



**BRNL/CS/2021-22/20**  
**4th September, 2021**

**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 2020-21**



Dear Sir,

With reference to the above, please find enclosed herewith, the Annual Report of the Company for the FY 2020-21 along with Notice of the 14th Annual General Meeting of the Company scheduled to be held on Wednesday, 29th September, 2021 at 2:00 P.M. through Video-Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). The deemed venue for the 14th AGM shall be the Registered Office of the Company.

The same is also available on the website of the Company [www.brnl.in](http://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

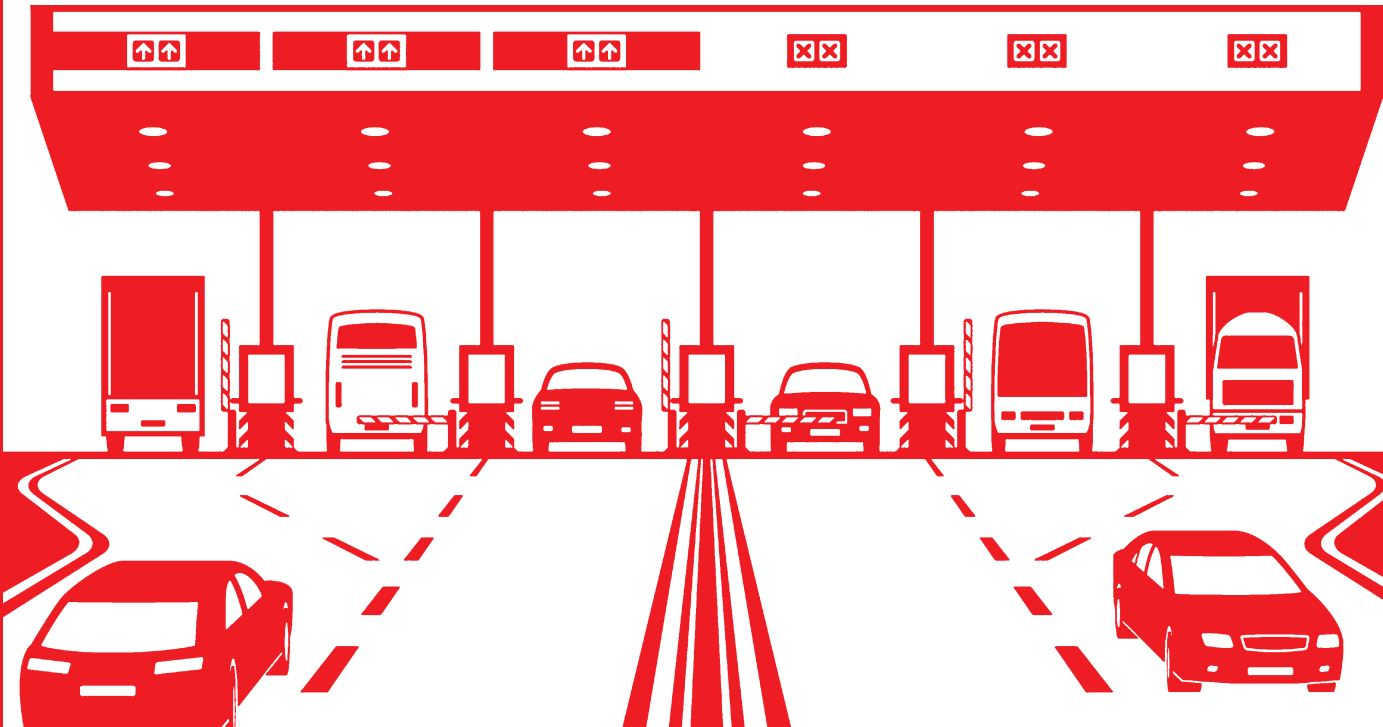
Tel.: +91 33 6602 3609 Email: [corporate@brnl.in](mailto:corporate@brnl.in)

Website: [www.brnl.in](http://www.brnl.in)

# BRNL

Behtar Raaste, Badhta Bharat

## Bharat Road Network Limited Annual Report 2020-21



**BOARD OF DIRECTORS**

Mr. Brahm Dutt (w.e.f. 14th May, 2020)	Chairman
Mr. Bajrang Kumar Choudhary Dr. (Ms.) Tuk Tuk Ghosh Kumar	Managing Director
Prof. Santanu Ray	
Mr. Praful Tayal (w.e.f. 14th May, 2020)	
Mr. Vipin Kumar Saxena (w.e.f. 25th September, 2020)	

**BOARD COMMITTEES****AUDIT COMMITTEE**

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

**NOMINATION AND REMUNERATION COMMITTEE**

Prof. Santanu Ray	Chairman
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. 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. Chathanur Krishnan Ranganathan  
(w.e.f. 29th June, 2021)

**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  
Selenium, Tower B, Plot No- 31 & 32  
Financial District, Nanakramguda  
Serilingampally, Hyderabad, Rangareddi  
Telangana - 500032  
Toll Free No. : 1800 309 4001  
Email: enward.ris@kfintech.com

**STATUTORY AUDITORS**

S. S. Kothari Mehta & Company, Chartered Accountants

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**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. 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 (ICAI). 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.

**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, Faculty of Management, Commerce & Economics and Director, Internal Quality Assurance Cell, 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. ICAI 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. VIPIN KUMAR SAXENA (DIN: 0889866)**

He has been an Independent Director of our Company since September, 2020. Mr. Vipin Kumar Saxena retired in November, 2018 as Principal Resident Commissioner, Government of Odisha in the rank of Additional Chief Secretary to Government of Odisha duly empanelled by Government of India as Secretary Equivalent. In his career in Indian Administrative Service (IAS), he has worked in positions involving field administration, regulatory, developmental, State PSUs, coordination and liaison, quasi-judicial, revenue administration and power reforms, among others in the Government of Odisha. Prior to joining the IAS, he has worked for 5 years in the private sector having passed out from Indian Institute of Foreign Trade in 1980.

# DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the Fourteenth Annual Report, together with the Audited Accounts of your Company, for the Financial Year ended on 31st March, 2021. The summarized financial performance of your Company is as under:

## FINANCIAL SUMMARY / HIGHLIGHTS:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	Current Financial Year 2020-21	Previous Financial Year 2019-20	Current Financial 2020-21	Previous Financial Year 2019-20
<b>Revenue from Operations</b>	<b>1,910.05</b>	<b>667.46</b>	<b>20951.99</b>	<b>29,922.38</b>
Other Income	1188.51	1,073.89	3543.80	2,926.91
<b>Total Income</b>	<b>3098.56</b>	<b>1,741.35</b>	<b>24495.79</b>	<b>32,849.29</b>
Profit/(loss) before Depreciation, Finance Costs, Exceptional items and Tax Expense	(1514.87)	535.78	8226.10	21,298.56
Less: Depreciation / Amortisation / Impairment	4.13	4.20	3948.15	3,635.05
Profit/(loss) before Finance Costs, Exceptional items and Tax Expense	(1519.00)	531.58	4277.95	17,663.51
Less: Finance Costs	2202.38	203.65	16715.07	19,343.94
Profit / (loss) before share of Profit/(Loss) of Associates, Exceptional items and Tax Expense	(3721.38)	327.93	(12437.12)	(1,680.43)
Add/(less): Exceptional items	-	-	-	-
Share of Profit / (loss) of Associates	-	-	(76.01)	497.92
<b>Profit / (loss) before Tax Expense</b>	<b>(3721.38)</b>	<b>327.93</b>	<b>(12513.42)</b>	<b>(1,182.51)</b>
Less: Tax Expense (Current & Deferred)	(632.25)	102.67	(631.41)	110.72
Profit / (loss) for the year (1)	(3089.13)	225.26	(11881.72)	(1,293.23)
Total other Comprehensive Income/loss (2)	5.72	15.95	37.11	(2.19)
<b>Total (1+2)</b>	<b>(3083.41)</b>	<b>241.21</b>	<b>(11844.61)</b>	<b>(1,295.42)</b>
<b>Profit / (Loss) for the year attributable to:</b>				
<b>Owners of the Company</b>	-	-	<b>(11424.15)</b>	<b>(1,597.31)</b>
Non-Controlling Interest	-	-	(457.57)	304.08
Other Comprehensive Income for the year attributable to:				
<b>Owners of the Company</b>	-	-	<b>32.29</b>	<b>5.50</b>
<b>Non-Controlling Interest</b>	-	-	<b>4.82</b>	<b>(7.69)</b>
<b>Total Comprehensive Income for the year attributable to:</b>				
<b>Owners of the Company</b>	-	-	<b>(11391.86)</b>	<b>(1,591.81)</b>
<b>Non-Controlling Interest</b>	-	-	<b>(452.75)</b>	<b>296.39</b>
Balance brought forward from the previous year	3199.14	3,463.96	(17761.63)	(15,563.79)
<b>Profit/(Loss) available to Owners for appropriation</b>	<b>(3089.13)</b>	<b>225.26</b>	<b>(11424.15)</b>	<b>(1,597.31)</b>
<b>Appropriations:</b>				
Dividend	-	(419.75)	-	(419.75)
Tax on Dividend	-	(86.28)	-	(86.28)
Adjustment for Other Comprehensive Income: Gain/(Loss)	5.72	15.95	32.29	5.50
<b>Balance carried to Balance Sheet</b>	<b>115.72</b>	<b>3,199.14</b>	<b>(29053.49)</b>	<b>(17,761.63)</b>

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, 2021, prepared as per Indian Accounting Standards (Ind-AS).

During the year under review, your Company suffered Net Loss of Rs. 3721.38 Lakhs, as against Net Profit of Rs. 327.93 Lakhs earned in the previous Financial Year, on a standalone basis due to increase in finance cost and other expenses. Gross Revenue during the current Financial Year was Rs. 3098.56 Lakhs as against Rs. 1741.35 Lakhs in the previous Financial Year due to increase in construction revenue.

During the year under review, your Company suffered net loss of Rs. 11805.71 Lakhs, as against Net Loss of Rs. 1791.15 Lakhs earned in the previous Financial Year, on a consolidated basis due to lower revenue and increase in other expenses. Gross Revenue during the current Financial Year was Rs. 24495.79 Lakhs as against Rs. 32849.29 Lakhs in the previous Financial Year due to lower revenue primarily attributable to COVID-19 pandemic.

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 2020-21 (%)	FY 2019-20 (%)
Debtors Turnover Ratio	2.03	0.64
Inventory Turnover Ratio	NA	NA
Interest Coverage Ratio	(0.69)	2.61
Current Ratio	2.59	0.99
Debt Equity Ratio	0.19	0.23
Operating Profit Margin	(0.49)	0.31
Net Profit Margin	(1.00)	0.13
Return on Net Worth	(0.03)	0.00

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 increase in Turnover.
- The significant change in Interest Coverage Ratio has been recorded due to significant increase in Finance Cost and decrease in EBIT.
- Current Ratio has increased due to increase in advances.
- Operating Profit Margin (%) and Net Profit Margin (%) has decreased primarily due to increase in other expenses.
- Return on Net Worth has decreased due to reduction in PAT.

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, 2021.

#### TRANSFER TO RESERVES

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

#### PROMOTERS' GROUP SHAREHOLDING

As on March 31, 2021, 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.

As on March 31, 2021, 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 & GROWTH OPPORTUNITIES

India has the second largest road network in the world, spanning over 62.16 lakh kilometres. Over 64.5% of all goods in the country are transported through roads, while 90% of the total passenger traffic uses road network to commute. National Highways and State Highways account for 2% and 3% of the total road network respectively. Development of road networks leads to opportunities for industries to make investments in logistics parks, industrial clusters and corridors.

With an aim to support economic growth of nation through infrastructure creation, the National Infrastructure Pipeline has been expanded to cover more than 7300 projects with a revised investment of Rs 111 lakh crore over the five year period (FY 2020 – 25). Projects worth Rs 44 lakh crores which is approximately 40% of the total envisaged investment target are under implementation, while projects worth Rs 34 lakh crore i.e 30% of the total envisaged investment target are at conceptualization stage and projects worth of Rs 33 lakh crores which is 30% of the total investment are currently under development.

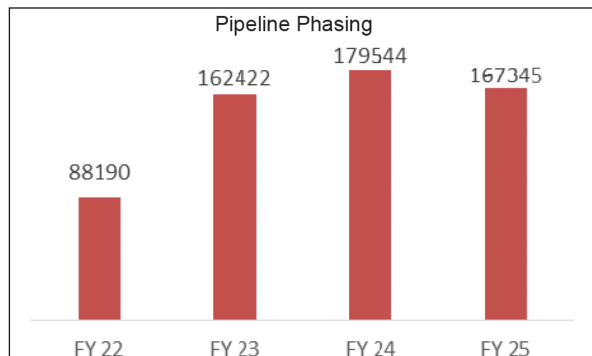
To support such humungous infrastructure development, traditional sources of capital are expected to finance 83 – 85 % of the capital expenditure envisaged under NIP. About 15 – 17 % of the aggregate outlay is expected to be met through innovative mechanism such as Asset Recycling & Monetization and long-term initiatives such as

setting up of Development Financial Institution (DFI) to support infrastructure.

**National Monetization Pipeline** – The total indicative value of National Monetization Pipe Line (NMP) for core assets of central government has been estimated at Rs 6 lakh crore over 4 years period (FY 2022 – 25).

The top 5 sectors (by estimated value) capture ~ 83% of the aggregate pipeline value. The top 5 sectors includes: Roads (27%), Railways (25%), Power (15%), Oil & Gas Pipeline (8%) and Telecom (6%).

**Pipeline Phasing** – In terms of annual phasing by value, 15% of assets with an indicative value of Rs 0.88 Lakh crore are envisaged to be rolled out in FY 2021 – 22. Detail is as follows:

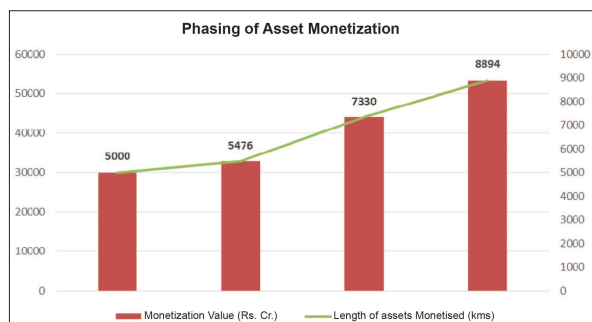


**Road Sector:**

**Assets Considered for Monetization** – The aggregate length of assets considered for monetization over FY 22 – 25 aggregate to 26700 km. This is based on the length of already/to be operational four lane highways and above entailing potential for revenue generation and thereby monetization.

Asset Length to be Monetized	26700 km
Asset Length as a percentage of potential Asset Base (%)	20%
Indicative Monetization value over FY 22 - 25	160000 Cr
Share in overall NMP in value term (%)	27%

**Indicative Monetization Value of Assets and phasing** – The total indicative Monetization Value of Assets considered for monetization is estimated at Rs 1.6 Lakh crore for FY 22 -25. The Asset Pipeline has been phased out over the NMP period to ensure better preparedness and improved marketability. The summary of annual phasing is as follows:



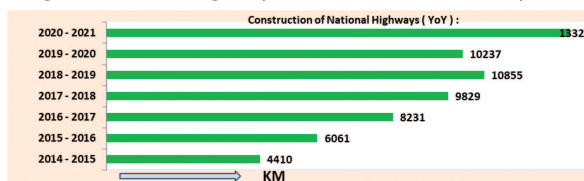
Government is giving utmost priority to the development of infrastructure and has set a target of road construction worth Rs 15 lakh crore in next two years. Ministry is confident enough to achieve the target of 40 km per day highway construction in FY 21 – 22.

Accordingly, the Government has increased infrastructure Capex by 34% over the last year to Rs 5.54 lakh crores. The Ministry, through National Highways Authority of India (NHAI), is planning to raise Rs. 1 lakh crore through monetization of highways under Toll Operate & Transfer mode in the next five years.

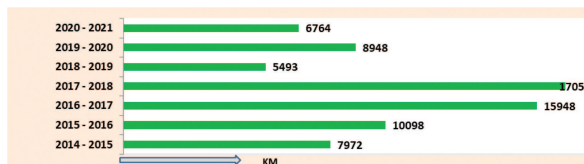
Over the last 7 years, length of National Highways has gone up by 50% from 91,287 km (Apr 2014) to 1,37,625 km (Mar 2021). Total budgetary outlay increased by 5.5 times from Rs. 33,414 Cr in FY 2015 to Rs. 1,83,101 Cr in FY 2022. Average annual project award during FY 15 to FY 21 has increased by 85% compared to FY10 to FY14. Average annual construction during FY 15 to FY21 has increased by 83% compared to FY10 to FY14.

The Ministry has achieved the record-breaking milestone of constructing 37 km highway per day in FY 20 – 21. The achievement is significant as the first few months were lost due to nation-wide lockdown in the wake of COVID-19 pandemic. Construction activities were badly affected during the period but the construction industry displayed remarkable resilience and strength in execution capability and was still able to make an unprecedented progress during the year.

**Length of National Highway Constructed in last seven years**



**Length of National Highway awarded in last seven years**



**Major Initiatives taken by the Ministry:**

**Bharatmala Pariyojana** – Construction / up-gradation of National Highways of 34,800 kms length over a period of 5 years (2017-18 to 2021-22) at an estimated outlay of Rs. 5,35,000 Crore. The programme focuses on optimizing efficiency of freight and passenger movement across the country by bridging critical infrastructure gaps. Special attention has been paid to fulfilling the connectivity needs of backward and tribal areas, areas of economic activity, places of religious and tourist interest, border areas, coastal areas and trade routes with neighbouring countries. Projects with aggregate length of approximately 13,171 kms have already been awarded under Bharatmala Pariyojana (including residual NHDP Works) till November 2020, while projects with length 2,587 kms are currently under bidding. Additionally, work on preparation of Detailed Project Reports for about 13,233 kms is under progress.

**Way Side Amenities Development**

In a major move to improve commuters experience in National Highways for both passengers and truckers, NHAI will develop world class 'Way Side Amenities' at more than 600 locations across 22 states along the highways in next five years. Out of these, 130 are targeted for development in FY 2021 to 22. The facility such as Electric Charging Stations will help in promoting use of electric

vehicles, thus reducing pollutions. The amenities will also promote local economy by generating employment opportunities and help local people to market their unique product / handcraft etc.

**Multi Model Logistic Park (MMLP)** – 35 MMLPs are being developed on Pan India basis on 'Hub and Spoke' model.

**Development of dedicated National Highways connecting Ports**

– A separate company under NHAI named 'National Highways Logistics Management Limited'(NHLML) has been incorporated to carry out development of the MMLPs and works related to National Highway connectivity for ports. This effort is expected to eradicate multiple traffic related issues such as removal of congestion points in city locations; reduction in delays caused due to restrictions on commercial vehicles movement during certain hours of the day as per state / Local Urban regulations and Reduction in road accidents through separation of Commercial and Passenger vehicle traffic etc.

**Funding for Infrastrucutre Development**

There are several other initiatives taken by the Ministry to create innovative funding models and policies to facilitate construction of National Highways. Some of these policy initiatives and funding models are under :

- Infrastructure Investment Trusts
- Toll Operate Transfer (TOT) model
- Ease of Doing Business - Reforms/ changes relating to highway development under BO T(Toll), TOT and HAM model

**Relief measures for Developers and Contractors for COVID-19**

Several measures have been taken up by the MoRTH for providing relief to Contractors/ Developers/Concessionaires of Road Sector from the impact of COVID and subsequent lockdowns.

**HAM/EPC** – Relaxation in Schedule H, grant of EOT, direct payment to the approved sub-contractors, expeditions approval of COS, waiver of penalty for delay in submission of Bank Guarantee for new contract during Mar 2020 to Sept 2020, releasing of Performance Bank Guarantee proportionately with respect to the work done.

**OMT**– NHAI has been directed to provide the under mentioned Force Majeure relief to the OMT Concessionaire and User Fee Collection Contractors/Agencies by dividing the entire Force Majeure period in two phases, first phase for the period when user fee collection was suspended and second phase is for the loss due to low traffic count post resumption of the user fee collection due to COVID-19 pandemic:

- (i) Relief under 1st Force Majeure period during suspension of tolling during complete lockdown from 26.03.2020 to 19.04.2020 includes:
  - a. Waiver of the agreed remittance of the contractor for the period of suspension of user fee collection for the above period.
  - b. Reimbursement of 75% of the Administrative & Toll Collection Expenses to be calculated based on fixed annual administrative charges on lane basis as per NHAI procedure, on account of ensuring functioning of ETC systems, security and safety of fee plaza infrastructure during the suspension period.

- (ii) 2nd Force Majeure period post resumption of tolling with effect from 20.04.2020 (00:00 hrs) till traffic resumes 90% of the traffic in pre-lockdown period weekly average traffic count. During this period the following was provided:

- a. Waiver of the difference between agreed remittance as per contract agreement and the estimated remittance based on the traffic data during the above period.
- b. Waiver of penal interest for delayed/short remittances for the above period as per Contract provisions.

**BOT Concessionaire – Extension of Time (EOT), Extension of Concession Period, Covid-19 Loan**

The concessionaires with BOT projects were additionally provided with a relief package which primarily had two parts:

- a) the revenue loss during and after toll suspension period to be compensated in the form of extension by three to six months in concession period and
- b) Covid-19 loan offered for the concessionaires to the extent relief is not granted under moratorium under RBI guidelines. The concession period of BOT Contracts shall be extended by a period in accordance with the Contract till the time daily collection is below 90% of the average daily fee.

**Environment Conservation Initiative**

There have been several steps taken to ensure conservation of water, viz. rain water harvesting and artificial ground water recharge system along the Highways. Also solar energy generation potential on National Highways is being explored. The Ministry has taken a decision to add 10% plastic or rubber in the modified bitumen for highway works, which is important from environment point of view.

Green Highway Mission has been constituted in NHAI, where plantation has been carried out along the highways. Ministry is focusing on transplantation technology to save the existing trees and also emphasizing on Geo-tagging of plants under 'Harit Path' initiative.

**Highway Safety and Road User Convenience**

The Ministry has released the rating for 18,668 km of completed 4 / 6 National Highways stretches covering 343 Toll Plazas. This initiative has been taken as per vision of importance the quality of public services. Objective is 'Minimum time with maximum safety in stress free movement'. The Ministry has also begun real time monitoring of toll plazas across the country.

**Reducing road accident deaths by 50% by 2024** - Ministry is striving hard to reduce the road accident deaths by restructuring and strengthening four 'E' of road safety, that are Engineering, Economy, Enforcement and Education. It is pointed out that 50% road accidents are due to road engineering problems and now Govt has taken special initiatives to improve the black spot. This will greatly contribute towards the vision of 'zero road accidents'.

**Technology Initiatives**

FASTag was introduced in 2014 to enable RFID based electronic tolling and provide a seamless passage through of toll plazas, without the need to completely stop the vehicle for toll payment. NHAI issued guidelines to ensure seamless flow of traffic at the toll plaza.



FASTag penetration at Toll Plaza has reached at 96% and even touched 99% at many toll plazas. As social distancing has become the new normal, more and more commuters are opting to use FASTag as it removes the chances of any direct contact. As per an estimate, FASTag will save around 20,000 crore rupees per year on fuel, thus saving precious foreign exchange while helping the environment as well.

Government is also in discussion with technical experts to implement the latest technology, which is being used globally, in coming days.

**General Navigation Satellite Systems.** The OBUs installed on vehicles are identified by communications satellites, which monitors their movement over the tolled section of the road to assess the toll based on distance travelled.

The Central Government has also been taking several initiatives to improve transport infrastructure and ensure smooth flow of traffic and goods in the country. Some of the key initiatives taken in transport sector include:

- **The Motor Vehicles Amendment Act, 2019:** The Motor Vehicles Amendment Act 2019 includes specific interventions focused on improving driver behavior, vehicle fitness and improving road infrastructure in the country.
- **Pradhan Mantri Gram Sadak Yojana (PMGSY):** PMGSY was launched in December 2000 as a 100% centrally sponsored scheme to provide all-weather road connectivity to unconnected habitations in rural areas of the country. The program has provided connectivity to 1,55,391 habitations out of a total of 1,73,429 habitations, completing 6,17,786 kms since its inception in 2000.
- **Electronic Way (E-way) Bill System:** E-way is a bill/document that is generated for the movement of goods from one place to another, usually inter-state, and of value more than INR 50,000, as per the current GST regime. The system ensures that goods being transported in the country comply with the GST regime, helps in tracking the movement of goods and checks any possible tax evasion.
- **Revision of Axle Weight:** The permissible safe axle weight of goods vehicles was increased by around 15%-20% for various configurations of axles. The purpose of revision was to increase the carrying capacity of goods transport vehicles and reduce the logistics cost.
- **Launch of multiple digital platforms:** Several digital platforms have been launched by the Government in the recent years, such as Data Lake, NSV Drone Survey, DigiLocker, m-Parivahan, VAHAN and SARATHI database etc. with an aim to integrate different services and increase the user convenience and transparency in system.

## II. BUSINESS & OPERATIONS

Your 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, Jharkhand, 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 your company can be divided into three categories, i.e.

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

During the year under review, your Company has focused on all these areas to augment resources.

Your Company has a project portfolio consisting of Seven (7) BOT Projects covering over approximately 2250 Lane km of Roads and Highways across Seven (7) states in India. Six (6) projects are in Tolling & Operational stage and are located in the states of Kerala, Madhya Pradesh, Haryana, Uttar Pradesh, Odisha, and Maharashtra while one (1) project is in under construction stage located in the state of Jharkhand.

### Operational Projects:

#### Guruvayoor Infrastructure Private Limited (GIPL)



Four laning of the existing two lane portion of the Thrissur- Angamali section of NH-544 (old no. 47) from km 270.00 to km 316.70 and improvement, operation and maintenance of the Angamali-Edappalli section from km 316.70 to km 342.0 of NH-544 in the state of Kerala on BOT Toll basis.

#### Mahakaleswar 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.

**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) on BOT Toll basis.

**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.

**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-16 (old NH-5) in the state of Odisha on DBFOT Toll basis.

**Solapur Tollways Private Limited (STPL)**



Four laning of the Solapur-Maharashtra/ Karnataka border section of NH-9 (old no. 65) from km 249.00 to km 348.80 in the state of Maharashtra on DBFOT Toll basis.

**Under Construction**

**Palma Gumla Highway Private Limited**



4 Laning of Palma to Gumla section of NH -23 from Km 26+00 to Km 89+170 in the State of Jharkhand on Hybrid Annuity Mode.

The scope of work for the project includes designing, engineering, financing, procurement, construction, operation and maintenance of the existing 2 Lane without Paved Shoulder carriageway to 4 Lane with Paved Shoulder carriageway configurations. The total design length of the project stretch is 63.170 Km Start from design Km 26.0 (Palma Village) to design Km 89.170 (Gumla Bypass). Out of 63.170 Km 21.000 Km is falling under Ranchi District and 42.170 Km is falling under Gumla District.

**Project Foreclosed**

**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-availability of Land and Forest clearance issues, NHAI agreed to mutually foreclose the project 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 Rs. 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 Rs. 322.78 Crores (including interest) on 31st March 2019. 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.

**III. 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.

**Traffic and Revenue Growth**

COVID 19 lock down impact on the traffic, economic slowdown, revenue leakages due to competing roads & sporadic political protests have all contributed significantly in bringing down the

growth potential in toll revenue. The Average Daily Revenue (ADR) across all the operational projects ended up at Rs.182.55 Lakhs in financial year 2020-21 with total revenue of Rs. 626.85 Crores from Rs. 185.28 Lakhs in financial year 2019-20 with total revenue of Rs. 620.50 Crores. The increase in toll revenue is primarily due to commencement of tolling at Solapur road project. The toll revenue is expected to improve this year due to an expected increased economic activity across the high growth industrial corridors along the project stretches. All of your Company's projects have implemented an updated tolling system (ETC operations) which is reflected in higher Toll collection & decrease in operational cost.

**Ghaziabad Aligarh Expressway Private Limited (GAEPL):** Due to economic slowdown and COVID 19 impact, the project ended the year with a degrowth of 3.69% in total revenue. The Average Daily Revenue of Rs. 58.13 lakhs in FY 2019-20 increased marginally to Rs. 58.29 lakhs in FY 2020-21. The toll revenue is expected to improve as soon as the 4 laning of Aligarh Kanpur section is completed.

**Mahakaleshwar Tollways Private Limited (MTPL):** Despite installation of new upgraded Toll Management System (TMS), the prevalent Covid-19 impact and forced exemptions continues to adversely impact the project and the traffic along the project stretch is yet to return to normalcy. The financial year 2020-21 witnessed toll revenue sharply declining by 25.85% as the Average Daily Revenue slipped from Rs. 8.69 Lakhs in FY 2019-20 to Rs 7.11 lakhs in FY 2020-21. The company is now pursuing claims with Madhya Pradesh Road Development Corporation (MPRDC) for the revenue loss due to forced exemptions, toll loss during the demonetization and Simhastha Parva periods.

**Shree Jagannath Expressways Private Limited (SJEPL):** The project is nearing completion and the balance work is being expeditiously executed on the stretches which were handed over late due to Right of Way (ROW) issues. The Average Daily Revenue (ADR) significantly improved to Rs. 51.51 Lakhs in FY 2020-21 as compared to Rs. 48.47 Lakhs in FY 2019-20. The reason for this spurt in revenue is increase in demand of Iron export to neighbouring countries for which the traffic to Gopalpur port usually passes through the project stretch. There is also spurt in the demand of construction materials like stone chips & cement for the ongoing construction work at NH-42. In the coming years, it is expected that revenue shall increase further due to expected growth of mining industry in the hinterland. The Company has won the Arbitration Award of over Rs. 150 Crore (including interest) towards loss of Toll that was not allowed to be collected by NHAI after the completion of construction of Mahanadi Bridge. The matter is still pending before Delhi High Court for adjudication.

**Kurukshetra Expressway Private Limited (KEPL):** Inauguration of a parallel corridor - Kundli Manesar Palwal Expressway by the Haryana Government and the ongoing Kissan agitation along the project stretch resulted in mounting losses in toll revenue. The Average Daily Revenue dropped to Rs 17.01 lakhs in FY 2020-21 from Rs. 20.81 Lakhs in FY-2019-20. The company also won the Arbitration Award of 47 Crore and 58 days extension of Concession Period which has been challenged by NHAI in Delhi High Court. The application is currently pending for adjudication. The company has also invoked arbitration and filed claims against NHAI for shortfall in toll revenue due to construction of the competing road which is pending adjudication by the Tribunal. With such ongoing issues of constantly

declining traffic due to competing roads and series of political agitation affecting toll collection, the notice of intention to terminate the Concession Agreement under sec 34.8 has been served to Authority with a view to protect stakeholders' interest and insulate them from the mounting losses and expanding debt obligations.

**Guruvayoor Infrastructure Private Limited (GIPL):** During the year under review, the Company badly suffered due to COVID 19 induced lock down during the year. Although there have been significant recovery in traffic from October 2020 onwards, the Average Daily Revenue decreased by 6.83% to Rs. 31.48 lakhs in FY 2020-21 as against Rs. 33.27 Lakhs in FY 2019-20. The Company has also been suffering from non-payment of toll by KSRTC buses and the free passes issued to locals as per the order from Govt of Kerala. Hence the company has invoked arbitration against NHAI for all the claims which are pending for adjudication.

**Solapur Tollways Private Limited (STPL):** The project has been under provisional COD since 3rd February 2020 and the year under review was expected to be first operational year which unfortunately got severely impacted due to COVID-19. At certain locations, the Project continues to suffer due to delay in acquisition of land and shifting of utilities. The company has achieved partial COD for 82.95 Km length and commenced Toll operations in the month of February 2020 with ADR of Rs. 15.71 lakhs.

#### IV. 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 of operational efficiency.

- **Shareholders' Value Enhancement:** Your Company continues to monitor and evaluate the value-creation potential of assets under its management with a holistic approach towards value optimization either through portfolio restructuring or divestiture. As an infrastructure developer working on 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 of asset performance and its potential for future growth.
- **Claims and Contract Management:** Claims and Contract Management continues to be an integral part of highway concession business. With a significant amount of claim being under dispute and litigation, your Company remains committed towards adopting a robust 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 focused towards expeditious handling of claim through negotiation, mediation and arbitration.
- **Continuous 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 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.

- **Optimizing Financial Structure:** Despite the stress and constraint in the banking and financial sector, your Company is continuously exploring options for minimizing borrowing costs and improve cash flows either by way of repricing and re-tender 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 evaluating various funding mechanisms which will enable it to enhance credit rating and in turn reduce borrowing cost and improve liquidity.

## V. FUTURE OUTLOOK

COVID -19 pandemic has pushed the economy and the industry into an unprecedented crisis and has thrown up new challenges and problems. The state of economy is currently passing through an uncertain business environment where it is premature to predict recovery mode and time.

The past experience with economic crisis indicates that the infrastructure sector confronts the biggest test during the crisis. While economic growth declines, the urge to decrease public spending gains traction. But the current pandemic has exposed certain infirmities and fragilities of the existing system, and explained that the response system would require us to invest heavily to strengthen our healthcare system, improve digital connectivity, and explore smart infrastructure solutions.

With an eye towards fuelling the economic growth and pulling the country out from the COVID-19 induced financial crisis, the Government has reaffirmed its commitment towards infrastructure sector and announced Rs. 100 lakh crore project for infrastructure building under “Gati Shakti Project”.

The 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. 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 continues to see 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.

The opportunities under Gati Shakti Project, Bharatmala Pariyojana and National Infrastructure Pipeline open up 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.

With an eye on stimulating economic growth of the nation, there is expected to be a constant focus towards adopting an innovative mechanism to minimize the future impact of such pandemic and reimagining business landscape to design the response to COVID-19 with a focus towards minimizing its immediate impact and boosting long term growth.

- **Shift towards Localisation:** The clarion call of “Vocal for Local” is not merely a policy decision but an economic compulsion in wake of rising protectionism and risk aversion from dependencies on external market dynamics. Supply chain mechanism and workforce for infra development would now be largely be driven by local market. This would surely have an impact on mode of transportation and road freight could potentially see an upswing in near future due to localized movement of goods and services.
- **Go Digital to be the new success mantra:** The trend for digitalization was already in-motion for past few years but the current crisis has really pushed the fast forward button forcing the companies to experiment with various digital channels. The companies are now compelled to explore means to drive efficiencies through automation. Process Automation, data analytics, self-service capabilities are now set to rise.
  - ✓ **Artificial Intelligence:** National Highway Authority of India (NHAI) has recently incorporate cloud-based and artificial intelligence (AI)-powered big data analytics platform Data Lake and Project Management Software into its system for a quicker decision-making process and to reduce pending disputes.
  - ✓ **Rise of Intelligent Transportation System (ITS):** With the faster growth of the network of highways and express ways across India, Highway Traffic Management System (HTMS) and Advanced Traffic Management System (ATMS) were needed to drive efficiency and increase mobility. The pandemic has now triggered the need for faster implementation of such system to minimize manual interventions in the highway operations and enhance user experience
  - ✓ Active use of technology to enable cashless transactions by implementing touchless system to reduce human interactions through payment apps
- **Financial Prudence:** The crisis has proven that over leveraged companies are more vulnerable in face of such crisis. It is therefore expected that Companies would now be inclined towards exercising financial prudence and conserve cash to absorb such abrupt disruptions in business operations.

- **Minimize Overall Business Cost:** Shrugging off the fear of increased tax burden in post GST regime, the companies are now expected to shift towards reducing overall business cost and go back to the variable cost model wherever feasible. Companies would now like to explore means and ways to minimize the fixed cost by outsourcing the non-core activities.
- **Rise of non-motorised or Electronic Vehicles:** An emergence of non-motorised transport system like pop-up bike lanes, cycles that can be charged at various points and creation of more sidewalks is expected to be on rise in the new infrastructure mechanism.

Besides responding to immediate alterations in business models for risk aversion during such business disruptions caused by pandemic or any other Force Majeure events, it is expected that some other technology interventions which are still under trial mode or under consideration for implementation for many years now, could gain traction for faster implementation. Such technology interventions may now find takers among policymakers as they could possibly change the business landscape. These may not be the new normal now but an emerging force in years to come.

- **Emergence of Autonomous vehicles (AVs):** COVID-19 pandemic has put pressure on deliveries and local logistics. Autonomous vehicles (AVs) could help alleviate the strain on existing delivery services while reducing the risk of exposure for citizens. The response from delivery providers in China during pandemic showcases the potential of rapid deployments of driverless delivery vehicles where a number of delivery service providers expedited the adoption of automated vehicles in order to launch contactless delivery services distributing groceries and medical supplies.

While India may be at a very nascent stage for implementation of such system, COVID has certainly triggered the need for faster implementation of such mechanism.

- **Pubic Rapid Transit System:** With the fear of contagion on the rise, the reliance of mass rapid transit system would surely be waning fast. We might now see emergence of a demand for POD based Public Rapid transit System which has been on the drawing board for many years now. Cities like, Delhi, Amritsar, Dehradun had explored such transit systems in past for the last mile connectivity. The lack of commercial viability had so far restricted its entry into the market but the COVID may have triggered the demand once again as they are expected to be safer alternative to the mass rapid transit systems.

## VI. RISK MANAGEMENT

Risk management continues to be an integral part of your Company's 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 the clearly defined 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 continues to adopt an integrated approach towards the overall growth and development of Human Resources and adopted widely recognized 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 2021 is 1396, consisting of on-roll employees & off-roll resources of 722 & 674 respectively.

The Human Resources function within the group acts as a catalyst to enable employees to optimize their performance and contribute towards the success of the business. There has always been a focused approach towards the development of the workforce in terms of capability, values, attitude and behavior. Your Company constantly aims to recruit, promote and nurture 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. The Company is committed to foster the existing talent pool 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.

Although there has also been adequate focus on employee engagement activities and employee welfare programs to promote a healthy work environment and boost productivity, the last year has been noticeably different from earlier period as the focus was more on health and hygiene and promoting best health and safety protocols amid the challenging COVID-19 period. The Company encouraged work from home and remote location environment to ensure health and safety of employee. The operational team were encouraged and also supported to adopt health and safety guidelines while ensuring mobility along the project stretch.

Your Company is also committed towards giving back to the society by working towards the welfare of the community by various CSR activities and during the pandemic several welfare initiatives were taken up to aid and assist both employees and community around existing project locations. There were initiatives taken up to provide food materials and help migrating population passing through existing toll plazas. The overall aim has always been to provide an atmosphere that is safe, healthy, secure and conscious of long-term family and community goals.

**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.

There was no change in the Internal Auditor of the Company during the year under review.

**SUBSIDIARY & ASSOCIATE COMPANIES**

As on the date of this Report, your Company has 3 (three) Subsidiaries and 5 (five) Associate Companies.

During the year under review, your Company entered into a Securities Purchase Agreement dated 20th January, 2021 and related transaction documents, with inter alia Indian Highway Concessions Trust (the purchaser) acting through its investment manager, for sale of its entire shareholding in Shree Jagannath Expressways Private Limited ("SJEPL"), an "Associate" of the Company. The said transaction is subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the Securities Purchase Agreement.

Your Company also entered into a Share Purchase Agreement dated 1st April, 2021 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 is subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the Share Purchase Agreement.

The details of change in the Subsidiaries and Associate Companies during the year under review is as under –

Name	Status
Palma Gumla Highway Private Limited	Became an Associate of the Company w.e.f. 22.09.2020

## 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](http://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, 2021 and the date of this Report.

## CAPITAL STRUCTURE

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

The Paid-up Share Capital of your Company is Rs. 83.95 (Rupees Eighty Three Crore and Ninety Five Lakhs) Crore, divided into 8,39,50,000 (Eight Crore, Thirty- Nine Lakhs, Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Directors

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 and he was regularised at the 13th (Thirteenth) Annual General Meeting (AGM) of your Company held on 25th September, 2020. 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 and he was regularised at the 13th (Thirteenth) Annual General Meeting (AGM) of your Company held

on 25th September, 2020.

Mr. Pradeep Singh (DIN: 00304825), Independent Director of your Company completed his first term on 25th September, 2020 in line with the explanation to section 149(10) and 149(11) of the Companies Act, 2013. As per his request to relieve him after completion of his first term, he ceased to remain a Director w.e.f. 25th September, 2020.

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, Mr. Vipin Kumar Saxena (DIN: 08889866) 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. 25th September, 2020 to hold office upto the date of 14th (Fourteenth) Annual General Meeting (AGM) of your Company. The Board recommends appointment of Mr. Vipin Kumar Saxena 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.

Dr. (Ms.) Tuk Tuk Ghosh Kumar (DIN: 06547361), Independent and Woman Director of your Company is completing her first term in line with the explanation to section 149(10) and 149(11) of the Companies Act, 2013 on 5th October, 2021. Dr. (Ms.) Tuk Tuk Ghosh Kumar has rich and varied experience and as an Independent Director, she has played a pivotal role in improving the corporate governance standards in the Company. She has also devoted sufficient time and attention to her professional obligations for informed and balanced decision making by the Board. As per the performance evaluation report of Dr. (Ms.) Tuk Tuk Ghosh Kumar, her performance has been found to be effective.

In view of the above, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members of your Company recommend re-appointment of Dr. (Ms.) Tuk Tuk Ghosh Kumar as Independent Director of your Company, not liable to retire by rotation to hold office for a second term of 5 (five) consecutive w.e.f. 6th October, 2021.

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. The majority of the Independent Directors are exempted from appearing the online proficiency self-assessment test conducted by the institute notified under section 150(1) of the Companies Act, 2013.

In the opinion of the Board, the independent director(s) appointed during the year possess integrity, expertise and experience (including the proficiency) and shall clear the online proficiency self-assessment test conducted by the institute notified under section 150(1) of the Companies Act, 2013 within the stipulated timelines.

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 for the purpose of attending meetings of the Board/Committee of the Company.

#### **Key Managerial Personnel**

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. He further resigned as the Chief Financial Officer of the Company w.e.f. close of business hours on 29th June, 2021.

In view of the above and based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee, Mr. Chathanur Krishnan Ranganathan was appointed as the Chief Financial Officer of the Company by the Board of Directors w.e.f. close of business hours on 29th June, 2021.

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 as amended from time to time, the following Director / Executives of your Company are the Key Managerial Personnel as on the date of this report -

<b>Name</b>	<b>Designation</b>
Mr. Bajrang Kumar Choudhary	Managing Director
Mr. Chathanur Krishnan Ranganathan	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.

7 (Seven) Meetings of the Board of Directors of the Company were held during the Financial Year 2020-21 on 14th May, 2020, 24th July,

2020, 14th September, 2020, 12th November, 2020, 20th January, 2021, 11th February, 2021 and 25th March, 2021.

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

The details of the board meetings, the attendance of the Directors thereof and other particulars are provided in the Corporate Governance Report.

#### **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 24th July, 2020 duly re-constituted the Audit Committee upon appointment / resignation of directors.

Upon cessation of Office as an Independent Director of Mr. Pradeep Singh after completion of his first term w.e.f. 25th September, 2020 and consequent cessation from the Audit Committee of the Company w.e.f. 25th September, 2020, the Audit Committee presently comprises of Mr. Brahm Dutt (Independent Director) acting as the Chairman of the Committee, 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.

4 (four) Meetings of the Audit Committee were held during the Financial Year 2020-21 on 24th July, 2020, 14th September, 2020, 12th November, 2020 and 11th February, 2021.

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 24th July, 2020 duly re-constituted the Nomination and Remuneration Committee upon appointment / resignation of directors.

Upon cessation of Office as an Independent Director of Mr. Pradeep Singh after completion of his first term w.e.f. 25th September, 2020 and consequent cessation from the Nomination and Remuneration Committee of the Company w.e.f. 25th September, 2020, the Committee presently comprises of Prof. Santanu Ray (Independent



Director), acting as the Chairman of the Committee, Mr. Brahm Dutt (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 2020-21 on 14th May, 2020, 23rd July, 2020 and 12th August, 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](http://www.brnl.in) and a link to the said Policy has been provided elsewhere in this Annual Report.

During the year under review, no changes have been made in the Nomination and Remuneration Policy of the Company.

### **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 24th July, 2020 had 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](http://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 2020-21 aggregated to approximately Rs. 6.57 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 Rs. 6.57 Lakhs, your Company voluntarily contributed a sum of Rs. 7.00 Lakhs towards CSR.

During the year under review, 2 (two) CSR Committee Meetings were held on 23rd July, 2020 and 11th February, 2021.

Your Company made its CSR contribution to Suryodaya Foundation, a separate 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.

During the year review, the CSR policy was amended in order to align it with the latest regulations pertaining to CSR, viz. The Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

### **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 Chairman of the Board 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 loans, guarantees or investments given/made under section 186 forms part of the financial statements.

#### **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](http://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, 2021, 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 and as per Companies Act, 2013 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](http://www.brnl.in) and a link to the said Policy has been provided elsewhere in this Annual Report.

As on March 31, 2021, 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](http://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](mailto: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](http://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 2020-21, 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 14th 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, 2021 w.r.t. non-recognition of 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, as per the Auditors, Loss before tax of the Company for the year ended March 31, 2021 has been understated by Rs. 892.05 lakhs and the current liabilities as at March 31, 2021 has been understated by Rs. 1564.93 lakhs.

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, 2021 has been suitably covered under notes to Accounts forming part of the Annual Report, viz. note 14(i)(a) of the Standalone Financial Statements.

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 2020-21, 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, 2021 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.

#### **ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 is available on the Company's website: <https://brnl.in/sites/default/files/report/Annual%20Return%20for%20the%20FY%202020-21.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, 2021, 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, 2021 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.

**APPLICATION MADE BY THE COMPANY FOR REGISTRATION AS NON BANKING FINANCIAL COMPANY (NBFC) UNDER RBI GUIDELINES**

Your Company had made an application to the Reserve Bank of India (RBI) on March 28, 2019, to grant Certificate of Registration to commence the business of a Non-Deposit taking Systematically Important Core Investment Company (NDSI - CIC), along with the audited Financial Statements for the period ended December 31, 2018.

The Reserve Bank of India, vide its letter dated April 12, 2019 has asked to apply afresh on the basis of the audited Financial Statement of the company and all its group companies as on March 31, 2019.

Upon making fresh application, RBI had vide letter dated January 20, 2020 informed the Company that the Company does not meet the criteria to become eligible as CIC-ND-SI but meeting principle business criteria for the FY 2018-19.

Your Company further communicated to RBI that post finalization of the balance sheet for the FY 2019- 20, your company does not fulfill the criteria for Non-banking Finance Company as on 31.03.2020.

**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](http://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, Practising 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.

## APPLICATION MADE BY IL&FS FINANCIAL SERVICES LIMITED AGAINST THE COMPANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

IL&FS Financial Services Limited (IFIN), which had extended a Term Loan facility amounting to Rs 70 Crores to your Company had filed an application u/s 7 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Kolkata claiming its overdues. Your Company also has a receivable of Rs. 114.19 Crores from IL&FS Group Company viz. IL&FS Transportation Networks Limited (ITNL). As you may be aware that at present, National Company Law

Appellate Tribunal (NCLAT) has granted moratorium on recovery of such claims against all IL&FS Group Companies, including IFIN and ITNL. Your Company is taking steps, in consultation with its Lawyers, to contest the case for the recovery / Equitable set off of the concerning dues vis a vis the ILFS Group.

## 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.

## 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 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**

**Bajrang Kumar Choudhary**

*Managing Director*

DIN: 00441872

**Brahm Dutt**

*Chairman*

DIN: 05308908

Place : Kolkata

Date : 11.08.2021

**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, 2021**

**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	95,93,580	11,24,891	8.53
2.	**Mr. Pradeep Singh	-		NA
3.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	-		NA
4.	Prof. Santanu Ray	-		NA
5.	#Mr. Vipin Kumar Saxena	-		NA
6.	@Mr. Praful Tayal	-		NA
7.	&Mr. Brahm Dutt	-		NA

NA –Not Applicable

\*Remuneration excludes sitting fees

\*\*Mr. Pradeep Singh ceased to be an Independent Director w.e.f. 25th September, 2020

#Mr. Vipin Kumar Saxena was appointed as an Additional Director (Category: Independent) w.e.f. 25th September, 2020

@Mr. Praful Tayal was appointed as an Independent Director w.e.f. 14th May, 2020

&Mr. Brahm Dutt was appointed as an Independent Director 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	14,083,746	95,93,580	(31.88)
2.	**Mr. Brahm Dutt	Chairman of the Board and Independent Director	-	-	NA
3.	***Mr. Pradeep Singh	Independent Director	-	-	NA
4.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Independent Director	-	-	NA
5.	Prof. Santanu Ray	Independent Director	-	-	NA
6.	@Mr. Praful Tayal	Independent Director	-	-	NA
7.	Mr. Vipin Kumar Saxena	Additional Director (Category : Independent)	-	-	NA
8.	%Mr. Arindam Bhowmick	Chief Financial Officer	-	15,94,212	NA
9.	Mr. Naresh Mathur	Company Secretary	24,31,975	16,38,432	(32.63)
10.	Mr. Chathanur Krishnan Ranganathan	Chief Financial Officer	-	-	NA

NA –Not Applicable

\*Remuneration excludes sitting fees

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

\*\*\*Mr. Pradeep Singh ceased to be an Independent Director w.e.f. 25th September, 2020

@Mr. Praful Tayal was appointed as an Independent Director w.e.f. 14th May, 2020

%Mr. Arindam Bhowmick was appointed as the Chief Financial Officer w.e.f. 24th July, 2020 and he resigned w.e.f. close of business hours on 29th June, 2021

#Mr. Chathanur Krishnan Ranganathan has been appointed as the Chief Financial Officer of the Company w.e.f. close of business hours on 29th June, 2021

**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
1,508,306	11,24,891	(25.42)

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

There were 10 employees as on 31st March, 2021.

**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**

**Bajrang Kumar Choudhary**

*Managing Director*

DIN: 00441872

**Brahm Dutt**

*Chairman*

DIN: 05308908

Place : Kolkata  
Date : 11.08.2021

## PARTICULARS OF EMPLOYEES

Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year ended 31st March, 2021

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	53	Managing Director	B. Com (Hons.) ACA	95,93,580	01.11.2016	26	Srei Infrastructure Finance Limited	0.01
2.	#Partha Pratim Chaudhury	51	Head – Technical	B.E. (Civil)	32,60,379	01.11.2016	24	Srei Infrastructure Finance Limited	–
3.	*Arindam Bhowmick	49	Chief Financial Officer	ACA	23,18,277	20.08.2018	22	India Power Corporation Limited	–
4.	Manisha Chandalia	41	Chief Manager	ACA	19,53,015	01.05.2019	15	Srei Mutual Fund Asset Management Pvt Ltd	–
5.	Naresh Mathur	57	Company Secretary	FCS	16,38,432	01.12.2017	36	Srei Equipment Finance Limited	–
6.	Praveen Kumar Jain	53	Vice President	ACA	13,48,248	01.07.2017	27	Srei Equipment Finance Limited	–
7.	Subhrajee Choudhary	41	Chief Manger	Post Graduate in Journalism and Mass Communication	9,01,534	01.11.2016	18	Srei Infrastructure Finance Limited	–
8.	Navin Kumar Pandey	58	Manager	B.Com	6,11,320	01.03.2013	36	International Road Dynamics South Asia Private Limited	–
9.	Panchali Ghosh	45	Manager	Post Graduate in International Relations	5,68,889	01.11.2016	14	Srei Infrastructure Finance Limited	–
10.	Om Prakash	40	Manager	M.A., Diploma in Civil Engineering	5,42,378	01.11.2016	15	Srei Infrastructure Finance Limited	–

#employed for a part of Financial Year

\*Mr. Arindam Bhowmick was appointed as the Chief Financial Officer w.e.f. 24th July, 2020 and he resigned as the chief Financial Officer w.e.f. close of business hours on 29th June, 2021.

**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

**Brahm Dutt**  
Chairman  
DIN: 05308908

Place : Kolkata  
Date : 11.08.2021



**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, 2021 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.

On behalf of the Board of Directors

For **Bharat Road Network Limited**

**Bajrang Kumar Choudhary**

*Managing Director*

DIN: 00441872

**Arindam Bhowmick**

*Chief Financial Officer (CFO)*

Membership No. : 059471

Place : Kolkata  
Date : 29.06.2021

**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 2021, 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 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 Regulations for the year ended on March 31, 2021.

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 : 05.05.2021

For **Jayshri Tulsyan & Associates**  
*Company Secretaries*

**Jayshri Tulsyan**  
*Partner*  
C.P. No. : 8096  
UDIN : F007725C000290458

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2020-21

1. **Brief outline on CSR Policy of the Company:** 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 2020-21, 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.

### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Chairperson, Non-Executive Independent Director	2	2
2.	Mr. Bajrang Kumar Choudhary	Member, Executive Director	2	2
3.	*Mr. Praful Tayal	Member, Non-Executive Independent Director	2	1
4.	**Prof. Santanu Ray	Member, Non-Executive Independent Director	2	1

\*inducted as a member w.e.f. 24.07.2020

\*\*ceased to be a member w.e.f. 24.07.2020

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company-**

- Composition of CSR Committee of the Board of Directors**

[https://brnl.in/sites/default/files/report/Composition%20of%20various%20Committees%20to%20be%20uploaded%20on%20the%20website\\_LODR%20Regulations\\_2021.pdf](https://brnl.in/sites/default/files/report/Composition%20of%20various%20Committees%20to%20be%20uploaded%20on%20the%20website_LODR%20Regulations_2021.pdf)

- Corporate Social Responsibility Policy and CSR projects approved by the board**

[https://brnl.in/sites/default/files/report/Corporate%20Social%20Responsibility%20Policy\\_0.pdf](https://brnl.in/sites/default/files/report/Corporate%20Social%20Responsibility%20Policy_0.pdf)

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):** N.A.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any-**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
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NIL

6. **Average net profit of the company as per section 135(5) – ₹ 328.73 lakhs**

7. (a) **Two percent of average net profit of the company as per section 135(5) – ₹ 6.57 lakhs**

(b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years – N.A.**

(c) **Amount required to be set off for the financial year – N.A.**

(d) **Total CSR obligation for the financial year (7a+7b-7c) – ₹ 6.57 lakhs**

8. (a) **CSR amount spent or unspent for the financial year – N.A.**

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer

NIL

**(b) Details of CSR amount spent against ongoing projects for the financial year: N.A.**

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No).	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
N.A.												

**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/ No)	(5) Location of the project		(6) Amount spent for the project (in ₹)	(7) Mode of Implementation Direct(Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Promoting Education	Clause (ii) of Schedule VII to Companies Act, 2013	Yes	West Bengal	Kolkata	7,00,000	No	Suryodaya Foundation	CSR00005921
<b>TOTAL</b>						<b>7,00,000</b>			

(d) **Amount spent in Administrative Overheads** – Nil

(e) **Amount spent on Impact Assessment, if applicable** – Nil

(f) **Total amount spent for the Financial Year (8b+8c+8d+8e)** – ₹ 7,00,000

(g) **Excess amount for set off, if any** – ₹ 43,000

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	6,57,000
(ii)	Total amount spent for the Financial Year	7,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	43,000
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	43,000

**9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
N.A.							

**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A.**

(1) Sl. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration	(6) Total amount allocated for the project (in ₹)	(7) Amount spent on the project in the reporting Financial Year (in ₹)	(8) Cumulative amount spent at the end of reporting Financial Year (in ₹)	(9) Status of the project - Completed /Ongoing
NIL								

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). – N.A.**

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (c) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- N.A.**

On behalf of the Corporate Social Responsibility Committee

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

**Bajrang Kumar Choudhary**  
*Managing Director*  
DIN – 00441872

Place : Kolkata  
Date : 29.06.2021

# BUSINESS RESPONSIBILITY REPORT

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company** : L45203WB2006PLC112235
- Name of the Company** : Bharat Road Network Limited
- Registered address** : Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091
- Website** : www.brnl.in
- E-mail id** : corporate@brnl.in
- Financial Year reported** : 2020-21
- \*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

- 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 in its Special Purpose Vehicles.
- Total number of locations where business activity is undertaken by the Company**
  - Number of International Locations (Provide details of major 5)** : NIL
  - Number of National Locations** : Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra, West Bengal, Jharkhand and Odisha
- Markets served by the Company – Local/State/National/International:** National /State

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid up Capital (INR)** : Rs. 83,95,00,000 comprising of 8,39,50,000 equity shares of Rs. 10/- each.
- Total Turnover (INR)** : ₹ 1910.05 lakhs
- Total profit after taxes (INR)** : ₹ (3089.13) lakhs
- Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)** : The Company has spent Rs. 7.00 Lakhs towards Corporate Social Responsibility which is 2.13% of the average net profit of the Company for the last three years.
- List of activities in which expenditure in 4 above has been incurred** – Promotion of Education

## SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies?** – Yes. The Company has 3 subsidiary Companies as on 31st March, 2021.
- Do the Subsidiary Company/Companies participate in the 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.
- 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

- Details of Director/Directors responsible for BR**
  - Details of the Director/Directors responsible for implementation of the BR policy/policies
    - 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 6666 2701
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.

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	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	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 – <a href="https://brnl.in/sites/default/files/report/Vigil%20Mechanism.pdf">https://brnl.in/sites/default/files/report/Vigil%20Mechanism.pdf</a> 2. Corporate Social Responsibility (CSR) Policy is available at – <a href="https://brnl.in/sites/default/files/report/Corporate%20Social%20Responsibility%20Policy_0.pdf">https://brnl.in/sites/default/files/report/Corporate%20Social%20Responsibility%20Policy_0.pdf</a> 3. Policy on Prevention of Sexual Harassment is available at – <a href="https://brnl.in/sites/default/files/report/sexual%20harassment.pdf">https://brnl.in/sites/default/files/report/sexual%20harassment.pdf</a> 4. BRNL Code of Conduct for Board of Directors and Senior Executives is available at – <a href="https://brnl.in/sites/default/files/report/3.%20Code%20of%20Conduct%20for%20Board%20of%20Directors%20and%20Senior%20Executives.pdf">https://brnl.in/sites/default/files/report/3.%20Code%20of%20Conduct%20for%20Board%20of%20Directors%20and%20Senior%20Executives.pdf</a> 5. Policy on Product Life Cycle Sustainability – Business Responsibility Policy based on Principle 2 is available at – <a href="https://brnl.in/sites/default/files/report/2.pdf">https://brnl.in/sites/default/files/report/2.pdf</a> 6. Policy on Preservation of Environment- Business Responsibility Policy based on Principle 6 is available at – <a href="https://brnl.in/sites/default/files/report/6.pdf">https://brnl.in/sites/default/files/report/6.pdf</a> 7. Policy on Responsible Advocacy- Business Responsibility Policy based on Principle 7 is available at – <a href="https://brnl.in/sites/default/files/report/7.pdf">https://brnl.in/sites/default/files/report/7.pdf</a> 8. Policy on Customer Value- Business Responsibility Policy based on Principle 9 is available at – <a href="https://brnl.in/sites/default/files/report/9.pdf">https://brnl.in/sites/default/files/report/9.pdf</a>								

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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's 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?	-	-	-	-	-	-	-	-	-
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	-	-	-	-	-	-	-	-	-

(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)									

### 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 reviews 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?** -BR report gets published annually as a part of its Annual Report, as required.

## 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 emphasizes and 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, 2020	Received During Financial Year 2020-21	Redressed During Financial Year 2020-21	Pending as on March 31, 2021
Shareholders Grievances	-	-	-	-
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 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 endeavors at all times for optimum utilization 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 endeavors at all times for optimum utilization 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's 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 Rasulgarh 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.** 10
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**

1. **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.
2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?** - Yes
3. **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**

1. **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, forcedlabour 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.
2. **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**

1. **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 topreserve the environment by striking a balance between economic growth and preservation ofthe environment with due concern for ecology. The Company is committed to operate all itsunits in an environment friendly manner while protecting health and safety of its employees.
2. **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
3. **Does the company identify and assess potential environmental risks?** Yes
4. **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
5. **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
6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?** Not Applicable
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** - Not Applicable

**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 Rs. 7.00 Lakhs on CSR activities during the financial year ending on 31st March, 2021. 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, 2021.

- 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, 2021**

[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, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2021** to the extent applicable:

The Companies Act, 2013 (the Act) and the rules made there under;

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iii) 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.
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (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.

Place : Kolkata  
Date : 11.08.2021

For **Jayshri Tulsyan & Associates**  
Company Secretaries

**Jayshri Tulsyan**  
Partner  
C.P. No.: 8096  
UDIN : F007725C000770333

# 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.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	06547361	Non-Executive and Independent Director (Woman Director)
3.	Mr. Bajrang Kumar Choudhary	00441872	Managing Director – Executive Director
4.	Prof. Santanu Ray	00642736	Non-Executive and Independent Director
5.	Mr. Praful Tayal	02228858	Non-Executive and Independent Director
6.	Mr. Vipin Kumar Saxena	08889866	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 Rs. 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. Chathnur Krishnana Ranganathan, 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, 2021. 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 (KMP) 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 inter alia, 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 29th June, 2021 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, Other Non-Independent Directors 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:

<b>Management and leadership experience</b>	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.
<b>Industry Experience</b>	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.
<b>Diversity</b>	Diversity of thought, experience, knowledge, perspective, gender and culture.
<b>Functional and managerial experience</b>	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.
<b>Corporate Governance</b>	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	✓	✓	✓	✓	✓
#Mr. Vipin Kumar Saxena	✓	-	✓	✓	✓

\*Resigned w.e.f. 25.09.2020

\*\*Appointed w.e.f. 14.05.2020

\*\*\*Appointed w.e.f. 14.05.2020

#Appointed w.e.f. 25.09.2020



## Meetings

7 (Seven) Meetings of the Board of Directors of the Company were held during the Financial Year 2020-21 on 14th May, 2020, 24th July, 2020, 14th September, 2020, 12th November, 2020, 20th January, 2021, 11th February, 2021 and 25th March, 2021.

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 2020-21 and at the last Annual General Meeting (AGM):

Directors	No. of Board Meetings		Attendance at last AGM
	Held	Attended	
*Mr. Brahm Dutt	7	7	Yes
Mr. Bajrang Kumar Choudhary	7	7	Yes
**Mr. Pradeep Singh	7	3	N.A.
Dr. (Ms.) Tuk Tuk Ghosh Kumar	7	7	Yes
Prof. Santanu Ray	7	7	Yes
#Mr. Praful Tayal	7	7	Yes
!Mr. Vipin Kumar Saxena	7	4	N.A.

NA – Not Applicable

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

\*\*Mr. Pradeep Singh ceased to be an Independent Director w.e.f. 25.09.2020

#Mr. Praful Tayal was appointed as an Independent Director w.e.f. 14th May, 2020.

!Mr. Vipin Kumar Saxena was appointed as an Additional Director (Category : Independent) w.e.f. 25.09.2020

**Number of other Companies and 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	2	3	–	1	–		
Dr. (Ms.) Tuk Tuk Ghosh Kumar	2	1	–	1	–		
^Mr. Praful Tayal	4	5	2	3	–		
Prof. Santanu Ray	4	–	4	2	<b>Name of the Company</b>	<b>Category of Directorship</b>	
					La Opala R G Limited		Independent Director
					Genesis Exports Ltd		
					Star Cement Limited		
SKP Securities Ltd							
!Mr. Vipin Kumar Saxena	–	–	–	–			

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

% Mr. Pradeep Singh ceased to be an Independent Director w.e.f. 25.09.2020

^Mr. Praful Tayal was appointed as an Independent Director w.e.f. 14th May, 2020.

!Mr. Vipin Kumar Saxena was appointed as an Additional Director (Category : Independent) w.e.f. 25.09.2020

\*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 details regarding re-constitution of the Audit Committee 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.	Prof. Santanu Ray	Independent Director	Member
3.	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 and when 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 such 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 2020-21, 4 (four) 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.	24th July, 2020	3	3
2.	14th September, 2020	4	4
3.	12th November, 2020	3	3
4.	11th February, 2021	3	3

#### Attendance at Audit Committee Meetings during the Financial Year:

Member	No. of Meetings	
	Held	Attended
*Mr. Brahm Dutt	4	3
**Mr. Pradeep Singh	4	2
Dr. (Ms.) Tuk Tuk Ghosh Kumar	4	4
Prof. Santanu Ray	4	4

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

\*\*Mr. Pradeep Singh ceased to remain member of Audit Committee w.e.f. 25th September, 2020

#### 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.

The details regarding re-constitution of the Nomination and Remuneration Committee 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. Brahm Dutt	Independent Director	Member
3.	Dr. (Ms.) Tuk Tuk Ghosh Kumar	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 2020-21, 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.	14th May, 2020	3	3
2.	23rd July, 2020	3	3
3.	12th August, 2021	4	4

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

Member	No. of Meetings	
	Held	Attended
*Mr. Brahm Dutt	3	1
**Mr. Pradeep Singh	3	3
Dr. (Ms.) Tuk Tuk Ghosh Kumar	3	3
%Prof. Santanu Ray	3	3

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

\*\*Mr. Pradeep Singh ceased to be a member of the Nomination and Remuneration Committee w.e.f. 25th September, 2020.

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 note 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 24th July, 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
3.	Mr. Brahm Dutt	Independent Director	Member
4.	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 2020-21, 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 Meetings during the Financial Year:

Sl. No.	Date	Committee Strength	No. of Members Present
1.	23rd July, 2020	3	3

### Attendance at Stakeholders Relationship Committee Meeting during the Financial Year:

Member	No. of Meetings	
	Held	Attended
*Mr. Brahm Dutt	1	N.A.
**Mr. Pradeep Singh	1	1
***Prof. Santanu Ray	1	1
#Mr. Bajrang Kumar Choudhary	1	N.A.
&Dr. (Ms.) Tuk Tuk Ghosh Kumar	1	1
@Mr. Praful Tayal	1	N.A.

N.A. - Not Applicable

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

\*\*Mr. Pradeep Singh ceased to be a member of the Stakeholders Relationship Committee w.e.f. 25th September, 2020.

\*\*\* Prof. Santanu Ray ceased to be a member of the Stakeholders Relationship Committee w.e.f. 24th July, 2020.

#Mr. Bajrang Kumar Choudhary was inducted as the member of the Stakeholders Relationship Committee w.e.f. 24th July, 2020.

&Dr. (Ms.)Tuk Tuk Ghosh Kumar ceased to be a member of the Stakeholders Relationship Committee w.e.f. 24th July, 2020.

@Mr. Praful Tayal was inducted as the member of the Stakeholders Relationship Committee w.e.f. 24th July, 2020.

### 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 2020-21, the Company received NIL complaints from the equity shareholders as received and confirmed by the Registrar and Share Transfer Agent.

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 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 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](http://www.brnl.in) and a link to the said Policy has been provided elsewhere in this Annual Report.

During the Financial Year 2020-21, 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.	23rd July, 2020	3	3
2.	11th February, 2021	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. Praful Tayal	2	1
Mr. Bajrang Kumar Choudhary	2	2
**Prof. Santanu Ray	2	1

\*Mr. Praful Tayal was inducted as a member of the Corporate Social Responsibility Committee w.e.f. 24th July, 2020

\*\*Prof. Santanu Ray ceased to be a member of the Corporate Social Responsibility Committee w.e.f. 24th July, 2020

#### E. Committee of Directors

The Board of Directors has constituted the Committee of Directors. The said Committee considers specified matters as per the Terms of Reference (ToR) as decided by the Board of Directors, including 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 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 24th July, 2020 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.

During the Financial Year 2020-21, 1 (one) meeting of the Committee of Directors was held on 22.01.2021.

## Remuneration of Directors

Details of Remuneration paid to Directors for the Financial Year ended March 31, 2021 are as follows:

(Amount in ₹)

Name of Director	Sitting Fees	Salary & Perquisites (+ Bonus & Pension)	Commission	Total
*Mr. Brahm Dutt	4,45,000	N.A.	–	4,45,000
Mr. Bajrang Kumar Choudhary	N.A.	95,93,580	–	95,93,580
**Mr. Pradeep Singh	2,50,000	N.A.	–	2,50,000
Dr. (Ms.) Tuk Tuk Ghosh Kumar	5,20,000	N.A.	–	5,20,000
Prof. Santanu Ray	5,20,000	N.A.	–	5,20,000
@Mr. Praful Tayal	3,80,000	N.A.	–	3,80,000
#Mr. Vipin Kumar Saxena	2,00,000	N.A.	–	2,00,000

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

\*\*ceased to be an Independent Director w.e.f. 25th September, 2020

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

# Independent Director w.e.f. 25th September, 2020

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 presently 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 Directors 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, Rs. 50,000/- for attending each Meeting of the Board, Rs. 25,000/- for attending each Meeting of the Audit Committee and Rs. 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](http://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](http://www.brnl.in). The Board Members and Senior Management have affirmed their compliance with the Code as at 31st March, 2021 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, 2021, 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. Praful Tayal	19.06.2021
2.	Guruvayoor Infrastructure Private Limited	Dr. (Ms.) Tuk Tuk Ghosh Kumar Mr. Praful Tayal	06.07.2018 21.06.2021

These Directors are paid sitting fees of ₹ 10,000/- for attending each Meeting of the Board of Directors and ₹ 5,000/- for attending each Meeting of the Committee of the 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](http://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
13th AGM	2019-20	25th September, 2020 at 2:00 P.M.	Deemed Venue: India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V Salt Lake City, Kolkata – 700 091	1*
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@

\*1 Special Resolution was passed -

Appointment of Mr. Brahm Dutt as an Independent Director

\*\*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.

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, amongst others.

<b>Quarterly Results</b>	The Quarterly Results of the Company are published in prominent English Newspapers having nationwide circulation as well as Bengali (vernacular) 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.
<b>Newspapers in which Results are normally published</b>	Financial Express (English), Mint (English) and Aajkaal (Bengali).
<b>Any website, where displayed</b>	Yes, at the Company's website, www.brnl.in
<b>Whether it also displays official news releases</b>	Yes
<b>Presentations made to Institutional Investors or to the Analysts</b>	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.
<b>Whether MD &amp; A is a part of Annual Report or not</b>	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 in general 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 except as mentioned below –

Imposition of fine by both BSE Limited and National Stock Exchange of India Limited for Non-Compliance with Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. composition of the Board of Directors (for 39 days) for the Quarter ended 31st March, 2020 and (for 43 days) for the quarter ended 30th June, 2020 respectively.

BSE Limited and NSE Limited imposed a total penalty of Rs. 4,83,800 each, total penalty imposed being Rs. 9,67,600. The said penalty has been duly paid by the Company.

##### (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 relevant provisions of section 177 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.

**(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\\_2021.pdf](https://brnl.in/sites/default/files/report/Composition%20of%20various%20Committees%20to%20be%20uploaded%20on%20the%20website_LODR%20Regulations_2021.pdf)
- **Corporate Social Responsibility Policy**  
[https://brnl.in/sites/default/files/report/Corporate%20Social%20Responsibility%20Policy\\_0.pdf](https://brnl.in/sites/default/files/report/Corporate%20Social%20Responsibility%20Policy_0.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/M.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 at Workplace**  
<https://brnl.in/sites/default/files/report/sexual%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/IG.pdf>
- **Policy on Product Life Cycle Sustainability – Business Responsibility Policy based on Principle 2**  
<https://brnl.in/sites/default/files/report/2.pdf>

- **Policy on Preservation of Environment- Business Responsibility Policy based on Principle 6**  
<https://brnl.in/sites/default/files/report/6.pdf>
- **Policy on Responsible Advocacy- Business Responsibility Policy based on Principle 7**  
<https://brnl.in/sites/default/files/report/7.pdf>
- **Policy on Customer Value- Business Responsibility Policy based on Principle 9**  
<https://brnl.in/sites/default/files/report/9.pdf>
- **Familiarisation Programme for Independent Directors**  
<https://brnl.in/sites/default/files/report/Fam.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 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 2020-21 are as follows:

Particulars	₹ in Lakhs
Audit Fees	17.50
Certifications and other services	5.40
<b>Total</b>	<b>22.90</b>

**(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 2020-21 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)**

<p><b>a) Chairman of the Board</b> 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</p>	<p>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.</p>
<p><b>b) Shareholder Rights</b> 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</p>	<p>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 (vernacular) 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 2020-21 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.</p>
<p><b>c) Modified opinion(s) in audit report</b></p>	<p>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, 2021 w.r.t. non-recognition of 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, as per the Auditors, Loss before tax of the Company for the year ended March 31, 2021 has been understated by Rs. 892.05 lakhs and the current liabilities as at March 31, 2021 has been understated by Rs. 1564.93 lakhs. Suitable explanation regarding the same forms part of the Directors Report.</p>
<p><b>d) Separate posts of Chairman and CEO</b> The Company may appoint separate persons to the post of Chairman and Managing Director/CEO</p>	<p>The positions of Chairman and Managing Director (MD) are separate.</p>
<p><b>e) Reporting of Internal Auditor</b> The Internal Auditor may report directly to the Audit Committee</p>	<p>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.</p>

**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 2020-21, 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 2020-21.

Place : Kolkata  
Date : 31.03.2021

**Bajrang Kumar Choudhary**  
Managing Director  
DIN: 00441872

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

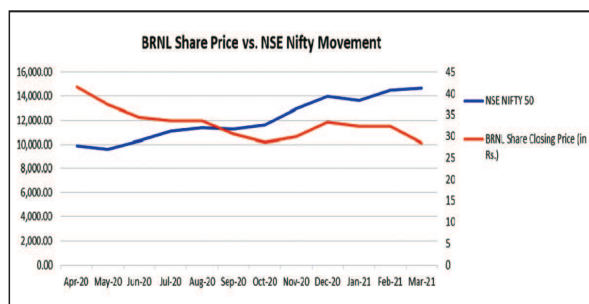
Day, Date and Time	Wednesday, 29th September, 2020 at 2:00 P.M.
Venue	The 14th AGM of the Company will be conducted through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The deemed venue for the 14th AGM shall be the Registered Office of the Company.

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

Quarter ending 30th June, 2021	*On or before 14th August, 2021
Quarter and half year ending 30th September, 2021	*On or before 14th November, 2021
Quarter and nine months ending 31st December, 2021	*On or before 14th February, 2022
Quarter and year ending 31st March, 2022	*On or before 30th May, 2022

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

Month	BSE Limited			National Stock Exchange of India Limited		
	High(₹)	Low(₹)	Volume	High(₹)	Low(₹)	Volume
April, 2020	53.90	33.00	11,145	54.00	30.40	1,40,659
May, 2020	46.35	35.05	2,352	44.50	37.15	47,569
June, 2020	42.30	35.00	1,61,388	41.75	34.40	6,19,957
July, 2020	39.00	33.30	2,90,646	38.00	33.00	3,12,320
August, 2020	40.40	32.50	1,80,545	40.40	31.80	9,99,904
September, 2020	37.95	28.55	1,82,382	40.50	27.65	34,86,584
October, 2020	32.30	28.35	29,989	32.40	28.05	2,03,336
November, 2020	36.00	28.00	2,08,457	36.05	28.00	15,50,335
December, 2020	38.00	29.65	13,40,397	38.20	29.85	1,13,34,925
January, 2021	38.25	32.00	5,54,480	38.35	32.40	35,08,408
February, 2021	35.80	29.45	2,33,693	35.70	29.30	17,25,439
March, 2021	36.00	27.90	2,68,286	35.90	27.80	15,30,866

**6. PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES NAMELY BSE SENSEX AND NSE NIFTY 50:****b. Annual General Meeting for the Financial Year ending on 31st March, 2022:** August / September, 2022.**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

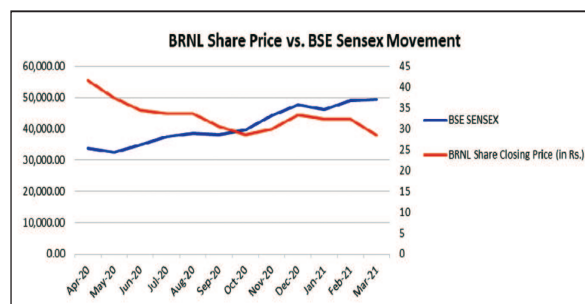
The Annual Listing Fees have been paid to both the Stock Exchanges for the Financial Year 2020-21.

**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, 2020 to March, 2021-



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

KFin Technologies Private Limited

Selenium Tower B, Plot No. 31-32, Gachibowli

Financial District, Nanakramguda, Hyderabad - 500 032

Email id: einward.ris@kfintech.com

Website: <https://www.kfintech.com> and/or <https://ris.kfintech.com/>

Toll free number - 1- 800-309-4001

**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.

- 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.

- 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.
- 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).
- 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](http://www.brnl.in).

**10. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2021:**

Category (Shares)	No. of Shareholders		No. of Shares	
	Total	Percentage	Total	Percentage
1 – 500	15342	90.01	1625521	1.94
501 – 1000	923	5.42	768414	0.92
1001 – 2000	424	2.49	652111	0.78
2001 – 3000	105	0.62	269504	0.32
3001 – 4000	48	0.28	169566	0.20
4001 – 5000	61	0.36	290484	0.35
5001 – 10000	68	0.40	516972	0.62
10001 – 20000	30	0.18	445423	0.53
20001 and above	43	0.25	79212005	94.36
<b>TOTAL</b>	<b>17044</b>	<b>100.00</b>	<b>83950000</b>	<b>100.00</b>

**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.

#### 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 registered office at, Plot No. X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt Lake City, Kolkata Parganas North 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 Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its Officers, we hereby certify that none of the Directors on the Board of the Company as stated below 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 for the Financial Year ending on 31st March, 2021 –

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1.	Mr. Bajrang Kumar Choudhary	00441872	23/03/2011
2.	Mr. Brahm Dutt	05308908	14/05/2020
3.	Prof. Santanu Ray	00642736	30/07/2019
4.	Mr. Praful Tayal	00826834	14/05/2020
5.	Dr. (Ms.) Tuk Tuk Kumar	06547361	06/10/2016
6.	Mr. Vipin Kumar Saxena	08889866	25/09/2020

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 : 29.06.2021

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, 2021, 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, 2021, the loss and total comprehensive loss, 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, loss before tax of the Company for the year ended March 31, 2021 has been understated by ₹892.50 lakhs and the current liabilities as at March 31, 2021 has been understated by ₹1,564.93 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*.

#### 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 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 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. 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 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, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 referred in note 14 (i) (a) of the standalone financial statements) having material impact on the financial position of the Company.
- 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

**Rana Sen**  
Partner  
Membership No. 066759

Place : Kolkata  
Date : June 29, 2021  
UDIN : 21066759AAAADK1031

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT 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 institution* to the appropriate authorities. The Company has not deducted / paid tax deducted at source (TDS) amounting to Rs. 66.75 lakhs on interest on loan taken from financial institution which is due for more than six months from the date they became payable as at March 31, 2021.
- (b) According to information and explanations given to us and the records of the company examined by us, there are 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, 2021 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 01, 2018 to June 30, 2019 amounts to Rs 870.00 lakhs. Further company has not provided and paid interest from July 01, 2019 to March 31, 2021 amounting to Rs. 1,564.93 lakhs (Refer Note 14(i) (a) of 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) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

**Rana Sen**  
Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

UDIN : 21066759AAAADK1031

## 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, 2021 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 judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

#### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone 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 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, 2021, 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

**Rana Sen***Partner*

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

UDIN : 21066759AAAADK1031

## 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, 2021**  
[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	3,098.56	3,098.56
	2	Total Expenditure	6,819.94	7,712.44
	3	Profit/(Loss) before tax	(3,721.38)	(4,613.88)
	4	Earnings per Share	(3.68)	(4.48)
	5	Total Assets	150,455.84	150,857.75
	6	Total Liabilities	150,455.84	150,857.75
	7	Net worth	114,531.76	113,368.74
	8	Any other financials item(s) (as felt appropriate by the Management)	-	-

### II Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification: The 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 company for the quarter ended March 31, 2021 has been understated by Rs. 220.07 lakhs and loss before tax of the Company for the year ended March 31, 2021 has been understated by Rs. 892.50 lakhs and the current liabilities as at March 31, 2021 has been understated by Rs. 1,564.93 lakhs.
- b. Type of Audit Qualification : Qualified Opinion
- c. Frequency of qualification : As at 31st March '2020 and 31st March '2021
- 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 Group - IL&FS Financial Services Ltd. (IL & FS) in the financial year 2016-17. The Company also has a receivable of Rs 11,419 lakhs from IL&FS Group - IL & FS Transportation Networks Limited (ITNL), hence the Company has initiated appropriate measures for set off of this payable and recovery of the balance amount. As per NCLAT order, these companies have been classified under IL&FS Group. The Company, as such, has put on hold the interest and Principal payment since September 30, 2018. 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 not admitted.
- 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

**Rana Sen**  
Partner  
Membership No. 066759

Place : Kolkata  
Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**  
Chairman Audit Committee  
DIN : 05308908

**Arindam Bhowmick**  
Chief Financial Officer

**Bajrang K Choudhary**  
Managing Director  
DIN : 00441872

## Balance Sheet as at March 31, 2021

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>I. ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	34.82	8.14
(b) Other Intangible Assets	3	0.68	1.09
(c) Financial Assets			
(i) Investments	4	108,492.58	114,426.68
(ii) Loans	5(i)	5,428.95	4,848.50
(d) Deferred Tax Assets (Net)	16	81.40	-
<b>Total Non-Current Assets</b>		<b>114,038.43</b>	<b>119,284.41</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Trade Receivables	6	786.87	1,092.70
(ii) Cash and Cash Equivalents	7	141.06	3.75
(iii) Bank Balance other than Cash and Cash Equivalents	8	1,250.81	0.79
(iv) Loans	5(ii)	13,052.12	13,213.16
(v) Other Financial Assets	9	20,825.58	11,310.61
(b) Current Tax Assets (Net)	10	217.77	121.93
(c) Other Current Assets	11	143.20	42.85
<b>Total Current Assets</b>		<b>36,417.41</b>	<b>25,785.79</b>
<b>Total Assets</b>		<b>150,455.84</b>	<b>145,070.20</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	12	8,395.00	8,395.00
(b) Other Equity	13	106,136.76	109,220.18
<b>Total Equity</b>		<b>114,531.76</b>	<b>117,615.18</b>
<b>Liabilities</b>			
<b>Non - Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14(i)	19,651.00	760.00
(ii) Other financial liabilities	18(i)	2,163.26	-
(b) Provisions	15(i)	32.24	39.68
(c) Deferred Tax Liabilities (Net)	16	-	514.97
<b>Total Non-Current Liabilities</b>		<b>21,846.50</b>	<b>1,314.65</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14(ii)	5,865.74	6,491.51
(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		134.62	200.70
(iii) Other Financial Liabilities	18(ii)	7,979.36	19,388.85
(b) Other Current Liabilities	19	95.95	54.75
(c) Provisions	15(ii)	1.91	2.76
<b>Total Current Liabilities</b>		<b>14,077.58</b>	<b>26,140.37</b>
<b>Total Equity and Liabilities</b>		<b>150,455.84</b>	<b>145,070.20</b>

The accompanying notes 1 to 33 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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer

## Statement of Profit and Loss for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
I. Revenue from operations	20	1,910.05	667.46
II. Other Income	21	1,188.51	1,073.89
<b>III. Total Income (I+II)</b>		<b>3,098.56</b>	<b>1,741.35</b>
<b>IV. Expenses:</b>			
Employee benefit expense	22	250.34	421.86
Finance costs	23	2,202.38	203.65
Depreciation and amortization expense	24	4.13	4.20
Other expenses	25	4,363.09	783.71
<b>Total expenses (IV)</b>		<b>6,819.94</b>	<b>1,413.42</b>
<b>V. Profit/(Loss) before tax (III-IV)</b>		<b>(3,721.38)</b>	<b>327.93</b>
<b>VI. Tax expense</b>	26		
Current tax		(33.95)	58.99
Deferred tax		(598.30)	43.68
<b>VII. Profit/(Loss) for the Year (V-VI)</b>		<b>(3,089.13)</b>	<b>225.26</b>
<b>VIII. Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Profit or Loss:			
– Remeasurement of the defined benefit plans		7.65	22.50
(ii) Income tax relating to items that will not be reclassified to Profit or Loss	26	(1.93)	(6.55)
<b>Total Other Comprehensive Income (VIII)</b>		<b>5.72</b>	<b>15.95</b>
<b>IX. Total Comprehensive Income/(Loss) for the Year (VII + VIII)</b>		<b>(3,083.41)</b>	<b>241.21</b>
<b>X. Earnings per Equity Share (of ₹ 10/- each)</b>	27.2		
Basic (Rs.)		(3.68)	0.27
Diluted (Rs.)		(3.68)	0.27

The accompanying notes 1 to 33 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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer

## Statement of Changes in Equity as at March 31, 2021

## A. Equity Share Capital

(₹ in Lakhs)

Particulars	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
For the Year ended March 31, 2020*	8,395.00	–	8,395.00
For the Year ended March 31, 2021*	8,395.00	–	8,395.00

\*For details refer note 12

## B. Other Equity

(₹ in Lakhs)

Particulars	Reserve and Surplus		Total
	Securities Premium Reserve	Retained Earnings	
<b>Balance as of April 1, 2019</b>	<b>106,021.04</b>	<b>3,463.96</b>	<b>109,485.00</b>
Profit/(Loss) for the year	–	225.26	225.26
Other Comprehensive Income for the year	–	15.95	15.95
<b>Total Comprehensive Income/(Loss) for the year</b>	<b>–</b>	<b>241.21</b>	<b>241.21</b>
Dividends (₹ 0.50 per share)	–	(506.03)	(506.03)
<b>Balance as of March 31, 2020**</b>	<b>106,021.04</b>	<b>3,199.14</b>	<b>109,220.18</b>
Profit/(loss) for the year	–	(3,089.13)	(3,089.13)
Other Comprehensive Income for the year	–	5.72	5.72
<b>Total Comprehensive Income/(Loss) for the year</b>	<b>–</b>	<b>(3,083.41)</b>	<b>(3,083.41)</b>
<b>Balance as of March 31, 2021**</b>	<b>106,021.04</b>	<b>115.72</b>	<b>106,136.76</b>

\*\*For details 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 33 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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer



## Cash Flow Statement for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>A. Cash Flow from Operating Activities</b>		
Net Profit Before Tax	(3,721.38)	327.93
Adjustments for:		
Depreciation and amortization expense	4.13	4.20
Finance costs	2,202.38	203.65
Interest income	(33.67)	(367.82)
Liability no longer required written back	(5.29)	(321.23)
Bad debt	0.13	-
Advance written off	-	250.00
Sundry balance written off	0.13	1.19
Net (gain)/loss on Fair Valuation of Investments	2,936.62	(382.34)
<b>Operating Profit before Working Capital Changes</b>	<b>1,383.05</b>	<b>(284.42)</b>
Increase/(Decrease) in Trade payables, other liabilities and provisions	(9,268.50)	9,897.21
Decrease/(Increase) in Trade receivables, loans, advances and other assets	(2,301.72)	(16,215.24)
<b>Cash generated from/(used in) Operating activities</b>	<b>(10,187.17)</b>	<b>(6,602.45)</b>
Direct Taxes paid (net of refunds)	(62.02)	(143.56)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>(10,249.19)</b>	<b>(6,746.01)</b>
<b>B. Cash Flow from Investing Activities</b>		
Payment for purchase of Property, plant and equipment including Other Intangible Assets and Capital Advances	(16.30)	(14.10)
Advance against Purchase of Investment in Subsidiary	(7,641.00)	-
Receipt of Inter Corporate Deposits given	3,440.10	-
(Increase)/Decrease in Investments	60.08	9,978.50
Investment in Associate	(0.26)	-
Investment in Bank deposits (Original maturity more than 3 months)	(1,250.00)	-
Unsecured loans (given)/repayment to/by Associates/Subsidiaries	(341.90)	(5,266.34)
Interest received	72.70	443.28
<b>Net Cash flow from/(used in) Investing activities</b>	<b>(5,676.58)</b>	<b>5,141.34</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from long term borrowings	18,891.00	760.00
Proceeds from/(Repayment of) short term borrowings (net)	(625.77)	1,491.51
Interest paid	(2,202.15)	(144.94)
Dividend including dividend distribution tax paid	-	(506.03)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>16,063.08</b>	<b>1,600.54</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>137.31</b>	<b>(4.13)</b>
Opening Cash and Cash Equivalents (Refer Note No.7)	3.75	7.88
<b>Closing Cash and Cash Equivalents (Refer Note No.7)</b>	<b>141.06</b>	<b>3.75</b>

**Notes:****a) Changes in Liabilities arising from Financing Activities**

(₹ in Lakhs)

Particulars	As at April 1, 2020	Cash Flow	As at March 31, 2021
Non Current Borrowings (including current maturities refer note 14(i) & 18(ii))	7,760.00	18,891.00	26,651.00
Current Borrowings (refer note 14(ii))	6,491.51	(625.77)	5,865.74

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".

The accompanying notes 1 to 33 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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer

## Notes to the Financial Statements for the year ended March 31, 2021

### 1. Company Overview and Significant Accounting Policies

#### (A) Corporate Information

Bharat Road Network Limited (the Company) 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) Significant Accounting Policies

##### 1.1 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.

##### 1.2 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.

##### 1.3 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.

##### 1.4 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 specified in Part C of Schedule II to Companies Act, 2013. The useful life of assets considered for depreciation as above are as follows:

## Notes to the Financial Statements for the year ended March 31, 2021

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.

### 1.5 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

### 1.6 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.

### 1.7 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.

### 1.8 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

## Notes to the Financial Statements for the year ended March 31, 2021

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.

### 1.9 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.

### 1.10 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 assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non current.

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

## Notes to the Financial Statements for the year ended March 31, 2021

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 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.

### 1.11 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.

### 1.12 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 at an amount equal to 12-month expected credit losses.

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.

### 1.13 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 to profit or loss as a reclassification adjustment unless the asset represents an equity investment, in which case the cumulative gain or loss previously recognised in other comprehensive income are reclassified within equity.

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.

### 1.14 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.

### 1.15 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

## Notes to the Financial Statements for the year ended March 31, 2021

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.

### 1.16 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.

### 1.17 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.

### 1.18 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, 2021

### 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.

### 1.19 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.

### 1.20 Income Tax

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the statement of profit & loss 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.

### 1.21 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.

### 1.22 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.

## Notes to the Financial Statements for the year ended March 31, 2021

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, 2021

### 2. PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2021

(₹ in Lakhs)

Particulars	Furniture and Fixtures	Computers	Office Equipment	Total
<b>Cost</b>				
Balance at April 1, 2020	3.33	5.87	10.78	19.98
Additions during the year	27.71	–	2.69	30.40
Disposals & other adjustments	–	–	–	–
<b>Balance as at March 31, 2021</b>	<b>31.04</b>	<b>5.87</b>	<b>13.47</b>	<b>50.38</b>
<b>Accumulated depreciation</b>				
Balance at April 1, 2020	2.68	5.25	3.91	11.84
Depreciation expense for the year	0.71	0.59	2.42	3.72
Disposals & other adjustments	–	–	–	–
<b>Balance as at March 31, 2021</b>	<b>3.39</b>	<b>5.84</b>	<b>6.33</b>	<b>15.56</b>
<b>Carrying amount</b>				
Balance at April 1, 2020	0.65	0.62	6.87	8.14
Additions during the year	27.71	–	2.69	30.40
Depreciation expense	0.71	0.59	2.42	3.72
Disposals & other adjustments	–	–	–	–
<b>Balance as at March 31, 2021</b>	<b>27.65</b>	<b>0.03</b>	<b>7.14</b>	<b>34.82</b>
<b>Net carrying value as at March 31, 2021</b>	<b>27.65</b>	<b>0.03</b>	<b>7.14</b>	<b>34.82</b>

As at March 31, 2020

(₹ in Lakhs)

Particulars	Furniture and Fixtures	Computers	Office Equipment	Total
<b>Cost</b>				
Balance at April 1, 2019	3.33	5.87	10.78	19.98
Additions during the year	–	–	–	–
Disposals & other adjustments	–	–	–	–
<b>Balance as at March 31, 2020</b>	<b>3.33</b>	<b>5.87</b>	<b>10.78</b>	<b>19.98</b>
<b>Accumulated Depreciation</b>				
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	–	–	–	–
<b>Balance as at March 31, 2020</b>	<b>2.68</b>	<b>5.25</b>	<b>3.91</b>	<b>11.84</b>
<b>Carrying amount</b>				
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	–	–	–	–
<b>Balance as at March 31, 2020</b>	<b>0.65</b>	<b>0.62</b>	<b>6.87</b>	<b>8.14</b>
<b>Net carrying value as at March 31, 2020</b>	<b>0.65</b>	<b>0.62</b>	<b>6.87</b>	<b>8.14</b>

## Notes to the Financial Statements for the year ended March 31, 2021

## 3 OTHER INTANGIBLE ASSETS

As at March 31, 2021

(₹ in Lakhs)

Particulars	Computer Software	Total
<b>Cost</b>		
Balance at April 1, 2020	2.47	2.47
Additions during the year	–	–
Disposals & other adjustments	–	–
<b>Balance as at March 31, 2021</b>	<b>2.47</b>	<b>2.47</b>
<b>Accumulated depreciation</b>		
Balance at April 1, 2020	1.38	1.38
Amortisation expense for the year	0.41	0.41
Disposals & other adjustments	–	–
<b>Balance as at March 31, 2021</b>	<b>1.79</b>	<b>1.79</b>
<b>Carrying amount</b>		
Balance at April 1, 2020	1.09	1.09
Additions during the year	–	–
Amortisation expense	0.41	0.41
Disposals & other adjustments	–	–
<b>Balance as at March 31, 2021</b>	<b>0.68</b>	<b>0.68</b>
<b>Net carrying value as at March 31, 2021</b>	<b>0.68</b>	<b>0.68</b>

As at March 31, 2020

(₹ in Lakhs)

Particulars	Computer Software	Total
<b>Cost</b>		
Balance at April 1, 2019	2.47	2.47
Additions during the year	–	–
Disposals & other adjustments	–	–
<b>Balance as at March 31, 2020</b>	<b>2.47</b>	<b>2.47</b>
<b>Accumulated depreciation</b>		
Balance at April 1, 2019	0.96	0.96
Amortisation expense for the year	0.42	0.42
Disposals & other adjustments	–	–
<b>Balance as at March 31, 2020</b>	<b>1.38</b>	<b>1.38</b>
<b>Carrying amount</b>		
Balance at April 1, 2019	1.51	1.51
Additions during the year	–	–
Amortisation expense	0.42	0.42
Disposals & other adjustments	–	–
<b>Balance as at March 31, 2020</b>	<b>1.09</b>	<b>1.09</b>
<b>Net carrying value as at March 31, 2020</b>	<b>1.09</b>	<b>1.09</b>

## Notes to the Financial Statements for the year ended March 31, 2021

## 4 NON – CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	Face Value (₹)	As at March 31, 2021		As at March 31, 2020	
		Nos.	₹ in Lakhs	Nos.	₹ in Lakhs
<b>I) Investments in Unquoted Equity Shares Fully paid <sup>A,D</sup></b>					
<b>a) In Subsidiaries (at cost unless stated otherwise)</b>					
Solapur Tollways Pvt. Ltd.	10	500,000	93.13	500,000	93.13
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>b) In Associates (at cost unless stated otherwise)</b>					
Kurukshetra Expressway Pvt. Ltd. <sup>C</sup>	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
Palma Gumla Highway Pvt. Ltd. <sup>E</sup>	10	2,600	0.26	-	-
			<b>62,980.04</b>		<b>62,979.78</b>
<b>II) Investment in Unquoted Unsecured Optionally Convertible Debentures Fully paid <sup>A,B,D</sup></b>					
<b>a) In Subsidiaries (at fair value through profit or loss)</b>					
Solapur Tollways Pvt. Ltd.	10	65,820,000	9,260.29	65,820,000	8,267.09
Guruvayoor Infrastructure Pvt Ltd.	10	5,829,700	939.29	5,829,700	838.76
<b>b) In Associates (at fair value through profit or loss)</b>					
Kurukshetra Expressway Pvt. Ltd.	10	93,143,600	11,769.28	93,143,600	13,707.86
Mahakaleshwar Tollways Pvt. Ltd. <sup>F</sup>	10	-	-	29,376,600	5,609.89
			<b>21,968.86</b>		<b>28,423.60</b>
<b>III) In Unquoted Warrants Fully paid <sup>A</sup></b>					
<b>In Subsidiaries (at cost)</b>					
Solapur Tollways Pvt. Ltd.	10	227,890,000	23,023.30	227,890,000	23,023.30
			<b>23,023.30</b>		<b>23,023.30</b>
<b>IV) In Quoted Unsecured Perpetual Bonds Fully paid (At amortized cost)</b>					
7.73% SBI Perpetual Bond. <sup>G</sup>	1,000,000	50	520.38	-	-
			<b>520.38</b>		<b>-</b>
<b>Total (I+II+III+IV)</b>			<b>108,492.58</b>		<b>114,426.68</b>
<b>Aggregate amount of Quoted Investments (IV)</b>			<b>520.38</b>		<b>-</b>
<b>Aggregate market value of Quoted Investments</b>			<b>510.54</b>		<b>-</b>
<b>Aggregate amount of Unquoted Investments (I+II+III)</b>			<b>107,972.20</b>		<b>114,426.68</b>
<b>Aggregate amount of impairment in the value of investments</b>			<b>-</b>		<b>-</b>

<sup>A</sup> Refer Note 27.5

<sup>B</sup> 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.

<sup>C</sup> 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, 2021

<sup>D</sup> The Company has pledged its following investments of various SPVs aggregating to ₹ 71,120.60 Lakhs as at 31st March, 2021 (As at 31st March 2020: ₹ 78,614.17 Lakhs), in favour of lenders for term loan facilities availed by respective SPVs:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Shares (Nos)	Unsecured Optionally Convertible Debentures (Nos.)	Shares (Nos)	Unsecured Optionally Convertible Debentures (Nos.)
Solapur Tollways Pvt. Ltd.	255,000	-	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	-
Shree Jagannath Expressways Pvt. Ltd	59,148,000	-	59,148,000	-
Guruvayoor Infrastructure Pvt Ltd	124,998,606	5,829,700	124,998,606	5,829,700
Mahakaleshwar Tollways Pvt. Ltd.	49,995,000	-	49,995,000	29,376,600

## Notes to the Financial Statements for the year ended March 31, 2021

**4 NON – CURRENT INVESTMENTS (Contd..)**

E The Company has subscribed 2,600 shares of Palma Gumla Highway Pvt Ltd at ₹ 10/- per share during FY 2020-21

F During the Financial Year 2020-21, Company has converted Unquoted Unsecured Optionally Convertible Debentures carried at fair value through Profit & Loss Account into loan. Same is pending for approval of lender. The resultant loss of ₹ 2,833.32 lakhs has been recognised as loss on fair value of Investments.

G The Company has acquired 50 units of 7.73% SBI Perpetual Bonds of Face value ₹ 10,00,000/- each at Rs 10.20 lakhs per unit (including accrued Interest of ₹ 10.38 Lakhs) during FY 2020-21.

H During the Financial Year 2018-19, Company has given Corporate guarantee of ₹ 1,07,500.00 lakhs to lenders of subsidiaries and associates for the financial assistance availed by them which is continuing till date.

**I. Statement of Investments in Subsidiaries and Associates****a) Investment in Subsidiaries (in equity)**

Name	Country of Incorporation	% of holding as at March 31, 2021	% of holding as at March 31, 2020
Solapur Tollways Pvt. Ltd.	India	100.00	100.00
Orissa Steel Expressway Pvt. Ltd.	India	59.38	59.38
Guruvayoor Infrastructure Pvt Ltd.	India	73.98	73.98

**b) Investment in Associates (in equity)**

Name	Country of Incorporation	% of holding as at March 31, 2021	% of holding as at March 31, 2020
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
Palma Gumla Highway Pvt. Ltd.	India	26.00	–

**5 (i) LOANS – NON CURRENT**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered Good</b>		
Loan to related Party (Refer Note 28.1 & 28.2)	5,428.95	4,848.50
<b>Total</b>	<b>5,428.95</b>	<b>4,848.50</b>

**Terms of Loan are as follows:**

This Loan entitle the Company to subscribe to equity share of Rs.10/- (Face Value of ₹ 10 per share) in Ghaziabad Aligarh Expressway Pvt Ltd (the borrower) 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 Company opts not to subscribe to equity shares in the borrower, 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 (considered as re-characterization event), the Loan shall be deemed to have been converted into Debentures.

- 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).

## Notes to the Financial Statements for the year ended March 31, 2021

### 5 (ii) LOANS – CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good (carried at amortized cost)</b>		
Loan to related parties (Refer Note 4, 28.1 & 28.2)	13,052.12	9,772.56
Inter corporate deposits given to related party (Refer Note 28.1 & 28.2)	–	3,440.10
Security Deposit	–	0.50
<b>Total</b>	<b>13,052.12</b>	<b>13,213.16</b>

### 6 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good		
Trade Receivables	786.87	1,092.70
<b>Total</b>	<b>786.87</b>	<b>1,092.70</b>

### 7 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Balances with Banks</b>		
In current accounts	141.06	3.75
<b>Total</b>	<b>141.06</b>	<b>3.75</b>

### 8 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unclaimed Dividend Account-Earmarked balances with Banks	0.81	0.79
In Deposit Accounts*	1,250.00	–
<b>Total</b>	<b>1,250.81</b>	<b>0.79</b>

\* Represents deposits with Original Maturity of more than 3 Months having remaining maturity of less than 12 months from the Balance Sheet Date.

### 9 OTHER FINANCIAL ASSET – CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good</b>		
Interest accrued (Refer Note 28.1)	–	42.20
Interest accrued on Fixed Deposit and bonds	3.17	–
Advance to Others	784.36	–
Advance against Purchase of Investment (Refer Note 9.1)	7,641.00	–
Other receivable {(include ₹ 18.41 Lakhs to related Party in Previous Year) refer note 28.1, 28.2 & 14(i)(a)}	12,397.05	11,268.41
<b>Total</b>	<b>20,825.58</b>	<b>11,310.61</b>

9.1 During the Financial Year 2020-21, the company has given advance to shareholders of Guruvayoor Infrastructure Pvt Ltd for purchase of 4,39,41,294 equity shares of Guruvayoor Infrastructure Pvt Ltd. The same is subject to Regulatory approvals.

## Notes to the Financial Statements for the year ended March 31, 2021

## 10 CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Tax deducted at source and advance tax		697.20		1,523.82
Less: Provision for taxation		479.43		1,401.89
<b>Total</b>		<b>217.77</b>		<b>121.93</b>

## 11 OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Capital advance		-		14.10
Advance to Suppliers and Others (other than capital advances)		100.81		0.22
Balance with Statutory Authorities		41.18		27.25
Prepaid Expenses		1.21		1.28
<b>Total</b>		<b>143.20</b>		<b>42.85</b>

## 12 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
<b>(a) Authorised</b>				
Equity shares of par value Rs. 10/- each	100,000,000	10,000.00	100,000,000	10,000.00
		10,000.00		10,000.00
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value Rs. 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, 2021		As at March 31, 2020	
	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 had 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 had issued 18,000,000 equity shares of Rs. 10 each at par on right basis and 26,650,000 equity shares of Rs. 10 each at a premium of Rs. 195/- per share on private placement basis.

The Company has neither issued bonus shares nor 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 Rs. 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 Shareholder	As at March 31, 2021		As at March 31, 2020	
	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.	6,771,776	8.07%	6,558,776	7.81%

## Notes to the Financial Statements for the year ended March 31, 2021

### 13 OTHER EQUITY

Particulars	As at March 31, 2021		As at March 31, 2020	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
<b>(a) Securities premium reserve</b>				
Balance as per last account	106,021.04		106,021.04	
Closing Balance		106,021.04		106,021.04
<b>(b) Retained earnings</b>				
Balance as per last account	3,199.14		3,463.96	
Add: Net Profit/(Loss) for the Year	(3,089.13)		225.26	
Add: Remeasurement of defined benefit obligation	5.72		15.95	
Less: Dividend Payout	-		(419.75)	
Less: Corporate Dividend Tax	-		(86.28)	
Closing balance		115.72		3,199.14
<b>Total</b>		<b>106,136.76</b>		<b>109,220.18</b>

### 14(i) BORROWINGS - NON CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Carried at amortized cost</b>		
i) Secured		
Term Loan from Financial Institutions	19,651.00	760.00
<b>Total</b>	<b>19,651.00</b>	<b>760.00</b>

### Repayment Schedule as at March 31, 2021

(₹ in Lakhs)

Particulars	Maturity Profile				Total
	Over 5 years	3 -5 Years	1 -3 Years	0 -1 Year*	
<b>Secured Term Loan</b>					
Term Loan 1	-	-	-	7,000.00	7,000.00
Term Loan 2	-	19,651.00	-	-	19,651.00
	-	19,651.00	-	7,000.00	26,651.00

### 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*	
<b>Secured Term Loan</b>					
Term Loan 1	-	-	-	7,000.00	7,000.00
Term Loan 2	-	760.00	-	-	760.00
	-	760.00	-	7,000.00	7,760.00

\*represents current maturities of long term borrowings (Refer Note 18(ii)).

14(i)(a) The Company had received an amount of ₹ 7000 lakhs from IL&FS Group - IL&FS Financial Services Ltd. (IL & FS) in the financial year 2016-17. The Company also has a receivable of ₹ 11,419 lakhs (Recognised at ₹ 11,250 lakhs) from IL&FS Group - IL & FS Transportation Networks Limited (ITNL), hence the Company has initiated appropriate measures for set off of this payable and recovery of the balance amount. As per NCLAT order, these companies have been classified under IL&FS Group. The Company, as such, has put on hold the interest and Principal payment since September 30, 2018. 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 not admitted.

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.

14(i)(b) 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 Company (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 payable at the end of loan tenor i.e 5 years from the date of initial disbursement.

## Notes to the Financial Statements for the year ended March 31, 2021

14(ii) BORROWINGS - CURRENT		(₹ in Lakhs)	
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>Carried at amortized cost</b>			
<b>Unsecured:</b>			
Loan from Related Party (refer note 28.1 & 28.2)*	5,865.74	6,491.51	
<b>Total</b>	<b>5,865.74</b>	<b>6,491.51</b>	

\*Terms of repayment of Unsecured Current borrowing:

Interest free and repayable on demand.

15(i) PROVISIONS - NON CURRENT		(₹ in Lakhs)	
Particulars	As at March 31, 2021	As at March 31, 2020	
Provision for employee benefits (refer note 27.1)			
- Gratuity	16.22	20.33	
- Leave encashment	11.71	12.32	
- Sick leave availment	4.31	7.03	
<b>Total</b>	<b>32.24</b>	<b>39.68</b>	

15(ii) PROVISIONS - CURRENT		(₹ in Lakhs)	
Particulars	As at March 31, 2021	As at March 31, 2020	
Provision for employee benefits (Refer note 27.1)			
- Gratuity	0.23	0.43	
- Leave encashment	0.37	0.41	
- Sick leave availment	1.31	1.92	
<b>Total</b>	<b>1.91</b>	<b>2.76</b>	

16 DEFERRED TAX ASSETS/(LIABILITIES) NET		(₹ in Lakhs)	
Particulars	As at March 31, 2021	As at March 31, 2020	
Deferred Tax Assets	707.94	1,065.17	
Deferred Tax Liabilities	(626.54)	(1,580.14)	
<b>Deferred tax Assets/(Liabilities) net</b>	<b>81.40</b>	<b>(514.97)</b>	

2020-2021					(₹ in Lakhs)
Movement in deferred tax liabilities/assets balances	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance	
<b>Tax effect of items constituting deferred tax liabilities</b>					
Depreciation and Amortization	(0.34)	(0.02)	-	(0.36)	
Fair valuation gain/(loss) on Investments	1,580.48	(953.58)	-	626.90	
<b>Total deferred Tax liabilities</b>	<b>1,580.14</b>	<b>(953.60)</b>	<b>-</b>	<b>626.54</b>	
<b>Tax effect of items constituting deferred tax assets</b>					
MAT Credit entitlement	494.45	(494.45)	-	-	
Carry forward losses and Un-absorbed depreciation	458.00	(401.00)	-	57.00	
Provision for Gratuity and Leave encashment	9.05	0.06	(1.92)	7.19	
Disallowance u/s 43B/40(a)(ia)	103.67	540.08	-	643.75	
<b>Total deferred Tax Assets</b>	<b>1,065.17</b>	<b>(355.31)</b>	<b>(1.92)</b>	<b>707.94</b>	
<b>Deferred tax Assets/(Liabilities) net</b>	<b>(514.97)</b>	<b>598.29</b>	<b>(1.92)</b>	<b>81.40</b>	



## Notes to the Financial Statements for the year ended March 31, 2021

				(₹ in Lakhs)
2019-20	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Movement in deferred tax liabilities/assets balances</b>				
<b>Tax effect of items constituting deferred tax liabilities</b>				
Depreciation and Amortization	0.18	(0.52)	–	(0.34)
Fair valuation gain/(loss) on Investments	1,469.14	111.34	–	1,580.48
<b>Total deferred Tax liabilities</b>	<b>1,469.32</b>	<b>110.82</b>	<b>–</b>	<b>1,580.14</b>
<b>Tax effect of items constituting deferred tax assets</b>				
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	188.55	(84.88)	–	103.67
<b>Total deferred Tax Assets</b>	<b>1,004.58</b>	<b>67.14</b>	<b>(6.55)</b>	<b>1,065.17</b>
<b>Deferred tax Assets/(Liabilities) net</b>	<b>(464.74)</b>	<b>(43.68)</b>	<b>(6.55)</b>	<b>(514.97)</b>

16.1 During the year, the Company has exercised the option of lower Tax Rate of 25.17% (inclusive of surcharges & Cess) permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019 with effect from previous Financial Year. Consequently, current tax expense for the year ended March 31, 2021 include a reversal of Rs 58.99 lakhs. Deferred Tax expense for the year ended March 31, 2021 include a charge of ₹ 357.30 lakhs including MAT credit entitlement reversal.

**17 TRADE PAYABLES**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
A. Total outstanding dues of micro enterprises and small enterprises (Refer Note 17.1)	–	1.80
B. Total outstanding dues of creditors other than micro enterprises and small enterprises	134.62	200.70
<b>Total</b>	<b>134.62</b>	<b>202.50</b>

**17.1 DUES TO MICRO AND SMALL ENTERPRISES**

Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the company. The disclosures relating to micro and small enterprises is as below:-

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
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	–	–

**18(i) OTHER FINANCIAL LIABILITIES- NON CURRENT**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest accrued but not due on Borrowings	2,163.26	–
<b>Total</b>	<b>2,163.26</b>	<b>–</b>

**18(ii) OTHER FINANCIAL LIABILITIES - CURRENT**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Maturities of long term Borrowings (Refer note 14(i))	7,000.00	7,000.00
Interest accrued and due on Borrowings	856.39	856.16
Other Payables		
Liability for expenses	16.80	17.05
Salaries and other payroll dues	42.85	231.79
Retention Money payable	44.10	9.41
Unclaimed Dividend	0.81	0.79
Others	18.41	11,273.65
{Includes NIL ( March 31, 2020 Rs 5.24 Lakhs) payable to related party (Refer note 28.1)}		
<b>Total</b>	<b>7,979.36</b>	<b>19,388.85</b>

## Notes to the Financial Statements for the year ended March 31, 2021

**19 OTHER CURRENT LIABILITIES**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance from Customers	42.79	31.31
Statutory dues payable	53.16	23.44
<b>Total</b>	<b>95.95</b>	<b>54.75</b>

**20 REVENUE FROM OPERATIONS**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Sale of Services*		
From Toll Operations	620.95	562.98
From Consultancy Services	45.00	82.00
From Road Projects	1,244.10	-
Other Operating Revenue	-	22.48
<b>Total</b>	<b>1,910.05</b>	<b>667.46</b>

\*Refer Note 27.4

**21 OTHER INCOME**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest income (Refer Note 21.1)	33.67	367.82
Liability no longer required written back	5.29	321.23
Net gain/(loss) on Fair Valuation of Investments (Refer Note 21.2)	-	382.34
Miscellaneous income	1,149.55	2.50
<b>Total</b>	<b>1,188.51</b>	<b>1,073.89</b>

**21.1**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest income on assets carried at amortized cost		
- Interest on Loan	-	367.38
- Interest on Fixed Deposit with Bank	30.71	0.44
- Interest income on Bond	2.96	-
<b>Total</b>	<b>33.67</b>	<b>367.82</b>

**21.2**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Gain/(loss) on assets carried at FVTPL		
- Gain on Fair Value of Investment	1,802.05	3,055.70
- Loss on Fair Value of Investment	(4,738.67)	(2,673.36)
<b>Total*</b>	<b>(2936.62)</b>	<b>382.34</b>

\*Net loss on Fair Valuation of investments have been disclosed under other expenses (Refer Note 25)

**22 EMPLOYEE BENEFIT EXPENSE**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Salaries, wages, bonus and allowances	228.86	393.73
Contribution to Provident & Other funds	13.66	19.84
Staff welfare expenses	7.82	8.29
<b>Total</b>	<b>250.34</b>	<b>421.86</b>

## Notes to the Financial Statements for the year ended March 31, 2021

<b>23 FINANCE COSTS</b>		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Interest	2,202.38	240.41	
Less: Capitalized to Investments (refer note 27.5)	–	(36.76)	
<b>Total</b>	<b>2,202.38</b>	<b>203.65</b>	
<b>24 DEPRECIATION AND AMORTISATION EXPENSE</b>		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Depreciation on property, plant and equipment (Refer Note 2)	3.72	3.78	
Amortization on other intangible assets (Refer Note 3)	0.41	0.42	
<b>Total</b>	<b>4.13</b>	<b>4.20</b>	
<b>25 OTHER EXPENSES</b>		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Legal & Professional Fees	24.06	54.64	
Toll Operation Expense	325.51	314.64	
Road project Expenses	938.10	–	
Other Operating Expenses	–	7.05	
Travelling and Conveyance	35.98	72.27	
Rates & Taxes	9.33	0.82	
Rent (refer note 27.6)	1.47	12.68	
Net gain/(loss) on Fair valuation of Investments (Refer Note 21.2)	2,936.62	–	
Repairs & Maintenance- Others	7.17	2.70	
Communication Expenses	4.89	6.53	
Advertisement & Publicity	1.86	2.08	
Membership & Subscription	8.50	10.22	
Advance written off	–	250.00	
Bad Debts	0.13	–	
Corporate Social Responsibility (refer note 28.3)	7.00	8.00	
Insurance Premium	1.02	1.12	
Payment to Auditor :			
– Fees for Statutory Audit & Limited Reviews	17.50	15.00	
– Other Services (Certification etc.)	3.50	3.95	
– Reimbursement of expenses	1.90	0.60	
Director's Sitting Fees	23.15	14.05	
Printing & Stationery	1.43	2.89	
Miscellaneous Expenses	13.97	4.47	
<b>Total</b>	<b>4,363.09</b>	<b>783.71</b>	

## Notes to the Financial Statements for the year ended March 31, 2021

## 26 TAX EXPENSES

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Current tax		
– Income Tax for the year	(58.99)	58.99
– Adjustment related to previous year	25.04	–
<b>Total Current Tax</b>	<b>(33.95)</b>	<b>58.99</b>
Deferred tax		
– Deferred tax for the year	(1,092.75)	43.68
– Adjustment related to previous year	494.45	–
<b>Total Deferred Tax</b>	<b>(598.30)</b>	<b>43.68</b>
<b>Total</b>	<b>(632.25)</b>	<b>102.67</b>

## ii) Amount recognized in Other comprehensive income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
On items that will not be reclassified to Profit or loss		
– Deferred Tax on remeasurements of defined benefit plans	1.93	6.55
<b>Total deferred tax relating to OCI items</b>	<b>1.93</b>	<b>6.55</b>

## iii) Reconciliation of tax expense and accounting profit

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Profit before tax	(3,721.38)	327.93
Income tax expense/(benefit) calculated @ 25.17% (2019-20 : 29.12%)	(936.67)	95.49
Net Effect of expenses not allowable as deduction	1.87	7.26
Other differences	4.24	(0.08)
Net effect of Change in Tax Rate (Refer Note 16.1)	298.31	–
<b>Total</b>	<b>(632.25)</b>	<b>102.67</b>

## (iv) Refer Note 16.1

## 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 availment 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:

## Notes to the Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
Defined benefits plans (As per actuarial valuation)				
<b>I Change in Defined Benefit Obligations (DBO)</b>				
Present Value of DBO at beginning of the year	20.76	56.25	12.72	23.85
Current Service Cost	4.31	4.44	1.38	3.10
Interest cost	1.31	3.44	0.78	1.27
Curtailement cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Past service Cost - Plan amendments	-	-	-	-
Acquisitions	-	-	-	-
Actuarial Losses / (Gains) - experience	(7.65)	(12.03)	(0.76)	4.29
Actuarial Losses / (Gains) - demographic assumptions	-	-	-	-
Actuarial Losses / (Gains) - financial assumptions	-	(10.47)	-	(5.89)
Benefits Paid	(2.28)	(20.86)	(2.04)	(13.90)
Employee contribution	-	-	-	-
Other Adjustments	-	-	-	-
<b>Present Value of DBO</b>	<b>16.45</b>	<b>20.76</b>	<b>12.08</b>	<b>12.72</b>

(₹ in Lakhs)

Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
<b>II Net assets / (liability) recognized in Balance Sheet</b>				
Present value of Defined Benefit Obligation	(16.45)	(20.76)	(12.08)	(12.72)
Fair value of plan assets	-	-	-	-
Funded status [Surplus/(Deficit)]	(16.45)	(20.76)	(12.08)	(12.72)
Unrecognized past service cost	-	-	-	-
Net asset/ (liability) recognized in Balance Sheet	(16.45)	(20.76)	(12.08)	(12.72)
<b>Current Asset / (Liability)</b>	<b>(0.23)</b>	<b>(0.43)</b>	<b>(0.37)</b>	<b>(0.41)</b>
<b>Non Current Asset / (Liability)</b>	<b>(16.22)</b>	<b>(20.33)</b>	<b>(11.71)</b>	<b>(12.31)</b>

(₹ in Lakhs)

Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
<b>III Components of Employer Expenses</b>				
Current Service cost	4.31	4.44	1.38	3.10
Past service Cost- Plan amendments	-	-	-	-
Curtailement cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Interest cost	1.31	3.44	0.78	1.27
Actuarial Losses / (Gains)	-	-	(0.76)	(1.61)
<b>Total expenses recognized in the Statement of Profit and Loss</b>	<b>5.62</b>	<b>7.88</b>	<b>1.40</b>	<b>2.76</b>
<b>Re-measurements recognized in Other Comprehensive Income</b>				
Actuarial Losses / (Gains) - experience	(7.65)	(12.03)	(0.77)	4.28
Actuarial Losses / (Gains) - demographic assumptions	-	-	-	-
Actuarial Losses / (Gains) - financial assumptions	-	(10.47)	-	(5.89)
<b>Total Re-measurements recognized in Other Comprehensive Income</b>	<b>(7.65)</b>	<b>(22.50)</b>	<b>-</b>	<b>-</b>
<b>Total expenses recognized in the Statement of Profit &amp; Loss and Other Comprehensive income</b>	<b>(2.04)</b>	<b>(14.62)</b>	<b>1.40</b>	<b>2.76</b>

## Notes to the Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
<b>IV Actuarial Assumptions</b>				
Discount Rate	6.70%	6.70%	6.70%	6.70%
Expected return on plan assets	NA	NA	NA	NA
Salary Escalation	5%	5%	5%	5%
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.

(₹ in Lakhs)

Particulars	DBO as at March 31, 2021		DBO as at March 31, 2020	
	Gratuity	Leave	Gratuity	Leave
<b>V Expected benefits payments for the year ending</b>				
March 31, 2021	–	–	0.45	0.42
March 31, 2022	0.23	0.38	0.53	0.45
March 31, 2023	2.43	1.97	2.78	2.04
March 31, 2024	1.81	0.79	2.20	0.84
March 31, 2025	1.03	0.53	1.55	0.56
March 31, 2026	1.07	0.55		
March 31, 2026 to March 31, 2030	–	–	31.00	7.17
March 31, 2027 to March 31, 2031	16.66	6.44		
<b>VI Weighted average duration of defined benefit obligations :</b>	10 Years	9 Years	10 Years	9 Years
<b>VII Accrued Benefit Obligation at year end</b>	10.45	8.15	13.19	8.38

(₹ in Lakhs)

Particulars	DBO as at March 31, 2021		DBO as at March 31, 2020	
	Gratuity	Leave	Gratuity	Leave
<b>VIII Sensitivity Analysis</b>				
Discount Rate + 100 basis points	(8.90)	(7.70)	(8.70)	(8.10)
Discount Rate - 100 basis points	10.10	8.70	9.90	9.20
Salary Increase Rate +1%	10.20	8.80	10.00	9.30
Salary Increase Rate -1%	(9.10)	(7.90)	(9.00)	(8.30)

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, 2021	Year Ended March 31, 2020
<b>Assets/ Liabilities</b>		
1 Defined Benefit Obligation	5.61	8.95
2 Fair Value of Plan Assets	–	–
3 Current Asset / (Liability)	(1.31)	(1.92)
4 Non Current Asset / (Liability)	(4.31)	(7.03)
<b>Actuarial Assumptions</b>		
1 Discount Rate	6.70%	6.70%
2 Expected return on plan assets	NA	NA
3 Salary Escalation	5%	5%
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.

## Notes to the Financial Statements for the year ended March 31, 2021

### 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, wages, bonus and allowances" under Note 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, 2021	Year Ended March 31, 2020
a) Profit/(Loss) after Tax (₹ in Lakh)	(3,089.13)	225.26
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)	(3.68)	0.27
g) Diluted Earnings per Share (₹) (a/d)	(3.68)	0.27

### 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 an external customer exceeding 10% of revenue aggregating to ₹ 1,710.34 lakhs (Previous year: two of the external customers aggregating to ₹ 583.22 lakhs).

### 27.4 Disclosure pursuant to Indian Accounting Standard-115 "Revenue from Contracts"

(a) Type of Goods or Service	Toll management , Road projects and Project consultancy
(b) Geographical Region	India
(c) Market or Type of Customer	Non-Government
(d) Type of Contract	Fixed-price 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 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 earn 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 in SPVs as "Qualifying Asset". As per Indian Accounting Standard (Ind AS) 23 on 'Borrowing Costs', 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, 2021 total borrowing cost capitalized to Non current Investment amount to ₹ 16,078.86 Lakhs including ₹ Nil for the year ended March 31, 2021 (₹ 36.76 Lakhs for year ended March 31, 2020).

### 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, 2021 there were no lease arrangements for a period of more than 12 months.

### 27.7 Contingent liabilities & Commitments

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Capital Commitments</b>		
- On account of Office work	-	12.90
<b>Other Commitment</b>		
- On account of Purchase of shares of Guruvayoor Infrastructure Pvt Ltd. (Refer Note 9.1)	-	4,933.00

## Notes to the Financial Statements for the year ended March 31, 2021

## 28 OTHER DISCLOSURES

## 28.1 Related Party disclosures

## (i) Related Parties:

Sl. No	Name of the Party & Nature of relationship
<b>A</b>	<b>Investor having significant influence</b>
	Srei Venture Capital Trust A/C-Infrastructure Project Development Capital
<b>B</b>	<b>Subsidiaries</b>
	Solapur Tollways Pvt. Ltd.
	Orissa Steel Expressway Pvt. Ltd.
	Guruvayoor Infrastructure Pvt. Ltd.
<b>C</b>	<b>Associates</b>
	Kurukshetra Expressway Pvt. Ltd.
	Ghaziabad Aligarh Expressway Pvt. Ltd.
	Shree Jagannath Expressways Pvt. Ltd.
	Mahakaleshwar Tollways Pvt. Ltd.
	Palma Gumla Highway Pvt Ltd (w.e.f. September 22, 2020)
<b>D</b>	<b>Key Management Personnel (KMP)</b>
	Bajrang Kumar Choudhary (Managing Director)
	Brahm Dutt {(Chairman, Non-executive and Independent Director) w.e.f. May 14, 2020}
	Praful Tayal {(Non-executive and Independent Director) w.e.f. May 14, 2020}
	Atanu Sen {(Non-executive and Independent Director) till January 14, 2020}
	Pradeep Singh {(Non-executive and Independent Director) till September 25, 2020}
	Vipin Kumar Saxena {(Non-executive and Independent Director) w.e.f. September 25, 2020}
	Ashok Kumar Mangotra {(Non-executive and Independent Director) w.e.f. September 30, 2019 till November 22, 2019}
	Dr. (Ms.) Tuk Tuk Ghosh Kumar (Non-executive and Independent Director)
	Santanu Ray {(Non-executive and Independent Director) w.e.f. July 30, 2019}
	Naresh Mathur (Company Secretary)
	Jai Prakash Shaw {(Chief Financial Officer) w.e.f. April 20, 2019 till February 28, 2020}
	Arindam Bhowmick {(Chief Financial Officer) w.e.f. July 24, 2020}

## (ii) Summary of Transactions and Balances with Related Parties

(₹ in Lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>(A) Subsidiaries :</b>			
Solapur Tollways Pvt. Ltd.	<b>Transactions :</b>		
	Reimbursement of expenses	–	1.51
	Unsecured loan given	285.00	295.92
	Repayment of Unsecured Loan taken	1,456.06	–
	Refund of Unsecured Loan given	–	459.14
	Unsecured Loan taken	830.29	6,491.51
	Income from Toll Revenue	157.19	130.99
	Other Income	1.00	1.00
	<b>Balance due:</b>		
	Unsecured Loan taken (Cr)	5,865.74	6,491.51
	Unsecured loan given balance	285.00	–
	Warrants-Purchase Cost	22,789.00	22,789.00
	Investment in Unquoted Unsecured Optionally Convertible Debenture - Purchase Cost	6,582.00	6,582.00
	Cost of Investment pledged as collateral for loan taken by Subsidiary {(2,55,000 Share as at March 31, 2021) (500,000 Shares as at March 31, 2020)}	47.50	93.13
	Corporate guarantee given to lender of subsidiary	32,000.00	32,000.00
	Trade Receivable	60.55	110.43



## Notes to the Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	Year Ended March 31, 2021	Year Ended March 31, 2020
Orissa Steel Expressway Pvt. Ltd.	<b>Transactions :</b>		
	Receipt of Inter Corporate Deposit	3,440.10	-
	Consultancy fee received	732.11	-
	Interest received	42.20	-
	Loan given	74.50	-
	Repayment of loan	44.77	-
	Interest Income on ICD given	-	345.00
	Interest Capitalized with Loan	-	409.13
	<b>Balance due:</b>		
	Unsecured Loan given	29.73	-
	Inter Corporate Deposit Balance	-	3,440.10
	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
	Trade Receivable	-	732.11
Guruvayoor Infrastructure Pvt Ltd	<b>Transactions :</b>		
	Reimbursement of Expenses	-	0.07
	Interest Income	-	22.37
	Income from Claim Management Fee	15.00	-
	Income from Toll Revenue	451.24	429.75
	Income from Road Projects	1,244.10	-
	Other Operating Income	-	22.48
	Other Income	0.75	0.75
	Advance given	15.00	23.11
	Advance adjusted	15.00	-
	Repayment of Advance given	18.41	4.70
	Advance received	-	5,130.00
	Advance refunded	-	203.45
	Advance adjusted against redemption of Unquoted Unsecured Optionally Convertible Debenture	-	5,130.00
	<b>Balance due:</b>		
	Trade receivable	485.32	9.03
	Advance given	-	18.41
	Investment in Unquoted Unsecured Optionally Convertible Debenture - Purchase Cost	582.97	582.97
	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)	939.29	838.76	

## Notes to the Financial Statements for the year ended March 31, 2021

(B) Associates :		(₹ in Lakhs)	
Name of the related party	Nature of Transaction & Outstanding Balances	Year Ended March 31, 2021	Year Ended March 31, 2020
Kurukshehra Expressway Pvt. Ltd.	<b>Transactions :</b>		
	Demand loan given	27.17	1,749.44
	<b>Balance due:</b>		
	Demand loan given balance	1,821.63	1,794.46
	Investment in Unquoted Unsecured 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)	11,769.28	13,707.86
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.	<b>Transactions :</b>		
	Unsecured loan given	114.00	3,956.50
	Repayment of Unsecured Loan	114.00	685.50
	Conversion of Unquoted Warrant into Loan	-	4,818.88
	<b>Balance due:</b>		
	Trade Receivable (Net of TDS)	216.00	216.00
	Loan Instrument at cost	4,818.88	4,818.88
	Unsecured loan receivable	7,978.10	7,978.10
	Corporate guarantee given to lender of associate	13,000.00	13,000.00
	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.	<b>Transactions :</b>		
	Liability no longer required written back	5.24	-
	Bad debt	0.13	-
	<b>Balance due:</b>		
	Trade Receivable	-	0.13
	Corporate guarantee given to lender of associate	27,500.00	27,500.00
	Advance received (Cr.)	-	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.	<b>Transactions :</b>		
	Income from Consultancy fee	30.00	60.00
	Advance received	4.25	8.14
	Other Income	0.75	0.75
	Unquoted Unsecured Optionally Convertible Debenture converted into Loan	2,937.66	-
	<b>Balance due:</b>		
	Advance received (Cr)	12.38	8.14
	Unsecured loan receivable	2,937.66	-
	Investment in Optionally Convertible Debenture	-	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	
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, 2021

### (C) Key Management Personnel :

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>Transactions:</b>		
Short-term employee benefits	128.26	189.11
Post-employment benefits	9.64	6.79
Other long-term employee benefits	13.52	13.26
Director's Sitting Fees	23.15	14.05

### 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, 2021	Maximum balance during the year
<b>Loans to Subsidiary company</b>		
Solapur Tollways Pvt Ltd {Refer note 5(ii)}	285.00	285.00
Orissa Steel Expressway Pvt. Ltd. {Refer note 5(ii)}	29.73	3,440.10
Guruvayoor Infrastructure Pvt Ltd.	-	-
<b>Loans to Associate company</b>		
Kurukshetra Expressway Pvt. Ltd. {Refer note 5(ii)}	1,821.63	1,821.63
Ghaziabad Aligarh Expressway Pvt. Ltd. {Refer note 5(i) & 5(ii)}	12,796.98	12,910.98
Shree Jagannath Expressways Pvt. Ltd.	-	-
Mahakaleshwar Tollways Pvt. Ltd. {Refer note 5(ii)}	2,937.66	2,937.66
Palma Gumla Highway Pvt. Ltd.	-	-
<b>Advances to Subsidiary company</b>		
Guruvayoor Infrastructure Pvt Ltd (Refer note 9)	-	33.41

(₹ in Lakhs)

Particulars	As at March 31, 2020	Maximum balance during the year
<b>Loans to Subsidiary company</b>		
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.	-	-
<b>Loans to Associate company</b>		
Kurukshetra Expressway Pvt. Ltd. {Refer note 5(ii)}	1,794.46	1,794.46
Ghaziabad Aligarh Expressway Pvt. Ltd. {Refer note 5(ii)}	12,796.98	12,796.98
Shree Jagannath Expressways Pvt. Ltd.	-	-
Mahakaleshwar Tollways Pvt. Ltd.	-	-
<b>Advances to Subsidiary company</b>		
Guruvayoor Infrastructure Pvt Ltd. (Refer Note 9)	18.41	23.11

Note : Figures mentioned in above table are at cost

28.3 The Company has contributed and expensed ₹ 7.00 lakhs (March 31, 2020 Rs 8.00 Lakhs) against the total contributable amount of ₹ 6.57 Lakhs (March 31, 2020 ₹ 7.91 Lakhs) for the year ended March 31, 2021 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, 2021 and year ended March 31, 2020.

(₹ in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Borrowings {Refer note 14(i), 14(ii), 18(ii)}	32,516.74	14,251.51
Less: Cash and cash equivalent ( Refer note 7)	141.06	3.75
<b>Net Debt (A)</b>	<b>32,375.68</b>	<b>14,247.76</b>
<b>Total Equity ( refer note 12 &amp; 13)</b>	<b>114,531.76</b>	<b>117,615.18</b>
<b>Total Equity plus Net Debt (B)</b>	<b>146,907.44</b>	<b>131,862.94</b>
<b>Gearing ratio (A/B)</b>	<b>0.22</b>	<b>0.11</b>

## Notes to the Financial Statements for the year ended March 31, 2021

## 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, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets Non Current</b>								
Investments (excluding investment measured at cost -refer note -4)	21,968.86	-	520.38	<b>22,489.24</b>	510.54	-	21,968.86	<b>22,479.40</b>
Loans (Refer note 5(i))	5,428.95	-	-	<b>5,428.95</b>	-	-	5,428.95	<b>5,428.95</b>
<b>Financial Assets Current</b>								
Trade receivables (Refer note 6)	-	-	786.87	<b>786.87</b>	-	-	786.87	<b>786.87</b>
Cash and cash equivalents (Refer note 7)	-	-	141.06	<b>141.06</b>	141.06	-	-	<b>141.06</b>
Bank Balance other than Cash and Cash Equivalents (Refer note 8)	-	-	1,250.81	<b>1,250.81</b>	1,250.81	-	-	<b>1,250.81</b>
Loans (Refer note 5(ii))	-	-	13,052.12	<b>13,052.12</b>	-	-	13,052.12	<b>13,052.12</b>
Other Financial Assets (Refer note 9)	-	-	20,825.58	<b>20,825.58</b>	-	-	20,825.58	<b>20,825.58</b>
<b>Total Financial Assets</b>	<b>27,397.81</b>	<b>-</b>	<b>36,576.82</b>	<b>63,974.63</b>	<b>1,902.41</b>	<b>-</b>	<b>62,062.38</b>	<b>63,964.79</b>
<b>Financial liabilities Non Current</b>								
Borrowings (Refer note 14(i))	-	-	19,651.00	<b>19,651.00</b>	-	-	19,651.00	<b>19,651.00</b>
Other financial liabilities (Refer note 18(i))	-	-	2,163.26	<b>2,163.26</b>	-	-	2,163.26	<b>2,163.26</b>
<b>Financial liabilities Current</b>								
Borrowings (Refer note 14(ii))	-	-	5,865.74	<b>5,865.74</b>	-	-	5,865.74	<b>5,865.74</b>
Trade payables (Refer note 17)	-	-	134.62	<b>134.62</b>	-	-	134.62	<b>134.62</b>
Other financial liabilities (Refer note 18(ii))	-	-	7,979.36	<b>7,979.36</b>	-	-	7,979.36	<b>7,979.36</b>
<b>Total Financial liabilities</b>	<b>-</b>	<b>-</b>	<b>35,793.98</b>	<b>35,793.98</b>	<b>-</b>	<b>-</b>	<b>35,793.98</b>	<b>35,793.98</b>

(₹ in lakhs)

March 31, 2020	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets Non Current</b>								
Investments (excluding investment measured at cost-Refer note-4)	28,423.60	-	-	<b>28,423.60</b>	-	-	28,423.60	<b>28,423.60</b>
Loans (Refer note 5(i))	4,848.50	-	-	<b>4,848.50</b>	-	-	4,848.50	<b>4,848.50</b>
<b>Financial Assets Current</b>								
Trade receivables (Refer note 6)	-	-	1,092.70	<b>1,092.70</b>	-	-	1,092.70	<b>1,092.70</b>
Cash and cash equivalents (Refer note 7)	-	-	3.75	<b>3.75</b>	3.75	-	-	<b>3.75</b>
Bank Balance Other than Cash and Cash Equivalents (Refer note 8)	-	-	0.79	<b>0.79</b>	0.79	-	-	<b>0.79</b>
Loans (Refer note 5(ii))	-	-	13,213.16	<b>13,213.16</b>	-	-	13,213.16	<b>13,213.16</b>
Other Financial Assets (Refer note 9)	-	-	11,310.61	<b>11,310.61</b>	-	-	11,310.61	<b>11,310.61</b>
<b>Total Financial Assets</b>	<b>33,272.10</b>	<b>-</b>	<b>25,621.01</b>	<b>58,893.11</b>	<b>4.54</b>	<b>-</b>	<b>58,888.57</b>	<b>58,893.11</b>
<b>Financial liabilities Non Current</b>								
Borrowings (Refer note 14(i))	-	-	760.00	<b>760.00</b>	-	-	760.00	<b>760.00</b>
<b>Financial liabilities Current</b>								
Borrowings (Refer note 14(ii))	-	-	6,491.51	<b>6,491.51</b>	-	-	6,491.51	<b>6,491.51</b>
Trade payables (Refer note 17)	-	-	202.50	<b>202.50</b>	-	-	202.50	<b>202.50</b>
Other financial liabilities (Refer note 18)	-	-	19,388.85	<b>19,388.85</b>	-	-	19,388.85	<b>19,388.85</b>
<b>Total Financial liabilities</b>	<b>-</b>	<b>-</b>	<b>26,842.86</b>	<b>26,842.86</b>	<b>-</b>	<b>-</b>	<b>26,842.86</b>	<b>26,842.86</b>

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2021 and March 31, 2020.

**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) The fair value of trade receivables, trade payables, current loans, current borrowing and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short term nature.
- 2) The fair value of Non-current investments (excluding investment measured at cost/amortized cost) and non-current loans are done by adopting Discounted Free Cash flow method (DCF) approach by a registered valuer. These valuation is based on the assumptions and estimates considered appropriate by the management.
- 3) Non current Borrowings and other non current financial liabilities have been contracted at fixed rate of interest and accounted for accordingly. Fair value of these approximates their carrying value.

## Notes to the Financial Statements for the year ended March 31, 2021

### D. Reconciliation of Financial Assets in Level 3 is as below

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Balance at the beginning of the year	58,888.57	47,348.19
Movement during the year	6,110.43	11,158.04
Fair Value changes	(2,936.62)	382.34
Balance at the end of the Year	62,062.38	58,888.57

### 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 equity and 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 periodical review of 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, 2021	As at March 31, 2020
Investment in Equity (Refer note 4)	62,980.04	62,979.78
Investment in Bond (Refer note 4)	520.38	-
Investment in Debt Securities (Refer note 4)	21,968.86	28,423.60
Investment in Warrant (Refer note 4)	23,023.30	23,023.30
Trade and other receivables (Refer note 6)	786.87	1,092.70
Cash and cash equivalents and other bank balance (Refer note 7 & 8)	1,391.87	4.54
Loans & Other Financials Asset (Refer note 5(i), 5(ii) & 9)	39,306.65	29,372.27
<b>Total</b>	<b>149,977.97</b>	<b>144,896.19</b>

### Impairment losses

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade and other receivables (measured under life time excepted credit loss model)		
Opening balance	-	-
Provided during the year	-	-
Reversal of provision	-	-
Unwinding of discount	-	-
<b>Closing balance</b>	<b>-</b>	<b>-</b>

### Trade Receivables Ageing analysis

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Not due	-	-
Up to 3 months	545.87	119.46
3-6 months	-	7.20
More than 6 months	241.00	966.04
<b>Total</b>	<b>786.87</b>	<b>1,092.70</b>

No significant changes in estimation techniques or assumptions were made during the reporting period.

## Notes to the Financial Statements for the year ended March 31, 2021

## 29 iii) Financial Instrument related disclosures (Contd...)

**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:

Particulars	(₹ in Lakhs)	
	March 31, 2021	March 31, 2020
Term Loan facilities	349.00	19,240.00

**Maturities of financial liabilities**

The contractual undiscounted cash flows of financial liabilities are as follows:

As at 31 March 2021	(₹ in Lakhs)			
	Less than 1 year	1-5 years	Over 5 Years	Total
Borrowings {Refer note 14(i), 14(ii)}	5,865.74	19,651.00	-	25,516.74
Trade payables (Refer note 17)	134.62	-	-	134.62
Other financial liabilities {Refer note 18(i) & (ii)}	7,979.36	2,163.26	-	10,142.62
	<b>13,979.72</b>	<b>21,814.26</b>	-	<b>35,793.98</b>

As at 31 March 2020	(₹ in Lakhs)			
	Less than 1 year	1-5 years	Over 5 Years	Total
Borrowings {Refer note 14(i) & 14(ii)}	13,491.51	760.00	-	14,251.51
Trade payables (Refer note 17)	202.50	-	-	202.50
Other financial liabilities {Refer note 18(ii)}	19,388.85	-	-	19,388.85
	<b>33,082.86</b>	<b>760.00</b>	-	<b>33,842.86</b>

**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)	
	March 31, 2021	March 31, 2020
Variable rate borrowings	-	-

**b) Sensitivity analysis**

Profit or loss estimate to higher/lower interest rate expense from variable rate borrowings as a result of changes in interest rates.

	(₹ in Lakhs)	
	Impact on profit	
	March 31, 2021	March 31, 2020
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, 2021

- 30** The Company has executed a Securities Purchase Agreement (SPA) dated January 20, 2021 and related transaction documents, with a Purchaser acting through its investment manager, for sale of the entirety of the Company's shareholding in Shree Jagannath Expressways Private Limited ('SJEPL'). SJEPL is an 'Associate' of the Company. The proposed sale of shares of SJEPL is subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the SPA. The valuation date for sale as per the SPA is September 30, 2020. The Equity value of the proposed transaction is subject to adjustments of debt and other capital and operational costs at closing date and hence, net consideration receivable is not ascertainable at this stage.
- 31** The Company has executed a Securities Purchase Agreement (SPA) dated April 1, 2021 and related transaction documents, with a Purchaser for sale of the entirety of the Company's shareholding in Ghaziabad Aligarh Expressways Private Limited ('GAEPL'). GAEPL is an 'Associate' of the Company. The proposed sale of shares of GAEPL is subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the SPA. The valuation date for sale as per the SPA is December 31, 2020. The Equity value of the proposed transaction is subject to adjustments of debt and other capital and operational costs at closing date and hence, net consideration receivable is not ascertainable at this stage.
- 32** The Company has taken into account the possible impact of COVID - 19 pandemic in preparation of these Financial statements including but not limited to Assessment of liquidity and Going concern assumption, recoverable values of its financial and non financial Assets and impact on revenues. The Company has considered internal and external sources of information upto the date of approval of these Financial statements in making estimates of possible impact. As on the reporting date management believes there is no material impact on Financial Statements of the Company . Management will continue to monitor any material changes in future economic conditions and the impact thereof on the Company, if any.
- 33** The financial statements has been approved and adopted by Board of Directors of the Company in their meeting dated 29 June, 2021 for issue to the shareholders for their adoption.

As per our report of even date

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

*Chartered Accountants*

Firm Registration No. 000756N

**Rana Sen**

*Partner*

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

*Chairman*

DIN : 05308908

**Naresh Mathur**

*Company Secretary*

**Bajrang K Choudhary**

*Managing Director*

DIN : 00441872

**Arindam Bhowmick**

*Chief Financial Officer*

## 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 loss of its associate companies, which comprise the consolidated Balance Sheet as at March 31, 2021, and the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated 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, 2021, 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(b)(l) 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, 2021 has been understated by Rs. 892.50 lakhs and the current liabilities as at March 31, 2021 has been understated by Rs. 1,564.93 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.

#### 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 statements.	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.

#### 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 skepticism 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.

### **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. 2,14,413.02 lakhs as at March 31, 2021, total revenues of Rs. 23,266.50 lakhs, total net loss after tax of Rs. 8,716.51 lakhs and total comprehensive loss of Rs. 8,700.33 lakhs for the year ended March 31, 2021, as considered in the Consolidated Financial Statements. The Consolidated financial statements also include the Group's share of net loss after tax of Rs. 75.75 lakhs and the Group's share of total comprehensive loss of Rs. 60.54 lakhs for the year ended March 31, 2021 as considered in the Consolidated Financial Statements in respect of four Associate Companies. The Financial Statements of these subsidiary companies and these 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.

The consolidated financial statements also include the Group's share of net loss after tax of Rs. 0.26 lakhs and the Group's share of total comprehensive loss of Rs. 0.26 lakhs for the year ended March 31, 2021 as considered in the consolidated financial statements in respect of one associate which has not been audited and have been approved and furnished to us by the Management. In our opinion and according to the information and explanations given to us by the Management, this financial statements / financial information is not material to the Group.

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 and the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. 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 of the aforesaid consolidated financial statements;
  - b. *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;
  - c. 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;
  - d. 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;
  - e. On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and its Associates incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- 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) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its Associate companies. Refer note 19(b)(i) and note 33.5 to the consolidated financial Statements.
  - ii) 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;
  - iii) 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

**Rana Sen**

*Partner*

Membership No.066759

Place: Kolkata  
Date: June 29, 2021  
UDIN:21066759AAAADL6453

## Annexure A to the Independent Auditor's Report to the members of Bharat Road Network Limited (Company)

### 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, 2021, 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 (except one associate company which has not been audited and have been approved and furnished to us by the Management), 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, 2021, 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 –

- (a) 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.

- (b) does not consider one associate company which has not been audited and have been approved and furnished to us by the Management. In our opinion and according to the information and explanations given to us by the Management, this associate company is not material to the Group.

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

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

**Rana Sen**  
*Partner*  
Membership No.066759

Place: Kolkata  
Date: June 29, 2021  
UDIN:21066759AAAADL6453

## 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, 2021**  
[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	24,495.09	24,495.79
	2	Total Expenditure	36,932.91	37,825.41
	3	Profit/(Loss) before tax	(12,513.13)	(13,405.64)
	4	Earnings per Share (Rs.)	(14.15)	(14.95)
	5	Total Assets	314,281.93	314,683.84
	6	Total Liabilities	314,281.93	314,683.84
	7	Net worth	88,634.48	87,471.46
	8	Any other financials item(s) (as felt appropriate by the Management)		

### II Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification: 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 quarter ended March 31, 2021 has been understated by Rs. 220.07 lakhs and loss before tax of the group for the year ended March 31, 2021 has been understated by Rs. 892.50 lakhs and the current liabilities as at March 31, 2021 has been understated by Rs. 1,564.93 lakhs.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification: For the year ended 31st March 21 & 31st March 20

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views :

The Company had received an amount of Rs. 7,000 lakhs from IL&FS Group - IL&FS Financial Services Ltd. (IL & FS) in the financial year 2016-17. The Company also has a receivable of Rs. 11,419 lakhs from IL&FS Group - IL&FS Transportation Networks Limited (ITNL), hence the Company has initiated appropriate measures for set off of this payable and recovery of the balance amount.

As per NCLAT order, these companies have been classified under IL&FS Group.

The Company, as such, has put on hold the interest and Principal payment since September 30, 2018. 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 not admitted.

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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman, Audit Committee

DIN : 05308908

**Arindam Bhowmick**

Chief Financial Officer

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

## Consolidated Balance Sheet as at March 31, 2021

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
<b>I. ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	4	160.32	117.86
(b) Investment Property	5	4.85	4.85
(c) Goodwill on Consolidation		5,405.27	4,412.07
(d) Other Intangible Assets	6	160,496.77	164,411.50
(e) Intangible Assets Under Development	7	13,222.19	10,008.43
(f) Financial Assets			
(i) Investments	8	34,811.37	41,899.99
(ii) Loans	9(i)	5,434.28	4,851.66
(iii) Other financial assets	10(i)	20,688.49	25,675.39
(g) Other Non-Current Assets	11(i)	9,111.93	9,771.15
(h) Deferred Tax Assets (Net)	22	57.77	-
<b>Total Non-Current Assets</b>		<b>249,393.24</b>	<b>261,152.90</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Investments	12	7,814.86	6,664.00
(ii) Trade receivables	13	13,519.95	11,808.85
(iii) Cash and Cash Equivalents	14	4,440.14	2,408.15
(iv) Bank Balances Other than Cash and Cash Equivalents	15	1,250.81	0.79
(v) Loans	9(ii)	14,640.82	35,040.23
(vi) Other Financial Assets	10(ii)	21,113.80	13,164.86
(b) Current Tax Assets (net)	16	476.85	304.23
(c) Other Current Assets	11(ii)	1,631.46	1,815.14
<b>Total Current Assets</b>		<b>64,888.69</b>	<b>71,206.25</b>
<b>Total Assets</b>		<b>314,281.93</b>	<b>332,359.15</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	17	8,395.00	8,395.00
(b) Other Equity	18	80,239.48	91,731.85
<b>Attributable to Owners of the Parent</b>		<b>88,634.48</b>	<b>100,126.85</b>
Non-Controlling Interests		10,508.95	10,961.70
<b>Total Equity</b>		<b>99,143.43</b>	<b>111,088.55</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	141,279.65	147,007.48
(ii) Other Financial Liabilities	20(i)	14,462.77	10,820.95
(b) Provisions	21(i)	6,173.05	1,582.45
(c) Deferred Tax Liabilities (net)	22	-	538.60
<b>Total Non-Current Liabilities</b>		<b>161,915.47</b>	<b>159,949.48</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables			
- Total outstanding dues of micro enterprise and small enterprise	23	-	1.80
- Total outstanding dues of creditors other than micro enterprise and small enterprise		134.62	200.70
(ii) Other Financial Liabilities	20(ii)	52,825.30	60,722.73
(b) Other Current Liabilities	24	254.78	389.32
(c) Provisions	21(ii)	8.33	6.57
<b>Total Current Liabilities</b>		<b>53,223.03</b>	<b>61,321.12</b>
<b>Total Equity and Liabilities</b>		<b>314,281.93</b>	<b>332,359.15</b>

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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer

## Consolidated Statement of Profit and Loss for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
I Revenue from operations	25	20,951.99	29,922.38
II Other income	26	3,543.80	2,926.91
<b>III Total income (I+II)</b>		<b>24,495.79</b>	<b>32,849.29</b>
<b>IV Expenses:</b>			
EPC Cost		2,002.91	6,854.04
Employee benefits expense	27	1,352.19	1,392.97
Finance costs	28	16,715.07	19,343.94
Depreciation and amortisation expense	29	3,948.15	3,635.05
Other expenses	30	12,914.59	3,303.72
<b>Total expenses (IV)</b>		<b>36,932.91</b>	<b>34,529.72</b>
<b>V Profit/(Loss) from operation before Share of Profit / (Loss) of Associates and tax (III-IV)</b>		<b>(12,437.12)</b>	<b>(1,680.43)</b>
VI Share of Profit / (Loss) of Associates		(76.01)	497.92
<b>VII Profit/(Loss) before tax (V+VI)</b>		<b>(12,513.14)</b>	<b>(1,182.51)</b>
<b>VIII Tax expense</b>	31		
- Current tax		(33.11)	67.04
- Deferred Tax		(598.30)	43.68
<b>Total tax expense</b>		<b>(631.41)</b>	<b>110.72</b>
<b>IX Profit / (loss) for the year (VII-VIII)</b>		<b>(11,881.72)</b>	<b>(1,293.23)</b>
<b>X Other Comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss	32		
- Remeasurement of defined benefit plans		23.83	7.76
- Share of other comprehensive income in associate		15.21	(3.40)
(ii) Income tax relating to items that will not be reclassified to profit or loss	31	(1.93)	(6.55)
<b>Total Other Comprehensive Income (X)</b>		<b>37.11</b>	<b>(2.19)</b>
<b>XI Total Comprehensive Income/(loss) for the year (IX+X)</b>		<b>(11,844.61)</b>	<b>(1,295.42)</b>
<b>XII Profit/(Loss) for the year</b>			
Attributable to:			
Owners of the parent		(11,424.15)	(1,597.31)
Non-controlling interests		(457.57)	304.08
<b>XIII Other comprehensive income/(Loss) for the year</b>			
Attributable to:			
Owners of the parent		32.29	5.50
Non-controlling interests		4.82	(7.69)
<b>XIV Total comprehensive income/(Loss) for the year</b>			
Attributable to:			
Owners of the parent		(11,391.86)	(1,591.81)
Non-controlling interests		(452.75)	296.39
<b>XV Earnings per equity share (of ₹ 10/- each):</b>	33.2		
a) Basic (Rs.)		(14.15)	(1.54)
b) Diluted (Rs.)		(14.15)	(1.54)

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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer

## Consolidated Statement of Changes in Equity for the year ended March 31, 2021

### (a) Equity Share Capital

Particulars	(₹ in Lakhs)		
	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, 2020 *	8,395.00	–	8,395.00
For year ended March 31, 2021 *	8,395.00	–	8,395.00

\*For details refer note 17

### (b) Other Equity

Particulars	Reserves and Surplus			Attributable to owners of parent	Non controlling interest (incl OCI)	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings			
<b>Balance as of 1st April 2019</b>	2,310.90	106,021.04	(15,563.79)	92,768.15	10,665.28	103,433.43
<b>Changes in other equity for year ended 31st March 2020</b>						
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 the year	1,061.56	–	–	1,061.56	–	1,061.56
Dividends (₹ 0.50 per share)	–	–	(506.03)	(506.03)	–	(506.03)
<b>Balance as at 31st March 2020 **</b>	<b>3,372.46</b>	<b>106,021.04</b>	<b>(17,661.63)</b>	<b>91,731.85</b>	<b>10,961.70</b>	<b>102,693.55</b>
<b>Changes in other equity for year ended 31st March 2021</b>						
Profit/(Loss) for the year	–	–	(11,424.15)	(11,424.15)	(457.57)	(11,881.72)
Other comprehensive income for the year	–	–	32.29	32.29	4.82	37.11
Addition/(deduction) during the year	(100.54)	–	–	(100.54)	–	(100.54)
<b>Balance as at 31st March 2021 **</b>	<b>3,271.92</b>	<b>106,021.04</b>	<b>(29,053.48)</b>	<b>80,239.48</b>	<b>10,508.95</b>	<b>90,748.43</b>

\*\*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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer



## Consolidated Cash Flow Statement for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>A. Cash Flow from Operating Activities</b>		
Net Profit Before Tax	(12,513.14)	(1,182.51)
Adjustments for:		
Depreciation and amortisation Expense	3,948.15	3,635.05
Finance Costs	16,715.07	19,343.94
Advance written off	1,555.07	250.00
Sundry Balance Written Off	3.43	1.19
Liability no longer required written back	(5.29)	(321.23)
Bad Debt	0.13	-
Interest Income	(623.82)	(1,620.50)
Interest on income tax refund	-	(3.49)
Net gain/(loss) on Fair Valuation of Investments	2,535.77	(890.97)
<b>Operating Profit before Working Capital Changes</b>	<b>11,615.38</b>	<b>19,211.48</b>
Increase/(Decrease) in Trade Payables, other liabilities and provisions	(3,352.34)	18,252.09
Decrease/(Increase) in trade receivables, loans, advances and other assets	(2,997.51)	(13,500.55)
<b>Cash generated from/(used in) Operating activities</b>	<b>5,265.53</b>	<b>23,963.02</b>
Direct Taxes paid (net of refunds)	(138.80)	(187.12)
<b>Net Cash flow from/(used in) Operating Activities</b>	<b>5,126.73</b>	<b>23,775.90</b>
<b>B. Cash Flow from Investing Activities</b>		
Payments for Property, plant and equipment (including Intangible Assets, Intangible assets under development and Capital advances) Net	1,463.74	(15,602.31)
Investment in Bank Deposits (Original maturity more than 3 months)	(1,250.00)	-
Loan taken/(given)	16,879.13	(13,657.99)
(Increase)/ Decrease in Investments	6,993.18	13,346.02
Investment in Associate	(0.26)	-
Advance against Investment in Subsidiary	(7,641.00)	-
Interest received	315.87	210.72
<b>Net Cash flow from/(used in) Investing activities</b>	<b>16,760.66</b>	<b>(15,703.56)</b>
<b>C. Cash Flow from Financing Activities</b>		
Increase/(Decrease) in Goodwill on consolidation	(993.20)	(924.41)
Proceeds/(Repayment) from long term borrowings	(1,639.47)	23,321.55
Proceeds from/(Repayment of) short term borrowings (net)	-	(5,000.00)
Interest paid	(17,222.74)	(25,473.77)
Dividend including dividend tax paid	-	(506.03)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>(19,855.41)</b>	<b>(8,582.66)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>2,031.98</b>	<b>(510.32)</b>
Opening Cash and Cash Equivalents (Refer Note No.14)	2,408.15	2,918.47
<b>Closing Cash and Cash Equivalents (Refer Note No.14)</b>	<b>4,440.14</b>	<b>2,408.15</b>

## Notes :

## a) Changes in Liabilities arising from Financing Activities

(₹ in Lakhs)

Particulars	As at April 1, 2020	Cash Flow (incl. impact of effective interest rate)	As at March 31, 2021
Non Current Borrowings (including current maturities refer note 19 & 20 (ii))	155,556.58	(1,639.47)	153,917.11

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".

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

**Rana Sen**

Partner

Membership No. 066759

Place : Kolkata

Date : June 29, 2021

For and On behalf of the Board of Directors

**Brahm Dutt**

Chairman

DIN : 05308908

**Naresh Mathur**

Company Secretary

**Bajrang K Choudhary**

Managing Director

DIN : 00441872

**Arindam Bhowmick**

Chief Financial Officer

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 1. Company Overview

#### Corporate Information

Bharat Road Network Limited (the Company) 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, 2021

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 Group 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 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, 2021

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 Group 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 Group 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

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, 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 Group 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 Group 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 Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group 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

Investment in the equity shares of 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 the Group 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, 2021

### (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 Group may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable if the Group 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 Group 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 Group 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 Group 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 Group 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 to profit or loss as a reclassification adjustment unless the asset represents an equity investment in which case, the cumulative gain or loss previously recognised in other Comprehensive Income are reclassified within Equity.

Financial liabilities are derecognized if the Group'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.

#### 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.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 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 Group 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 Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group 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.

### 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 Group'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 Group recognises revenue when it satisfies a performance obligation by transferring a promised service to a customer and it is probable that the Group 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 statement of profit and loss 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.

**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.



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

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 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. It is considered 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.

## 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, 2021

## 4 PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2021

(₹ in Lakhs)

Particulars	Land	Computers	Office Equipments	Furniture and Fixtures	Electrical Installations	Plant & Machinery	TMS	Total
<b>Cost</b>								
As at April 1, 2020	13.32	17.70	41.45	24.64	1.14	71.69	38.05	207.99
Additions during the year	-	1.53	6.93	28.27	5.50	28.13	-	70.36
<b>Balance at March 31, 2021</b>	<b>13.32</b>	<b>19.23</b>	<b>48.38</b>	<b>52.91</b>	<b>6.64</b>	<b>99.82</b>	<b>38.05</b>	<b>278.32</b>
<b>Accumulated depreciation</b>								
As at April 1, 2020	-	12.64	22.63	9.06	0.42	18.13	27.24	90.12
Depreciation expense for the year	-	3.28	6.28	3.17	0.26	7.67	7.24	27.88
<b>Balance at March 31, 2021</b>	<b>-</b>	<b>15.92</b>	<b>28.91</b>	<b>12.23</b>	<b>0.68</b>	<b>25.80</b>	<b>34.48</b>	<b>118.00</b>
<b>Net carrying value as at March 31, 2021</b>	<b>13.32</b>	<b>3.31</b>	<b>19.47</b>	<b>40.68</b>	<b>5.96</b>	<b>74.02</b>	<b>3.57</b>	<b>160.32</b>

As at March 31, 2020

(₹ in Lakhs)

Particulars	Land	Computers	Office Equipments	Furniture and Fixtures	Electrical Installations	Plant & Machinery	TMS	Total
<b>Cost</b>								
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
<b>Balance at March 31, 2020</b>	<b>13.32</b>	<b>17.70</b>	<b>41.45</b>	<b>24.64</b>	<b>1.14</b>	<b>71.69</b>	<b>38.05</b>	<b>207.99</b>
<b>Accumulated depreciation</b>								
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
<b>Balance at March 31, 2020</b>	<b>-</b>	<b>12.64</b>	<b>22.63</b>	<b>9.06</b>	<b>0.42</b>	<b>18.13</b>	<b>27.24</b>	<b>90.13</b>
<b>Net carrying value as at March 31, 2020</b>	<b>13.32</b>	<b>5.06</b>	<b>18.82</b>	<b>15.58</b>	<b>0.72</b>	<b>53.56</b>	<b>10.81</b>	<b>117.86</b>

## 5 INVESTMENT PROPERTY

As at March 31, 2021

(₹ in Lakhs)

Particulars	Land	Total
<b>Cost</b>		
As at April 1, 2020	4.85	4.85
Additions	-	-
<b>Balance at March 31, 2021</b>	<b>4.85</b>	<b>4.85</b>
<b>Accumulated depreciation</b>		
As at April 1, 2020	-	-
Depreciation expense for the year	-	-
<b>Balance at March 31, 2021</b>	<b>-</b>	<b>-</b>
<b>Net carrying value as at March 31, 2021</b>	<b>4.85</b>	<b>4.85</b>

As at March 31, 2020

(₹ in Lakhs)

Particulars	Land	Total
<b>Cost</b>		
As at April 1, 2019	4.85	4.85
Additions	-	-
<b>Balance at March 31, 2020</b>	<b>4.85</b>	<b>4.85</b>
<b>Accumulated depreciation</b>		
As at April 1, 2019	-	-
Depreciation expense for the year	-	-
<b>Balance at March 31, 2020</b>	<b>-</b>	<b>-</b>
<b>Net carrying value as at March 31, 2020</b>	<b>4.85</b>	<b>4.85</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 6 OTHER INTANGIBLE ASSETS

As at March 31, 2021

(₹ in Lakhs)

Particulars	Computer Software	Rights under service concession arrangements	Total
<b>Cost</b>			
As at 1st April 2020	4.05	179,828.16	<b>179,832.21</b>
Addition during the year	5.55	–	<b>5.55</b>
<b>Balance at March 31, 2021</b>	<b>9.60</b>	<b>179,828.16</b>	<b>179,837.76</b>
<b>Accumulated amortisation</b>			
As at 1st April 2020	2.96	15,417.76	<b>15,420.72</b>
Depreciation expense for the year	0.85	3,919.42	<b>3,920.27</b>
<b>Balance at March 31, 2021</b>	<b>3.81</b>	<b>19,337.18</b>	<b>19,340.99</b>
<b>Net carrying value as at March 31, 2021</b>	<b>5.80</b>	<b>160,490.98</b>	<b>160,496.77</b>

As at March 31, 2020

(₹ in Lakhs)

Particulars	Computer Software	Rights under service concession arrangements	Total
<b>Cost</b>			
As at 1st April 2019	4.05	95,110.47	<b>95,114.52</b>
Addition during the year (Refer Note 7)	–	84,717.69	<b>84,717.69</b>
<b>Balance at March 31, 2020</b>	<b>4.05</b>	<b>179,828.16</b>	<b>179,832.21</b>
<b>Accumulated amortisation</b>			
As at 1st April 2019	2.18	11,810.62	<b>11,812.80</b>
Depreciation expense for the year	0.78	3,607.14	<b>3,607.92</b>
<b>Balance at March 31, 2020</b>	<b>2.96</b>	<b>15,417.76</b>	<b>15,420.71</b>
<b>Net carrying value as at March 31, 2020</b>	<b>1.10</b>	<b>164,410.40</b>	<b>164,411.50</b>

### 7 INTANGIBLE ASSETS UNDER DEVELOPMENT

As at March 31, 2021

(₹ in Lakhs)

Particulars	Capital Work in progress	Total
<b>Cost</b>		
As at 1st April 2020*	10,008.43	<b>10,008.43</b>
Additions to Intangible Assets under development	3,213.76	<b>3,213.76</b>
Transfer to Other Intangible Assets	–	–
<b>Balance at March 31, 2021 *</b>	<b>13,222.19</b>	<b>13,222.19</b>
<b>Accumulated depreciation</b>		
As at 1st April 2020*	–	–
Depreciation expense for the year	–	–
<b>Net carrying value as at March 31, 2021</b>	<b>13,222.19</b>	<b>13,222.19</b>

As at March 31, 2020

(₹ in Lakhs)

Particulars	Capital Work in progress	Total
<b>Cost</b>		
As at 1st April 2019	79,699.78	<b>79,699.78</b>
Additions to Intangible Assets under development	15,026.34	<b>15,026.34</b>
Transfer to Other Intangible Assets (Refer Note 6)	(84,717.69)	<b>(84,717.69)</b>
<b>Balance at March 31, 2020</b>	<b>10,008.43</b>	<b>10,008.43</b>
<b>Accumulated depreciation</b>		
As at 1st April 2019	–	–
Depreciation expense for the year	–	–
<b>Balance at March 31, 2020</b>	<b>–</b>	<b>–</b>
<b>Net carrying value as at March 31, 2020</b>	<b>10,008.43</b>	<b>10,008.43</b>

\*The above Intangible Assets under Development of ₹ 13,222.19 lakhs (Previous year ₹ 10,008.43 lakhs) is mainly in respect of one subsidiary which has commenced the business operations during the previous financial year and only the expenses relating to ongoing construction work have been kept as Intangible Assets under Development and balance have been capitalised as "Intangible Assets".

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 8. NON-CURRENT INVESTMENTS

Particulars	Face Value (₹)	As at March 31, 2021			As at March 31, 2020		
		Nos.	(₹ in Lakhs)	(₹ in Lakhs)	Nos.	(₹ in Lakhs)	(₹ in Lakhs)
<b>I) Investments in Unquoted Equity Shares Fully paid A,C</b>							
<b>a) In Associates (carrying cost determined using the equity method of accounting)</b>							
Kurukshetra Expressway Pvt. Ltd. F							
Cost of acquisition (including goodwill of ₹1,877.89 lakhs) (March 31, 2020 ₹ 1,877.89 lakhs)	10	51,086,910	11,445.93		51,086,910	11,445.93	
Add/(less) : Group Share of profit / (losses)			(11,445.93)			(11,445.93)	
Ghaziabad Aligarh Expressway Pvt. Ltd.							
Cost of acquisition (including goodwill of ₹ 43.45 lakhs (March 31, 2020 ₹ 43.45 lakhs)	10	75,660,000	15,424.58		75,660,000	15,424.58	
Add/(less) : Group Share of profit / (losses)			(3,349.98)	12,074.61		(3,841.43)	11,583.15
Shree Jagannath Expressways Pvt. Ltd.							
Cost of acquisition (including goodwill / (capital reserve) of ₹ (619.50) lakhs (March 31, 2020 ₹ (619.50) lakhs)	10	59,148,000	11,216.70		59,148,000	11,216.70	
Add/(less) : Group Share of profit / (losses)			(769.60)	10,447.10		(657.22)	10,559.47
Mahakaleshwar Tollways Pvt. Ltd.							
Cost of acquisition (including goodwill of ₹ 2,875.85 lakhs (March 31, 2020 ₹ 2,875.85 lakhs)	10	49,995,000	1,499.85		49,995,000	1,499.85	
Add/(less) : Group Share of profit / (losses)			(1,499.85)			(1,060.24)	439.61
Palma Gumla Highway Pvt. Ltd. E							
Cost of acquisition	10	2,600	0.26				
Add/(less) : Group Share of profit / (losses)			(0.26)				
				<b>22,521.71</b>			<b>22,582.24</b>
<b>II) Investment in Unquoted Unsecured Optionally Convertible Debentures Fully paid A,B,C</b>							
<b>a) In Associates (at fair value through profit or loss)</b>							
Kurukshetra Expressway Pvt. Ltd.	10	93,143,600		11,769.28	93,143,600		13,707.86
Mahakaleshwar Tollways Pvt. Ltd. D	10				29,376,600		5,609.89
				<b>11,769.28</b>			<b>19,317.75</b>
<b>III) In Quoted Unsecured Perpetual Bonds Fully paid (At amortized cost)</b>							
7.73% SBI Perpetual Bond. G	1,000,000	50.00		520.38			
				<b>520.38</b>			
<b>Total (I+II+III)</b>				<b>34,811.37</b>			<b>41,899.99</b>
<b>Aggregate amount of quoted Investments (III)</b>				<b>520.38</b>			
<b>Aggregate market value of quoted Investments</b>				<b>510.54</b>			
<b>Aggregate amount of Unquoted Investments (I+II)</b>				<b>34,290.99</b>			<b>41,899.99</b>
<b>Aggregate amount of impairment in the value of investments</b>							

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 ₹ 53,294.93 lakhs (As at 31st March 2020: ₹ 58,904.82 lakhs), in favour of lenders for term loan facilities availed by respective SPVs:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Shares (Nos.)	Unsecured Optionally Convertible Debentures (Nos.)	Shares (Nos.)	Unsecured Optionally Convertible Debentures (Nos.)
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	
Shree Jagannath Expressways Pvt. Ltd	59,148,000		59,148,000	
Mahakaleshwar Tollways Pvt. Ltd.	49,995,000		49,995,000	29,376,600

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

- D During the FY 2020-21, Company has converted Unquoted Unsecured Optionally Convertible Debentures carried at fair value through Profit & Loss Account into loan. Same is pending for approval of lender. The resultant loss of ₹ 2,833.32 lakhs has been recognised as loss on fair value of Investments.
- E The Company has subscribed 2,600 shares of Palma Gumla Highway Pvt Ltd at ₹ 10/- per share during FY 2020-21
- F 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, 2021
- G The Company has acquired 50 units of 7.73% SBI Perpetual Bonds of Face value ₹ 10,00,000/- each at ₹ 10.20 lakhs per unit (including accrued Interest of ₹ 10.38 Lakhs) during FY 2020-21.
- H During the FY 2018-19, Company has given Corporate Guarantee of ₹ 107,500.00 lakhs to the lenders of Subsidiaries and Associates for the Financial Assistance availed by them which is continuing till date.

### 9. FINANCIAL ASSETS - LOANS

#### (i) Non-current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good</b>		
Security deposits	5.33	3.16
Loan to related Party (Refer Note 33.8 and 33.10)*	5,428.95	4,848.50
<b>Total</b>	<b>5,434.28</b>	<b>4,851.66</b>

#### \* Terms of Loan are as follows:

This Loan entitle the Company to subscribe to equity share of ₹10/- (Face Value of ₹ 10 per share) in Ghaziabad Aligarh Expressway Pvt Ltd. (the borrower) 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 Company opts not to subscribe to equity shares in the borrower, 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 (considered as re-characterization event), the Loan shall be deemed to have been converted into Debentures.

- 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

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good (Carried at amortized cost)</b>		
Loan to related parties (Refer Note No. 33.8 and 33.10)	12,737.39	9,772.56
Security deposits	-	0.50
Other advances	1,903.43	25,267.17
<b>Total</b>	<b>14,640.82</b>	<b>35,040.23</b>

### 10. OTHER FINANCIAL ASSETS

#### (i) Non-Current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good</b>		
Claims (Receivable from NHAI) * (Refer Note No 33.7)	20,688.49	25,675.39
<b>Total</b>	<b>20,688.49</b>	<b>25,675.39</b>

\* A Performance Bank Guarantee amounting to ₹ 1,465 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)

\*During the year the Group has received ₹ 1,465 lakhs against Performance Bank Guarantee encashed by NHAI earlier included in the above Claim receivable and also a part of above claim amounting to ₹ 3,521.91 lakhs (net of interest amount ₹ 79.40 lakhs shown as other income) vide interim relief order dated 9th November 20 of the Hon'ble Delhi High Court.

#### (ii) Current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good</b>		
Advance to Suppliers and Others	784.36	-
Interest accrued on fixed deposit & Bonds	65.35	-
Security deposit	2.70	2.70
Other receivables (Refer note 19(b)(i))	12,397.05	11,250.00
Advance against Purchase of Investment*	7,641.00	-
Interest on ICD - Others	-	1,763.99
Interest receivable From KMCCCL (VUP Advance)	223.35	148.17
<b>Total</b>	<b>21,113.80</b>	<b>13,164.86</b>

\* During the FY 2020-21, the company has given advance to shareholders of Guruvayoor Infrastructure Pvt Ltd for purchase of 4,39,41,294 equity shares of Guruvayoor Infrastructure Pvt Ltd. The same is subject to Regulatory approvals.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 11. (i) Other Non-Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Capital advances	9,050.09	9,710.90
Others		
Security deposits	15.22	15.22
WCT receivables	40.50	39.80
GST receivable	6.12	5.23
<b>Total</b>	<b>9,111.93</b>	<b>9,771.15</b>

## (ii) Other Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Capital advances	270.86	284.96
Receivable from NHAI	296.02	293.17
Advance for COS	48.92	422.80
Other Advances	573.36	490.38
Balance with Statutory Authorities	126.05	125.31
Prepaid expenses	165.14	91.30
Unamortised borrowing costs	151.11	107.22
<b>Total</b>	<b>1,631.46</b>	<b>1,815.14</b>

## 12. INVESTMENTS- CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Carried at fair value through profit or loss</b>		
<b>Quoted</b>		
<b>Investment in Mutual funds</b>		
IDFC Low Duration Fund- Growth (Direct Plan) (FV -10) - {No of units :25,490,599.86 , PY 23,063,146.72}	7,814.86	6,664.00
<b>Total</b>	<b>7,814.86</b>	<b>6,664.00</b>
Aggregate amount of quoted investments and market value thereof;	7,814.86	6,664.00
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in value of investments	-	-

## 13. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good	13,519.95	11,808.85
<b>Total</b>	<b>13,519.95</b>	<b>11,808.85</b>

## 14. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Banks		
In current accounts	4,086.65	2,376.88
Cash on hand	35.49	31.27
Fixed Deposit with Banks (having maturity less than 3 months)	318	-
<b>Total</b>	<b>4,440.14</b>	<b>2,408.15</b>

## 15. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unclaimed Dividend Account-Earmarked balances with Banks	0.81	0.79
In Deposit Accounts*	1,250.00	-
<b>Total</b>	<b>1,250.81</b>	<b>0.79</b>

\* Represents deposits with Original Maturity of more than 3 Months having remaining maturity of less than 12 months from the Balance Sheet Date.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 16. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Tax deducted at source and advance tax		956.28		1,706.12
Less: Provision for taxation		479.43		1,401.89
<b>Total</b>		<b>476.85</b>		<b>304.23</b>

### 17. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
<b>(a) Authorised</b>				
Equity shares of par value Rs. 10/- each	100,000,000	10,000.00	100,000,000	10,000.00
		<b>10,000.00</b>		<b>10,000.00</b>
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value Rs. 10/- each fully paid up	83,950,000	8,395.00	83,950,000	8,395.00
		<b>8,395.00</b>		<b>8,395.00</b>

#### (c) Reconciliation of number and amount of equity shares outstanding:

Particulars	As at March 31, 2021		As at March 31, 2020	
	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 ₹ 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 INR 195/- per share on private placement basis.

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 Shareholders	As at March 31, 2021		As at March 31, 2020	
	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.	6,771,776	8.07%	6,558,776	7.81%

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 18. OTHER EQUITY

Particulars	As at March 31, 2021		As at March 31, 2020	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
<b>(a) Capital reserve</b>				
Balance as per last account	3,372.46		2,310.90	
Add: Addition/(deduction) during the year	(100.54)		1,061.56	
Closing balance		3,271.92		3,372.46
<b>(b) Securities premium reserve</b>				
Balance as per last account	106,021.04		106,021.04	
Closing Balance		106,021.04		106,021.04
<b>(c) Retained earnings</b>				
Balance as per last account	(17,661.63)		(15,563.79)	
Add: Net Profit/(loss) for the year	(11,424.15)		(1,597.31)	
Add: Other Comprehensive Income for the year	32.29		5.50	
Less: Dividend Payout	-		(419.75)	
Less: Corporate Dividend Tax	-		(86.28)	
Closing balance		(29,053.48)		(17,661.63)
<b>Total</b>		<b>80,239.48</b>		<b>91,731.85</b>

## 19. BORROWINGS

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
<b>Non-current</b>		
<b>Carried at amortized cost</b>		
<b>Secured</b>		
<b>a) Term Loan from Banks</b>	52,055.87	54,173.17
<b>b) Term Loan from Financial Institutions</b>	68,258.87	59,809.69
<b>c) Bonds/Debentures-Unquoted</b>		
i) 5000 (PY : 5000) Non- Convertible Debentures of Face Value of ₹ 56,240.36/- (PY - ₹ 78,340/-) each issued to India Infradebt Limited. Interest rate 11%	2,051.90	3,257.00
ii) 50000 (PY : 50000) Non- Convertible Debentures of Face Value of ₹ 5,636.53/- (PY - ₹ 8,123.2/-) each issued to India Infradebt Limited. Interest rate 11%	2,059.46	3,265.40
<b>Total Secured</b>	<b>124,426.09</b>	<b>120,505.26</b>
<b>Unsecured</b>		
<b>a) Loan from Financial Institution</b>	16,853.56	26,502.22
<b>Total Unsecured</b>	<b>16,853.56</b>	<b>26,502.22</b>
<b>Total</b>	<b>141,279.65</b>	<b>147,007.48</b>

## 19 (a) Terms of secured term loan from Bank

## I) Terms of Secured Term loan from Banks as on 31.03.2021 ₹ 21,192.18 lakhs (as on 31.03.2020 ₹ 21,124.41 lakhs) with respect to one of the subsidiary Guruvayoor Infrastructure Pvt. Ltd. (GIPL).

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:

1. A first charge by way of hypothecation of entire movable assets of GIPL, 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 GIPL, 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;
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 GIPL wherever maintained;
5. Pledge of shares held by the Sponsor in dematerialized form on the equity share capital of GIPL aggregating to 51% of the total paid up equity share capital of GIPL. The shares to be pledged shall be free from any restrictive covenants/lien



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

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.

6. An unconditional irrevocable, joint and several corporate guarantee from KMC Constructions Ltd. (KMC ) and KMC Infratech Ltd. (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 GIPL along with its Associates if any.
7. An unconditional irrevocable Sponsors' Undertaking from SREI Infrastructure Finance Ltd. (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 in terms of the financing documents executed with the Lenders.
8. GIPL shall make out a good and marketable title to its properties to the satisfaction of Lender and comply with all such formalities as may be necessary or required for the said purpose.

Interest is payable at monthly rest, on 15th of each calendar month on the Principal amount of the outstanding loan. The Loan carries interest rate of 10.65% p.a .

**Repayment Terms :** The Term Loan is repayable in unequal 44 quarterly installments ranging from 0.05% to 18% of the loan amount per year 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 31.03.2021 ₹ 35,131.56 lakhs ( as on 31.03.2020 ₹ 33,109.05 lakhs ) with respect to one of the subsidiary Solapur Tollways Pvt. Ltd. (STPL).

The Loan is secured by the following :

1. Immovable Properties both present and future, save and except the Project Assets of STPL.
2. Assignment by way of security of the right, title, interests, benefits, claims and demands of STPL in, to and under the Project Documents.
3. Moveable Properties of STPL 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 STPL including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future.
7. The Shareholder of STPL have pledged 51 % of the Equity Shares of STPL 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.

### 19(b) Term Loan From Financial Institutions

#### Repayment Schedule as at March 31, 2021

(₹ in Lakhs)

Particulars	Maturity Profile				Total
	Over 5 years	3 - 5 Years	1 - 3 Years	0 - 1 Year *	
<b>Term Loan</b>					
I) Term Loan 1 (Refer Note below)	-	-	-	7,000.00	7,000.00
II) Term Loan 2	15,198.88	2,534.70	1,077.30	121.19	18,932.08
III) Term Loan 3	9,500.00	-	-	-	9,500.00
IV) Term Loan 4	8,632.78	-	-	-	8,632.78
V) Term Loan 5**	-	-	-	-	-
VI) Term Loan 6**	4,313.21	-	-	-	4,313.21
VII) Term Loan 7	11,664.21	-	-	-	11,664.21
VIII) Term Loan 8**	5,230.14	-	-	-	5,230.14
IX) Term Loan 9	-	19,651.00	-	-	19,651.00
X) Term Loan 10**	7,310.21	-	-	-	7,310.21
	<b>61,849.43</b>	<b>22,185.70</b>	<b>1,077.30</b>	<b>7,121.19</b>	<b>92,233.63</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 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 *	
<b>Term Loan</b>					
I) Term Loan 1 { Ref. Note below }	-	-	-	7,000.00	7,000.00
II) Term Loan 2	15,837.36	1,630.69	376.87	32.61	17,877.53
III) Term Loan 3	9,500.00	-	-	-	9,500.00
IV) Term Loan 4	21,494.34	-	-	-	21,494.34
V) Term Loan 5**	9,400.00	-	-	-	9,400.00
VI) Term Loan 6**	4,615.12	-	-	-	4,615.12
VII) Term Loan 7	10,210.43	-	-	-	10,210.43
VIII) Term Loan 8**	5,176.89	-	-	-	5,176.89
IX) Term Loan 9	-	760.00	-	-	760.00
X) Term Loan 10**	7,310.21	-	-	-	7,310.21
	<b>83,544.35</b>	<b>2,390.69</b>	<b>376.87</b>	<b>7,032.61</b>	<b>93,344.52</b>

\* This represents current maturities disclosed under Other Financial liabilities - current Note 20 (ii).

\*\* Represents unsecured loan

**19(b)(I)** The Company had received an amount of ₹ 7,000 lakhs from IL&FS Group - IL&FS Financial Services Ltd. (IL&FS) in the financial year 2016-17. The Company also has a receivable of ₹ 11,419 lakhs (recognised at 11,250 lakhs) from IL&FS Group - IL&FS Transportation Networks Limited (ITNL), hence the Company has initiated appropriate measures for set off of this payable and recovery of the balance amount.

As per NCLAT order, these companies have been classified under IL&FS Group.

The Company, as such, has put on hold the interest and Principal payment since September 30, 2018. 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 not admitted.

**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.

**19(b)(II) Rupee Terms loan 2** with respect to one of the subsidiary Solapur Tollways Pvt. Ltd. (STPL).

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 STPL in, to and under the Project Documents.
3. Moveable Properties of STPL 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 STPL including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future.
7. The Shareholder of STPL have pledged 51 % of the Equity Shares of STPL 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.

**19(b)(III) Rupee Term Loan 3** : Primarily Unsecured : with respect to one of the subsidiary Solapur Tollways Pvt. Ltd. (STPL).

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 STPL in form of dividend and cash up-streaming by STPL to Company (Parent). and

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

- (3) Corporate Gurantee of the Company (Parent).
- (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.

### **19(b)(IV) Rupee Term Loan 4 :** Primarily Unsecured : with respect to one of the subsidiary Solapur Tollways Pvt. Ltd. (STPL).

Other Wise Secured by

- (1) 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 STPL. (if any)
- (2) Cash flows charged are the cash flows transferred to the Company (Parent) by STPL in form of dividend and cash up-streaming by STPL to Company (Parent).
- (3) Corporate Gurantee of the Company (Parent).
- (4) Charge on DSRA created.
- (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 .

### **19(b)(V) Rupee Term Loan 5:** Primarily Unsecured : with respect to one of the subsidiary Guruvayoor Infrastructure Pvt. Ltd. (GIPL).

Other Wise Secured by

- (1) First pari passu charge on the pledge of the entire fully paid up unencumbered equity shares of GIPL in demat form, not less than 49% of total equity share capital of GIPL.
- (2) Second charge on the pledge of encumbered equity shares not less than 24.98 % of fully paid up equity share capital of the GIPL.
- (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 Gurantee of the Company (Parent).
- (5) First Charge on Surplus Cash flow and receivable to be made available to the Company (Parent) by GIPL.
  - II. **Rate of Interest:** Fixed rate @ 2%, p.a., Payable quarterly in arrears with yield on exit @15%. Maximum Rebate @5% on satisfactory credit record.
  - III. **Repayment Terms :** 6 Half Yearly instalments, commencing after 10 years from the date of First Disbursement

### **19(b)(VI) Rupee Term Loan 6:** Primarily Unsecured : with respect to one of the subsidiary Guruvayoor Infrastructure Pvt. Ltd. (GIPL).

Other Wise Secured by

- (1) First pari passu charge on the pledge of the entire fully paid up unencumbered equity shares of the GIPL in demat form, not less than 49% of total equity share capital of GIPL .
- (2) Second charge on the pledge of encumbered equity shares not less than 24.98 % of fully paid up equity share capital of GIPL.
- (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 Gurantee of the Company (Parent).
- (5) First Charge on Surplus Cash flow and receivable to be made available to the Company (Parent) by GIPL.
  - II. **Rate of Interest:** Fixed rate @ 1%,p.a., Payable quarterly in arrears with yield on exit @15%. Maximum Rebate @5% on satisfactory credit record.
  - III. **Repayment Terms :** 6 Half Yearly instalments, commencing after 10 years from the date of First Disbursement

### **19(b)(VII) Rupee Term Loan 7:** Primarily Unsecured : with respect to one of the subsidiary Solapur Tollways Pvt. Ltd. (STPL).

Other Wise Secured by

- (1) Subservient Charge on all assets,both presnt & future ;
- (2) Cash flows charged are the cash flows transferred to Company (Parent) by Solapur Tollways Pvt. Ltd. ("STPL") in form of dividend and cash up-streaming by STPL to Company (Parent).
- (3) Charge on DSRA created.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(4) 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.

(5) The Loan repayable in 6 Half Yearly installments, commencing after 10 years from the date of first disbursement.

**19(b)(VIII) Rupee Term Loan 8:** Primarily Unsecured : with respect to one of the subsidiary Guruvayoor Infrastructure Pvt. Ltd. (GIPL).

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

(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.

**19(b)(IX) 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(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 payable at the end of loan tenor i.e. 5 years from the date of initial disbursement.

**19(b)(X)Term Loan 10 : Terms of Unsecured Loan from Financial Institution as on 31.03.2021 ₹ 7310.21 lakhs (as on 31.03.2020 ₹ 7310.21 lakhs) with respect to one of the subsidiary Guruvayoor Infrastructure Pvt. Ltd. (GIPL).**

(1) 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 GIPL has sufficient Surplus Cash Flow.

(2) 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.

(3) The total interest shall only accrue and will be payable when GIPL 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.

(5) 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.

(6) 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.

(7) Tenure of Unsecured Loan will be 10 years (Extendable for a further period of 5 years) at the option SREI Equipment Finance Ltd (SEFL) from the date of Allotment.

(8) 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.

**19 (c) Terms of issue of Secured Non Convertible Debentures (NCD): with respect to one of the subsidiary Guruvayoor Infrastructure Pvt. Ltd. (GIPL).**

**Interest :**

1. Interest is payable at monthly rest, on the last day of each calender 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

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

both the tranches shall be in 44 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 GIPL 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 GIPL, 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 GIPL 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 GIPL wherever maintained.
5. Pledge of shares held by the sponsor in dematerialised form on the equity share capital of GIPL aggregating to 51% of the total paid up equity share capital of GIPL. 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 Constructions Ltd.) KMC and (KMC Infratech Ltd.) 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 GIPL
7. An unconditional irrevocable Sponsors' Undertaking from SREI Infrastructure Finance Ltd. (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.

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.

GIPL 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, GIPL and various lenders' agents (Viz., escrow agent, security trustee/ debenture trustee, as may be applicable).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 20. OTHER FINANCIAL LIABILITIES

## (i) Non current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowing Cost (FV)	10,718.84	9,240.28
Retention money payable	1,580.67	1,580.67
Interest Accrued but not due on borrowings (non current)	2,163.26	-
<b>Total</b>	<b>14,462.77</b>	<b>10,820.95</b>

## (ii) Current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Current maturities of long term borrowings</b>		
i) Term Loan from Banks	4,267.87	60.29
ii) Term Loan from Financial Institutions - Refer Note 19(b)	7,121.19	7,032.61
iii) 5000 (P.Y 5000) Non- Convertible Debentures of Face Value of ₹ 12,490.55/- (PY - ₹ 13,200/-) each issued to India Infradebt Limited. Interest rate 11%	624.53	660.00
iv) 50000 (P.Y 50000) Non- Convertible Debentures of Face Value of ₹ 1,247.74/- (PY - ₹ 1,592.40/-) each issued to India Infradebt Limited. Interest rate 11%	623.87	796.20
Negative grant ^	20,000.00	20,000.00
Interest accrued but not due on Borrowings	169.14	185.53
Interest accrued but not due on NCD	1.70	2.40
Interest accrued and due on Borrowings	3,055.97	2,807.96
Other Payables (Includes NIL ( March 31, 2020 ₹ 5.24 Lakhs) payable to related party (Refer note 33.8))	18.41	11,273.65
Creditors for capital expenses	686.09	1,493.68
Retention money payable	1,418.12	1,453.77
Liability for expenses	779.70	536.75
Salaries and other payroll dues	56.34	288.39
Payable to related parties	203.57	205.70
Security Deposit	51.91	51.91
Other Liabilities	777.95	904.95
Payable to SREI Infrastructure Finance Ltd. *	12,968.13	12,968.13
Unclaimed Dividend **	0.81	0.79
<b>Total</b>	<b>52,825.30</b>	<b>60,722.73</b>

\* One of the Subsidiary (Orissa Steel Expressway Pvt. Ltd.) 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 Company, Guruvayoor Infrastructure Pvt. Ltd. (GIPL) 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, GIPL 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. GIPL 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

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits (Refer Note No. 33.1)		
- Gratuity	117.49	101.62
- Leave encashment	40.02	19.87
- Sick leave availment	4.22	6.95
Provision for Major Maintenance	6011.32	1,454.01
<b>Total</b>	<b>6,173.05</b>	<b>1,582.45</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## (ii) Current

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits (Refer Note No. 33.1)		
- Gratuity	2.31	2.09
- Leave encashment	3.46	0.64
- Sick leave availment	1.31	1.92
- Other benefits	1.25	1.87
<b>Total</b>	<b>8.33</b>	<b>6.57</b>

**22. DEFERRED TAX ASSETS/(LIABILITIES) Net**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Assets	707.94	1,065.17
Deferred Tax Liabilities	(650.18)	(1,603.78)
<b>Deferred Tax Assets/(Liabilities) net</b>	<b>57.77</b>	<b>(538.60)</b>

**2020-21**

(₹ in Lakhs)

Movement in deferred tax liabilities/assets balances	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>				
Depreciation and Amortisation	(0.34)	(0.02)	-	(0.36)
Fair valuation gain/(loss) on Investments	1,580.48	(953.58)	-	626.90
Expenses capitalized but allowed under taxation	23.64	-	-	23.64
<b>Tax effect of items constituting deferred tax assets</b>				
MAT Credit entitlement	494.45	(494.45)	-	0.00
Carry forward losses and Un-absorbed depreciation	458.00	(401.00)	-	57.00
Disallowance u/s 43B/40(a)(ia)	103.67	540.08	-	643.75
Provision for Gratuity and Leave encashment	9.05	0.06	(1.92)	7.19
<b>Net deferred tax assets/ (liabilities) net</b>	<b>(538.60)</b>	<b>598.30</b>	<b>(1.92)</b>	<b>57.77</b>

**2019-20**

(₹ in Lakhs)

Movement in deferred tax liabilities/assets balances	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>				
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
<b>Tax effect of items constituting deferred tax assets</b>				
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	188.55	(84.88)	-	103.67
Provision for Gratuity and Leave encashment	18.57	(2.97)	(6.55)	9.05
<b>Net deferred tax assets/ (liabilities) net</b>	<b>(488.37)</b>	<b>(43.68)</b>	<b>(6.55)</b>	<b>(538.60)</b>

**22.1** During the year, the Company has exercised the option of lower Tax Rate of 25.17% (inclusive of surcharges & Cess) permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019 with effect from previous financial year. Consequently, current tax expense for the year ended March 31, 2021 include a reversal of Rs 58.99 lakhs. Deferred Tax expense for the year ended March 31, 2021 include a charge of ₹ 357.30 lakhs including MAT credit entitlement reversal.

**23. TRADE PAYABLES**

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
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	134.62	200.70
<b>Total</b>	<b>134.62</b>	<b>202.50</b>

\*Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the company. The disclosures relating to micro and small enterprises is as below:

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

23. TRADE PAYABLES (Contd.)			(₹ in Lakhs)
Particulars	As at March 31, 2021	As at March 31, 2020	
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	–	–	
<b>24. OTHER CURRENT LIABILITIES</b>			(₹ in Lakhs)
Particulars	As at March 31, 2021	As at March 31, 2020	
Advance from Customers	42.79	31.31	
Advance Insurance Claim	100.00	252.43	
Statutory dues payable	111.99	105.58	
<b>Total</b>	<b>254.78</b>	<b>389.32</b>	
<b>25 REVENUE FROM OPERATIONS</b>			(₹ in Lakhs)
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
<b>Sale of services (Refer Note 33.9)</b>			
Consultancy Fees	30.00	82.00	
Construction Services	3,213.76	15,025.79	
Toll Collection	15,997.00	12,867.60	
Free Passes - Government of Kerala	1,711.23	1,944.75	
Other operating revenue	–	2.24	
<b>Total</b>	<b>20,951.99</b>	<b>29,922.38</b>	
<b>26 OTHER INCOME</b>			(₹ in Lakhs)
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Interest Income (refer Note 26.1)	623.82	1,623.99	
Net gain/loss on Fair Valuation of Investments (Refer Note 26.2)	–	382.34	
Gain from Mutual fund	400.85	508.63	
Liability no longer required written back	5.29	321.23	
Miscellaneous Income	2,513.84	90.72	
<b>Total</b>	<b>3,543.80</b>	<b>2,926.91</b>	
<b>26.1</b>			(₹ in Lakhs)
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Interest income on assets carried at amortized cost			
– Interest on Loan	389.88	1,432.17	
– Interest on Fixed Deposit with Bank	153.42	170.21	
– Interest on Income Tax refund	–	3.49	
– Interest income on Bond	2.96	–	
– Other Interest	77.56	18.12	
<b>Total</b>	<b>623.82</b>	<b>1,623.99</b>	



## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Gain/(loss) on assets carried at FVTPL			
– Gain on Fair Value of Investment	1,802.05	3,055.70	
– (Loss) on Fair Value of Investment	(4,738.67)	(2,673.36)	
<b>Total *</b>	<b>(2,936.62)</b>	<b>382.34</b>	

\*Net loss on Fair Valuation of investments have been discussed under other expenses (Refer Note No 30)

		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Salaries & Allowances	1,183.76	1,262.47	
Contribution to Provident and Other Funds	88.58	88.66	
Staff Welfare Expenses	79.85	41.84	
<b>Total</b>	<b>1,352.19</b>	<b>1,392.97</b>	

		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Interest	17,241.72	26,786.64	
Less: Capitalised to Intangible assets under development/Claims from NHAI	(738.59)	(7,658.80)	
Less: Capitalised to Investments (Refer note 33.4)	–	(36.76)	
	<b>16,503.13</b>	<b>19,091.08</b>	
Other borrowings costs	211.94	252.86	
<b>Total</b>	<b>16,715.07</b>	<b>19,343.94</b>	

		(₹ in Lakhs)	
Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020	
Depreciation on property, plant and equipments (Refer Note 4)	27.88	27.13	
Amortisation of Other intangible assets (Refer Note 6)	3,920.27	3,607.92	
<b>Total</b>	<b>3,948.15</b>	<b>3,635.05</b>	

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 30 OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Legal & Professional Fees	515.25	471.48
Travelling and Conveyance	42.67	107.40
Rent (Refer Note 33.11)	88.85	47.02
Repairs & Maintenance- Building	10.98	53.88
Repairs & Maintenance- Machinery	2.80	2.29
Repairs & Maintenance- Others	96.83	2.70
Membership & Subscription	8.50	10.22
Rates & Taxes	10.42	17.81
Bad Debts	0.13	-
Contract Work Expense	441.35	1.24
Advertisement & Publicity	11.22	11.73
Insurance Premium	175.20	236.84
Payment to Auditor :		
- Fees for Statutory Audit & Limited Reviews	29.54	26.85
- Other Services (Certification etc)	3.50	3.95
- Reimbursement of expenses	1.90	0.60
Director's Sitting Fees	23.15	14.35
Printing & Stationery	1.37	5.06
Vehicle hire and maintenance expenses	135.01	135.93
Communication costs	5.48	8.50
Corporate Social Responsibility Expenses (Refer Note No. 34)	7.00	8.00
Office Expenses	31.60	47.41
Other Operation Expense	-	7.05
Road Project Expense	938.10	-
Power and Fuel	244.97	140.85
Provision for Major Maintenance Expenses	4,593.60	879.54
Route Operations and Maintenance Costs	307.64	216.25
Tolling Agency fees & Collection Expenses	560.54	468.82
General Administrative and Misc expenses	96.55	59.36
Advance Written off	1,555.07	250.00
Utility Shifting Charges	35.32	55.17
Security Expenses	-	12.23
Net gain/loss on Fair valuation of Investments (Refer Note No 26.2)	2,936.62	-
Sundry Balance Written Off	3.43	1.19
<b>Total</b>	<b>12,914.59</b>	<b>3,303.72</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 31 Tax Expense

#### (i) Amount recognized in profit or loss

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Current Tax		
- Income Tax for the year	(58.99)	58.99
- Adjustment related to previous year	25.88	8.05
<b>Total Current Tax</b>	<b>(33.11)</b>	<b>67.04</b>
Deferred tax		
- Deferred tax for the year	(1,092.75)	43.68
- Adjustment related to previous year	494.45	-
<b>Total Deferred Tax</b>	<b>(598.30)</b>	<b>43.68</b>
<b>Total</b>	<b>(631.41)</b>	<b>110.72</b>

#### ii) Amount recognized in Other comprehensive income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
On items that will not be reclassified to Profit or loss		
- Deferred Tax on remeasurements of defined benefit plans	1.93	6.55
<b>Total deferred tax relating to OCI items</b>	<b>1.93</b>	<b>6.55</b>

#### iii) Reconciliation of tax expense and accounting profit

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Profit before tax	(12,513.13)	(1,182.51)
Applicable tax rate	25.17%	29.12%
<b>Computed tax expense (A)</b>	<b>(3,149.55)</b>	<b>(344.35)</b>
<b>Adjustments for:</b>		
(i) Net effect of expenses not allowable for deduction	1.87	7.26
(ii) Share of loss in associate	19.13	(144.99)
(iii) Net effect of Change in Tax Rate (Refer note 22.1)	298.31	-
(iv) Other differences	2,198.83	592.80
<b>Net adjustments (B)</b>	<b>2,518.14</b>	<b>455.07</b>
<b>Tax Expense (A-B)</b>	<b>(631.41)</b>	<b>110.72</b>

iv) Refer note 22.1

### 32 OTHER COMPREHENSIVE INCOME

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Items that will not be reclassified to profit or loss		
i) Remeasurements of the defined benefit plans	23.83	7.76
ii) Share of Other Comprehensive Income in Associates	15.21	(3.40)
<b>Total</b>	<b>39.04</b>	<b>4.36</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 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:

Particulars	(₹ in Lakhs)			
	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
<b>Defined benefit plans (As per actuarial valuation)</b>				
<b>I Change in Defined Benefit Obligations (DBO)</b>				
Present Value of DBO at beginning of the year	103.71	91.50	20.51	33.72
Adjustment on acquisition	-	-	-	-
Current Service Cost	30.36	34.74	10.79	10.14
Interest cost	6.88	6.09	2.35	2.00
Curtailement cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Past service Cost -Plan amendments	-	-	17.70	-
Acquisitions	-	-	-	-
Actuarial Losses / (Gains) - experience	(15.85)	9.47	(1.07)	0.57
Actuarial Losses / (Gains) - demographic assumptions	-	-	-	-
Actuarial Losses / (Gains) - financial assumptions	(1.71)	(17.23)	(0.15)	(11.81)
Benefits Paid	(3.59)	(20.86)	(6.65)	(14.11)
Employee contribution	-	-	-	-
Other Adjustments	-	-	-	-
	<b>119.80</b>	<b>103.71</b>	<b>43.48</b>	<b>20.51</b>
<b>II Net assets / (liability) recognised in Balance Sheet</b>				
Present value of Defined Benefit Obligation	119.80	103.71	43.48	20.51
Fair value of plan assets	-	-	-	-
Funded status [Surplus/(Deficit)]	(119.80)	(103.71)	(43.48)	(20.51)
Unrecognized past service cost	-	-	-	-
Net asset/ (liability) recognised in Balance Sheet	(119.80)	(103.71)	(43.48)	(20.51)
<b>Current Asset / (Liability)</b>	<b>(2.31)</b>	<b>(2.09)</b>	<b>(3.46)</b>	<b>(0.64)</b>
<b>Non Current Asset / (Liability)</b>	<b>(117.49)</b>	<b>(101.62)</b>	<b>(40.02)</b>	<b>(19.87)</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Gratuity (Unfunded)		Privilege Leave Benefit (Unfunded)	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
<b>Defined benefit plans (As per actuarial valuation)</b>				
<b>III Components of Employer Expenses</b>				
Current Service cost	30.36	34.74	10.79	10.14
Past service Cost- Plan amendments	-	-	17.70	-
Curtailment cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Interest cost	6.88	6.09	2.35	2.00
Actuarial Losses / (Gains)	-	-	(1.22)	(11.24)
<b>Total expenses recognised in the Statement of Profit and Loss</b>	<b>37.24</b>	<b>40.83</b>	<b>29.62</b>	<b>0.90</b>
<b>Re-measurements recognised in Other Comprehensive Income</b>				
Actuarial Losses / (Gains) - experience	(15.85)	9.47	(6.12)	0.57
Actuarial Losses / (Gains) - demographic assumptions	-	-	-	-
Actuarial Losses / (Gains) - financial assumptions	(1.71)	(17.23)	(0.15)	(11.81)
<b>Total Re-measurements recognised in Other Comprehensive Income</b>	<b>(17.56)</b>	<b>(7.76)</b>	<b>(6.27)</b>	<b>-</b>
<b>Total expenses recognised in the Statement of Profit &amp; Loss and Other Comprehensive income</b>	<b>19.68</b>	<b>33.07</b>	<b>23.35</b>	<b>0.90</b>
<b>IV Actuarial Assumptions</b>				
Discount Rate	6.7%-6.9%	6.7%-6.8%	6.7%-6.9%	6.70%
Expected return on plan assets	NA	NA	NA	NA
Salary Escalation	5%/10%	5%/10%	5%/10%	5.00%
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.
<b>V Accrued Benefit Obligation at year end</b>	<b>17.64</b>	<b>18.07</b>	<b>14.47</b>	<b>12.78</b>

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021		Year Ended March 31, 2020	
	Gratuity	Leave	Gratuity	Leave
<b>VI Sensitivity Analysis</b>				
Discount Rate + 100 basis points	(86.29)	(27.81)	(83.60)	(8.97)
Discount Rate - 100 basis points	119.02	31.86	84.99	10.26
Salary Increase Rate +1%	117.86	32.02	85.10	10.36
Salary Increase Rate -1%	(86.78)	(27.97)	(83.92)	(9.20)

**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 Consolidated Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Sick Leave Benefit	
	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>Assets/ Liabilities</b>		
1 Defined Benefit Obligation	5.61	8.95
2 Fair Value of Plan Assets	–	–
3 Current Asset / (Liability)	(1.31)	(1.92)
4 Non Current Asset / (Liability)	(4.31)	(7.03)
<b>Actuarial Assumptions</b>		
1 Discount Rate	6.70%	6.70%
2 Expected return on plan assets	NA	NA
3 Salary Escalation	5.00%	5.00%
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

**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:**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
a) Profit/(Loss) after Tax (Rs. in lakhs)	(11,881.72)	(1,293.23)
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 (Rs.)	10.00	10.00
f) Basic Earnings per Share (Rs.) (a/b)	(14.15)	(1.54)
g) Diluted Earnings per Share (Rs.) (a/d)	(14.15)	(1.54)

**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 Indian 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.

- 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 earn returns and capital appreciation after the commencement of commercial operations of the respective Projects. Based on a legal opinion, the Company has treated these investments in SPVs as "Qualifying Asset". As per Indian Accounting Standard (Ind AS) 23 on 'Borrowings Costs' 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 the SPVs as part of the cost of investments.

Accordingly, as at March 31, 2021 total borrowing cost capitalized to Non current Investment amounts to Rs.16,078.86 Lakhs including Rs. NIL for the year ended March 31, 2021 (Rs. 36.76 Lakhs for year ended March 31, 2020).

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 33.5 Contingent liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Claims against the Group not acknowledged as debt</b>		
- Income Tax	94.33	94.33
- National Highway Authority of India Claims	21,076.73	7,034.91
- Others	40.20	103.41

### 33.6 Capital Commitments

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Other Commitment - On account of Purchase of shares of Guruvayoor Infrastructure Pvt Ltd. {refer Note No. 10 (ii)}	-	4,933.00
Estimated amount of contracts remaining to be executed on Capital Account	9,205.45	10,127.45

**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 6th July 2010 from the NHAI.

The project as mentioned in note no. 10 (i) was awarded on 29th April 2010 by National Highways 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 02nd March 2017 on 'as is where is' basis which has been acknowledged by NHAI vide their letter dated 03rd March 2017.

Due to delay in commencement of ISAC procedure, OSEPL invoked Arbitration on 16th October 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 Rs. 32,277 lakhs vide Award dated 31st March 2019 in favour of the Claimant i.e OSEPL . Accordingly, OSEPL management believes that it will realise Claim from respondent (NHAI) and hence Financial Statements of OSEPL 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 the statement of profit and loss.

### 33.8 Related Party Transactions

#### (I) Related Parties:

Sl. No.	Name of the Party & Nature of relationship
<b>A</b>	<b>Investor having significant influence</b>
	Srei Venture Capital Trust A/C-Infrastructure Project Development Capital
<b>B</b>	<b>Associates</b>
	Kurukshetra Expressway Pvt. Ltd.
	Ghaziabad Aligarh Expressway Pvt. Ltd.
	Shree Jagannath Expressways Pvt. Ltd.
	Mahakaleshwar Tollways Pvt. Ltd.
	Palma Gumla Highway Pvt Ltd (w.e.f September 22, 2020)
<b>C</b>	<b>Key Management Personnel (KMP)</b>
	Bajrang Kumar Choudhary (Managing Director)
	Brahm Dutt {(Chairman, Non-executive and Independent Director) w.e.f May 14, 2020}
	Praful Tayal {(Non-executive and Independent Director) w.e.f May 14, 2020}
	Atanu Sen (Non-executive and Independent Director) till January 14, 2020
	Pradeep Singh (Non executive and Independent Director) till September 25, 2020
	Vipin Kumar Saxena {(Non-executive and Independent Director) w.e.f September 25, 2020}
	Ashok Kumar Mangotra {(Non executive and Independent Director) w.e.f September 30, 2019 till November 22, 2019}
	Dr. (Ms.) Tuk Tuk Ghosh Kumar (Non-executive and Independent Director)
	Santanu Ray {(Non-executive and Independent Director) w.e.f July 30, 2019}
	Naresh Mathur (Company Secretary)
	Jai Prakash Shaw {(Chief Financial Officer) w.e.f April 20, 2019 till February 28, 2020}
	Arindam Bhowmick {(Chief Financial Officer) w.e.f. July 24, 2020}

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## (II) Summary of Transactions and balances with Related Parties

(₹ in Lakhs)

Name of the related party	Nature of Transaction & Outstanding Balances	2020-21	2019-20
<b>Associates :</b>			
Kurukshehra Expressway Pvt. Ltd.	<b>Transactions :</b>		
	Demand loan given	27.17	1,749.44
	<b>Balance due:</b>		
	Demand loan given balance	1,821.63	1,794.46
	Investment in Optionally Convertible Debenture - purchase cost	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)	11,769.28	13,707.86
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.	<b>Transactions :</b>		
	Unsecured loan given	114.00	3,956.50
	Repayment of Unsecured Loan	114.00	685.50
	Conversion of Unquoted Warrant into Loan	-	4,818.88
	<b>Balance due:</b>		
	Trade Receivable (Net of TDS)	216.00	216.00
	Loan Instrument (at cost)	4,818.88	4,818.88
	Unsecured loan receivable	7,978.10	7,978.10
	Corporate guarantee given to lender of associate	13,000.00	13,000.00
	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.	<b>Transactions :</b>		
	Liability no longer required written back	5.24	-
	Bad debt	0.13	-
	<b>Balance due:</b>		
	Trade Receivable	-	0.13
	Corporate guarantee given to lender of associate	27,500.00	27,500.00
	Advance received (Cr.)	-	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.	<b>Transactions :</b>		
	Income from Consultancy fee	30.00	60.00
	Advance received	4.25	8.14
	Other Income	0.75	0.75
	Unquoted Unsecured Optionally Convertible Debenture converted into Loan	2,937.66	-
	<b>Balance due:</b>		
	Advance received (Cr)	12.38	8.14
	Investment in Optionally Convertible Debenture	-	2,937.66
	Unsecured loan receivable	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
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 Consolidated Financial Statements for the year ended March 31, 2021

### (C) Key Management Personnel :

(₹ in Lakhs)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
<b>Transactions:</b>		
Short-term employee benefits	128.26	189.11
Post-employment benefits	9.64	6.79
Other long-term employee benefits	13.52	13.26
Director's Sitting Fees	23.15	14.05

### 33.9 Disclosure pursuant to Indian Accounting Standard-115 "Revenue form Contracts"

(a) Type of Goods or Service	Construction, Toll Collection, Toll management and Project consultancy
(b) Geographical Region	India
(c) Market or Type of Customer	Government & Non-Government
(d) Type of Contract	Fixed-price 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

### 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, 2021	Maximum balance during the year
Kurukshehra Expressway Pvt. Ltd. {Refer note 9(ii)}	1,821.63	1,821.63
Ghaziabad Aligarh Expressway Pvt. Ltd. {Refer note 9(i) & 9(ii)}	12,796.98	12,910.98
Mahakaleshwar Tollways Pvt. Ltd. {Refer note 9(ii)}	2,937.66	2,937.66
Palma Gumla Highway Pvt. Ltd.	-	-

(₹ in Lakhs)

Particulars	As at March 31, 2020	Maximum balance during the year
Kurukshehra 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

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, 2021 there were no lease arrangements for a period of more than 12 months.

- 34.** The Company has contributed and expensed ₹ 7.00 lakhs (March 31, 2020 ₹ 8.00 Lakhs) against the total contributable amount of ₹ 6.57 Lakhs (March 31, 2020 ₹ 7.91 Lakhs) for the year ended March 31, 2021 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, 2021 and March 31, 2020.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 35. FINANCIAL INSTRUMENT RELATED DISCLOSURES (Contd.)

(₹ in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Borrowings { Refer Note 19 and 20(ii) }	153,917.11	155,556.58
Less: Cash and cash equivalent (Refer Note 14)	4,440.14	2,408.15
<b>Net Debt (A)</b>	<b>149,476.97</b>	<b>153,148.43</b>
<b>Total Equity (Refer Note 17 and 18)</b>	<b>88,634.48</b>	<b>100,126.85</b>
<b>Total Equity plus Net Debt (B)</b>	<b>238,111.45</b>	<b>253,275.28</b>
<b>Gearing ratio (A/B)</b>	<b>0.63</b>	<b>0.60</b>

## ii) Financial instruments-Accounting, Classification and Fair Value Measurement

## A. Accounting classification and fair values

(₹ in lakhs)

March 31, 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets Non-Current</b>								
Investments (excluding investment measured at cost-refer note - 8)	11,769.28	-	520.38	12,289.66	510.54	-	11,769.28	12,279.82
Loans (Refer Note 9 (i) )	5,428.95	-	5.33	5,434.28	-	-	5,434.28	5,434.28
Other Financial Assets (Refer Note 10 (i) )	-	-	20,688.49	20,688.49	-	-	20,688.49	20,688.49
<b>Financial Assets Current</b>								
Investments (Refer Note 12)	7,814.86	-	-	7,814.86	7,814.86	-	-	7,814.86
Trade receivables (Refer Note 13)	-	-	13,519.95	13,519.95	-	-	13,519.95	13,519.95
Cash and cash equivalents (Refer Note 14)	-	-	4,440.14	4,440.14	4,440.14	-	-	4,440.14
Bank Balance Other than Cash and Cash Equivalents (Refer Note 15)	-	-	1,250.81	1,250.81	1,250.81	-	-	1,250.81
Loans (Refer Note 9(ii) )	-	-	14,640.82	14,640.82	-	-	14,640.82	14,640.82
Other Financial Assets { Refer Note 10 (ii) }	-	-	21,113.80	21,113.80	-	-	21,113.80	21,113.80
<b>Total</b>	<b>25,013.09</b>	<b>-</b>	<b>76,179.72</b>	<b>101,192.81</b>	<b>14,016.35</b>	<b>-</b>	<b>87,166.62</b>	<b>101,182.97</b>
<b>Financial liabilities Non Current</b>								
Borrowings (Refer Note 19)	-	-	141,279.65	141,279.65	-	-	141,279.65	141,279.65
Other financial liabilities (Refer Note 20(i))	-	-	14,462.77	14,462.77	-	-	14,462.77	14,462.77
<b>Financial liabilities Current</b>								
Trade payables (Refer Note 23)	-	-	134.62	134.62	-	-	134.62	134.62
Other financial liabilities (Refer Note 20(ii))	-	-	52,825.30	52,825.30	-	-	52,825.30	52,825.30
<b>Total</b>	<b>-</b>	<b>-</b>	<b>208,702.34</b>	<b>208,702.34</b>	<b>-</b>	<b>-</b>	<b>208,702.34</b>	<b>208,702.34</b>
<b>March 31, 2020</b>								
	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets Non Current</b>								
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
<b>Financial Assets Current</b>								
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
<b>Total</b>	<b>30,830.25</b>	<b>-</b>	<b>88,101.43</b>	<b>118,931.68</b>	<b>9,072.94</b>	<b>-</b>	<b>109,858.74</b>	<b>118,931.68</b>
<b>Financial liabilities Non Current</b>								
Borrowings (Refer Note 19)	-	-	147,007.48	147,007.48	-	-	147,007.48	147,007.48
Other financial liabilities (Refer Note 20(i))	-	-	10,820.95	10,820.95	-	-	10,820.95	10,820.95
<b>Financial liabilities Current</b>								
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
<b>Total</b>	<b>-</b>	<b>-</b>	<b>218,753.66</b>	<b>218,753.66</b>	<b>-</b>	<b>-</b>	<b>218,753.66</b>	<b>218,753.66</b>

There have been no transfers between Level 1 , Level 2 and Level 3 for the years ended March 31, 2021 and March 31, 2020.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### 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) The fair value of trade receivables, trade payables, current loans, current borrowing and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short term nature.
- 2) The fair value of Non-current investments (excluding investment measured at cost/amortized cost) and non-current loans are done by adopting Discounted Free Cash flow method (DCF) approach by a registered valuer. These valuation is based on the assumptions and estimates considered appropriate by the management.
- 3) Non current Borrowings and other non current financial liabilities have been contracted at fixed rate of interest and accounted for accordingly. Fair value of these approximates their carrying value.

### D. Reconciliation of Financial Assets in Level 3 is as below:-

(₹ in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Balance at the beginning of the year	109,858.74	84,665.62
Movement during the year	(19,755.50)	24,810.78
Fair Value changes	(2,936.62)	382.34
<b>Balance at the end of the Year</b>	<b>87,166.62</b>	<b>109,858.74</b>

### 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 nationalized banks. Investments in equity and debt securities consist of investment in associates. Loans are primarily provided to 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 periodical review of 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, 2021	March 31, 2020
Investment in Equity (Refer note 8)	22,521.71	22,582.24
Investment in Bond (Refer note 8)	520.38	-
Investment in Debt Securities (Refer Note 8)	11,769.28	19,317.75
Investment in Mutual Funds (Refer Note 12)	7,814.86	6,664.00
Trade and other receivables (refer Note 13)	13,519.95	11,808.85
Cash and cash equivalents and other bank balance (Refer Note 14 & 15)	5,690.95	2,408.94
Loans & Other Financials Asset (Refer Note 9(i), 9(ii), 10(i) and 10(ii))	61,877.39	78,732.14
<b>Total</b>	<b>123,714.52</b>	<b>141,513.92</b>

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

		(₹ in Lakhs)	
Particulars	March 31, 2021	March 31, 2020	
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, 2021	March 31, 2020	
Trade Receivables Ageing analysis			
Not due	-	-	
Upto 3 months	232.01	492.56	
3-6 months	493.69	491.26	
More than 6 months	12,794.25	10,825.03	
	<b>13,519.95</b>	<b>11,808.85</b>	

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, 2021	March 31, 2020	
Term Loan facilities	8,260.17	27,469.17	

#### Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

		(₹ in Lakhs)			
As at 31 March 2021	Less than 1 year	1-5 years	Over 5 Years	Total	
Borrowings (Refer Note 19)	12,637.46	49,817.54	91,462.11	<b>153,917.11</b>	
Trade payables (Refer Note 23)	134.62	-	-	<b>134.62</b>	
Other financial liabilities (Refer Note 20(i) & 20(ii) )	40,187.82	3,743.94	10,718.85	<b>54,650.61</b>	
	<b>52,959.90</b>	<b>53,561.48</b>	<b>102,180.96</b>	<b>208,702.34</b>	
		(₹ in Lakhs)			
As at 31 March 2020	Less than 1 year	1-5 years	Over 5 Years	Total	
Borrowings (Refer Note 19)	8,549.10	34,302.64	112,704.96	<b>155,556.70</b>	
Trade payables (Refer Note 23)	202.50	-	-	<b>202.50</b>	
Other financial liabilities (Refer Note 20(i) & 20(ii) )	52,173.61	1,580.67	9,240.28	<b>62,994.56</b>	
	<b>60,925.21</b>	<b>35,883.31</b>	<b>121,945.24</b>	<b>218,753.76</b>	

#### 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:

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

### a) Interest rate risk exposure

(₹ in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Variable rate borrowings	75,255.81	72,110.99

### b) Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from variable rate borrowings as a result of changes in interest rates.

#### Impact on loss

(₹ in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Interest rates - increase by 70 basis points	526.79	504.78
Interest rates - decrease by 70 basis points	(526.79)	(504.78)

### 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 and it operates domestically and the business is transacted in local currencies a (eg: investment in mutual fund).

**36** 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 Group exercises significant influence are considered for preparation of the Consolidated Financial Statements as per Indian Accounting Standard 28 "Accounting for Investments in Associates and joint ventures.

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 March 31, 2021	As at March 31, 2020
<b>Subsidiaries</b>			
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%
<b>Associates</b>			
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%
Palma Gumla Highway Pvt. Ltd.	India	26.00%	-
Mahakaleshwar Tollways Pvt. Ltd.	India	48.00%	48.00%

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

## 37.1 Additional Information as per Schedule III of the Companies Act, 2013

As at March 31, 2021

Name of the entity	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 comprehensive income	Amount (₹ in lakh)	As % of consolidated total comprehensive income	Amount (₹ in lakh)
<b>Parent</b>								
1 Bharat Road Network Limited	23.54%	23,338.67	41.73%	(4,958.41)	15.41%	5.72	41.81%	(4,952.69)
<b>Subsidiaries</b>								
<b>Indian:</b>								
1 Solapur Tollways Pvt. Ltd.	10.56%	10,466.66	57.45%	(6,826.01)	(6.33%)	(2.35)	57.65%	(6,828.36)
2 Orissa Steel Expressway Pvt. Ltd.	3.75%	3,721.00	0.24%	(28.47)	-	-	0.24%	(28.47)
3 Guruvyoor Infrastructure Pvt Ltd	28.83%	28,586.44	(3.91%)	464.75	36.94%	13.71	(4.04%)	478.46
<b>Non controlling Interests in subsidiaries</b>	10.60%	10,508.95	3.85%	(457.57)	12.99%	4.82	3.82%	(452.75)
<b>Associates</b>								
<b>Indian:</b>								
1 Kurukshetra Expressway Pvt. Ltd.	0.00%	0.00	0.00%	-	0.00%	-	0.00%	-
2 Ghaziabad Aligarh Expressway Pvt. Ltd.	12.18%	12,074.61	(4.00%)	475.45	43.10%	16.00	(4.15%)	491.45
3 Shree Jagannath Expressways Pvt. Ltd.	10.54%	10,447.10	0.94%	(111.60)	(2.13%)	(0.79)	0.95%	(112.39)
4 Mahakaleshwar Tollways Pvt. Ltd.	0.00%	(0.00)	3.70%	(439.60)	0.00%	-	3.71%	(439.60)
5 Palma Gumla Highway Pvt. Ltd.	0.00%	-	0.00%	(0.26)	0.00%	-	0.00%	(0.26)
<b>TOTAL</b>	<b>100.00%</b>	<b>99,143.43</b>	<b>100.00%</b>	<b>(11,881.72)</b>	<b>100.00%</b>	<b>37.11</b>	<b>100.00%</b>	<b>(11,844.61)</b>

Note: Figures are after elimination of related party transactions between entities considered for consolidation.

As at March 31, 2020

Name of the entity	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 comprehensive income	Amount (₹ in lakh)	As % of consolidated total comprehensive income	Amount (₹ in lakh)
<b>Parent</b>								
1 Bharat Road Network Limited	19.31%	21,448.20	56.22%	(727.08)	(728.15%)	15.95	54.90%	(711.13)
<b>Subsidiaries</b>								
<b>Indian:</b>								
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 Guruvyoor Infrastructure Pvt Ltd	28.68%	31,859.02	(107.51%)	1,390.33	997.95%	(21.86)	(105.64%)	1,368.47
<b>Non Controlling Interests in subsidiaries</b>	9.87%	10,961.70	(23.51%)	304.08	351.06%	(7.69)	(22.88%)	296.39
<b>Associates</b>								
<b>Indian:</b>								
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)
<b>TOTAL</b>	<b>100.00%</b>	<b>111,088.55</b>	<b>100.00%</b>	<b>(1,293.23)</b>	<b>100.00%</b>	<b>(2.19)</b>	<b>100.00%</b>	<b>(1,295.42)</b>

Note: Figures are after elimination of related party transactions between entities considered for consolidation.

## 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 (MTPL), 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 MTPL 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 ₹ 846.76 lakhs for the financial year 2020-21.

37.4 The Company has executed a Securities Purchase Agreement (SPA) dated January 20, 2021 and related transaction documents, with a Purchaser acting through its investment manager, for sale of the entirety of the Company's shareholding in Shree Jagannath Expressways Private Limited ('SJEPL'). SJEPL is an 'Associate' of the Company.

## Notes to the Consolidated Financial Statements for the year ended March 31, 2021

The proposed sale of shares of SJEPL is subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the SPA. The valuation date for sale as per the SPA is September 30, 2020. The Equity value of the proposed transaction is subject to adjustments of debt and other capital and operational costs at closing date and hence, net consideration receivable is not ascertainable at this stage.

The Group has recognised its share of loss of ₹ 112.38 lakhs for its investment in SJEPL in its consolidated financial statement for the year ended March 31, 2021. Negative / positive impact if any, of its share of profit/(loss) in SJEPL will be adjusted on closure of the transaction.

- 37.5** The Company has executed a Securities Purchase Agreement (SPA) dated April 1, 2021 and related transaction documents, with a Purchaser for sale of the entirety of the Company's shareholding in Ghaziabad Aligarh Expressway Private Limited ('GAEPL'). GAEPL is an 'Associate' of the Company.

The proposed sale of shares of GAEPL is subject to applicable regulatory and other approvals and certain conditions, more specifically laid down in the SPA. The valuation date for sale as per the SPA is December 31, 2020. The Equity value of the proposed transaction is subject to adjustments of debt and other capital and operational costs at closing date and hence, net consideration receivable is not ascertainable at this stage.

The Group has recognised its share of profit of ₹ 491.45 lakhs for its investment in GAEPL in its consolidated financial statements for the year ended March 31, 2021. Negative / positive impact if any, of its share of profit/(loss) in GAEPL will be adjusted on closure of the transaction.

- 37.6** Heavy Rain and Flood in Kerala, which started on 15th August 2018 badly affected Toll Plaza Operations of Guruvayoor Infrastructure Pvt. Ltd.(GIPL), a 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 GIPL made expenses of ₹. 429.53 lakhs till 31st March, 2021 for repair of Carriage Way, Toll Plaza including TMS Systems. This expenses will be settled against insurance claim receipt amount.

- 37.7** In case of Guruvayoor Infrastructure Pvt. Ltd.(GIPL) a 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, GIPL has raised and submitted its claim with NHAI against loss of revenue of the said period. Part of the claim which has been received is ₹ 267.03 lakhs while balance amount is under process.

- 37.8** Solapur Tollways Pvt. Ltd. (STPL) a subsidiary company, has commenced tolling with effect from 3rd February 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 Highways Authority of India for 82.95 Km out of 100.06 Km vide letter dated 23rd January 2020, STPL has started deriving economic benefits of provisional completion w.e.f 03rd February 2020 the date of commencement of Tolling. Proportionate cost in "Capital Work in Progress"(CWIP) incurred till 03rd February 2020 has been capitalised as "Rights under Service Concession Arrangements" under Intangible Assets, balance amount relating to construction 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 February 2020.

With effect from 3rd Feb 2020, Revenue from Tolling operations has been recognised as Revenue from Operations in the Statement of Profit and Loss, similarly the Operational Expenses relating to Toll have been taken to the statement of Profit and loss; and direct expenses relating to Construction has been recognised as CWIP post 03rd February 2020. Also some common expenses have been apportioned to the statement of profit and loss and CWIP based on ratio computed.

- 37.9** The Group has taken into account the possible impact of COVID - 19 pandemic in preparation of these Financial statements including but not limited to assessment of liquidity and Going concern assumption, recoverable values of its financial and non financial Assets and impact on revenues. The Group has considered internal and external sources of information upto the date of approval of these Financial statements in making estimates of possible impact. As on the reporting date management believes there is no material impact on Financial Statements of the Group. Management will continue to monitor any material changes in future economic conditions and the impact thereof on the Group, if any.

- 37.10** In case of Solapur Tollways Pvt. Ltd (STPL), a subsidiary Company an aggregate amount of ₹. 2604.40 lakhs is outstanding towards interest as at March 31, 2021 in respect of which STPL has availed the moratorium benefits available under the RBI guidelines for COVID 19 Regulatory package.

- 38** These financial statements has been approved and adopted by Board of Directors of the Company in their meeting dated 29 June, 2021 for issue to the shareholders for their adoption.

As per our report of even date

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

For and On behalf of the Board of Directors

**Rana Sen**  
Partner  
Membership No. 066759

**Brahm Dutt**  
Chairman  
DIN : 05308908

**Bajrang K Choudhary**  
Managing Director  
DIN : 00441872

Place : Kolkata  
Date : June 29, 2021

**Naresh Mathur**  
Company Secretary

**Arindam Bhowmick**  
Chief Financial Officer

## 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, 2021	31st March, 2021	31st March, 2021
Reporting Currency	INR	INR	INR
Share Capital	50.00	7,836.66	16,894.00
Reserves & Surplus	12,921.29	(151.25)	(16,901.85)
Total Assets	117,846.97	14,498.20	74,382.44
Total Liabilities	117,846.97	14,498.20	74,382.44
Investments	-	-	7,814.86
Turnover	9,069.50	79.40	14,117.60
Profit/(Loss) before Tax	(6,984.20)	(47.06)	(1,684.41)
Provision for Taxation	-	0.84	-
Profit/(Loss) after Tax	(6,984.20)	(47.90)	(1,684.41)
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	Palma Gumla Highway Private Limited	Mahakaleshwar Tollways Private Limited
<b>Relationship</b>	<b>Associate</b>	<b>Associate</b>	<b>Associate</b>	<b>Associate</b>	<b>Associate</b>
1 Latest audited Balance Sheet date	Mar 31, 2021	Mar 31, 2021	Mar 31, 2021	Mar 31, 2021	Mar 31, 2021
2 Date on which the Associate was associated	Sep 11, 2012	Mar 28, 2013	Mar 28, 2013	Sept 22, 2020	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	2,600	49,995,000
Amount of Investment in Associates	15,424.58	11,445.93	11,216.70	0.26	1,499.85
Extent of Holding %	39.00%	49.00%	40.00%	26.00%	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 26.00% 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.	N.A.
6 Networth attributable to Shareholding as per latest audited Balance Sheet	4,215.92	(11,071.62)	5,145.18	(34.78)	(4,000.80)
7 Profit / (Loss) for the year					
i. Considered in Consolidation	491.45	-	(112.39)	(0.26)	(439.60)
ii. Not Considered in Consolidation	N.A.	N.A.	N.A.	N.A.	N.A.

- Names of associates or joint ventures which are yet to commence operations: Palma Gumla Highway Pvt. Ltd.
- 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

**Brahm Dutt**  
Chairman  
DIN : 05308908

**Naresh Mathur**  
Company Secretary

**Bajrang K Choudhary**  
Managing Director  
DIN : 00441872

**Arindam Bhowmick**  
Chief Financial Officer

Place : Kolkata  
Date : June 29, 2021



**BRNL**

**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](http://www.brnl.in); E-mail ID: [cs@brnl.in](mailto:cs@brnl.in)

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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 Fourteenth Annual General Meeting (AGM) of the Members of Bharat Road Network Limited will be held on Wednesday, 29th September, 2021, 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, 2021, 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, 2021, 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 relevant provisions of Section 149(10), 150, 152, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 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 (“SEBI Listing Regulations”) (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, Dr. (Ms.) Tuk Tuk Ghosh Kumar (holding DIN: 06547361), who was appointed as an Independent Director w.e.f. 06.10.2016 for a first term of 5 consecutive years and who holds office of Independent Director up to 5th October, 2021 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Dr. (Ms.) Tuk Tuk Ghosh Kumar’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 6th October, 2021 upto 5th October, 2026;

**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), Dr. (Ms.) Tuk Tuk Ghosh Kumar 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;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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. Vipin Kumar Saxena (holding DIN: 08889866), who was appointed as an Additional Director (Category –Independent) of the Company with effect from 25th September, 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 25th September, 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. Vipin Kumar Saxena 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;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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 and approval 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 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, in one or more tranches, individually or taken together with previous or other transaction(s) during the Financial Year 2020-21, as per the limits / in excess of the limits approved by the shareholders, 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, 2021 to 30th September, 2022 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:

Sl. No.	Name of the Related Party(s)	Nature of Relationship	Monetary Value of RPTs during the FY 2020-21	Value of transactions entered / to be entered into by the Company with its related parties during the period 1st April, 2021 – 30th September, 2022	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	27.29	160.00	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 by the Special Purpose Vehicles (SPVs) with its lenders, for meeting the short term/long term funds/corporate guarantee requirements and working capital requirements, creation of pledge/ any other encumbrance on the assets of the Company for the SPVs, Sponsor Support Undertakings, Inter Corporate Deposits (ICDs), Investment as Sponsor or otherwise, by way of subscription towards equity capital and/or securities (debt / equity / quasi equity) of the SPV including but not limited to Optionally Convertible Debentures (OCDs), Optionally Convertible Participating Interest Bearing Debentures (OCPIDs), Warrants etc.; Project Management Consultancy (PMC); Financial Consultancy; Contracts for Operations and Maintenance Services, Toll Management Services, Repair and Major Maintenance Work, Claim Management Services, Insurance Management Services, Debt Syndication, reimbursement of expenses, detailed Engineering and Design Services, Legal documentation and / or any other related party transactions as approved by the Audit Committee.	None
ii)	Orissa Steel Expressway Private Limited	Subsidiary Company	43.34	25.00			
iii)	Guruvayoor Infrastructure Private Limited	Subsidiary Company	17.59	150.00			
iv)	Kurukshetra Expressway Private Limited	Associate Company	0.27	30.00			
v)	Ghaziabad Aligarh Expressway Private Limited	Associate Company	2.28	50.00			
vi)	Shree Jagannath Expressways Private Limited	Associate Company	0.53	35.00			
vii)	Mahakaleshwar Tollways Private Limited	Associate Company	29.73	35.00			
viii)	Palma Gumla Highways Private Limited	Associate Company	0.0026	15.00			
ix)	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.			45.00			

\*Became an associate Company w.e.f. 22nd September, 2020

**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 contract(s)/arrangement(s)/agreement(s)/ transactions including but not limited to prices / pricing formula and tenure;
- enter into, sign, execute, renew, modify and amend all agreements, documents, letters, undertaking thereof, from time to time;

- c. 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:**

1. In view of the continuing COVID-19 pandemic and resultant restrictions on the movement of persons at several places in the country and in compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred as “MCA Circulars”) and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 14th 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 14th AGM shall be the Registered Office of the Company.
2. **Generally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not be a Member of the Company. Since this AGM is being conducted through VC / OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members at a common venue is dispensed with and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, the facility for appointment of Proxy by the Members is not available and hence, the Proxy Form and Attendance Slip including the Route Map of the venue of the AGM are not annexed to this Notice. 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 14th AGM through VC/OAVM Facility who can cast their vote through remote e-Voting or e-Voting during the AGM.**
3. **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.
4. In compliance with MCA and SEBI Circulars, 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](http://www.brnl.in) and also on the website of the Stock Exchanges viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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.kfintech.com/public/ Downloads.aspx](https://evoting.kfintech.com/public/Downloads.aspx).
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 14th 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 at email id [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [cs@brnl.in](mailto:cs@brnl.in) and [evoting@kfintech.com](mailto:evoting@kfintech.com).
6. 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. IST 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.
7. 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.

8. **Registrar & Share Transfer Agents and Depository Participants (DP):** 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 No. 31-32, 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.
9. **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.
10. **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.
11. **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.
12. In terms of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form, if any, are requested to demat their shares at the earliest.
13. **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 seven (7) 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 No. 31-32, Financial District, Nanakramguda, Hyderabad – 500032 or to the Company at its Registered Office, for payment thereof –

Year	Date of Declaration of Dividend	Type	Dividend (%)	Due date for transfer to IEPF
2017-18	2nd November, 2017	Interim	5	4th December, 2024
	28th September, 2018	Final	5	2nd November, 2025
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 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.

14. **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](mailto: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](mailto: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.

15. **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 registered office of the Company or vide e-mail at [cs@brnl.in](mailto:cs@brnl.in).

A Statement containing the salient features of the Financial Statements of subsidiaries in Form AOC-1 forms part of the Annual Report of the Company. Further, the Financial Statements of subsidiaries is also available on the website of the Company, [www.brnl.in](http://www.brnl.in).

**16. 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, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (Kfintech) on all resolutions set forth in this Notice.

**Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on "e-voting facility provided by Listed Companies", Individual shareholders holding securities in demat mode are allowed to vote, by way of single login credential, through their demat account maintained with Depository Participants / websites of Depositories in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Instructions for remote e-voting for Individual shareholders holding securities in demat form:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="466 220 1295 535">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer/Laptop or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="466 556 1295 638">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="466 660 1295 975">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer/Laptop or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="466 1001 1295 1142">1. Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="466 1164 1295 1246">2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KFINTECH, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li data-bbox="466 1268 1295 1321">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="466 1343 1295 1476">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p data-bbox="466 1501 1295 1694">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Instructions for remote e-voting for shareholders other than individuals viz. institutions/ corporate shareholders and for shareholders holding shares in Physical mode:**

Members whose e-mail IDs are registered with the Company/ RTA / Depository Participant(s), will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- II. Enter the login credentials provided in the email and click on Login.
- III. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- IV. 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.,).
- V. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- VI. Login again with the new credentials.
- VII. On successful login, the system will prompt you to select the "EVENT" i.e. "Bharat Road Network Limited.
- VIII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- IX. Members holding multiple folios may choose to vote differently for each folio / demat account.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit. A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".
- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) and 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 \_EVENT No.'
- XII. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-309-4001 (toll free).

**Registration of email address and mobile number with the Registrar and Share Transfer Agent (RTA)**

Those members who have not yet registered their email addresses and mobile numbers with the Company/RTA/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, are requested to get the same registered with KFintech, by following the procedure mentioned below:

- I. Visit the link: AGM/EGM – Mobile & Email Registration <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- II. Select the company name i.e. BHARAT ROAD NETWORK LIMITED
- III. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
- IV. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- V. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- VI. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- VII. Enter the email address and mobile number.
- VIII. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- IX. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- X. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- XI. Alternatively, members may send an email request addressed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFintech to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
- XII. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- XIII. In case of queries, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1-800- 309-4001.

**I. 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. E-voting during the AGM is integrated with the VC / OAVM platform. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members may click on the voting icon displayed on the screen to cast their votes. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/ OAVM.

**Other Instructions:**

- a) The remote e-voting period commences on Saturday, 25th September, 2021 at 9:00 A.M. (IST) and ends on Tuesday, 28th September, 2021, 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., Wednesday, 22nd September, 2021, 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 e-voting at the 14th 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.kfintech.com/public/Downloads.aspx> or contact Mr. Mohd Mohsin Uddin – Senior Manager (Unit: Bharat Road Network Limited) of KFin Technologies Private Limited, Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad – 500032 or at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call at KFinTech's Toll Free No. 1-800-309-4001, 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., 22nd September, 2021, 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.kfintech.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 1-800-309-4001.
  - iv). Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). However, Kfintech shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.

**17. Instructions for attending/joining the e-AGM:**

- I. Members will be able to attend the e-AGM through VC/OAVM and view the live webcast of e-AGM provided by KFinTech at <https://emeetings.kfintech.com/> by clicking on the tab 'Video Conference' and using their 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 above.
- II. Members are encouraged to join the meeting through Personal Computer/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.

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- 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 Saturday, 25th September, 2021 at 9:00 A.M. (IST) and ends on Tuesday, 28th September, 2021, at 5:00 P.M. (IST). 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 14th e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or helpline – 1-800-309-4001.
18. 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 14th AGM and announce the start of the casting of vote through the e-voting system of KFin Technologies Private Limited.
19. **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.
20. **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 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 resolution 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](http://www.brnl.in) and on the website of Kfintech at [www.kfintech.com](http://www.kfintech.com) and shall also be 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.

21. **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.
22. **Statutory Auditors:** The Company's Statutory Auditors, Messrs S.S. Kothari Mehta & Co., Chartered Accountants having Registration No. 000756N allotted by The Institute of Chartered Accountants of India (ICAI) were appointed as Statutory Auditors of the Company for a period of 5 (five) consecutive years at the Annual General Meeting (AGM) of the Members held on December 16, 2017. Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on December 16, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing

as Statutory Auditors of the Company. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

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 14th 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 (“Act”), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.

Further, pursuant to the provisions of Section 149(10), 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013, Dr. (Ms.) Tuk Tuk Ghosh Kumar, (holding DIN: 06547361) is being proposed to be re-appointed as an Independent Director of the Company for a second term of 5 continuous years.

Further, pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Vipin Kumar Saxena (holding DIN: 08889866) is being proposed to be appointed as an Independent Director 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)	Dr. (Ms.) Tuk Tuk Ghosh Kumar (DIN: 06547361)	Mr. Vipin Kumar Saxena (DIN: 08889866)
Date of Birth	22/06/1968 (Age 53 years)	06/08/1955 (Age 66 years)	01/12/1958 (Age 63 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)	6th October, 2016	25th September, 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.	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.	He retired in November, 2018 as Principal Resident Commissioner, Government of Odisha in the rank of Additional Chief Secretary to Government of Odisha duly empanelled by Government of India as Secretary Equivalent. In his career in Indian Administrative Service (IAS), he has worked in positions involving field administration, regulatory, developmental, State PSUs, coordination and liaison, quasi-judicial, revenue administration and power reforms, among others in the Government of Odisha. Prior to joining the IAS, he has worked for 5 years in the private sector having passed out from Indian Institute of Foreign Trade in 1980.
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).	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.	He has completed Master of Arts (MA) in Economics from Annamalai University. He has also done Post Graduate Diploma in International Trade from Indian Institute of Foreign Trade. He is a B.Sc. (Honours) from Hansraj College, University of Delhi with Botany, Zoology, Physics and Chemistry as subjects.

Name of Director	Mr. Bajrang Kumar Choudhary (DIN: 00441872)	Dr. (Ms.) Tuk Tuk Ghosh Kumar (DIN: 06547361)	Mr. Vipin Kumar Saxena (DIN: 08889866)
List of outside directorship held	NIL	1. Nhava Sheva International Container Terminal Private Limited 2. Seaways Shipping and Logistics Limited 3. Guruvayoor Infrastructure Private Limited	NIL
Names of listed entities in which the person also holds the directorship	Bharat Road Network Limited	Bharat Road Network Limited	Bharat Road Network Limited
Chairman/Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> <li>• Stakeholder Relationship Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> <li>• Committee of Directors - Chairman</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Corporate Social Responsibility Committee - Chairperson</li> <li>• Nomination and Remuneration Committee - Chairman</li> </ul>	NIL
Membership / Chairmanship of Committees of other Boards	NIL	<b>Seaways Shipping and Logistics Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> </ul>	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 2020-21 [out of 7 (seven) Board Meetings held]	Seven	Seven	*Four
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	Remuneration last drawn - Rs. 95,93,580 The Remuneration to be paid to Mr. Choudhary shall be in accordance with the Agreement executed between Mr. Bajrang Kumar Choudhary and the Company, subject to approval by the Board of Directors from time to time.	Dr. (Ms.) Tuk Tuk Ghosh Kumar 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. Vipin Kumar Saxena 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. Vipin Kumar Saxena was appointed as an Additional Director (Category: Independent) w.e.f. 25.09.2020.

Date : 29.06.2021  
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:**

Dr. (Ms.) Tuk Tuk Ghosh Kumar (DIN-06547361) was appointed as an Independent Director of the Company w.e.f. 06.10.2016 for a period of 5 years pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company upto 05.10.2021 ("first term" in line with the explanation to Section 149(10) and 149(11) of the Companies Act, 2013).

Dr. (Ms.) Tuk Tuk Ghosh Kumar has been an Independent Director of the 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.

Dr. (Ms.) Tuk Tuk Ghosh Kumar has rich and varied experience and as an Independent Director, she has played a pivotal role in improving the corporate governance standards in the Company. She has also devoted sufficient time and attention to her professional obligations for informed and balanced decision making by the Board. She is the only woman director on the Board of the Company.

Given her background, experience and contributions made by her during her tenure, the continued association of Dr. (Ms.) Tuk Tuk Ghosh Kumar would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, prescribe that an Independent Director of a company shall meet the criteria of independence.

Section 149(10) of the Companies Act, 2013 provides that an independent director shall hold office for a term of up to 5 (five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an independent director may hold office for two consecutive terms.

The Nomination & Remuneration Committee at its Meeting held on 28.06.2021 after taking into account the performance evaluation of Dr. (Ms.) Tuk Tuk Ghosh Kumar during her first term of five years and considering the knowledge, acumen, expertise and experience respective fields and fruitful contribution made by her since appointment, has recommended to the Board that continued association of Dr. (Ms.) Tuk Tuk Ghosh Kumar as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Dr. (Ms.) Tuk Tuk Ghosh Kumar as Independent Director to hold office for a second term of five consecutive years commencing from 06.10.2021 upto 05.10.2026, not liable to retire by rotation.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. (Ms.) Tuk Tuk Ghosh Kumar fulfills the conditions specified in the Companies Act, 2013 & rules made thereunder, for her appointment as an Independent Director of the Company. Dr. (Ms.) Tuk Tuk Ghosh Kumar shall be entitled to sitting fees for attending meetings of the Board and Committees thereof of which she 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 Company has received from Dr. (Ms.) Tuk Tuk Ghosh Kumar 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) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 & the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice in writing from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing the candidature of Dr. (Ms.) Tuk Tuk Ghosh Kumar for reappointment as an Independent Director of the Company.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

Dr. (Ms.) Tuk Tuk Ghosh Kumar and her 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 Dr. (Ms.) Tuk Tuk Ghosh Kumar 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. Vipin Kumar Saxena was appointed as an Additional Director (Category: Independent) of the Company w.e.f. 25th September, 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. Vipin Kumar Saxena has been an Independent Director of our Company since September, 2020. He retired in November, 2018 as Principal Resident Commissioner, Government of Odisha in the rank of Additional Chief Secretary to Government of Odisha duly empanelled by Government of India as Secretary Equivalent. In his career in Indian Administrative Service (IAS), he has worked in positions involving field administration, regulatory, developmental, State PSUs, coordination and liaison, quasi-judicial, revenue administration and power reforms, among others in the Government of Odisha. Prior to joining the IAS, he has worked for 5 years in the private sector having passed out from Indian Institute of Foreign Trade in 1980.

The Board of Directors is of the opinion that the professional expertise and vast experience of Mr. Vipin Kumar Saxena will be of significant value to the Company.

The Company has received from Mr. Vipin Kumar Saxena (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. Vipin Kumar Saxena fulfills the conditions specified in the Companies Act, 2013 & rules made thereunder, for his appointment as an Independent Director of the Company. Mr. Vipin Kumar Saxena 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 Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

Mr. Vipin Kumar Saxena 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. Mr. Vipin Kumar Saxena 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, Major Maintenance and repair work, 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"), as amended from time to time, 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, 2021 aggregates to Rs. 209.52 crores. As such, the transactions with the related parties during the Financial Year 2020-21 are material, exceeding the threshold limit as prescribed under Regulation 23 of SEBI Listing Regulations, 2015.

The transactions during the FY 2020-21, 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 certification received from the Chief Financial Officer of the Company.

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 (STPL)	*Mr. Pradeep Singh Mr. Arindam Bhowmick **Mr. Praful Tayal	Director
2.	Guruvayoor Infrastructure Private Limited (GIPL)	Dr. (Ms.) Tuk Tuk Ghosh Kumar ***Mr. Arindam Bhowmick @Mr. Praful Tayal	Director / KMP(CFO)
3.	Mahakaleshwar Tollway Private Limited (MTPL)	#Mr. Naresh Mathur Mr. Arindam Bhowmick	Director
4.	Ghaziabad Aligarh Expressway Private Limited (GAEPL)	Mr. Arindam Bhowmick	Director
5.	Shree Jagannath Expressways Private Limited (SJEPL)	Mr. Arindam Bhowmick	Director
6.	Orissa Steel Expressway Private Limited (OSEPL)	^Mr. Naresh Mathur	KMP(CS)
7.	Palma Gumla Highways Private Limited (PGHPL)	-	-

\*Ceased to be a Director w.e.f. 25.09.2020 in STPL

\*\*Appointed as Director w.e.f. 07.11.2020 in STPL

\*\*\*Ceased to be a Director w.e.f. 10.09.2020 and appointed as the Chief Financial Officer w.e.f. 10.09.2020 in GIPL

@Appointed as a Director w.e.f. 21.06.2021 in GIPL

#Appointed as a Director w.e.f. 29.05.2020 and resigned as a Director w.e.f. 16.06.2021 in MTPL

^Appointed as Company Secretary in OSEPL w.e.f. 18.06.2020

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, 2021 to 30th September, 2022. Currently, it cannot be ascertained if the transactions to be entered during the period 1st April, 2021 to 30th September, 2022, would exceed the threshold of 10% (ten per cent) of annual consolidated turnover as per the latest audited financial statements. However the Company finds it prudent to obtain Shareholders approval as a matter of abundant caution.

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 2020-21 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 October, 2021 to 30th September, 2022 whether or not, such transactions are in the ordinary course of business and at arm's length basis or not.

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 shall not vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.

Date : 29.06.2021

Place : Kolkata

By Order of the Board  
For **Bharat Road Network Limited**

**Naresh Mathur**  
Company Secretary  
FCS-4796