last account	106,021.04		106,021.04	
Closing Balance		106,021.04		106,021.04
(c) Retained earnings				
Balance as per last account	(15,563.79)		(11,234.84)	
Add: Net Profit for the year	(1,597.31)		(3,825.77)	
Add: Other Comprehensive Income for the year	5.50		2.85	
Less: Dividend Payout	(419.75)		(419.75)	
Less: Corporate Dividend Tax	(86.28)		(86.28)	
Closing balance		(17,661.63)		(15,563.79)
Total		91,731.85		92,768.15

19. BORROWINGS

(i) Non-current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Carried at amortized cost		
Secured		
a) Term Loan from Banks	54,173.17	53,113.13
b) Term Loan from Financial Institutions	59,809.69	62,781.27
c) Bonds/Debentures-Unquoted		
i) 5000 (PY : 5000) Non- Convertible Debentures of Face Value of ₹78,340/- (PY - ₹89,460/-) each issued to India Infradebt Limited. Interest rate 11%	3,257.00	3,917.10
ii) 50000 (PY : 50000) Non- Convertible Debentures of Face Value of ₹ 8,123.2/- (PY - ₹ 8,960.2/-) each issued to India Infradebt Limited. Interest rate 11%	3,265.40	3,922.00
Total Secured	120,505.26	123,733.50
Unsecured		
d) Bonds/Debentures-Unquoted		
- 7,31,02,100 Optionally Convertible Participative Interest bearing Debentures (OCPID) of Face Value ₹ 10/- each have been converted into Loan of same amount in FY 19-20 shown below.	-	7,310.21
e) Loan from Financial Institution	26,502.22	-
Total Unsecured	26,502.22	7,310.21
Total	147,007.48	131,043.71

A) Terms of secured term loan from Bank

i) Terms of Secured Term loan from Banks as on 31.03.2020 ₹ 21,124.41 lakhs (as on 31.03.2019 ₹ 25,700.92 lakhs)

The Loans together with Interest, Liquidated Damages, Costs, Charges, Expenses and all other Moneys Payable are secured/ Procured by the following security Interest Except Project Assets:

- A first charge by way of hypothecation of entire movable assets of the respective borrower SPVs, both present and future, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future;
- A first charge over all accounts of the respective borrower SPVs, including the Escrow Accounts, that may be opened in accordance with the agreement, or any of the other Project Agreements and all cash flows from the Project as and when they arise, toll collections, receivables and permitted investments or other securities;
- A first charge on all intangibles including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital ;
- A first charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the respective borrower SPVs wherever maintained;
- Pledge of shares held by the Sponsor in dematerialized form on the equity share capital of the respective borrower SPVs aggregating to 51% of the total paid up equity share capital of respective borrower SPVs. The shares to be pledged shall be free from any restrictive covenants/lien or other encumbrance under any contract/arrangement including shareholder agreement/joint venture agreement/financing arrangement with regard to pledge/transfer of the shares including transfer upon enforcement of the pledge;
- An unconditional irrevocable, joint and several corporate guarantee from KMC and KMCIL to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of their aggregate shareholding proportion in the respective borrower SPVs along with its Associates if any;

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

7. An unconditional irrevocable Sponsors' Undertaking to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of its aggregate shareholding proportion along with its Associates if any.

The Shareholding Proportion for meeting the shortfall in termination payment as above is in terms of the financing documents executed with the Lenders.

- II. The borrower Company shall make out a good and marketable title to its properties to the satisfaction of IDFC and comply with all such formalities as may be necessary or required for the said purpose.

Repayment Terms : The Term Loan is repayable in unequal 44 quarterly installments ranging from 0.05% per year of the loan amount to 18% per year of the loan amount divided equally in quarterly installments comprising in relevant related year. The final repayment date of the loan is 31st March 2025.

II) Terms of Secured Term loan from Banks as on 31.03.2020 ₹ 33,109.05 lakhs (as on 31.03.2019 ₹ 27,462.45 lakhs)

1. Immovable Properties both present and future, save and except the Project Assets.
2. Assignment by way of security of the right, title, interests, benefits, claims and demands of the Borrower in, to and under the Project Documents.
3. Moveable Properties of the Company including but not limited to current and non-current assets, plant and machinery, furniture and fixtures, vehicles and all other movable assets both present and future, save and except the Project Assets.
4. All the Receivables, Bank Accounts including without limitation, the Escrow Account, the DSRA, MMRA, the Retention Account and such other bank account that may be opened in terms of the project document.
5. All Insurance Contracts/ Insurance proceeds.
6. Intangible Assets of the Company including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future.
7. The Shareholder of the Company have pledged 51 % of the Equity Shares of the Company in favour of the Security Trustee for the benefit of the Lenders.

The Loan is repayable in 47 unequal quarterly Installments starting from 30th Sept 2020 ending on 31st March 2032. Currently Interest is payable monthly as per simple Interest @ 11.45 % p.a.

B & E) Loan From Financial Institution

(I) Repayment Schedule as at March 31, 2020

(₹ in lakhs)

Particulars	Maturity Profile				Total
	Over 5 years	3 - 5 Years	1 - 3 Years	0 - 1 Year *	
Term Loan					
Term Loan 1 [Ref. Note (II) below]	–	–	–	7,000	7,000.00
Term Loan 2	15,837.36	1,630.69	376.87	32.61	17,877.53
Term Loan 3	9,500.00	–	–	–	9,500.00
Term Loan 4	21,494.34	–	–	–	21,494.34
Term Loan 5	9,400.00	–	–	–	9,400.00
Term Loan 6	4,615.12	–	–	–	4,615.12
Term Loan 7	10,210.43	–	–	–	10,210.43
Term Loan 8	5,176.89	–	–	–	5,176.89
Term Loan 9	–	760.00	–	–	760.00
	76,234.14	2,390.69	376.87	7,032.61	86,034.31

Repayment Schedule as at March 31, 2019

(₹ in lakhs)

Particulars	Maturity Profile				Total
	Over 5 years	3 - 5 Years	1 - 3 Years	0 - 1 Year *	
Term Loan					
Term Loan 1	–	–	7,000.00	–	7,000.00
Term Loan 2	13,065.28	1,353.76	312.86	27.08	14,758.98
Term Loan 3	9,500.00	–	–	–	9,500.00
Term Loan 4	17,763.32	–	–	–	17,763.32
Term Loan 5	9,400.00	–	–	–	9,400.00
Term Loan 6	4,386.05	–	–	–	4,386.05
	54,114.65	1,353.76	7,312.86	27.08	62,808.35

* This represents current maturities disclosed under Other Financial liabilities - current Note 20 (ii).

- (II) The Company had received an amount of ₹7000 lakhs from IL&FS Financial Services Ltd.(IL&FS) in the year 2016-17. Interest and Principal payment has been put on hold since September 30, 2018 on account of certain disputes. The Company has not provided interest from July 01, 2019 onwards, pending the settlement of dispute. An application has been filed against the Company by IL&FS before the Hon'ble National Company Law Tribunal, Kolkata claiming their dues which is yet to be admitted. Same has been considered under current maturities of long term borrowings.(Refer note 20(ii))

Further the Company has a receivable of ₹11,419 lakhs against IL&FS group for which the Company has initiated appropriate recovery process.

Note :

Rupee term loan 1 is secured by way of first pari passu charge by way of hypothecation of the entire movable fixed assets (both present and future), entire current assets including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, commissions, investments, revenue of whatsoever nature and wherever

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

arising, both present and future, long term loans and advances and non-current investments (both present and future) and demand promissory note covering the principal, interest and all other amounts. Interest is payable quarterly in arrears @ 12.75% (fixed) per annum. Charge is yet to be created.

Rupee Terms loan 2 is Secured on:

1. Immovable Properties both present and future, save and except the Project Assets.
2. Assignment by way of security of the right, title, interests, benefits, claims and demands of the Borrower in, to and under the Project Documents.
3. Moveable Properties of the respective SPVs including but not limited to current and non-current assets, plant and machinery, furniture and fixtures, vehicles and all other movable assets both present and future, save and except the Project Assets.
4. All the Receivables, Bank Accounts including without limitation, the Escrow Account, the DSRA, MMRA, the Retention Account and such other bank account that may be opened in terms of the project document.
5. All Insurance Contracts/ Insurance proceeds.
6. Intangible Assets of the respective SPVs including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future.
7. The Shareholder of the respective SPVs have pledged 51 % of the Equity Shares of the respective SPVs in favour of the Security Trustee for the benefit of the Lenders. The Loan is repayable in 47 unequal quarterly Installments starting from 30th Sept 2020 ending on 31st March 2032. Currently Interest is payable monthly as per simple Interest @ 11.45 % p.a.

Rupee Term Loan 3 : 'Primarily Unsecured' :

Other Wise Secured by

- (1) Subservient Charge on all assets ,both present & future ;
- (2) Cash flows charged are the cash flows transferred to the Company (Parent) by Borrower SPV in form of dividend and cash up-streaming by Borrower to Company (Parent). and
- (3) Pledge of unencumbered equity shares of the borrower.
- (4) Corporate Guarantee of the Company (Parent).
- (5) Rate of Interest Fixed @ 2% p.a , Payable quarterly in arrears with yield on exit @15%.Maximum Rebate @5% p.a. on satisfactory credit record.
- (6) The Loan repayable in 6 Half Yearly installments , commencing after 10 years from the date of first disbursement.

Rupee Term Loan 4 : 'Primarily Unsecured' :

Other Wise Secured by

- (1) First pari passu charge on the pledge of the entire fully paid up unencumbered equity shares of the borrower in demat form, not less than 49% of total equity share capital of the borrower; and
- (2) Exclusive charge on all the investments (Except investment in form of shares) including but not limited to OCDs, share warrants done by Company (Parent) in the Borrower. (if any)
- (3) Cash flows charged are the cash flows transferred to the Company (Parent) by Borrower SPV in form of dividend and cash up-streaming by Borrower to Company (Parent).
- (4) Corporate Guarantee of the Company (Parent).
- (5) Rate of Interest Fixed @ 1% p.a , Payable quarterly in arrears with yield on exit @15%.Maximum Rebate @5% p.a. on satisfactory credit record.
- (6) The Loan is repayable in 6 Half Yearly instalments , commencing after 10 years from the date of first disbursement .

Rupee Term Loan 5: 'Primarily Unsecured' :

Other Wise Secured by

- (1) First pari passu charge on the pledge of the entire fully paid up/unencumbered equity shares of the borrower in demat form, not less than 49% of total equity share capital of the borrower .
- (2) Second charge on the pledge of encumbered equity shares not less than 24.98 % of fully paid up equity share capital of the borrower.
- (3) Exclusive charge on all the investments (Except investment in form of shares) including but not limited to OCDs, share warrants done by the Company (Parent).
- (4) Corporate Guarantee of the Company (Parent).
- (5) First Charge on Surplus Cash flow and receivable to be made available to the Company (Parent) by Borrower SPV.
Rate of Interest:Fixed rate @ 2%,p.a , Payable quarterly in arrears with yield on exit @15%.Maximum Rebate @5% on satisfactory credit record.
- (6) Repayment Terms : Half Yearly instalments , commencing after 10 years from the date of First Disbursement

Rupee Term Loan 6: 'Primarily Unsecured' :

Other Wise Secured BY

- (1) 1. First pari passu charge on the pledge of the entire fully paid up / unencumbered equity shares of the borrower in demat form, not less than 49% of total equity share capital of the borrower.
- (2) Second charge on the pledge of encumbered equity shares not less than 24.98 % of fully paid up equity share capital of the borrower.
- (3) Exclusive charge on all the investments (Except investment in form of shares) including but not limited to OCDs, share warrants done by the Company (Parent).
- (4) Corporate Guarantee of the Company (Parent).
- (5) First Charge on Surplus Cash flow and receivable to be made available to the Company (Parent) by Borrower SPV.
Rate of Interest : Fixed rate @ 1%,p.a , Payable quarterly in arrears with yield on exit @15%.Maximum Rebate @5% on satisfactory credit record.
- (6) Repayment Terms : Half Yearly instalments , commencing after 10 years from the date of First Disbursement

Rupee Term Loan 7: 'Primarily Unsecured' :

Other Wise Secured BY :

- (1) Subservient Charge on all assets ,both present & future ;
- (2) Subservient charge on cash flow after repayment of existing lenders, payment of operational expenses and statutory dues.
- (3) Rate of Interest Fixed @ 1% p.a , Payable quarterly in arrears with yield on exit @15%.Maximum Rebate @5% p.a. on satisfactory credit record.
- (4) The Loan repayable in 6 Half Yearly installments , commencing after 10 years from the date of first disbursement.

Rupee Term Loan 8: 'Primarily Unsecured' :

Other Wise Secured BY :

- (1) Subservient Charge on all assets ,both present & future ;
- (2) Charge on cash flow after repayment of existing lenders, incurring operational expenses & statutory payments; and

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

- (3) Pledge of unencumbered equity shares of the borrower.
- (4) Rate of Interest Fixed @ 2% p.a , Payable quarterly in arrears with yield on exit @15%. Maximum Rebate @5% p.a. on satisfactory credit record
- (5) The Loan repayable in 6 Half Yearly installments , commencing after 10 years from the date of first disbursement.

Rupee term loan 9: is secured by way of first pari passu charge by way of hypothecation of the entire moveable fixed assets, immovable assets of the Company (Parent) (both present and future), entire current assets including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, commissions, investments, revenue of whatsoever nature and wherever arising, entire long term loans and advances and non-current investments (both present and future), pledge of all unencumbered equity shares to the extent permitted by relevant government bodies and authorities under applicable laws and as permitted by existing lenders of respective investee companies wherever applicable and exclusive charge by way of hypothecation of the DSRA (if any). Interest to be compounded quarterly @ 12% (fixed) and paid at the end of loan tenor i.e 5 years from the date of initial disbursement.

C) Terms of issue of Secured Non Convertible Debentures (NCD):

Interest:

1. Interest is payable at monthly rest, on the last day of each calendar month on the Principal amount of the outstanding NCDs. The NCDs carries interest at a fixed interest rate of 11% p.a which shall fall due for reset after expiry of four years from its deemed date of allotment.
2. The rate of Interest shall include applicable interest tax or other statutory levy, if any on the principal amount of the debenture remaining outstanding each day.

Tenure, Conversion, Repayment and Redemption:

NCDs have been issued in Two Tranches. The Final Maturity date of NCDs shall not exceed 31st March 2025. The redemption of NCD shall take place in accordance with the Redemption Schedule annexed to the Subscription Agreement dated 27th June 2014 for the first Tranche and 06th August 2014 for the second tranche. The redemptions of the NCDs issued under both the tranches shall be in 43 structured quarterly installments with the redemption commencing from September 30, 2014 and final redemption taking scheduled on March 31, 2025.

Security details:

The Loans together with interest, Liquidated damages, costs, charges, expenses and all other moneys whatsoever payable by the respective borrower SPVs are secured/procured by the following security interest, except project assets to be created in favour of the lenders or the security trustee, to be appointed for the benefit of Lenders in a form and manner satisfactory to the lenders:-

1. A first charge by way of hypothecation of entire moveable assets of the respective borrower SPVs, both present and future, including movable plant and machinery, machinery spares , tools and accessories, furniture, fixtures, vehicles and all other movable assets both present and future.
2. A first charge over all accounts of the respective borrower SPVs including the Escrow account that may be opened in accordance with this agreements or any of the other project agreements and all cash flows from the project as and when they arise, toll collections, receivables and permitted investments or other securities.
3. A first charge on all intangibles including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital.
4. A first Charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the respective borrower SPVs wherever maintained.
5. Pledge of shares held by the sponsor in dematerialised form on the equity share capital of the respective borrower SPVs aggregating to 51% of the total paid up equity share capital of the respective borrower SPVs. The shares to be pledged shall be free from any restrictive covenants/ lien or other encumbrance under any contract/ arrangements including share holder agreement/ joint venture agreement/ financing arrangement with regard to pledge/ transfer of the shares including transfer upon enforcement of the pledge.
6. An unconditional irrevocable, joint and several corporate guarantee from KMC and KMCIL to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of their aggregate shareholding proportion in the respective borrower SPVs along with its Associates if any.
7. An unconditional irrevocable Sponsors' Undertaking from SREI to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of its aggregate shareholding proportion along with its Associates if any.

The Shareholding Proportion for meeting the shortfall in termination payment as above is KMC, KMCIL and their Associates and SREI and its Associates in terms of the financing documents executed with the Lenders.

The respective borrower SPVs shall make out a good and marketable title to it's properties to the satisfaction of lenders and comply with all such formalities as may be necessary or required for the said purpose.

In addition , notwithstanding anything contained herein and in the financing agreements for the Existing Facility, the terms of Tripartite Agreement shall be applicable to all the parties , including the Existing lenders, the respective borrower SPVs and various lenders' agents (Viz., escrow agent, security trustee/ debenture trustee, as may be applicable)

D) Terms of Unsecured Optionally Convertible Participative Interest bearing Debentures (OCPID) ₹ NIL as on 31.03.2020 (as on 31.03.2019 - ₹ 7310.21 lakhs)

Interest:

1. The OCPID carries fixed interest of 12% p.a. However, interest along with cumulative deficit, if any, shall only accrue and be payable in the year the respective borrower SPVs has sufficient Surplus Cash Flow.
2. Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%. Total Interest means Fixed Interest + Variable Interest.
3. The total interest shall only accrue and will be payable when the respective borrower SPVs has Surplus Cashflows.
4. Final Rate of or amount of interest payable for the year shall be decided every year at the end of the Financial Year (not later than 30 days from the closure of the financial year) based on the Surplus Cash flows of the issuer subject to maximum of 16% cumulative interest.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

- Surplus Cash flows means Cash flow after making all the provisions/appropriations as per the Concession Agreement and Financing Documents to be ascertained on year to year basis.
- Financing Documents means documents executed in respect of term Loan availed from the Senior Lender M/s IDFC Bank Limited (Previously IDFC Limited) and India Infradebt Limited.

Tenure, Conversion and Redemption:

- Tenure of OCPID will be 10 years (Extendable for a further period of 5 years at the option of holders) from the date of Allotment.
- OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches in proportion to the shareholding of the KMC and its Associates and SREI and its associates.

Redemption Price

OCPID will be redeemed at par. It will only be entitled for maximum 16% cumulative interest subject to availability to surplus cash flows.

Right of Debenture Holders - OCPID

The Debentureholders shall be entitled to redemption amount on the due dates. Their claims shall remain unsecured and subordinate to the claims of all other creditors. In the event of winding up, their claims will be entertained after the claims of other persons falling in the same category of claimants as per the provisions of the Companies Act, 2013 and other claimants with relation to the winding up.

E) Terms of Unsecured Loan from Financial Institution as on 31.03.2020 ₹ 7310.21 lakhs (as on 31.03.2019 Nil)

- The Unsecured Loan carries fixed interest of 12% p.a. However, interest along with cumulative deficit, if any, shall only accrue and be payable in the year the Company has sufficient Surplus Cash Flow.
- Variable interest will be such amount over and above the fixed interest to make the yield on the Unsecured Loan @ 16%. Total Interest means Fixed Interest + Variable Interest.
- The total interest shall only accrue and will be payable when the company has Surplus Cashflows.
- Final Rate of or amount of interest payable for the year shall be decided every year at the end of the Financial Year (not later than 30 days from the closure of the financial year) based on the Surplus Cash flows of the issuer subject to maximum of 16% cumulative interest.
- Surplus Cash flows means Cash flow after making all the provisions/appropriations as per the Concession Agreement and Financing Documents to be ascertained on year to year basis.
- Financing Documents means documents executed in respect of term Loan availed from the Senior Lender M/s IDFC Bank Limited (reviously IDFC Limited) and India Infradebt Limited
- Tenure of Unsecured Loan will be 10 years(Extendable for a further period of 5 years at the option SEFL) from the date of Allotment.
- Unsecured Loan will be repaid at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent.

(ii) Current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Carried at amortized cost		
Unsecured:		
Loan from Financial Institution (NBFC)*	–	5,000.00
Total	–	5,000.00

Terms of repayment of Unsecured Current borrowing:

*The Company had received an amount of Rs. 5,000.00 lakhs from Religare Finvest Limited in the year 2016-17. The loan carries interest @ 12.50% per annum payable quarterly. An application was filed against the Company, under section 7 of the Insolvency and Bankruptcy Code, 2016, by Religare Finvest Limited, claiming to be a financial creditor, before the Hon'ble National Company Law Tribunal, Kolkata Bench for initiation of Corporate Insolvency Resolution Process against the Company, claiming Rs. 5,130.14 lakhs. Consequent to settlement with Religare Finvest Limited, the Hon'ble National Company Law Appellate Tribunal (NCLAT) and National Company Law Tribunal (NCLT) has disposed of the said application as withdrawn vide their order dated: September 6, 2019 and September 23, 2019 respectively.

20. OTHER FINANCIAL LIABILITIES

(i) Non current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Borrowing Cost (FV)	9,240.28	1,845.38
Retention money payable	1,580.67	1,485.81
Total	10,820.95	3,331.19

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(ii) Current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Current maturities of long term borrowings		
i) Term Loan from Banks	60.29	50.24
ii) Term Loan from Financial Institutions - Refer Note 19(i) B.	7,032.61	27.08
iii) 5000 (PY 5000) Non- Convertible Debentures of Face Value of ₹ 13,200/- (PY - ₹ 11,120/-) each issued to India Infradebt Limited. Interest rate 11%	660.00	556.00
iv) 50000 (PY 50000) Non- Convertible Debentures of Face Value of ₹ 1,592.40/- (PY - ₹ 1,116/-) each issued to India Infradebt Limited. Interest rate 11%	796.20	558.00
Negative grant [^]	20,000.00	20,000.00
Interest accrued but not due on Borrowings	185.53	177.29
Interest accrued but not due on NCD	2.40	2.70
Interest accrued and due on Borrowings	2,807.96	1,571.40
Other Payables (Refer No 10 (ii))	11,273.65	1,277.26
Creditors for capital expenses	1,493.68	2,794.34
Retention money payable	1,453.77	1,145.26
Liability for expenses	536.75	816.16
Salaries and other payroll dues	288.39	159.33
Payable to related parties	205.70	208.28
Security Deposit	51.91	51.91
Other Liabilities	904.95	759.10
Book Overdraft	–	9.32
Payable to SREI Infrastructure Finance Ltd. *	12,968.13	12,968.13
Unclaimed Dividend**	0.79	0.68
Total	60,722.73	43,132.48

* One of the Subsidiary has assigned its rights pertaining to Claim receivables from NHAI in favour of SREI Infrastructure Finance Limited "SIFL" (Lender) to the extent of ₹12,968 lakhs (loan of ₹ 12,200 lakhs plus Interest dues 768 lakhs) , which shall be utilized by SIFL to settle its outstanding dues. Hence the earlier loan has been classified as Other Financial liabilities.

** There are no amounts due and outstanding to be credited to Investor Education & Protection Fund.

[^] The Scheduled Project Completion Date (SPCD) of one of the Subsidiary project vide Supplementary Agreement dated 23.11.2009 was extended from 21.03.2009 to 21.12.2010 (i.e. for 21 months) and subsequently Concession period was also correspondingly extended from (22.09.2006 -21.09.2026) to (22.09.2006 - 21.06.2028) i.e. also upto 21 month. Further the Subsidiary requested NHAI for deferment of 2nd & subsequent installments of Negative Grant payable to NHAI. NHAI approved Deferment of Negative Grant subject to payment of Interest on deferred amount @ Bank Rate + 2% and signing of Supplementary Agreement for having no claim on account of deferment. The Subsidiary has not accepted conditional deferment proposal of NHAI and protested against levy of interest and related supplementary agreement. The matter is still under consideration of NHAI. In the absence of agreement with NHAI, Liability for Negative Grant has been accounted for as current liability excluding Interest thereon as NHAI Project Director and Regional Office, NHAI (Chennai) has recommended for deferment of negative grant without levy of any interest to their Headquarters.

21. PROVISIONS

(i) Non-current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Provision for employee benefits (Refer Note No. 33.1)		
– Gratuity	101.62	87.86
– Leave encashment	19.87	32.96
– Sick leave availment	6.95	9.09
Provision for Major Maintenance	1454.01	1,006.56
Total	1,582.45	1,136.47

(ii) Current

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Provision for employee benefits (Refer Note No. 33.1)		
– Gratuity	2.09	3.64
– Leave encashment	0.64	0.76
– Sick leave availment	1.92	2.37
– Other benefits	1.87	0.65
Total	6.57	7.42

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

22. DEFERRED TAX LIABILITIES (NET)

As at March 31, 2020

Particulars	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
Tax effect of items constituting deferred tax liabilities				
Depreciation and Amortisation	0.18	(0.52)		(0.34)
Fair valuation gain/(loss) on Investments	1,469.14	111.34		1580.48
Expenses capitalized but allowed under taxation	23.64	–		23.64
Tax effect of items constituting deferred tax assets				
MAT Credit entitlement	435.46	58.99		494.45
Carry forward losses and Un-absorbed depreciation	362.00	96.00		458.00
Disallowance u/s 43B/40(a)(ia)	188.55	(84.88)		103.67
Provision for Gratuity and Leave encashment	18.55	(2.97)	(6.55)	9.03
Net deferred tax liability	488.37	43.68	6.55	538.60

As at March 31, 2019

Particulars	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
Tax effect of items constituting deferred tax liabilities				
Depreciation and Amortisation	0.60	(0.42)	–	0.18
Fair valuation gain/(loss) on Investments	313.37	1155.77	–	1469.14
Expenses capitalized but allowed under taxation	25.09	(1.45)	–	23.64
Tax effect of items constituting deferred tax assets				
MAT Credit entitlement	–	435.46	–	435.46
Carry forward losses and Un-absorbed depreciation	–	362.00	–	362.00
Disallowance u/s 43B	–	188.55	–	188.55
Provision for Gratuity and Leave encashment	20.17	(1.48)	(0.14)	18.55
Net deferred tax liability	318.88	169.37	0.14	488.37

23. TRADE PAYABLES

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
A. Total outstanding dues of micro enterprises and small enterprises	1.80	–
B. Total outstanding dues of creditors other than micro enterprises and small enterprises	200.70	64.92
Total	202.50	64.92

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"). The disclosures pursuant to the said MSMED ACT are as follows:-

Particulars	As at March 31, 2020	As at March 31, 2019
Principal Amount due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	1.80	–
Interest due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	0.19	–
Principal Amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	–	–
Interest paid, under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	–	–
Interest due and payable towards supplier registered under MSMED Act, for payments already made	–	–
Further Interest remaining due and payable for earlier years	–	–

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

24. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2020 (₹ in lakhs)	As at March 31, 2019 (₹ in lakhs)
Advance from Customers	31.31	–
Advance Insurance Claim	252.43	–
Statutory dues	105.58	500.39
Total	389.32	500.39

25 REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Revenue from operations (Refer Note 33.9)		
Sale of services:		
Consultancy Fees	82.00	–
Construction Services	15,025.79	26,654.49
Toll Collection	12,867.60	11,563.36
Free Passes - Government of Kerala	1,944.75	1,922.90
Other operating income	2.24	–
Total	29,922.38	40,140.75

26 OTHER INCOME

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Interest on Loan	1,432.17	288.24
Other Interest		
On Fixed Deposit with Bank	170.21	164.49
On Income Tax refund	3.49	3.14
Received from KMCCL	16.42	–
Other Interest	1.70	1.04
Fair valuation gain on investments *	382.34	3,968.99
Gain from Mutual fund	508.63	369.12
Liability no longer required written back	321.23	–
Other Income	90.72	10.26
Total	2,926.91	4,805.28

*Includes loss on fair value of Investments amounting to Rs. 3,862.28 lakhs (Previous year Rs. NIL)

27 EMPLOYEE BENEFIT EXPENSES

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Salaries & Allowances	1,262.47	1,249.17
Contribution to Provident and Other Funds	88.66	76.21
Staff Welfare Expenses	41.84	39.51
Total	1,392.97	1,364.89

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

28 FINANCE COSTS

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Interest	26 786.64	33,296.75
Less: Capitalised to Intangible assets under development/Claims from NHAI	(7,658.80)	(12,783.83)
Less: Capitalised to Investments (Refer note 33.4)	(36.76)	(147.43)
	19,091.08	20,365.49
Other borrowings costs	252.86	116.64
Total	19,343.94	20,482.13

29 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Depreciation on property, plant and equipments(Refer Note 4)	27.13	23.71
Amortisation on Other intangible assets (Refer Note 6)	3,607.92	3,346.50
Total	3,635.05	3,370.20

30 OTHER EXPENSES

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Legal & Professional Fees	471.48	2,189.09
Travelling and Conveyance	107.40	183.72
Rent (Refer Note No. 33.11)	47.02	62.73
Repairs & Maintenance- Building	53.88	4.32
Repairs & Maintenance- Machinery	2.29	2.13
Repairs & Maintenance- Others	2.70	8.10
Membership & Subscription	10.22	13.09
Rates & Taxes	17.81	23.68
Negative Grant*	-	4,000.00
Business Development Expenses	0.78	4.81
Advertisement & Publicity	11.73	3.42
Insurance Premium	236.84	186.25
Payment to Auditor :		
– Fees for Statutory Audit & Limited Reviews	26.85	22.90
– Other Services (Certification etc)	3.95	3.16
– Reimbursement of expenses	0.60	0.55
Director's Sitting Fees	14.35	18.15
Printing & Stationery	5.06	10.47
Bank charges	0.39	1.72
Vehicle hire and maintenance expenses	135.93	150.93
Communication costs	8.50	8.38
Corporate Social Responsibility Expenses (Refer Note No. 34)	8.00	25.00
Tender Fees	0.75	0.62
Office Expenses	47.41	31.36
Other Operation Expense	7.05	-
Power and Fuel	140.85	96.70
Provision for Major Maintenance Expenses	879.54	784.60
Route Operations and Maintenance Costs	217.49	135.72
Tolling Agency fees & Collection Expenses	468.82	298.22
General Administrative and Misc expenses	57.44	123.30
Advance Written off	250.00	-
Utility Shifting Charges	55.17	-
Security Expenses	12.23	9.29
Sundry Balance Written Off	1.19	-
Total	3,303.72	8,402.41

*Pending the execution of Supplementary Agreement with NHAI for deferment of date of commencement of 2nd and subsequent installments of Negative Grant by 21 Months (from September 21, 2014 to June 21, 2016), the liability for Negative Grant installment of ₹4,000 lakhs, falling due in September 2018, as per the original schedule has been accounted for in Guruvayoor Infrastructure Private Limited (GIPL).

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

31 TAX EXPENSE

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Current Tax		
– Current Tax	58.99	435.46
– Income Tax in respect of Earlier Years	8.05	–
Deferred tax (Net)	43.68	169.37
Total	110.72	604.83

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Reconciliation of Tax Expense		
Profit before tax	(1,182.51)	(3,748.59)
Applicable tax rate	29.12%	29.12%
Computed tax expense (A)	(344.35)	(1,091.59)
Adjustments for:		
(i) Net effect of expenses not allowable for deduction	7.26	7.33
(ii) Share of loss in associate	(144.99)	651.72
(ii) Fair valuation gain on acquisition of subsidiary	–	–
(iv) Other differences	592.80	1,037.36
Net adjustments (B)	455.07	1,696.42
Tax Expense (A-B)	110.72	604.83

32 OTHER COMPREHENSIVE INCOME

Particulars	Year ended March 31, 2020 (₹ in lakhs)	Year ended March 31, 2019 (₹ in lakhs)
Items that will not be reclassified to profit or loss		
i) Remeasurements of the defined benefit plans	7.76	(3.86)
ii) Share of Other Comprehensive Income in Associates	(3.40)	6.09
Less: Income tax relating to items that will not be reclassified to profit or loss	(6.55)	(0.14)
Total	(2.19)	2.09

33 OTHER DISCLOSURES

33.1 Defined Benefit Plans/Long Term Compensated Absences :

Defined Contribution Plans:

The Group provides Provident Fund benefit to all employees. Under this scheme fixed contribution is made to the Regional Provident Fund Commissioner. The Group has no legal and constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay employee benefits.

Defined Benefit Plans:

The Employees' Gratuity scheme, Leave benefit scheme, and Sick Leave availment scheme are the Group's defined benefit plans. The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date.

The following tables set out the details of amount recognized in the financial statements in respect of gratuity and leave benefits which is not funded:

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(₹ in Lakhs)

Sl. No.	Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
		Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
	Defined benefit plans(As per actuarial valuation)				
I	Change in Defined Benefit Obligations (DBO)				
	Present Value of DBO at beginning of the year	91.50	83.98	33.72	39.80
	Adjustment on acquisition	–	–	–	–
	Current Service Cost	34.74	22.20	10.14	10.64
	Interest cost	6.09	5.47	2.00	2.29
	Curtailment cost / (credit)	–	–	–	–
	Settlement cost / (credit)	–	–	–	–
	Past service Cost -Plan amendments	–	0.22	–	–
	Acquisitions	–	–	–	–
	Actuarial Losses / (Gains) - experience	9.47	3.23	0.57	0.08
	Actuarial Losses / (Gains) - demographic assumptions	–	–	–	–
	Actuarial Losses / (Gains) - financial assumptions	(17.23)	0.64	(11.81)	0.31
	Benefits Paid	(20.86)	(24.26)	(14.11)	(19.40)
	Employee contribution	–	–	–	–
	Other Adjustments	–	–	–	–
		103.71	91.50	20.51	33.72
II	Net assets / (liability) recognised in Balance Sheet				
	Present value of Defined Benefit Obligation	103.71	91.50	20.51	33.72
	Fair value of plan assets	–	–	–	–
	Funded status [Surplus/(Deficit)]	(103.71)	(91.50)	(20.51)	(33.72)
	Unrecognized past service cost	–	–	–	–
	Net asset/ (liability) recognised in Balance Sheet	(103.71)	(91.50)	(20.51)	(33.72)
	Current Asset / (Liability)	(2.09)	(3.64)	(0.64)	(0.76)
	Non Current Asset / (Liability)	(101.62)	(87.86)	(19.87)	(32.96)
III	Components of Employer Expenses				
	Current Service cost	34.74	22.20	10.14	10.64
	Past service Cost- Plan amendments	–	0.22	–	–
	Curtailment cost / (credit)	–	–	–	–
	Settlement cost / (credit)	–	–	–	–
	Interest cost	6.09	5.47	2.00	2.29
	Actuarial Losses / (Gains)	–	–	(11.24)	0.39
	Total expenses recognised in the Statement of Profit and Loss	40.83	27.89	0.90	13.32
	Re-measurements recognised in Other Comprehensive Income				
	Actuarial Losses / (Gains) - experience	9.47	3.23	0.57	0.08
	Actuarial Losses / (Gains) - demographic assumptions	–	–	–	–
	Actuarial Losses / (Gains) - financial assumptions	(17.23)	0.64	(11.81)	0.31
	Total Re-measurements recognised in Other Comprehensive Income	(7.76)	3.86	–	–
	Total expenses recognised in the Statement of Profit & Loss and Other Comprehensive income	33.07	31.75	0.90	13.32
IV	Actuarial Assumptions				
	Discount Rate	6.7%-6.8%	7.5%-7.6%	6.70%	7.50%
	Expected return on plan assets	NA	NA	NA	NA
	Salary Escalation	5%/10%	10.00%	5.00%	10.00%
	Mortality	Indian Assured Lives (2006-08)	Indian Assured (2006-08)	Indian Assured (2006-08)	Indian Assured (2006-08)
	Retirement/ Superannuation Age	Employees: 60 Yrs Directors - 65 Yrs		Employees: 60 Yrs Directors - 65 Yrs	

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Sl. No.	Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
		Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
V	Accrued Benefit Obligation at year end	18.07	38.95	12.78	43.88

VI Sensitivity Analysis

Particulars	Year ended March 31, 2020		Year ended March 31, 2019	
	Gratuity	Leave	Gratuity	Leave
Discount Rate + 100 basis points	(83.60)	(8.97)	(30.11)	(8.14)
Discount Rate - 100 basis points	84.99	10.26	31.39	9.15
Salary Increase Rate +1%	85.10	10.36	28.02	8.89
Salary Increase Rate -1%	(83.92)	(9.20)	(27.08)	(8.03)

Method used for sensitivity analysis: The Sensitivity results above determine their individual impact on the Plan's end of year Defined Benefit Obligation. In reality, the Plan is subject to multiple external experience items which may move the Defined Benefit Obligation in similar or opposite directions, while the plan's sensitivity to such changes can vary over time.

(₹ in lakhs)

Particulars	Sick Leave Benefit	
	Year ended March 31, 2020	Year ended March 31, 2019
Assets/ Liabilities		
1 Defined Benefit Obligation	8.95	11.48
2 Fair Value of Plan Assets	–	–
3 Current Asset / (Liability)	(1.92)	(2.39)
4 Non Current Asset / (Liability)	(7.03)	(9.09)
Actuarial Assumptions		
1 Discount Rate	6.70%	7.50%
2 Expected return on plan assets	NA	NA
3 Salary Escalation	5.00%	10.00%
4 Mortality	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)
5 Retirement/ Superannuation Age	Employees: 60 yrs Directors : 65 yrs	

VI Other disclosures :

Basis of estimates of Rate of escalation in salary :

- The estimates of rate of escalation in salary, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.
- The Gratuity and Leave Encashment have been recognised under "Salaries and allowances" under Note No.27. The remeasurement of the net defined benefit liability are included in Other Comprehensive Income.
- The expected contribution for defined benefit plan for the next financial year is not available and hence not disclosed.

33.2 Earnings Per Share

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
a) Profit/(Loss) after Tax (₹ in lakhs)	(1,293.23)	(4,353.42)
b) Weighted average number of Ordinary Equity Shares outstanding used as the denominator for computing Basic Earnings per Share (Nos.)	83,950,000	83,950,000
c) Weighted average number of Potential Equity Shares (Nos.)	–	–
d) Weighted average number of Equity Shares outstanding used as the denominator for computing Diluted Earnings per Share (Nos.)	83,950,000	83,950,000
e) Nominal value of Equity Share per share (₹)	10.00	10.00
f) Basic Earnings per Share (₹) (a/b)	(1.54)	(5.19)
g) Diluted Earnings per Share (₹) (a/d)	(1.54)	(5.19)

33.3 Segment Reporting

The Group is primarily engaged in a single business segment of own, build, develop, design, operate, transfer road and related services. All the activities of the Group revolve around the main business. As such there are no separate reportable segments as per requirements of Accounting Standard (Ind AS- 108) on operating segment. Further, the Group operates only in India, hence additional information under geographical segments is also not applicable.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

33.4 The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model.

These investments have been made on a long term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project.

Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Indian Accounting Standard (Ind AS) 23 on 'Borrowings Costs', Indian Accounting Standard (Ind AS) 28 on 'Investments in Associates' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments.

Accordingly, as at March 31, 2020 total borrowing cost capitalised to Non current Investment amounts to ₹ 16,078.86 lakhs including ₹ 36.76 lakhs for the year ended March 31, 2020 (₹ 147.43 lakhs for the year ended March 31, 2019).

33.5 Contingent liabilities

(₹ in lakhs)

Particulars	As at March 31 2020	As at March 31 2019
Claims against the Company not acknowledged as debt		
- Income Tax	94.33	3.75
- National Highway Authority of India Claims	7,034.91	7,106.82
- Others	103.41	31.50

33.6 Capital Commitments

(₹ in lakhs)

Particulars	As at March 31 2020	As at March 31 2019
Other Commitment - On account of Purchase of shares of Guruvayoor Infrastructure Pvt Ltd.*	4,933.00	4,933.00
Estimated amount of contracts remaining to be executed on Capital Account	10,127.45	12,766.80

*Same is subject to regulatory approval

33.7 Orissa Steel Expressway Pvt. Ltd.(OSEPL), a subsidiary of the Company, has been awarded the work to promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the two/ four laning of Rimuli - Roxy - Rajamunda Section of NH 215 from Km 163.000 to Km 259.453 under NHDP- III in the State of Orissa on Design, Build, Finance, Operate and Transfer (DBFOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement dated July 6, 2010 from the NHAI.

The project as mentioned in note no. 10 (i) was awarded on 29.04.2010 by National Highway Authority of India (NHAI). However the project could not be continued due to the reasons attributable to NHAI namely non providing of encumbrance free land, forest clearance issues etc.

Due to the unavoidable situation at the Project, a joint inspection of the Project site was carried on with Independent Engineer appointed by NHAI and NHAI representatives and thereafter the project has been foreclosed and handed over to NHAI on 02-03-2017 on 'as is where is' basis which has been acknowledged by NHAI vide their letter dated 03-03-2017 .

Due to delay in commencement of ISAC procedure, the Company invoked Arbitration on 16.10.2017 and nominated its Arbitrator which has been followed up by nomination of NHAI's Arbitrator and the Presiding officer duly constituted Arbitral Tribunal . This Tribunal heard claims of Claimant company (OSEPL) & Respondent (NHAI) from time to time and finally awarded Claim of ₹ 322.77 crs vide Award dated 31st March 2019 in favour of the Claimant i.e OSEPL . Accordingly Company management believes that it will realise Claim from respondent (NHAI) and hence Financial Statements of the Company has been prepared on Going Concern basis . Further as the project has been handed over to NHAI , expenditure incurred on the Project which were classified as "Intangible Assets under Development" have been transferred to "Claims" disclosed under "Non Current Financial Assets".

The NHAI has moved to High Court against the above order and the matter is sub-judice.

33.7(A) Expenses which are not forming part of claim but incurred by Orissa Steel Expressway Pvt. Ltd.(OSEPL) a subsidiary of the company, to remain operational has been charged to Profit & Loss Account.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

33.8 Related Party Transactions

(I) Related Parties:

Sl.No	Name of the Party & Nature of relationship
A	Investor having significant influence
	Srei Venture Capital Trust A/C-Infrastructure Project Development Capital
B	Associates
	Kurukshetra Expressway Pvt. Ltd.
	Ghaziabad Aligarh Expressway Pvt. Ltd.
	Shree Jagannath Expressways Pvt. Ltd.
	Mahakaleshwar Tollways Pvt. Ltd.
C	Key Management Personnel (KMP)
	Brahm Dutt (Chairman , Non-executive and Independent Director)*
	Bajrang K Choudhary (Managing Director)
	Pradeep Singh (Non-executive and Independent Director)
	Atanu Sen (Non-executive and Independent Director) **
	Dr. (Ms.) Tuk Tuk Ghosh Kumar (Non-executive and Independent Director)
	Praful Tayal (Non-executive and Independent Director)***
	Santanu Ray (Non-executive and Independent Director)****
	Ashok Kumar Mangotra (Non-executive and Independent Director)*****
	Naresh Mathur (Company Secretary)
	Asim Tewary (COO) ^
	Sanjay Banka (Chief Financial officer) #
	Amogh Harihar Gore (Chief Financial Officer) ##
	Jai Prakash Shaw (Chief Financial Officer) ###
	Arindam Bhowmick (Chief Financial Officer) ####

* Mr.Brahm Dutt ceased to be Chairman and Director w.e.f January 4, 2019.He is reappointed as Chairman and Non-executive and Independent Director w.e.f May 14, 2020.

** Mr.Atanu Sen ceased to be Non-executive and Independent Director of the Company w.e.f January 14, 2020

*** Mr.Praful Tayal appointed as Non-executive and Independent Director w.e.f May 14, 2020.

**** Mr. Santanu Ray appointed as Non-executive and Independent Director w.e.f July 30, 2019.

***** Mr. Ashok Kumar Mangotra appointed as Non-executive and Independent Director from Sept 30, 2019 to November 22, 2019.

^ Mr.Asim Tewari ceased to be COO of the Company w.e.f April 30, 2018.

Mr.Sanjay Banka ceased to be CFO of the Company w.e.f August 14, 2018

Mr Amogh Harihar Gore was appointed as CFO of the Company w.e.f 15th August, 2018. He ceased to be CFO of the Company w.e.f 14th November, 2018

Mr Jai Prakash Shaw was appointed as CFO of the Company w.e.f 20th April, 2019. He ceased to be CFO of the Company w.e.f February 28, 2020.

Mr Arindam Bhowmick appointed as CFO of the Company w.e.f July 24, 2020

(II) Summary of Transactions with Related Parties

The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms. Outstanding balances at the year end will be settled as per terms of respective transactions.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(A) Associates :

(₹ in lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	2019-20	2018-19
Kurukshetra Expressway Pvt. Ltd.	Transactions :		
	Demand loan given	1,749.44	936.87
	Repayment of Demand Loan	–	4,813.00
	Cost of Investment pledged as collateral for loan taken by associate (34,175,490 shares)	–	7,656.96
	Cost of Investment pledged as collateral for loan taken by associate (9,31,43,600 units of OCD)	–	12,234.83
	Corporate guarantee given to lender of associate	–	8,000.00
	Balance due:		
	Demand loan given balance	1,794.46	45.03
	Investment in Optionally Convertible Debenture	9,314.36	9,314.36
	Corporate guarantee given to lender of associate	8,000.00	8,000.00
	Cost of Investment pledged as collateral for loan taken by associate (9,31,43,600 units of OCD)	13,707.86	12,234.83
	Cost of Investment pledged as collateral for loan taken by associate (5,10,86,910 shares)	11,445.94	11,445.94

(B) Associates :

(₹ in lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	2019-20	2018-19
Ghaziabad Aligarh Expressway Pvt. Ltd.	Transactions :		
	Unsecured loan given	3,956.50	3,320.60
	Repayment of Unsecured Loan	685.50	3,765.00
	Conversion of Unquoted Warrant into Loan	4,818.88	–
	Cost of Investment pledged as collateral for loan taken by associate (4,81,88,780 units of warrants)	–	6,369.18
	Cost of Investment pledged as collateral for loan taken by associate (37,073,400 shares)	–	7,558.04
	Corporate guarantee given to lender of associate	–	13,000.00
	Balance due:		
	Trade Receivable (Net of TDS)	216.00	216.00
	Loan Instrument (at cost)	4,818.88	–
	Unsecured loan receivable	7,978.10	4,707.10
	Warrants - Purchase Cost	–	4,818.88
	Corporate guarantee given to lender of associate	13,000.00	13,000.00
	Cost of Investment pledged as collateral for loan taken by associate (4,81,88,780 units of warrants)	–	6,369.18
	Cost of Investment pledged as collateral for loan taken by associate (7,56,60,000 shares)	15,424.58	15,424.58

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	2019-20	2018-19
Shree Jagannath Expressways Pvt. Ltd.	Transactions :		
	Unsecured loan given	–	1,885.40
	Repayment of Unsecured Loan	–	1,885.40
	Cost of Investment pledged as collateral for loan taken by Associate (28,982,520 shares)	–	5,496.18
	Corporate guarantee given to lender of associate	–	27,500.00
	Accrued interest received	–	424.11
	Advance received	–	5.24
	Balance due:		
	Trade Receivable	0.13	0.13
	Corporate guarantee given to lender of associate	27,500.00	27,500.00
	Advance received (Cr.)	5.24	5.24
	Cost of Investment pledged as collateral for loan taken by associate (5,91,48,000 shares)	11,216.70	11,216.70
Mahakaleshwar Tollways Pvt. Ltd. (Associate w.e.f. 28th Oct, 2016)	Transactions :		
	Income from Consultancy fee	60.00	–
	Advance received	8.14	–
	Other Income	0.75	–
	Unsecured loan given	–	5,200.00
	Repayment of Unsecured Loan	–	8,463.76
	Cost of Investment pledged as collateral for loan taken by Subsidiary (24,497,550 Shares)	–	734.93
	Cost of Investment pledged as collateral for loan taken by subsidiary (2,93,76,600 Units of OCD)	–	5,006.46
	Corporate guarantee given to lender of Subsidiary	–	12,000.00
	Balance due:		
	Advance received (Cr)	8.14	–
	Investment in Optionally Convertible Debenture	2,937.66	2,937.66
	Corporate guarantee given to lender of Associate	12,000.00	12,000.00
	Cost of Investment pledged as collateral for loan taken by associate (2,93,76,600 Units of OCD)	5,609.89	5,006.46
	Cost of Investment pledged as collateral for loan taken by Associate (4,99,95,000 Shares)	1,499.85	1,499.85

(₹ in lakhs)

(C) Key Management Personnel :	Year ended March 31, 2020	Year ended March 31, 2019
Transactions:		
Short-term employee benefits	189.11	221.62
Post-employment benefits	–	4.90
Other long-term employee benefits	–	7.35
Director's Sitting Fees	14.05	17.75

33.9 Disclosure pursuant to Indian Accounting Standard-115 "Revenue form Contracts"

(a) Type of Goods or Service	Construction & Toll Collection
(b) Geographical Region	India
(c) Market or Type of Customer	Government & Non-Government
(d) Type of Contract	Fixed-price Construction contracts
(e) Contract Duration	Long Term Contracts
(f) Timing of transfer of goods or service	Transferred over the period of contract
(g) Sales channels	Directly to consumers

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

33.10 Information as required under regulation 34(3) of SEBI (Listing obligation and Disclosure requirements), Regulation, 2015.

(₹ in lakhs)

Particulars	As at March 31 2020	Maximum balance during the year
Kurukshetra Expressway Pvt. Ltd.{refer note 9(ii)}	1,794.46	1,794.46
Ghaziabad Aligarh Expressway Pvt. Ltd.{refer note 9(i) & 9(ii)}	12,796.98	12,796.98
Shree Jagannath Expressways Pvt. Ltd.	–	–
Mahakaleshwar Tollways Pvt. Ltd.	–	–

(₹ in lakhs)

Particulars	As at March 31 2019	Maximum balance during the year
Kurukshetra Expressway Pvt. Ltd. {refer note 9(ii)}	45.03	4,813.02
Ghaziabad Aligarh Expressway Pvt. Ltd.{refer note 9(i) & 9(ii)}	4,707.10	8,312.10
Shree Jagannath Expressways Pvt. Ltd. {refer note 9(ii)}	–	605.65
Mahakaleshwar Tollways Pvt. Ltd. {refer note 9(ii)}	–	8,463.76

Note : Figures mentioned in above table are at Cost.

33.11 In the Capacity of Lessee

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. As at March 31, 2020 there were no lease arrangements for a period of more than 12 months.

34. The Company has contributed and expensed ₹ 8.00 lakhs (March 31, 2019 ₹ 25.00 Lakhs) against the total contributable amount of ₹ 7.91 Lakhs (March 31, 2019 ₹22.43 Lakhs) for the year ended March 31, 2020 in accordance with section 135 of Companies Act, 2013 to trust/social organization.

35. FINANCIAL INSTRUMENT RELATED DISCLOSURES

i) Capital Management

The primary objective of Group capital management is to support its road projects (SPVs) and provide adequate capital to its business for growth and creation of sustainable stakeholder value. The Group capital comprises of share capital and retained earnings attributable to equity shareholders. The Group manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and requirement of financial covenants. In order to maintain or adjust the capital structure, the Group may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, loans and borrowings, less cash and cash equivalents.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and March 31, 2019.

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Borrowings { Refer Note 19(i) , 19(ii) and 20(ii) }	155,556.58	137,235.03
Less: Cash and cash equivalent (Refer Note 14)	2,408.15	2,918.47
Net Debt (A)	153,148.43	134,316.56
Total Equity(Refer Note 17 and 18)	100,126.85	101,163.15
Total Equity plus Net Debt (B)	253,275.28	235,479.71
Gearing ratio (A/B)	0.60	0.57

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

35 FINANCIAL INSTRUMENT RELATED DISCLOSURES (Cond...)

ii) Financial instruments-Accounting, Classification and Fair Value Measurement

A. Accounting classification and fair values

(₹ in lakhs)

March 31, 2020	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets Non Current								
Investments (excluding investment measured at cost-refer note - 8)	19,317.75	–	–	19,317.75	–	–	19,317.75	19,317.75
Loans {Refer Note 9 (i) }	4,848.50	–	3.16	4,851.66	–	–	4,851.66	4,851.66
Other Financial Assets {Refer Note 10 (i) }	–	–	25,675.39	25,675.39	–	–	25,675.39	25,675.39
Financial Assets Current								
Investments (Refer Note 12)	6,664.00	–	–	6,664.00	6,664.00	–	–	6,664.00
Trade receivables (Refer Note 13)	–	–	11,808.85	11,808.85	–	–	11,808.85	11,808.85
Cash and cash equivalents (Refer Note 14)	–	–	2,408.15	2,408.15	2,408.15	–	–	2,408.15
Bank Balance Other than Cash and Cash Equivalents (Refer Note 15)	–	–	0.79	0.79	0.79	–	–	0.79
Loans {Refer Note 9(ii) }	–	–	35,040.23	35,040.23	–	–	35,040.23	35,040.23
Other Financial Assets { Refer Note 10 (ii) }	–	–	13,164.86	13,164.86	–	–	13,164.86	13,164.86
Total	30,830.25	–	88,101.43	118,931.68	9,072.94	–	109,858.74	118,931.68
Financial liabilities Non Current								
Borrowings {Refer Note 19(ii)}	–	–	147,007.48	147,007.48	–	–	147,007.48	147,007.48
Other financial liabilities {Refer Note 20(ii)}	–	–	10,820.95	10,820.95	–	–	10,820.95	10,820.95
Financial liabilities Current								
Trade payables (Refer Note 23)	–	–	202.50	202.50	–	–	202.50	202.50
Other financial liabilities {Refer Note 20(ii)}	–	–	60,722.73	60,722.73	–	–	60,722.73	60,722.73
Total	–	–	218,753.66	218,753.66	–	–	218,753.66	218,753.66
March 31, 2019								
March 31, 2019	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets Non Current								
Investments (excluding investment measured at cost-refer note - 8)	23,610.46	–	–	23,610.46	–	–	23,610.46	23,610.46
Loans {Refer Note 9 (i) }	–	–	3.96	3.96	–	–	3.96	3.96
Other Financial Assets {Refer Note 10 (i) }	–	–	24,210.40	24,210.40	–	–	24,210.40	24,210.40
Financial Assets Current								
Investments (Refer Note 12)	6,567.59	–	–	6,567.59	6,567.59	–	–	6,567.59
Trade receivables (Refer Note 13)	–	–	9,858.95	9,858.95	–	–	9,858.95	9,858.95
Cash and cash equivalents (Refer Note 14)	–	–	2,918.47	2,918.47	2,918.47	–	–	2,918.47
Bank Balance Other than Cash and Cash Equivalents (Refer Note 15)	–	–	0.68	0.68	0.68	–	–	0.68
Loans {Refer Note 9(ii) }	–	–	26,229.94	26,229.94	–	–	26,229.94	26,229.94
Other Financial Assets { Refer Note 10 (ii) }	–	–	751.91	751.91	–	–	751.91	751.91
Total	30,178.05	–	63,974.31	94,152.36	9,486.74	–	84,665.62	94,152.36
Financial liabilities Non Current								
Borrowings {Refer Note 19(ii)}	–	–	131,043.71	131,043.71	–	–	131,043.71	131,043.71
Other financial liabilities {Refer Note 20(ii)}	–	–	3,331.19	3,331.19	–	–	3,331.19	3,331.19
Financial liabilities Current								
Borrowings {Refer Note 19(ii)}	–	–	5,000.00	5,000.00	–	–	5,000.00	5,000.00
Trade payables (Refer Note 23)	–	–	64.92	64.92	–	–	64.92	64.92
Other financial liabilities {Refer Note 20(ii)}	–	–	43,132.48	43,132.48	–	–	43,132.48	43,132.48
Total	–	–	182,572.30	182,572.30	–	–	182,572.30	182,572.30

There have been no transfers between Level 1 , Level 2 and Level 3 for the years ended March 31, 2020 and March 31, 2019.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

D. Reconciliation of Financial Assets in Level 3 is as below:

(₹ in lakhs)		
Particulars	March 31, 2020	March 31, 2019
Balance at the beginning of the year	84,665.62	65,959.47
Movement during the year	24,810.78	14,737.16
Fair Value changes	382.34	3,968.99
Balance at the end of the Year	109,858.74	84,665.62

iii) Financial Risk Management

The Group's principal financial liabilities comprises of borrowings and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include investments in equity and debt instruments, loans (advances to related parties), trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Group is exposed to the following risks from its use of financial instruments:- Credit risk- Liquidity risk- Interest rate risk

The Group's board of directors has the overall responsibility for the establishment and oversight of the Group's risk management framework. This note presents information about the risks associated with its financial instruments, the group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Credit Risk

The Group is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Group's exposure to credit risk primarily relates to cash and cash equivalent, investments in equity and debt instruments, loans & other financial assets and accounts receivable.

The Group monitors and limits its exposure to credit risk on a continuous basis. Credit Risk on cash and cash equivalents is limited as the Group generally invest in deposits with nationalised banks. Investments in debt securities consist of investment in subsidiaries/associates. Loans are primarily provided to subsidiaries/associates and are in the nature of short-term as the same is repayable on demand.

The Group's credit risk associated with accounts receivable is managed through periodically review the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables.-

The Group's financial assets which are exposed to credit risk are as follows:

(₹ in lakhs)		
Particulars	March 31, 2020	March 31, 2019
Investment in Debt Securities (Refer Note 8)	19,317.75	23,610.46
Trade and other receivables(Refer Note 13)	11,808.85	9,858.95
Cash and cash equivalents and other bank balance (Refer Note 14 & 15)	2,408.94	2,919.15
Loans & Other Financials Asset (Refer Note 9(i), 9(ii), 10(i), 10(ii))	78,728.98	51,196.21
Total	112,264.52	87,584.77

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Impairment losses		
Trade and other receivables (measured under life time excepted credit loss model)		
Opening balance	–	–
Provided during the year	–	–
Reversal of provision	–	–
Unwinding of discount	–	–
Closing balance	–	–

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Trade Receivables Ageing analysis		
Not due	–	–
Upto 3 months	492.56	–
3-6 months	491.26	970.48
More than 6 months	10,825.03	8,888.47
	11,808.85	9,858.95

No significant changes in estimation techniques or assumptions were made during the reporting year.

Liquidity risk

The Group is exposed to liquidity risk related to its ability to fund its obligations as and when they become due. The Group monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Group has access to credit facilities and monitors cash and bank balances on a regular basis. In relation to the Group's liquidity risk, the Group's policy is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses.

Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting year:

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Term Loan facilities	27,469.17	16,887.01

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

(₹ in lakhs)

As at 31 March 2020	Less than 1 year	1-5 years	Over 5 Years	Total
Borrowings {Refer Note 19(i) , 19(ii) , 20(ii)}	8,549.10	34,302.64	112,704.96	155,556.70
Trade payables (Refer Note 23)	202.50	–	–	202.50
Other financial liabilities {Refer Note 20(i) & 20(ii) }	52,173.61	1,580.67	9,240.28	62,994.56
	60,925.21	35,883.31	121,945.24	218,753.66
As at 31 March 2019	Less than 1 year	1-5 years	Over 5 Years	Total
Borrowings {Refer Note 19(i) , 19(ii) , 20(ii)}	6,191.32	39,022.62	92,021.09	137,235.03
Trade payables (Refer Note 23)	64.92	–	–	64.92
Other financial liabilities {Refer Note 20(i) & 20(ii) }	41,941.16	1,485.81	1,845.38	45,272.35
	48,197.40	40,508.43	93,866.47	182,572.30

Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the Group. The Group manages its interest rate risk by regular monitoring and taking necessary actions as are necessary to maintain an appropriate balance.

The exposure of the Group's borrowings to interest rate changes at the end of the reporting period are as follows:

a) Interest rate risk exposure

(₹ in lakhs)

Particulars	March 31, 2020	March 31, 2019
Variable rate borrowings	72,110.99	67,922.35

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

(₹ in lakhs)

Particulars	Impact on profit	
	March 31, 2020	March 31, 2019
Interest rates - increase by 70 basis points	504.78	475.46
Interest rates - decrease by 70 basis points	504.78	475.46

Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of change in foreign exchange rate. The Group operates domestically and the business is transacted in local currencies and consequently the Group is not significantly exposed to foreign exchange risk through its sales and services.

Price risk

Price risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of change in market prices (other than those arising from interest rate risk or currency risk). The Group is not exposed to price risk as it has insignificant financial instruments operates domestically and the business is transacted in local currencies (eg: investment in mutual fund).

36.0 In accordance with Indian Accounting Standard 110 "Consolidated Financial Statements", the Consolidated Financial Statements of the Group include the financial statements of the Holding Company and its subsidiaries. Enterprises over which the Company exercises significant influence are considered for preparation of the Consolidated Financial Statements as per Indian Accounting Standard 28 "Accounting for Investments in Associates in Consolidated Financial Statements".

The subsidiaries and associates considered in the preparation of these consolidated financial statements are:-

Name of the Party & Nature of relationship	Country of Origin	% Holding As at 31st March, 2020	% Holding As at 31st March, 2019
Subsidiaries			
Solapur Tollways Pvt. Ltd.	India	100.00%	100.00%
Orissa Steel Expressway Pvt. Ltd.	India	59.38%	59.38%
Guruvayoor Infrastructure Pvt. Ltd.	India	73.99%	73.99%
Associates			
Kurukshetra Expressway Pvt. Ltd.	India	49.00%	49.00%
Ghaziabad Aligarh Expressway Pvt. Ltd.	India	39.00%	39.00%
Shree Jagannath Expressways Pvt. Ltd.	India	40.00%	40.00%
Mahakaleshwar Tollways Pvt. Ltd.	India	48.00%	48.00%

37.1 Additional Information as per Schedule III of the Companies Act, 2013

As at 31st March, 2020

(₹ in lakhs)

	Net Assets, i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹ in lakh)	As % of consolidated profit or loss	Amount (₹ in lakh)	As % of consolidated other comprehen- sive income	Amount (₹ in lakh)	As % of consolidated total comprehensive income	Amount (₹ in lakh)
Parent								
1 Bharat Road Network Limited	19.31%	21,448.20	56.22%	(727.08)	(728.15%)	15.95	54.90%	(711.13)
Subsidiaries								
Indian:								
1 Solapur Tollways Pvt. Ltd.	14.25%	15,831.58	211.32%	(2,732.83)	(676.10%)	14.81	209.82%	(2,718.02)
2 Orissa Steel Expressway Pvt. Ltd.	7.57%	8,405.82	1.98%	(25.65)	-	-	1.98%	(25.65)
3 Guruvayoor Infrastructure Pvt Ltd	28.68%	31,859.02	(107.51%)	1,390.33	997.95%	(21.86)	(105.64%)	1,368.47
Minority Interests in subsidiaries	9.87%	10,961.70	(23.51%)	304.08	351.06%	(7.69)	(22.88%)	296.39
Associates (investment as per equity method)								
Indian:								
1 Kurukshetra Expressway Pvt. Ltd.	0.00%	-	2.82%	(36.44)	0.00%	-	2.81%	(36.44)
2 Ghaziabad Aligarh Expressway Pvt. Ltd.	10.43%	11,583.15	(55.90%)	722.93	57.14%	(1.25)	(55.71%)	721.68
3 Shree Jagannath Expressways Pvt. Ltd.	9.51%	10,559.47	2.71%	(35.00)	85.60%	(1.88)	2.85%	(36.88)
4 Mahakaleshwar Tollways Pvt. Ltd.	0.40%	439.61	11.87%	(153.57)	12.50%	(0.27)	11.88%	(153.84)
TOTAL	100.00%	111,088.55	100.00%	(1,293.23)	100.00%	(2.19)	100.00%	(1,295.42)

Note: Figures are after elimination of related party transactions between entities considered for consolidation.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

37.2 Earnings / Expenses in Foreign Currency - ₹ Nil (Previous Year - ₹ Nil).

37.3 As per the Concession Agreement for the project executed with MPRDC by Mahakaleshwar Tollways Pvt. Limited, one of the associate company, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated 23rd February 2010. During the year, the revenue of the associate company was insufficient for payment of premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement does not provide for accrual of Premium if the project revenue is insufficient for its payment. Hence no provision has been made in the books of account toward Premium amounting to ₹ 1092.03 lakhs for the year 2019-20.

37.4 The Company had made an application to the Reserve Bank of India (RBI) to grant Certificate of Registration to commence the business of a Non- Deposit taking Systematically Important Core Investment Company (NDSI - CIC) on March 28, 2019 and July 16, 2019. In response to the above, the RBI vide its letter dated: January 24, 2020 communicated to the Company that while it does not qualify to become Non- Deposit taking Systematically Important Core Investment Company (NDSI - CIC), the Company needs to apply for Certificate of Registration (COR) for carrying out NBFI activities as it is meeting the Principal Business Criteria for FY 2018-19. The Company vide their letter dated Feb 28, 2020 had clarified on the observations of the RBI requesting for granting necessary registration. Response of the RBI is awaited.

37.5 Securities and Exchange Board of India (SEBI) in its ad interim order dated March 14, 2019, issued under Section 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 and Regulation 11 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003, in the matter of Religare Enterprises Limited, against twenty - five (25) Noticees including the Company (Noticee no. 4), has directed the Company not to dispose of or alienate any of their assets or divert any funds, except for meeting expenses of day-to-day business operations, without the prior permission of SEBI. The Company, vide its letter dated May 02, 2019 has replied to the said SEBI order and has denied that the company has committed any violation of the concerning provisions of the SEBI Act, 1992 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003. SEBI has passed an Order dated September 11, 2019 revoking its earlier Order dated March 14, 2019 in favour of the Company.

37.6 The Company had entered into a Share Purchase Agreement (SPA) with Cube Highways & Infrastructure Pte. Ltd. for sale of 39% stake jointly held by the Company in Ghaziabad Aligarh Expressway Private Limited (an associate of the Company), Concessionaire (SPV) for 'Four Laning of Ghaziabad - Aligarh Section of NH-91 BOT (Toll) Project in Uttar Pradesh along with the other partners/promoters of the SPV on May 04, 2019 subject to applicable regulatory and other approvals and fulfilment of certain conditions by the Parties for closure of the deal within a total period of 12 months from the date of agreement. However, the said SPA stood lapsed, as the validity of the SPA expired before the closure of the deal and the Parties have decided not to extend the validity further. Now, the Company along with its co-promoters is in the advanced stage of discussions with another prospective investor, who has evinced interest in the project asset, to move ahead in the process of divestment.

37.7 Heavy Rain and Flood in Kerala, which started on 15th August 2018 badly affected Toll Plaza Operations of Guruvayoor Infrastructure Pvt. Ltd.(GIPL) (subsidiary company) and caused substantial damage to the Carriage Way and Toll Plaza including the Toll Management System (TMS). The loss had been intimated to the Insurance Company and claim is under process with insurance company. Meanwhile company made expenses of Rs. 428.20 lakhs till 31st March, 2020 for repair of Carriage Way, Toll Plaza including TMS Systems. This expenses will be settled against insurance claim receipt amount.

37.8 In case of Guruvayoor Infrastructure Pvt. Ltd.(GIPL) subsidiary company, due to Demonitisation Scheme announced by the Government of India, Toll collection was suspended for 23 Days i.e. from 9th November, 2016 to 2nd December, 2016, in accordance with the directives of National Highways Authority of India (NHAI). As per NHAI Circulars dated 29.11.2016 and 06.12.2016, the Company has raised and submitted its claim with NHAI against loss of revenue of the said period. Part of the claim has been approved and received ₹ 267.03 lakhs while balance amount is under process.

37.9 In case of Solapur Tollways Pvt. Ltd. (subsidiary company), has commenced tolling with effect from 03.02.2020 on the four laning of Solapur- Maharashtra/ Karnataka border as per Concession Agreement with National Highways Authority of India.

Pursuant to declaration of Provisional Completion Certificate(PCOD) by National Highway Authority of India for 82.95 Km out of 100.06 Km vide letter dated 23rd Jan 2020, the Company has started deriving economic benefits of provisional completion w.e.f 03rd Feb 2020 the date commencement of Tolling. Proportionate cost in "Capital Work in Progress"(CWIP) incurred till 03rd Feb 20 has been capitalised as "Toll Collection Rights A/C" under Intangible Assets, balance amount relating to construction is still under progress has been disclosed as CWIP (Intangible Assets under Development). The basis for deriving proportionate cost is based on the ratio of completed EPC Cost for 82.95 Kms out of the total EPC Cost Certified till 03rd Feb 20.

With effect from 3rd Feb 2020, Revenue from Tolling operations from 03.02.2020 till 31.03.2020 has been recognised as Revenue from Operations in Profit & Loss account, similarly the Operational Expenses relating to Toll have been taken to P&L statement; and direct expenses relating to Construction has been recognised as CWIP for the period 03.02.2020 till 31.03.2020. Also some common expenses have been apportioned to profit & loss and CWIP based on ratio computed.

37.10 Impact of COVID 19 - Due to the spread of pandemic COVID 19, there had been a Nation wide lockdown announced by the Govt. of India w.e.f. March 24, 2020. The operations at the toll plazas have been completely suspended and hence there has been no revenue for the said period in the current financial year, notwithstanding the normal accrual / incidence of expenses. However, the Management is of the view, that these losses are recoverable under the provisions of the concession agreement and no significant impact is expected on account of the same. The resumption of Toll Collection were done wef April 20, 2020 as per directives of Ministry of Road Transport & Highways. Post resumption the collection was below normal and the Management anticipates that normalcy of collection will happen from the month of August 2020. Management is constantly reviewing the situation and shall take necessary action based on how the situation evolves. However, as of the reporting date, there is no material impact on the financial statement.

37.11 In case of Solapur Tollways Pvt. Ltd (subsidiary Company) has an aggregate amount of Rs. 1951.81 lakhs outstanding towards interest as at March 31, 2020 in respect of which the subsidiary company has availed the moratorium benefits available under the extant RBI guidelines for COVID 19 Regulatory package.

38.0 The financial statements were approved for issue by the Board of Directors and authorised for issue on July 24, 2020.

As per our report of even date

For S.S. Kothari Mehta & Company
Chartered Accountants
Firm Registration No.000756N

Neeraj Bansal
Partner
Membership No.095960

Place : New Delhi
Date : 24th July 2020

For and On behalf of the Board of Directors

Santanu Ray
Director
DIN : 00642736

Naresh Mathur
Company Secretary

Bajrang K Choudhary
Managing Director
DIN : 00441872

Arindam Bhowmick
Chief Financial Officer

Place : Kolkata

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(₹ in lakh)

Name of Company	Solapur Tollways Pvt. Ltd.	Orissa Steel Expressway Pvt. Ltd.	Guruvayoor Infrastructure Pvt. Ltd.
The date since when subsidiary was acquired	3rd August, 2013	12th November, 2016	28th March, 2018
Reporting Year	31st March, 2020	31st March, 2020	31st March, 2020
Reporting Currency	INR	INR	INR
Share Capital	50.00	7,836.66	16,894.00
Reserves & Surplus	19,907.84	(103.35)	(15,235.97)
Total Assets	131,514.95	27,222.69	83,944.50
Total Liabilities	131,514.95	27,222.69	83,944.50
Investments	–	–	6,664.00
Turnover	16,797.08	0.42	15,262.77
Profit/(Loss) before Tax	(2,856.74)	(43.21)	1,236.56
Provision for Taxation	8.05	–	–
Profit/(Loss) after Tax	(2,864.79)	(43.21)	1,236.56
Proposed Dividend	–	–	–
% of shareholding (effective)	100.00%	59.38%	73.99%

Notes:

- Names of subsidiaries which are yet to commence operations:
 - Orissa Steel Expressway Pvt. Ltd. (Refer Note No. 33.7) of consolidated financial statements.
- Names of subsidiaries which have been liquidated or sold during the year: None

Part "B": Associates and Joint Ventures

(₹ in lakh)

Name of Associate	Ghaziabad Aligarh Expressway Private Limited	Kurukshetra Expressway Private Limited	Shree Jagannath Expressways Private Limited	Mahakaleshwar Tollways Private Limited
Relationship	Associate	Associate	Associate	Associate
1 Latest audited Balance Sheet date	Mar 31, 2020	Mar 31, 2020	Mar 31, 2020	Mar 31, 2020
2 Date on which the Associate was associated	Sep 11, 2012	Mar 28, 2013	Mar 28, 2013	Oct 28, 2016
3 Share of Associate held by the company on the year end				
No.	75,660,000	51,086,910	59,148,000	49,995,000
Amount of Investment in Associates	15,424.58	11,445.94	11,216.70	1,499.85
Extent of Holding %	39.00%	49.00%	40.00%	48.00%
4 Description of how there is significant influence	Control of 39.00% of Total Share Capital	Control of 49.00% of Total Share Capital	Control of 40.00% of Total Share Capital	Control of 48.00% of Total Share Capital
5 Reason why the associate is not consolidated	N.A.	N.A.	N.A.	N.A.
6 Networth attributable to Shareholding as per latest audited Balance Sheet	3,724.46	(7,887.96)	5,257.56	(5,234.50)
7 Profit / (Loss) for the year				
i. Considered in Consolidation	721.68	(36.44)	(36.88)	(153.84)
ii. Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.

- Names of associates or joint ventures which are yet to commence operations: None
- Names of associates or joint ventures which have been liquidated or sold during the year: None

For and On behalf of the Board of Directors

Santanu Ray
Director
DIN : 00642736

Naresh Mathur
Company Secretary

Bajrang K Choudhary
Managing Director
DIN : 00441872

Arindam Bhowmick
Chief Financial Officer

Place : Kolkata
Date : 24th July 2020



BHARAT ROAD NETWORK LIMITED

CIN: L45203WB2006PLC112235

Registered Office:

Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City

Kolkata – 700 091 Tel. No.: 033 6602 3609

Website: www.brnl.in; E-mail ID: cs@brnl.in



BHARAT ROAD NETWORK LIMITED

CIN: L45203WB2006PLC112235

Registered Office:

Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City

Kolkata – 700 091 Tel. No.: 033 6602 3609

Website: www.brnl.in; E-mail ID: cs@brnl.in

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting (AGM) of the Members of Bharat Road Network Limited will be held on Friday, 25th September, 2020, at 2:00 P.M. through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt -
 - a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
 - b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment for the time being in force), BRNL Nomination and Remuneration Policy and the Policy on Board Diversity, Mr. Brahm Dutt (holding DIN: 05308908), who was appointed as an Additional Director (Category –Independent) of the Company with effect from 14th May, 2020 and who holds office upto the date of this Annual General Meeting and in respect of whom Notice has been received from a Member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from 14th May, 2020;

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Brahm Dutt may be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."
4. 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 provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment for the time being in force), BRNL Nomination and Remuneration

Policy and the Policy on Board Diversity, Mr. Praful Tayal (holding DIN: 00826834), who was appointed as an Additional Director (Category –Independent) of the Company with effect from 14th May, 2020 and who holds office upto the date of this Annual General Meeting and in respect of whom Notice has been received from a Member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from 14th May, 2020;

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Praful Tayal may be paid such fees, remuneration and profit linked commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

5. 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 relevant provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), approval of the Audit Committee, Company’s policy on Related Party Transactions, and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Shareholders of the Company be and is hereby accorded for all existing contract(s)/ arrangement(s)/ agreement(s)/ transactions entered into by the Company, in one or more tranches, with its related parties as defined within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Financial Year 2019-20, as per the details provided below and approval is sought for such contract(s)/ arrangement(s)/ agreement(s)/ transactions proposed to be entered into by the Company with its Related Parties during the period 1st April, 2020 to 30th September, 2021 for such transactions as given hereunder, the value of which, individually or taken together with previous or other transaction(s), during a financial year, exceeds / may exceed 10 (ten) per cent of the Annual Consolidated Turnover of the Company, as per the last audited Financial Statements:

(₹ In Lakhs)

Sl. No.	Name of the Related Party(s)	Nature of Relationship	Monetary Value of RPTs during the FY 2019-20	Value of transactions entered / to be entered into by the Company with its related parties during the period 1st April, 2020 – 30th September, 2021	Material Terms and particulars of the contract / arrangement / agreement / transactions	Nature of Transactions entered / proposed to be entered into by the Company with its Related Party(s)	Any other information relevant or important for the Shareholders to take decision on the proposed resolution
i)	Solapur Tollways Private Limited	Subsidiary Company	7380.07	17,500	As per the terms of the respective contracts/ arrangements/ agreements/ transactions entered into from time to time.	Sponsor/Promoter Funding in the form of secured/unsecured loan to meet the obligations cast under the Financing Documents entered into with the lenders for the Special Purpose Vehicles (SPVs) and for meeting the short term/long term funds/corporate guarantee requirements and working capital requirements, creation of pledge or any other charge for the SPVs, Sponsor Support undertakings, Inter Corporate Deposits (ICD), Investment as Sponsor or otherwise, by way of subscription towards equity capital and/or securities (debt / equity / quasi equity) of the SPV like Optionally	None
ii)	Orissa Steel Expressway Private Limited	Subsidiary Company	754.14	5,000			
iii)	Guruvayoor Infrastructure Private Limited	Subsidiary Company	5633.23	6,000			
iv)	Kurukshetra Expressway Private Limited	Associate Company	1749.44	7,500			

Sl. No.	Name of the Related Party(s)	Nature of Relationship	Monetary Value of RPTs during the FY 2019-20	Value of transactions entered / to be entered into by the Company with its related parties during the period 1st April, 2020 – 30th September, 2021	Material Terms and particulars of the contract / arrangement / agreement / transactions	Nature of Transactions entered / proposed to be entered into by the Company with its Related Party(s)	Any other information relevant or important for the Shareholders to take decision on the proposed resolution
v)	Ghaziabad Aligarh Expressway Private Limited	Associate Company	8775.38	12,500		Convertible Debentures (OCDs), Optionally Convertible Participating Interest Bearing Debentures (OCPIDs), Warrants; Project Management Consultancy (PMC); Financial Consultancy; contracts for Operations and Maintenance Services, Tolling Management Services, Claim Management Services, Debt Syndication, reimbursement of expenses, detailed Engineering and Design Services, Legal documentation and / or any other related party transactions approved by the Audit Committee.	
vi)	Shree Jagannath Expressways Private Limited	Associate Company	–	2,500			
vii)	Mahakaleshwar Tollways Private Limited	Associate Company	68.89	2,500			
viii)	Transactions with any other Related Party including a Subsidiary and/or an Associate Company / acquired formed henceforth during the course of Company's business and operations.			2,500			

RESOLVED FURTHER THAT the Board of Directors and its Committees, including any person authorised by the Board/ Committee, be and is hereby authorized to -

- negotiate, finalise, vary, amend, renew, and revise the terms and conditions of the transaction(s), including prices / pricing formula and tenure;
- enter into, sign, execute, renew, modify and amend all agreements, documents, letters, undertaking thereof, from time to time;
- do all such acts, matters, deeds and things and to settle any question, difficulty or doubt that may arise as may be necessary or desirable for the purpose of giving effect to this resolution."

NOTES:

- In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 13th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 13th AGM shall be the Registered Office of the Company.
- In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 13th AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of participation in the 13th AGM through VC/OAVM Facility and e-Voting during the 13th AGM or for voting through remote e-Voting.
- Since the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.

4. **Statement pursuant to Section 102:** The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting, being considered unavoidable, is annexed hereto and forms part of this Notice.
5. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report, the Annual Report and Notice of AGM are being sent in electronic mode only to Members whose e-mail address is registered with the Company or the Depository Participant(s). The same is also hosted on the Company's website www.brnl.in and also on the website of the Stock Exchanges viz., www.bseindia.com and www.nseindia.com. The relevant details are also hosted on the website of the Agency providing the e-voting facility, viz., KFin Technologies Private Limited at <https://evoting.karvy.com>.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 13th AGM through VC/OAVM mode. Corporate/Institutional Members are required to send a scan of the certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to goenkamohan@gmail.com.
8. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned in this AGM Notice which shall be kept open for the Members from 1:45 P.M. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
9. Large Shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. will be allowed to attend the meeting without restriction on account of first-come-first-served-principle.
10. **Registrar & Share Transfer Agents and Depository Participants:** Members holding Shares in physical mode are requested to intimate changes in their address to KFin Technologies Private Limited, Registrar and Share Transfer Agents (RTA) of the Company, located at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding Shares in electronic mode are requested to send the intimation for change of address and updation of bank account details to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
11. **Nomination Facility:** Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose, to the Company's Registrar and Share Transfer Agents (RTA), Kfin Technologies Private Limited, who will provide the form on request. Members holding shares in the demat form and desirous of making/changing Nomination in respect of their shareholdings in the Company may please contact their respective Depository Participants.
12. **Go Green Initiative:** The Company is sending Notices for General Meetings, Financial Statements, etc., through e-mail to Members whose e-mail IDs are registered with the RTA/Depository Participants. However, it is noticed that there are Members who have not registered their e-mail IDs with the Company. Consequently, the Company is unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013, Members holding Shares in physical form, if any, are requested to register their e-mail IDs with the Company's Registrar and Share Transfer Agents (RTA), i.e., KFin Technologies Private Limited and Members holding Shares in demat mode who have still not registered their e-mail IDs are requested to register

their e-mail IDs with their respective Depository Participants (DPs). Members whose e-mail IDs have undergone any change or whose IDs require any correction, may kindly update the same with their respective DPs or the RTA, as stated above.

13. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, KFin Technologies Private Limited.
14. **Unclaimed Dividend:** Members are requested to note that as per Section 124 of the Companies Act, 2013, read with allied Rules, dividend not claimed within 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Unclaimed Dividend, as per details given in the table below, will be transferred to the IEPF as per the date(s) mentioned in the table. Those Members who have not, so far, encashed their dividend warrants for any Financial Year are requested to make their claim to the Company's Registrars, KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or to the Company at its Registered Office, for payment thereof –

Sl. No.	Year	Date of Declaration of Dividend	Type	Dividend (%)	Due date for transfer to IEPF
1.	2017-18	2nd November, 2017	Interim	5	4th December, 2024
2.		28th September, 2018	Final	5	2nd November, 2025
3.	2018-19	14th December, 2019	Final	5	19th January, 2026

It may please be noted that once the unclaimed dividend is transferred to the IEPF, as mentioned above, no claims shall lie against the Company. However, claim can be made from the Fund, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017, as may be amended, from time to time.

Please note that Section 124(6) of Companies Act, 2013 also provides that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to IEPF. Hence, it is in the shareholders' interest to claim any uncashed dividends and for future, opt for Electronic Credit of dividend, so that dividends paid by the Company are credited to the investor's account, on time.

Further, any claimant of such shares, as mentioned above, shall be entitled to claim the transfer of shares from the IEPF, following the necessary procedures and on submission of relevant documents.

15. **Inspection of documents by Members:** All relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available electronically for inspection without any fees by the Members from the date of circulation of this notice upto the date of the Meeting and also at the Meeting. Members seeking to inspect such documents can send an email to cs@brnl.in.

The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company or any other matter placed at the Meeting are requested to send their requests in writing at cs@brnl.in to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

16. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited Financial Statement in respect of each of its subsidiary, to any Shareholder of the Company on making requisition to the Company Secretary at the e-mail cs@brnl.in.

A Statement containing the salient features of the Financial Statements of subsidiaries forms part of the Annual Report of the Company. Further, the documents shall also be available on the website of the Company, www.brnl.in.

17. Voting through electronic means (e-voting)

- I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting platform provided by KFin Technologies Private Limited (KFinTech) on all resolutions set forth in this Notice, from a place other than the venue of the meeting ('remote evoting').

In case a Member receives an e-mail from KFinTech [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:

- i). Use the following URL for e-voting: <https://evoting.karvy.com>
- ii). Enter the login credentials, i.e., User ID and Password mentioned in your e-mail. Your Folio No. /DP ID Client ID will be your user ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii). After entering the details appropriately, click on "LOGIN".
- iv). You will reach the 'Password Change' menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters, with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v). You need to login again with the new credentials.
- vi). On successful login, the system will prompt you to select the "EVENT", i.e., Bharat Road Network Limited.
- vii). On the voting page, the number of shares (which represents the number of votes) as held by the Member will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/ "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii). Members holding multiple demat accounts shall choose the voting process separately for each demat accounts.
- ix). Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution(s).
- x). Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at e-mail ID: goenkamohan@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Bharat Road Network Limited 13th AGM."
- xi). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin Technologies Private Limited on 1800 345 4001 (toll free).

II. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting at the e-AGM.
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.

- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- v. Members to click on 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
- vi. E-voting during the AGM is integrated with the VC Platform and no separate login is required for the same. The Shareholders shall be guided on the process during the AGM.

Other Instructions:

- a) The remote e-voting period commences on Tuesday, 22nd September, 2020 at 9:00 A.M. (IST) and ends on Thursday, 24th September, 2020, at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Saturday, 19th September, 2020, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the Member through remote e-voting, the Member shall not be allowed to change it subsequently or cast the vote again.
- b) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting at the 13th AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- c) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. Mohd Mohsin Uddin – Senior Manager (Unit: Bharat Road Network Limited) of KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or at Phone No. 040 – 6716 1500 or call at KFinTech Toll Free No. 1-800-34-54-001, for any further clarifications.

- d) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date, i.e. Saturday, 19th September, 2020, he/she may obtain the User ID and Password in the manner as mentioned below:

- i). If the mobile number of the Member is registered against folio no. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii). If e-mail address or mobile number of the Member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii). Member may call at KFinTech Toll Free number 1800-3454-001.
- iv). Member may send an e-mail request to evoting@karvy.com. However, KFinTech shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.

18. Instructions for attending/joining the e-AGM:

- I. Members will be able to attend the e-AGM through VC/OAVM platform as provided by KFinTech at <https://emeetings.kfintech.com/> by clicking on the tab 'Video Conference' and using their remote e-voting login credentials. The

link for e-AGM will be available in members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in Note No. 17 above.

- II. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
 - III. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 - IV. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
 - V. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 22nd September, 2020 (from 9.00 a.m.) to 24th September, 2020 (upto 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM.
 - VI. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
 - VII. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at <https://emeetings.kfintech.com/>
 - VIII. Members who need technical assistance before or during the 13th AGM can contact KFinTech at emeetings@kfintech.com or helpline – 1800 345 4001.
19. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 13th AGM and announce the start of the casting of vote through the e-voting system of KFin Technologies Private Limited.
20. **Scrutinizer:** The Company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515 and CP No.: 2551) of M/s. M. R. & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process (both remote e-voting and e-voting at the AGM) in a fair and transparent manner.
21. **Declaration of Results:** The Scrutinizer shall immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company and within a period not exceeding 3 (three) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman, for counter signature.

The Results shall be declared either by the Chairman or by a person authorised by him and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

Further, in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchanges, details of the voting results, in the prescribed format, within 48 (forty-eight) hours of conclusion of the Meeting.

Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report, on the Company's website www.brnl.in and on the website of KFinTech <https://evoting.karvy.com> and communicated to the BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed, for placing the same on their website. The results shall also be placed on the Notice Board of the Company at its Registered Office.

22. **Distribution of Gifts:** In conformity with regulatory requirements, the Company will **NOT** be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant

for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

24. **Information of Directors pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting:** At the 13th AGM of the Company, Mr. Bajrang Kumar Choudhary (DIN: 00441872), Managing Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.

Further, pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Brahm Dutt, (holding DIN: 05308908) and Mr. Praful Tayal (holding DIN: 00826834) are being proposed to be appointed as Independent Directors of the Company.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 on General Meeting, the particulars of the aforesaid Director(s) seeking appointment / re-appointment at the AGM are given below:

Name of Director	Mr. Bajrang Kumar Choudhary (DIN: 00441872)	Mr. Brahm Dutt (DIN: 05308908)	Mr. Praful Tayal (DIN: 00826834)
Date of Birth	22/06/1968 Age 52 years)	05/07/1950 (Age 70 years)	30/01/1955 (Age 65 years)
Date of Appointment on the Board	23/03/2011 (Designated as Managing Director of the Company, for a period of 3 years, w.e.f 1st November, 2016. Re-appointed as the Managing Director of the Company, for a period of 3 years w.e.f 1st November, 2019)	14th May, 2020	14th May, 2020
Brief Resume and Expertise in specific functional areas	He is a former Chief Executive Officer - Infrastructure Project Development - Srei Infrastructure Finance Limited, managing portfolio investments across Roads, Ports, Water and Economic Zones. He has previously served as the "Chairman- Expert Committee on Infrastructure" of Indian Chamber of Commerce. He has an experience of over two decades in Infrastructure Asset Management, Project Development, Project Implementation, Private Equity and M&A.	He was a member of the Indian Administrative Service and during his service, he inter alia, served as the Secretary of the Ministry of Road Transport and Highways and the Principal Home Secretary of State of Karnataka.	He is a former Commander of the Indian Navy. During a span of 40 years, he has worked in many shipyards & dockyards within the Country as well as abroad. He has wide Project Management experience in Inland Water Transport (IWT) Sector and has also served as the Chairman and Managing Director of Central Inland Water Transport Corporation Limited (CIWTC). He has also served as the Technical Advisor of Braithwaite & Co Ltd., A Government of India Undertaking, Ministry of Railways.
Qualification	He has completed his Bachelor of Commerce from Shriram College of Commerce, New Delhi and he is an Associate Member of The Institute of Chartered Accountant of India (ICAI).	Mr. Brahm Dutt holds a Master of Science degree in Physics, Master of Arts degree in Economics and a Bachelor's degree in Law.	Mr. Praful Tayal is a Graduate Civil Engineer from M.I.T, Manipal and M. Tech (Naval Construction) from I.I.T., Delhi.
List of outside directorship held	NIL	NIL	• Ardeshir B Cursetjee and Sons Limited- • Adinath Port and Logistics Private Limited- • Swach Environment Private Limited
Names of listed entities in which the person also holds the directorship	Bharat Road Network Limited	Bharat Road Network Limited	Bharat Road Network Limited

Name of Director	Mr. Bajrang Kumar Choudhary (DIN: 00441872)	Mr. Brahm Dutt (DIN: 05308908)	Mr. Praful Tayal (DIN: 00826834)
Chairman/Member of the Committees of Board of Directors of the Company	- Committee of Directors – Chairman - Stakeholder Relationship Committee – Member - Corporate Social Responsibility Committee – Member	- Audit Committee – Chairman - Nomination and Remuneration Committee – Member - Stakeholder Relationship Committee – Member	- Stakeholder Relationship Committee – Chairman - Corporate Social Responsibility Committee – Member - Committee of Directors– Member
Membership / Chairmanship of Committees of other Boards	NIL	NIL	NIL
Shareholding in the Company	9,589 Equity Shares	NIL	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel (KMP)	Not related with any of the Directors and KMP of the company.	Not related with any of the Directors and KMP of the company.	Not related with any of the Directors and KMP of the company.
No. of Board Meetings attended during the Financial Year 2019-20 [out of 6 (six) Board Meetings held]	6 (Six)	*NIL	**NIL
Terms and conditions of Appointment or Re-appointment	In accordance with the Agreement executed between Mr. Bajrang Kumar Choudhary and the Company.	In accordance with the Letter of appointment for Independent Directors.	In accordance with the Letter of appointment for Independent Directors.
Details of remuneration sought to be paid and the remuneration last drawn	The details of Remuneration paid to Mr. Choudhary during the Financial Year 2019-20 has been disclosed in the Extract of Annual Return (MGT-9) and Corporate Governance Report of the Company. The Remuneration to be paid to Mr. Choudhary shall be in accordance with the Agreement executed between Mr. Bajrang Kumar Choudhary and the Company.	Mr. Dutt shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and annual commission on net profits, if any, as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time.	Mr. Tayal shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and annual commission on net profits, if any, as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time.

*Mr. Brahm Dutt was appointed as Chairman of the Board and Independent Director w.e.f. 14th May, 2020

**Mr. Praful Tayal was appointed as an Independent Director w.e.f. 14th May, 2020

Date : 24.07.2020

Place : Kolkata

By Order of the Board
For **Bharat Road Network Limited**

Naresh Mathur
Company Secretary
FCS-4796

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**Item No. 3:**

Mr. Brahm Dutt was initially appointed as a Non-Executive Director of the Company w.e.f. 8th January, 2014 and was designated as the Chairman of the Board of Directors for a period of 3 years w.e.f. 8th January, 2014.

Mr. Dutt was later designated as an Independent Director for a period of 5 years w.e.f. 10th January, 2015. He later resigned as the Chairman of the Board and Independent Director w.e.f. 4th January, 2019.

Owing to his vast experience and long standing association with the Company, Mr. Brahm Dutt was again appointed as an Additional Director (Category: Independent) of the Company w.e.f. 14th May, 2020, pursuant to the provisions of Section 161 of the Companies Act, 2013 on the recommendation of the Nomination and Remuneration Committee and he holds office upto the date of this Annual General Meeting.

Mr. Dutt holds a Master of Science degree in Physics, Master of Arts degree in Economics and a Bachelor's degree in Law. He was a member of the Indian Administrative Service and during his service, he inter alia, served as the Secretary of the Ministry of Road Transport and Highways and the Principal Home Secretary of State of Karnataka.

The Company has received from Mr. Dutt (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) Declaration of Independence pursuant to section 149 of the Companies Act, 2013

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Dutt fulfils the conditions specified in the Companies Act, 2013 & rules made thereunder, for his appointment as an Independent Director of the Company. Mr. Dutt shall be entitled to sitting fees for attending meetings of the Board and Committees thereof of which he is or will be a Member / Chairman and annual commission on net profits as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time provided that the same is within the overall limits specified under the relevant provisions of applicable laws.

The Board of Directors is of the opinion that the professional expertise and vast experience of Mr. Dutt will be of significant value to the Company.

The Directors, therefore, recommend the Resolution to be passed as Special Resolution by the Members.

Mr. Brahm Dutt and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars for Mr. Dutt are given at Note No. 24 of this AGM Notice.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 4:

Mr. Praful Tayal was appointed as an Additional Director (Category: Independent) of the Company w.e.f. 14th May, 2020, pursuant to the provisions of Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee and he holds office upto the date of this Annual General Meeting.

Mr. Praful Tayal is a Graduate Civil Engineer from M.I.T, Manipal and M. Tech (Naval Construction) from I.I.T., Delhi. He is a former Commander of the Indian Navy. During a span of 40 years, he has worked in many shipyards & dockyards within the Country as well

as abroad. He has also served as the Chairman and Managing Director of Central Inland Water Transport Corporation Limited (CIWTC). He was the Technical Advisor of Braithwaite & Co Ltd., A Government of India Undertaking, Ministry of Railways.

The Company has received from Mr. Praful Tayal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) Declaration of Independence pursuant to section 149 of the Companies Act, 2013.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Praful Tayal fulfils the conditions specified in the Companies Act, 2013 & rules made thereunder, for his appointment as an Independent Director of the Company. Mr. Praful Tayal shall be entitled to sitting fees for attending meetings of the Board and Committees thereof of which he is or will be a Member / Chairman and annual commission on net profits as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time provided that the same is within the overall limits specified under the relevant provisions of applicable laws.

The Board of Directors is of the opinion that the professional expertise and vast experience of Mr. Praful Tayal will be of significant value to the Company.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Praful Tayal and his relatives may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars for Mr. Praful Tayal are given at Note No. 24 of this AGM Notice.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 5:

Your Company is a road Build-Operate-Transfer (BOT) Company in India, focused on development, implementation, operation and maintenance of Roads/Highways projects. The Company submits proposals/bids for various projects on BOT model taking into account various parameters/factors. The technical bids and financial bids are validated considering contemporary competitive market forces. The Projects are awarded by NHAI floating the tender based on the most competitive offer submitted by the bidders. As a thumb rule, the lowest bidder is the successful bidder.

When projects are awarded, the Company has the obligation to incorporate a Special Purpose Vehicle (SPV) as the project is mandatorily required to be executed through a SPV as per the requirement under the Concession Agreement. These SPVs are considered as related parties as defined under the Companies Act, 2013, SEBI Listing Regulations, 2015 and/or any other Statutory Regulations, and may be the subsidiaries, joint ventures or associate companies. The SPV draws technical, financial and project skill sets from the Company to implement the concessions / projects and therefore a significant value of the transactions that the Company enters into as part of its business activities are with related parties. Therefore, the transactions with related parties are an essential part of the business activities of the Company and its SPVs without which, the Company will not be in a position to execute the projects / concessions awarded to the Company.

Further, apart from investing in/financing its SPVs, the Company performs a range of Project Management functions, including Design, Engineering, Procurement and Construction (EPC) Management and quality control. The Company also provides advisory services such as Project Management Consultancy, Operation and Management of the projects during the entire life cycle of the projects, Financial Consultancy, including Debt Syndication, Refinancing and Financial Restructuring of projects. These activities and services are primarily for these SPVs.

Considering the business model and concession requirements, complexity, volume, monetary commitment and frequency of the transactions between the Company and its related parties, the Board of Directors, by way of abundant caution, considers it expedient and necessary to seek approval of the Shareholders for entering into and executing such transactions with related parties although they have been generally found to be at Arm's Length and in the ordinary course of business.

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board and prior approval of the Shareholders by ordinary resolution in case certain Related Party Transactions exceed such sum as specified in such rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

Further, pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders through Ordinary Resolution is required for all "Material" Related Party Transactions (RPTs). For this purpose, RPTs will be considered 'Material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Therefore, even if these Material Related Party Transactions are entered into in the ordinary course of business and on arm's length basis, consent of the Shareholders by way of ordinary resolution shall be required for ratification / approval for these Material RPTs under SEBI (LODR) Regulations, 2015.

The Annual consolidated turnover of the Company as per the last audited financial statements for the Financial Year ended 31st March, 2020 aggregates to ₹ 32,849.29 lakhs. As such, the transactions with the related parties during the Financial Year 2019-20 are material, exceeding the threshold limit as prescribed under Regulation 23 of SEBI Listing Regulations, 2015.

The transactions during the FY 2019-20, being Related Party Transactions under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, have been approved by the Audit Committee of the Company, from time to time, as required under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. They have been generally found to be at Arm's Length and in the ordinary course of business by the Audit Committee on the basis of its examination and on the basis of certification received from the Management.

Concern or interest of Directors and Key Managerial Personnel of the Company and their relatives in the aforesaid Related Parties, if any, is mentioned hereunder:

Sl. No.	Name of the Related Party	Name of the Director or Key Managerial Personnel, who is related, if any	Nature of relationship in related parties
1.	Solapur Tollways Private Limited	Mr. Pradeep Singh Mr. Arindam Bhowmick	Director
2.	Guruvayoor Infrastructure Private Limited	Dr. (Ms.) Tuk Tuk Ghosh Kumar Mr. Arindam Bhowmick	Director
3.	Mahakaleshwar Tollway Private Limited	Mr. Naresh Mathur Mr. Arindam Bhowmick	Director
4.	Ghaziabad Aligarh Expressway Private Limited	Mr. Arindam Bhowmick	Director
5.	Shree Jagannath Expressways Private Limited	Mr. Arindam Bhowmick	Director

None of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their directorship/shareholding, if any, in the Company.

The Company expects to undergo / execute more of such transactions with its related parties during the period 1st April, 2020 to 30th September, 2021, in the ordinary course of business and at arm's length basis. Currently, it cannot be ascertained if the

transactions to be entered during the period 1st April, 2020 to 30th September, 2021, would exceed the threshold of 10% (ten per cent) of annual consolidated turnover as per the latest audited financial results.

As explained above, the ratification/approval of the Shareholders is being sought for all existing contract(s)/ arrangement(s)/ agreement(s)/ transactions entered into by the Company in one or more tranches with its related parties during the Financial Year 2019-20 and approval is being sought for such contract(s)/ arrangement(s)/ agreement(s)/ transactions proposed to be entered into by the Company with its Related Parties during the period 1st April, 2020 to 30th September, 2021 within the threshold monetary limit as mentioned in the AGM Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Shareholders.

For the purpose of this resolution, all the entities falling under the definition of related parties are not required to vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.

Date : 24.07.2020

Place : Kolkata

By Order of the Board
For **Bharat Road Network Limited**

Naresh Mathur
Company Secretary
FCS-4796