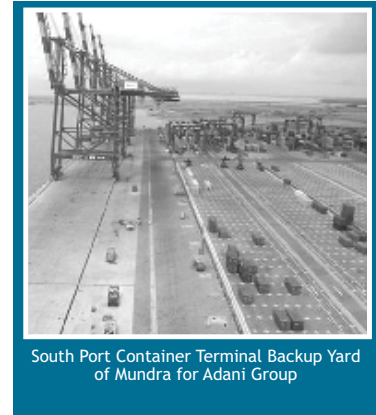


## DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2015

To,  
The Shareholders,

On behalf of the Board of Directors, it is our pleasure in presenting to you the Annual Report on the working of the Company, together with the Audited Accounts for the year ended 31st March 2015. The year 2014-15 had been very challenging and difficult for Construction Industry in general and for your Company in particular due to low investment pattern and cut throat competition in the Engineering, Procurement and Construction (EPC) Sector. However, the Company performed reasonably well inspite of slowdown in the economy. As a matter of strategy, we had devised strategy for ramping up our operations to increase order booking and execution capability to increase market share.



South Port Container Terminal Backup Yard of Mundra for Adani Group

### 1.0 STATE OF COMPANY'S AFFAIRS

The Financial Year 2014-15 was one of the significant year in terms of growth and sustainability. Though the company has gone through economic slowdown, the projects and jobs undertaken, outperformed the targets envisaged in the beginning of the financial year and your Company had been able to achieve highest ever turnover in the history of the Company during the reported financial year.

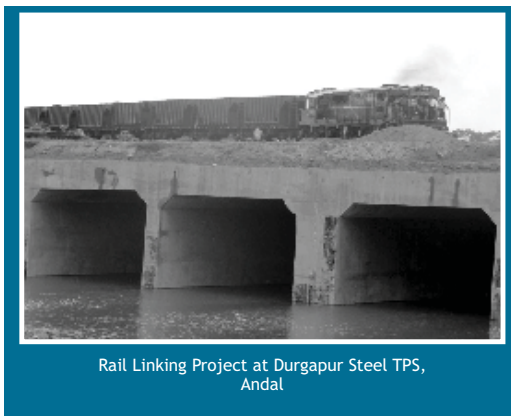
Further information on the Business overview and outlook and State of the affairs of the Company is discussed in detail in the Management Discussion & Analysis.

There is no change in the nature of business of the Company for the year under review.

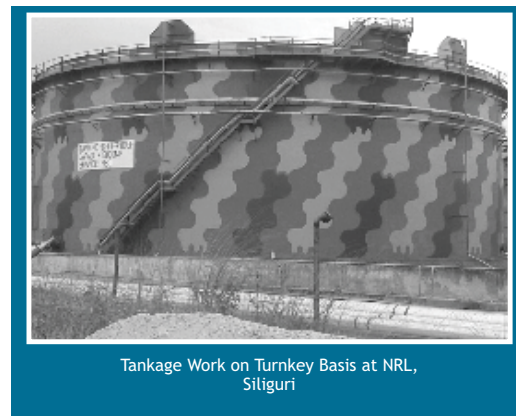
Pursuant to Order No.3(16)/2010-PE-IV(Vol III) dated 05.06.2015 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the Competent Authority had appointed Shri M.K.Singh, Director (Project Management), Bridge & Roof Company (India) Limited,(B&R) as Chairman & Managing Director, of the Company, who had assumed the charge w.e.f. 05.06.2015.

Pursuant to Order No. 3(4)/2010-PE-IV(Vol.II) dated 26.06.2015 received from Ministry of Heavy Industries & Public Enterprises, the Competent Authority had also approved for entrustment of additional charge of the post of Director (Project Management), (B&R), to Shri M.K.Singh, Chairman & Managing Director, for a period of three months w.e.f. 05.06.2015 (AN) or until further orders, whichever event occurs earlier.

In accordance with the notification from Ministry of Corporate Affairs, Government of India, dated 5th June 2015, certain provisions of Companies Act 2013 have been exempted for the Government Companies and are applicable therein.



Rail Linking Project at Durgapur Steel TPS, Andal



Tankage Work on Turnkey Basis at NRL, Siliguri

## 2.0 FINANCIAL PERFORMANCE :

### A) OPERATING RESULTS :

Salient features of Company's financial performance for the year under report vis-à-vis last year are as under:

(₹ in crores)

	2014-15	2013-14
Income	1434.03	1384.65
Gross Margin	40.10	50.44
Interest	9.01	14.36
Depreciation	13.20	19.12
Profit Before Tax	17.89	16.96
Provision for Taxation	5.89	6.35
Dividend	1.37	2.75
Tax on Dividend	0.28	0.47
Transfer to General Reserve	9.98	6.85

### B) DIVIDEND :

The Directors recommend a dividend of 2.5% (last year interim dividend of 5% -Five percent) per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2015, which if approved at the forthcoming Annual General Meeting, will be paid to all those Equity Shareholders whose name appear in the Register of Members as on 21st September, 2015.

### C) TRANSFER TO RESERVES :

In accordance with the provisions of the Companies Act 2013, the Company has transferred ₹ 9.98 Crores to the general reserves.

### D) CAPITAL :

Authorized capital of the company is ₹ 60 crores consisting of 6 crores Equity Shares of ₹ 10/- each.

Paid-up capital of the company as on 31<sup>st</sup> March, 2015, stands at ₹ 54.99 crores comprising of 5,49,87,155 equity shares of ₹ 10/- each, of which 5,46,27,155 equity shares comprising 99.35% of the total paid-up capital, are held by the President of India.

## 3.0 MANAGEMENT DISCUSSION AND ANALYSIS :

### A) PERFORMANCE :

The Company achieved a highest ever turnover of ₹ 1434.03 crores during the year 2014-2015, as compared to ₹ 1384.65 crores achieved during the previous year. The Profit Before Tax was ₹ 17.89 crores as compared to ₹ 16.96 crores in the previous year.

Activity-wise performance is reported below:

## PROJECT DIVISION :

Value of work done in Project activities during the year is ₹ 1382.59 crores as compared to ₹ 1348.45 crores last year. Important projects which are successfully completed during the year include -



DCU Unit at BPCL, Kochi

Description	Location	Client	Value (₹ Crores)
Construction of Civil Works comprising of Piling, STG, GTG, Utility Boiler, HRSG, Foundations, Auxiliary Plant Building, BOP, Roads, etc. for RCC Chimney for UB complete at 2 X 30 MW STG + 4 GTG with HRSG + 2 UB at ONGC PetroAdditions Limited	Dahej, Gujarat	Bharat Heavy Electricals Ltd.	64.27
Civil Works for BOF & CCP Area, Structural Work at MSM for Durgapur Steel Plant	Durgapur, W.B.	Steel Authority of India Ltd.	80.80
Erection & Commissioning of Boiler & Aux, ESP, Rotating Machines, Duct, Piping, etc. at 1 X 250 MW Unit #8 at Durgapur Projects Ltd.	Durgapur, W.B.	Bharat Heavy Electricals Ltd.	28.70
Piling, Civil, Architectural & Structural Work of PHB, Boiler, ESP, ECP of 2x300 MW Power Plant of Haldia Energy Ltd.	Haldia, W.B.	Punj Lloyd Ltd.	37.75
Piling, Civil, Architectural & Structural Work of PHB, Boiler, ESP, ECP of 2x300 MW Power Plant of Haldia Energy Ltd.	Haldia, W.B.	Punj Lloyd Ltd.	107.54
Civil Works for Backup Yard (676m x 1076m)	Kandla, Gujarat	Adani Kandla Bulk Terminal Pvt. Ltd.	29.25
General Civil Work in main plant and other allied structures including architectural works for Unit 2 of 2x600 MW sets at Shree Singaji TPP at Malwa of Madhya Pradesh Power Generating Co. Ltd.	Khandwa, M.P.	Bharat Heavy Electricals Ltd.	48.26
Miscellaneous Civil, Architectural & Structural Steel Work for Aditya Smelter Project	Lapanga	Aditya Aluminium	34.14
Erection & Commissioning of Boiler and its Auxilliaries including ESP, Power Cycle Piping, etc. for 1 X 600 MW Raigarh Project of Korba West Power Co. Ltd.	Raigarh, Chattisgarh	Bharat Heavy Electricals Ltd.	59.12
Erection & Commissioning of Boiler & its Auxilliaries, etc. for National Thermal Power Corporation Ltd. Rihand Super Thermal Power Project Stage-3 (2X500 MW)	Rihand, U.P.	Bharat Heavy Electricals Ltd.	69.37

### HOWRAH WORKS :

During the year 2014-2015, value of production was ₹ 49.00 crores. The performance of workshop at Howrah is detailed below. Manufacturing work executed during this financial year includes the completion of the following major orders received from various clients:



Bailey Type Unit Bridge at various locations for Govt. of Odisha

Sl.No.	Description	Client(s)	Value (₹ Crores)
1	Manufacture of different spans of Bailey Type Unit Bridges of various widths for various IRC Clan Loading	RW Division, Odisha, HP PWD, HP,PHPA - II, Bhutan, TPWD, Manu, Tripura	45.35
2	Fabrication of Railway Bridge Girder & Structural Work	South Eastern Railway & North Eastern Railway	2.51
3	Fabrication of Bunk Houses (external clients)	NTPC, KBUNL, APCPL, IOCL	1.14

### B) RISK MANAGEMENT :

Your Company has put in place Risk Management System with the objective of having a balance approach towards business plan and to mitigate the associated risks through better management practices, resulting in greater degree of confidence amongst various stakeholders and adhering to good Corporate Governance practice. Risks associated with operations, environment, finance, human resources, legal, information security etc. and the degree of impact financially, it's likely effect on the assets, facilities and third parties are assessed regularly. In order to mitigate losses arising out of perceived risks, the procedures being adopted to contain the risks, as also the practices adopted during emergencies, including the communication system and mode of disseminating information are periodically reviewed and updated to minimize the impact on your Company. The Risk Mitigation and Strategy Plan in accordance with the Memorandum of Understanding signed between your company and the Department of Heavy Industry has been implemented from financial year 2012-13.

### C) CAPITAL EXPENDITURE :

Company has made capital expenditure of ₹ 2.74 crores (previous year ₹ 5.59 crores) during the year mainly towards purchase of construction equipment, as a result, the equipment base of the Company has increased thereby enabling to participate in tenders for higher value jobs and was successful in securing some of them and ensuring improvement towards its productivity.

The amount utilized for capital expenditure is fully financed through internal resources of the Company. No government assistance had been sought for.



Piping Work at LLDPE of IOCL, Panipat



Structural Steelwork at Sanjay Gandhi TPP at BHEL, Birsinghpur

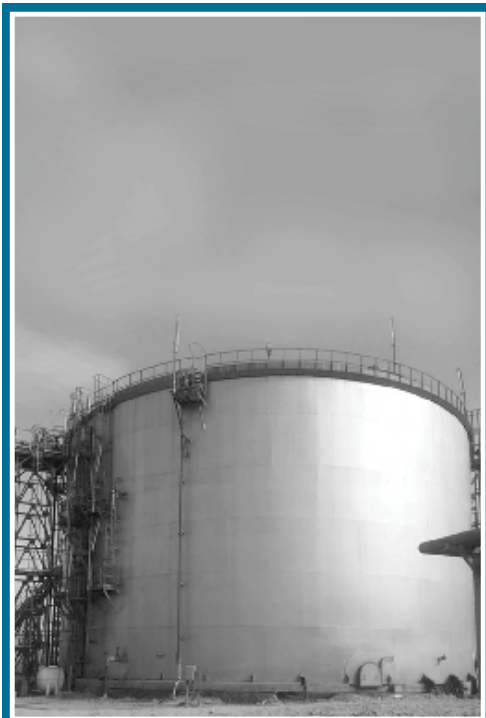
#### D) FOREIGN EXCHANGE EARNINGS & OUTGO :

Foreign Exchange Earnings during the year was ₹ 3.70 crores. Expenditure in Foreign Currency for import of raw materials, components and spares etc. amounted to ₹ 10.09 crores as indicated in 'Additional Notes to Financial Statements Note 24(a), (b) & (c).

1. Total Foreign Exchange used : ₹ 10.09 Crores
2. Total Foreign Exchange earned: ₹ 3.70 Crores

#### E) ORDER BOOKING POSITION :

Despite fierce competition amongst Public and Private Sector enterprises, B&R has been able to book orders of value ₹ 1704.59 Crores for the Financial Year 2014-15 from various clients including Public and Private Sectors both. However for the last year (i.e.2013-14) the value was ₹ 2491.69 Crores.



Construction of Dry Crude Oil Tank at  
Kuwait Oil Company



Erection of two nos. Coke Drums of 575 Mt each at  
CPCL, Chennai

Major Orders booked during the year:-

### PROJECTS :

Description	Location	Client	Value (₹ Crores)
Planning, Design and Construction of 33 Nos. Bailey Type Portable Steel (Galvanized) Bridges & 14 Nos. RCC Bridges including both side approach roads on Deposit Work Basis	Various locations in Odisha	Government of Odisha	182.00
EPC Contract for Civil Works at Container Terminal for Backup Yard for ARD 8 & 9	Mundra and Ennore, Gujarat	Adani Port & Special Economic Zone Ltd.	176.00
General Piping Works including Insulation and Instrumentation, Combined Station Works for Augmentation of Fire Water System, Combined Balance Station Works including Civil, Mechanical, Electrical, PCP, Telecom & Instrumentation Work and Barricading work at Apron Area at Aviation Fuel Station	Different region of Eastern & Southern India	Indian Oil Corporation Limited	174.00
Mechanical Works for Offsites - Refinery Area for Integrated Refinery Expansion Project	Kochi, Kerala	Bharat Petroleum Corporation Limited	141.00
Site Levelling & Infrastructure Work Package for Gadarwara STPP Stage-I (2X800 MW)	Gadarwara, M.P.	National Thermal Power Corporation Limited	120.06
Implementation of Project Works for Construction of New Polytechnic at different district location in WB	Various locations in West Bengal	Government of West Bengal	120.00
Construction of CRF/Nano and Life Sciences Buildings of Diamond Jubilee Complex at IIT Kharagpur	Kharagpur	Indian Institute of Technology	91.00
Composite Works for TGTU Implementation Project, Mechanical Repairs & Painting Works on Crude Tank (120-T-201C) and Tank Repair work	Vizag and East / North / South Central Zone of India	Hindustan Petroleum Corporation Limited	83.00
Mechanical Piping Works for Resid Upgradation Project - Coker Block	Chennai, Tamil Nadu	Chennai Petroleum Corporation Limited	82.00
EPC Contract for Civil Works for South Berth Mechanization & Back-up Yard Facilities for Solid Cargo Terminal	Dahej, Gujarat	Adani Petronet (Dahej) Port Pvt. Ltd.	67.00



Ash Disposal Pond at Durgapur Steel TPP of DVC



Hooghly River Front Development Work for Kolkata Municipal Corporation

## HOWRAH WORKS :

Description	Client	Value (₹ Crores)
Planning, Design and Construction of 33 Nos. Bailey Type Portable Steel (Galvanized) Bridges at different locations of Odisha on Deposit Work Basis	Government of Odisha	121.14
Manufacture, Fabrication, Supply, Inspection & Transportation of Bailey Bridge of Different Span and Width with Transom Clamps at different location in India	Public Works Department of Tripura and Himachal Pradesh, Punatsangchhu-II Hydroelectric Project Authority, Phuentsholing, Bhutan	4.47
Manufacture, supply and transportation of 11 Nos. Hall Type Bunk House of different size with Split-Type A.C. at Bihar and Jharkhand	NTPC and Kanti Bijlee Utpadan Nigam Ltd., MTPS	1.43

### F) ENERGY CONSERVATION :

Energy is one of the most important resources and its conservation thereof is also the most vital issue. It can become critical if proper steps are not taken. In order to limit the energy usage we should follow certain energy saving plans. Conservation of energy is being done by switching off the lights and other energy consuming equipments when not in use. The consumption of fossil fuel has been controlled. The fuel is being protected from fire. Effort for utilization of alternative sources of renewable energy like solar energy is being made.

It has been our continuous effort to conserve energy for which we have adopted numerous measures like growing awareness among employees, periodic maintenance of equipment etc. Moreover, we conduct energy audit by external experts and corrective actions are taken as per their recommendations.

Introduction of timer in lighting circuits at Howrah Works are one of these steps taken as a part of the energy conservation effort. By these timers we are saving unintended and unnecessary illumination of lamps, thus saving 3540 units of electric energy per month.

Utilisation of renewable energy sources is also a very important part of energy conservation. For this, we have installed solar power system of 4 kW capacity at Howrah Works. We are distributing power to our various important and emergency zones through this system and utilizing 2880 units of electricity from the Sun.

A Report on Energy Utilisation is enclosed as per Annexure-I

### G) TECHNOLOGY, R&D AND QUALITY :

The Company is making continuous efforts to update technology and upgrade quality standards along with R&D efforts. The Company has successfully diversified in various fields such as projects in Educational Institutions, Healthcare Units, Rim Seal Fire Protection System with Hollow Metallic Tube Type Detection & Foam based fire extinguishing system, etc. This year the Company has successfully managed to absorb technology and knowhow for Rim Seal Fire Protection System.

In compliance with the requirements of Section 134 of Companies Act, 2013 the particulars of Research and Development, Technology Absorption and Adaptation are appended in Annexure-II Schedule forming part of this report.

## 4.0 HUMAN RESOURCE DEVELOPMENT :

The Company always cares and values its human capital which acts as the bedrock of its success. The HR policies are framed towards creating an environment in which people can develop their full potential for productive as well as creative activities. Being a Public Sector Undertaking, the Company employs a large number of manpower in different disciplines, mostly at project sites.

With a view to improve the quality and capabilities of the employees by up-gradation of their knowledge and skill, keeping in view of the fast changing environment various steps have been taken by the Company. It implements its policies through effective communication and interaction to understand and assess the supports required in different Departments and to assess the competency of the individuals and the team and to identify, if the competencies match the role requirements, and where gaps are identified it undertakes an exercise of repositioning or replacing of individuals depending upon the role requirement and continue to maintain the morale of the individuals by counselling, providing training to the professionals.

Company gives high priority to the Training and Development for upgrading the skill of the employees so that the employees and the organization as a whole can grow effectively and efficiently. The Company has widened the spectrum of the training on various fields like cost control, project management, skill development, disciplinary proceedings, vigilance matters etc. The Company regularly deposes their executives for various training programmes being arranged by premier Management/Training Institutes. To meet the guidelines of administrative Ministry, the Company has planned for imparting trainings through tie-up with various recognized Institutes.

#### A) REPRESENTATION OF SC/ST AND DISABLED :

Two formats prescribed vide DPE's OM No. 36035/17/2008-Estt(Res) dated 14th November 2008 have been furnished as annexures to provide the status of representation of SC/ST, OBC and Disabled persons.

The representation figures of aforesaid categories of employees of the Company are annexed in Annexure III & IV forming part of this annual report.

#### B) IMPLEMENTATION OF THE JUDGEMENTS/ORDERS OF THE CAT :

The Company is yet to be notified to be covered under the jurisdiction of Central Administrative Tribunal, in order to implement its judgement/orders.

#### C) PROGRESSIVE USE OF HINDI :

In order to ensure compliance of various statutory requirements regarding the ' Progressive Use of Hindi' and to enhance awareness of employees regarding its use in the day-to-day workings of the Company, B&R's Official Language Implementation Committee (OLIC) is constantly pursuing its efforts. To review and monitor the progress achieved in this regard, four Quarterly Meetings were held during the year. To impart knowledge of Hindi to the non-Hindi knowing employees, regular Hindi Classes are conducted in both the Offices located at Howrah & Kolkata.



B&R received "Rajbhasha Shree Award - 2014" from Kendriya Sachivalaya Hindi Parishad, New Delhi

Total number of employees who had passed the Hindi 'Prabodh' 'Praveen' and 'Pragya' Examinations upto November 2014 stands at 362, 330 and 308 respectively. 'Cash Awards' and 'Personal Pay' are granted to employees for passing the Hindi Examinations as per Government Directives. 'Rajbhasha Pakhwada' was observed from 14th to 28th September 2014 and various Hindi Programmes/Competitions etc. were conducted during the 'Pakhwada'. To create interest amongst employees, one Hindi Word/Phrase with its English equivalent is written on White Boards and displayed at prominent places in the Office Premises. The Company is a 'Working Committee Member' of the Town Official Language Implementation Committee (PSUs)- Calcutta (CALTOLIC), under the Ministry of Home Affairs (Govt. of India) and takes active part in all its Programmes/Activities.

In recognition of the Company's outstanding efforts in the area of Official Language Implementation, and its continuous support to CALTOLIC, B&R was honoured with the following Puraskar/Shields.

- (a) B& R was awarded with "EXCELLENT RAJBHASHA-SHREE SAMMAN" for its outstanding, appreciable and motivational contribution towards the Implementation of Official Language-Hindi. In recognition of its dedicated efforts in this area, Kendriya Sachivalaya Hindi Parishad-Kolkata has bestowed the above Prestigious Award to the Company in their Annual Hindi Conference held at Kolkata on 25-07-2014.



- (b) In recognition of the Company's outstanding efforts in the area of Hindi Implementation both within the Organisation as well as extending active support to the Town Official Language Implementation Committee (PSUs)-Kolkata and other National Level Rajbhasha NGOs, Rajbhasha Vikash Sansthan, Dehradun has honoured (1) Shri Saugata Mitra, Director (Finance) with "Rajbhasha- Shree Samman" for his dynamic guidance (2) Shri M.K.Singh, Director (Project Management) with "Rajbhasha Keerti Samman" and (3) Shri T.Bhaskara Raju, Dy. General Manager (OL& PR) with "Rajbhasha Shilpee Samman" for their commendable contribution in this area. These Distinguished Awards were presented on the occasion of Sansthan's Akhil Bharatiya Vaarshik Rajbhasha Sangosthi held at Khajuraho (MP) during 29th - 31st October 2014. Prof. N.C. Gautam, Vice Chancellor, Mahatma Gandhi Gramoday University- Chitrakoot (MP), gave away the above Prestigious Shields on 31<sup>st</sup> October 2014.

### 5.0 HEALTH, SAFETY, ENVIRONMENT MANAGEMENT AND POLLUTION CONTROL :

B&R has been accredited with OHSAS 18001:2007 (Occupation Health and Safety Assessment Series) Certification at Mechanical Project Sites. Our Company has strong Health, Safety and Environmental policies. The policies ensure that the plants are operated with utmost care and no hazards or mishaps take place and are carried out complying with applicable Laws and Rules. Internal Audits and Management Reviews are undertaken regularly to identify if improvements are required to be undertaken.

### 6.0 CORPORATE SOCIAL RESPONSIBILITIES ACTIVITIES :

Company is enduring its CSR activities as per DPE Guidelines and in accordance with Section 135 of the Companies Act 2013, through its B&R Vishwakarma Scheme of Skill Development by the implementing partner agencies viz. Ramkrishna Mission Shilpamandira Community Training Centre (RKMSCTC) and Don Bosco Self Employment Research Institute (DBSERI) for growth of unemployed, uneducated and distressed youths of the Community. The Company has also endeavored extension of its CSR activities to places beyond local limits.

The Company has framed its CSR policy as per the Companies Act, 2013. It also ensures participation of employees in activities under socio-economic measures like CSR and Sustainability Development. Recently, the Company has decided to cover more training institutes, which are located in the under-developed area as identified by the Govt. of India.

On other hand, the Company has also undertaken relevant schemes under 'Swachh Bharat Mission' promulgated by the Prime Minister of India and initiatives have been taken for construction of toilets at the schools situated in remote areas of the State of West Bengal and other states. On 2<sup>nd</sup> October, 2014, all employees of the Company at the head office and at various zonal offices and sites have also taken the pledge for such cleanliness drive.

A detailed Corporate Social Responsibility Report for the Financial Year 2014-15 is being Annexed vide Annexure -V in accordance with the provisions of Section 135 of the Companies Act 2013.



Construction of Toilet Blocks under Swachh Bharat Abhiyaan at North Dinajpur, West Bengal

### 7.0 CORPORATE GOVERNANCE :

Corporate Governance report is annexed and forms part of this report.

## 8.0 AUDIT COMMITTEE :

The Board of Directors reconstituted the Audit Committee on 24<sup>th</sup> September 2014, with following Directors as Members, Shri Sushant Baliga -Chairman, Shri M.K.Singh, Dr.G.Venkatesh and Shri Saugata Mitra. In accordance with Companies Act 2013, Director (Finance) was not considered as an invitee member and was included as Member in the Committee.

The Audit Committee was further reconstituted on 22<sup>nd</sup> December 2014 with following Directors as Members, Shri Sushant Baliga-Chairman, Shri M.K.Singh, Shri Saugata Mitra and Shri Arvind Kumar, Deputy Secretary, Department of Heavy Industry, consequent upon his appointment vide Order No.7(3)/98-PE-IV dated 20.11.2014 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, with effect from 20<sup>th</sup> November 2014 vice Shri G.Venkatesh, Director, Department of Heavy Industry.

The Committee again reconstituted on 21<sup>st</sup> March 2015 with following Directors as Members, Shri Sushant Baliga-Chairman, Shri M.K.Singh, Shri Saugata Mitra and Shri Manjit Kumar, Director, Department of Heavy Industry, consequent upon his appointment vide Order No.7 (3)/98-PE-IV dated 11.03.2015 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, as part-time Official Director on the Board of B&R with effect from 11<sup>th</sup> March 2015 and until further orders vice Shri Arvind Kumar, Deputy Secretary, Department of Heavy Industry.

Five meetings of the Audit Committee were held during the Financial Year 2014-15 on 25.06.2014, 18.07.2014, 24.09.2014, 22.12.2014 and 21.03.2015.

## 9.0 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

The Board of Directors reconstituted the Corporate Social Responsibility Committee with following Directors on 22<sup>nd</sup> December 2014 :- Shri Sushant Baliga- Chairman of the Committee, Shri M.K.Singh, Shri Saugata Mitra and Shri Arvind Kumar on appointment of Shri Arvind Kumar as Part-time Official Director vice Dr.G.Venkatesh with effect from 20.11.2014 on the Board. On 21<sup>st</sup> March 2015, the Committee was further reconstituted with following Directors- Shri Sushant Baliga, Shri M.K.Singh, Shri Saugata Mitra, and Shri Manjit Kumar on appointment of Shri Manjit Kumar as Part-Time Official Director vice Shri Arvind Kumar with effect from 11.03.2015 on the Board. During the year, 3 Corporate Social Responsibility Meetings were held on 24.06.2014, 22.12.2014 and 21.03.2015.

## 10.0 NOMINATION AND REMUNERATION COMMITTEE :

Remuneration Committee was reconstituted by the Board of Directors in December 2013 with following directors: Shri Sushant Baliga-Chairman of the Committee, Dr.G.Venkatesh and Shri Saugata Mitra.

During the year, 2 Remuneration Committee meetings were held on 10.05.2014 and on 25.06.2014.

## 11.0 DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 12.0 INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The Company has established adequate internal control systems in respect of major areas of operations with regard to all the sites of the company under execution. Such controls are aimed at promoting operational efficiencies, achieving savings in cost and overhead in respective business operations.

### 13.0 ERP SYSTEM IMPLEMENTATION :

The Company has implemented ERP application (Oracle EBS) of Accounts and Finance module, Payroll and HR module, Purchase and Inventory module and Online Asset Management System. In addition to these, FTP Server, Web Server etc. were set-up to strengthen the remote communications. Following Systems have been implemented in the year 2014-15, a) e-Procurement of Goods & Service through e-tendering by Central Public Procurement (CPP) Portal of NIC, Government of India., b) e-Payment to Employees, Suppliers and Contractors through ERP System, c) Installation of 64 bit SAN (Storage Area Network) based high end server for robust and secured ERP and other software applications.

Initiative for implementation of Effective Project Management through Primavera Software and Video Conferencing System through support and service from NIC, Government of India, were made during the Financial Year 2014-15.

### 14.0 QUALITY MANAGEMENT SYSTEM :

B&R is in continuous process for the betterment of Quality Management Systems within the company. It has already been awarded with ISO 9001 : 2008 for (a) Design, Supply, Fabrication, Erection, Installation and Commissioning of various sizes of Liquid / Petroleum welded steel storage tanks (both Vertical & Horizontal type) (b) Design, Manufacture & Supply of Bailey Bridge (c) Manufacture and Supply of Railway Wagon, Railway Bridge Girder, & Bunk House. The Surveillance Audit has been carried out successfully by external auditors M/s. Det Norske Veritas (DNV).

### 15.0 DIRECTORS :

Pursuant to Order No. 3(16)/2010-PE-IV (Vol. III) dated 15.12.2014 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the Competent Authority approved for ex-post facto regularization of the additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), assigned to Shri M.K.Singh, Director (Project Management), B&R for a further period w.e.f. 10.04.2014 to 24.08.2014.

Pursuant to Order No.3(16)/2010-PE-IV(Pt.II) dated 25.08.2014 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the Competent Authority approved to entrust additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), to Shri Kallol Datta, Chairman & Managing Director, Andrew Yule & Company (AYCL) for a period of three months w.e.f. 25.08.2014 or till appointment of a regular CMD, B&R or until further orders, whichever is the earliest.

Pursuant to Order No.7(3)/98-PE-IV dated 20.11.2014 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Shri Arvind Kumar, Deputy Secretary, Department of Heavy Industry, was appointed as part-time Official Director on the Board of B&R vice Dr.G.Venkatesh, Director, Department of Heavy Industry with effect from 20<sup>th</sup> November 2014 and until further orders.

Pursuant to Order No.3(16)/2010-PE-IV(Vol.II) dated 20.01.2015 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority approved for the entrustment of additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), to Shri Kallol Datta, for a further period of three months w.e.f 25.11.2014 or till the appointment of a regular incumbent to the post or until further orders, whichever is earlier.

Pursuant to Order No. 7(3)/98-PE.IV dated 11.03.2015 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the President appointed Shri Manjit Kumar, Director, Department of Heavy Industry as part-time Official Director, on the Board of M/s Bridge & Roof Co.(India) Limited (B&R) vice Shri Arvind Kumar, Deputy Secretary, Department of Heavy Industry with effect from 11.03.2015 and until further orders.

Pursuant to Order No.3(16)/2010-PE-IV(Vol.II) dated 20.05.2015 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority approved for the extension of additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), to Shri Kallol Datta, For a further period of three months w.e.f 25.02.2015 or till the appointment of a regular incumbent to the post or until further orders, whichever is earlier.

### 16.0 KEY MANAGERIAL PERSONNEL :

As per Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following Key Managerial Personnel were appointed during the Financial Year 2014-15 :-

- (1) Chief Executive Officer (CEO)- Shri Kallol Datta w.e.f. 25.08.2014.
- (2) Chief Financial Officer (CFO)- Shri Saugata Mitra w.e.f.01.04.2014.
- (3) Company Secretary (CS)- Smt.Rakhee Kar w.e.f.01.04.2014.

In accordance with the notification from Ministry of Corporate Affairs, Government of India, dated 5<sup>th</sup> June 2015, a new provision has been inserted wherein the provisions of Section 203 sub-sections(1),(2),(3) and (4) shall not apply to a Managing Director or Chief Executive Officer or Manager and in their absence, a wholetime director of the Government Company.

#### **17.0 MEMORANDUM OF UNDERSTANDING WITH GOVERNMENT OF INDIA :**

B&R was assigned with the MoU rating of 'Good' along with a score of '3.42' for the year 2013-14 in connection with MoU between Department of Heavy Industry and B&R. This rating was received from the MOU Division, Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises. A rating of 'Good' is expected for the current year i.e. 2014-15.

#### **18.0 VIGILANCE MECHANISM :**

Vigilance department under the guidance of Chief Vigilance Officer has strived to emphasize in its activities an environment of preventive vigilance, the importance of transparency and adherence to systems and procedures as per the norms prescribed by CVC, DPE and DOPT from time to time keeping in view, the ever changing environment of the construction industry in mind. The emphasis has been more on preventive vigilance rather than mere fault finding in acts and omissions arising out of commercial decision making.

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour through its 'Whistle Blower Policy' adopted by its Board of Directors. The employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Nodal Officer which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

#### **19.0 STATUTORY AUDITORS :**

The Government of India appointed M/s. Guha Matilal & Co., Chartered Accountants, Kolkata and M/s. Sen and Ray., Chartered Accountants, Kolkata as Statutory Auditors of the Company for the Accounting Year 2014-2015 under Section 141 of the Companies Act, 2013.

#### **20.0 COST AUDITORS :**

In accordance with Section 148 of the Companies Act 2013 and rules thereunder, a firm M/s Sarkar Gupta & Associates, were appointed as Cost Auditor of the Company for the Financial Year 2014-15 till the conclusion of Annual General Meeting.

#### **21.0 SECRETARIAL AUDITORS :**

In accordance with Section 204 of the Companies Act 2013 and rules thereunder, a firm M/s Sidharth Baid, Company Secretary in Practice was appointed as Secretarial Auditor of the Company for the Financial Year 2014-15 till the conclusion of Annual General Meeting.

#### **22.0 EXTRACTS OF ANNUAL RETURN :**

Extracts of Annual Return pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as at March 31<sup>st</sup>, 2015 forms part of this report as Annexure VI.

#### **23.0 ACKNOWLEDGEMENT :**

The Board takes this opportunity to express its deep sense of appreciation and gratitude for the support, guidance and assistance received from the Department of Heavy Industry, the Ministry of Heavy Industries & Public Enterprises, State Government, Bankers, valued clients, customers, Comptroller & Auditor General of India and above all to the employees for their dedication and commitment. The Directors are confident of receiving their support and co-operation in the coming years.

For and on behalf of the Board of Directors

Place : Kolkata  
Dated: 11<sup>th</sup> August, 2015

(M.K.Singh)  
CHAIRMAN AND MANAGING DIRECTOR

## REPORT ON ENERGY UTILISATION

## ANNEXURE I

1. Name of the PSE : **BRIDGE & ROOF COMPANY (INDIA) LIMITED**  
(for Howrah Works only)

2. Products / Services of the PSE : Fabrication / Manufacture of the following products based on the clients design and drawing with necessary approval.

- i) Wagon / Structural ( Bunk House / Freight Container / Bridge Girder).
- ii) Bailey Bridge

3. Utilisation (Expenditure) of different forms of Energy & turnover during the last two years (Electricity, Diesel, Natural Gas - give details of each)

Sl. No.	Forms of Energy	2013-14			2014-15		
		Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%	Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%
1	Electricity	113.48	3192	3.56	108.70	4899.59	2.22
2	HSD	2.41		0.08	1.66		0.03
3	L.P.G.	12.53		0.39	11.07		0.23
	TOTAL	128.42		4.02	121.43		2.48

4. Details of Energy Audit, if undertaken :
- a) When (Year) and by which agency : In the year 2014 - 2015, by SUPERINTENDENCE COMPANY OF INDIA (PVT.) LTD. Plot No. Y-23, Block-EP, Sector-V, Salt Lake, Kolkata - 700 091
  - b) Amount paid for energy audit : ₹ 26,272/- (For the year 2014-15)
  - c) Did the energy audit cover entire PSE i.e. all units OR only part. If part, give details : Audit covers entire Howrah Workshop
  - d) Total No. of recommendations given : There are 7 nos. of recommendations (As per audit report 2013-14)
  - e) Specific recommendations of the energy audit and action taken thereon : Recommendations were given and actions reported

5. Steps / measures already been taken during the year 2014-15 against recommendations for the year 2013-14:-

- i) Cut Contract demand up to 100KW.
- ii) Improve Power Factor.
- iii) Reduce Air leakage from screw compressor.
- iv) Generation of 4 KW power by Solar capacity.
- v) To prevent intercooler scale loss by installing cat-ion exchanger.
- vi) Installation of Energy savers for Air Conditioners.
- vii) Installation of timer in lighting circuit.

**ANNEXURE TO THE DIRECTOR'S REPORT**

**ANNEXURE II**

**RESEARCH, DEVELOPMENT AND DIVERSIFICATION YEAR 2014-15**

1. **Specific areas where Research, Development and Diversification was carried out :-**
  - a) OHSAS 18001:2007 (Occupation Health and Safety Assessment Series) Certification at Mechanical Project Sites.
2. **Benefits derived as a result of Research, Development and Diversification :-**
  - a) Identify hazards, assess risks and implement the necessary risk control measures.
  - b) Measure and monitor achievement of our performance objectives.
  - c) Establish clear roles, responsibilities and authorities for personnel who manage, perform and verify activities having an effect on the OH&S risks of the organization's activities, facilities and processes.
  - d) Ensure that personnel are competent to perform tasks that may impact OH&S in the workplace.
  - e) Ensure active monitoring of regulations and legal requirements.
  - f) Define plans and procedures to identify the potential for and response to emergency situations.
  - g) Customer Confidence, Satisfaction and Trust.
3. **Future R&D Plan :-**
  - a) Modernization of Steel Plants
  - b) High Quality RCC work in Nuclear Power Plants
  - c) Project Management Consultancy work
  - d) High Altitude Border Roads
4. **Expenditure in R&D in 2014-15 :-**

Capital : ₹ NIL  
 Revenue : ₹ 49,71,372/-  
 TOTAL : ₹ 49,71,372/-
5. **Technology Absorption and Adaptation :-**



Automatic Rim Seal Fire Protection System using Linear Hollow Metallic Tube Detection System	Technology has been Absorbed
----------------------------------------------------------------------------------------------	------------------------------

ANNEXURE III

REPRESENTATION OF SCs, STs AND OBCs

Groups	NUMBER OF EMPLOYEES				Number of appointments made during the previous calendar year											
	Total	SCs	STs	OBCs	By Direct Recruitment				By Promotion				By other Methods			
					Total	SCs	STs	OBCs	Total	SCs	STs	OBCs	Total	SCs	STs	OBCs
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15		
Group-A	686	114	08	41	-	-	-	-	111	10	02	-	-	-		
Group-B	61	08	-	8	12	02	-	03	30	07	-	-	-	-		
Group-C	456	24	01	13	-	-	-	-	88	01	-	-	-	-		
Group-D (Excluding Sweepers)	198	21	04	07	-	-	-	-	54	01	01	-	-	-		
Group-D (Sweepers)	08	08	-	-	-	-	-	-	-	-	-	-	-	-		
<b>TOTAL</b>	<b>1409</b>	<b>175</b>	<b>13</b>	<b>69</b>	<b>12</b>	<b>02</b>	<b>-</b>	<b>03</b>	<b>283</b>	<b>19</b>	<b>03</b>	<b>-</b>	<b>-</b>	<b>-</b>		

**REPRESENTATION OF PERSONS WITH DISABILITIES**      **ANNEXURE IV**


Groups	NUMBER OF EMPLOYEES					DIRECT RECRUITMENT IN 2014					PROMOTION							
	Total	VH	HH	OH	Total	No. of vacancies reserved					No. of Appointments Made							
						VH	HH	OH	Total	VH	HH	OH	Total	VH	HH	OH		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
Group-A	686	-	-	03	-	-	-	-	-	-	-	NA	NA	NA	NA	NA	NA	NA
Group-B	61	-	-	-	-	-	-	-	-	-	-	NA	NA	NA	NA	NA	NA	NA
Group-C	456	02	01	05	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Group-D	206	03	03	03	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	1409	05	04	11	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note : (i) VH stands for Visually Handicapped (persons suffering from blindness or low vision)  
(ii) HH stands for Hearing Handicapped (persons suffering from hearing impairment)  
(iii) OH stands for Orthopaedically Handicapped (persons suffering from locomotor disability or cerebral palsy)



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

BRIDGE & ROOF CO. (INDIA) LTD.  
(A GOVT. OF INDIA ENTERPRISE)



**CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY POLICY**

THE COMPANY IS COMMITTED TO ESTABLISH ITSELF AND REMAIN AS A RESPONSIBLE CORPORATE ENTITY CONSCIOUS OF ITS SOCIAL AND ENVIRONMENTAL RESPONSIBILITIES TO ALL STAKEHOLDERS AND SOCIETY AT LARGE.

EFFORTS SHALL BE MADE BY THE COMPANY TO PROVIDE SERVICES AND MANUFACTURE / FABRICATE / DEVELOP PRODUCTS CAREFULLY IN AN ENVIRONMENT FRIENDLY MANNER AND BRING ABOUT ECONOMIC GROWTH IN A SUSTAINABLE MANNER.

B&R'S APPROACH WILL BE ORIENTED TO IDENTIFY AND FORMULATE CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABLE DEVELOPMENT (SD) PROJECTS IN RESPONSE TO THE NEED OF SOCIETY AND TO IMPLEMENT THEM WITH FULL INVOLVEMENT AND COMMITMENT IN A TIME BOUND MANNER.

THE COMPANY'S CSR AND SUSTAINABILITY COMMITTEE SHALL BE RESPONSIBLE FOR GUIDANCE, MONITORING AND REVIEW OF ITS CSR AND SD PROJECTS AND TARGETS.

THERE SHALL BE CONTINUOUS EFFORT TO TRAIN AND EDUCATE THE EMPLOYEES OF THE COMPANY IN THESE AREAS.

THE COMPANY IS COMMITTED TO ACHIEVE THE ECONOMIC, ECOLOGICAL AND SOCIAL RESPONSIBILITY OBJECTIVES AS BELOW:-

**OBJECTIVES**

- CAPACITY BUILDING, EMPOWERMENT OF COMMUNITIES, INCLUSIVE-SOCIO ECONOMIC GROWTH, ENVIRONMENT PROTECTION, PROMOTION OF GREEN AND ENERGY EFFICIENT TECHNOLOGIES AND DEVELOPMENT OF BACKWARD REGIONS.
- SKILL DEVELOPMENT OF UNEMPLOYED AND DISTRESSED YOUTHS OF THE COMMUNITY.
- TO IMBIBE A POSITIVE AND RESPONSIVE ATTITUDE AMONGST ALL EMPLOYEES IN RESPECT OF CSR AND SUSTAINABILITY.

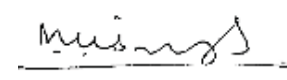
**LIST OF CSR AND SD PROJECTS TO BE UNDERTAKEN DURING 2014-15**

THE PROJECTS ALONG WITH THEIR IMPLEMENTATION SCHEDULE FROM A PART OF THE MOU SIGNED BETWEEN DHI AND B&R FOR THE YEAR 2014-15.

1. B&R VISHWARARMA SCHEME OF SKILL DEVELOPMENT AND OTHER CSR ACTIVITIES.
2. WATER MANAGEMENT - RAINWATER HARVESTING.
3. ENERGY MANAGEMENT - ENERGY EFFICIENCY.
4. OTHER SUITABLE CSR AND SD PROJECTS MAY BE TAKEN UP BY THE COMPANY AS PER SCHEDULE VII OF COMPANIES ACT, 2013.

BOARD LEVEL COMMITTEE HEADED BY AN INDEPENDENT DIRECTOR HAS BEEN FORMED TO GUIDE IDENTIFICATION OF THE PROJECTS AND TO MONITOR THE IMPLEMENTATION OF THESE PROJECTS. THE BELOW BOARD LEVEL COMMITTEE OF THE COMPANY WILL UNDERTAKE IMPLEMENTATION AND ACTIVELY MONITOR THE CSR AND SUSTAINABILITY INITIATIVES OF THE COMPANY. PERIODIC REPORTS ON THE PROGRESS OF IMPLEMENTATION SHALL BE PUT UP TO THE BOARD LEVEL CSR AND SUSTAINABILITY COMMITTEE. AN EXTERNAL AGENCY WILL BE ENTRUSTED FOR FINAL EVALUATION AND REPORTING WHENEVER SUCH REPORTING IS DEEMED NECESSARY.

THE SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMMES OR ACTIVITIES SHALL NOT FORM A PART OF THE BUSINESS PROFIT OF THE COMPANY.

  
(M.K. SINGH)  
DIRECTOR (PROJECT MANAGEMENT)

DATE : - 02-07-2014

The Company's CSR initiatives and Policy is available on the Company's website at <http://www.bridgeroof.co.in/pages/display/36-csr-sustainable-development>

**2. The Composition of CSR Committee :**

Board Level CSR and Sustainability Committee is comprising the following Directors of the Board of the Company :

- Shri Sushant Baliga, Independent Director : Chairman
- Shri M.K.Singh, Director (Project Management), B&R
- Shri S. Mitra, Director (Finance) , B&R
- Shri Manjit Kumar, Government Nominee Director

3. Average net profit of the company for last three financial years :

Financial Years	Net Profit (₹ /Lakhs)
2011-12	4579.56
2012-13	3839.94
2013-14	1061.23

<b>Average Net Profit</b>	<b>₹ 3160.24 Lakhs</b>
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4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above ) :

<b>2% of Average Net Profit</b>	<b>₹ 63.20 Lakhs</b>
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5. Details of CSR spent during the financial year :

- Total amount to be spent for the financial year : ₹ 63.20 Lakhs
- Amount unspent, if any : Nil
- Manner in which the amount spent during the financial year is detailed below :-

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2015 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
1.	B&R Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Local Area : Ramkrishna Mission Shilpayatan / Shilpamandir, Belur, Howrah, W.B.	30.45	Direct	43.01	108.66	Implementing Agency- Ramkrishna Mission Shilpayatan / Shilpamandir
		Employment enhancing vocational skills	Don Bosco self Employment Research Institute, Liluah, Howrah, W.B.		Direct	5.50	30.32	Implementing Agency- Don Bosco Self Employment Research Institute
		Employment enhancing vocational skills	Other Area : Ramkrishna Mission Ashram, Ranchi, Jharkhand		Direct	2.50	2.50	Implementing Agency- Ramkrishna Mission Ashram, Ranchi

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹/Lakhs)		Cumulative expenditure upto the reporting period upto 31.03.2015 (₹/Lakhs)	Amount spent: Direct or through implementing agency
2.	Institute for the Handicapped & Backward People - Construction of Computer Lab cum Vocational Training Centre for girls	Social Business Projects	Other Area : Aila devastated area in Sandesh Khali, District: North 24 Parganas, W.B.	5.00	Direct	5.00	5.00	Implementing Agency- Institute for the Handicapped & Backward People
3.	Construction and Renovation of toilet blocks in schools under Swachh Bharat Abhiyan	Social Business Projects	Local Area : 5 nos. at Chhatna, Bankura, West Bengal and 5 nos. at Islampur, Uttar Dinajpur, West Bengal	7.75	Direct	4.00	4.00	Direct
4.	Water Management - Rainwater Harvesting & other Methodologies	Ensuring Environment Sustainability	Local Area : Near B&R's project sites at NTPC Gadawara, M.P.	5.00	Direct	1.96	18.55	Direct



Rainwater Harvesting Project Carried out at a Village School in Gadawara, MP

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads;		Cumulative expenditure upto the reporting period upto 31.03.2015 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
					(1) Direct expenditure on projects or programs (2) Overheads:	(₹ /Lakhs)		
5.	Energy Management - Energy Efficiency	Ensuring Environment Sustainability	Local Area : Solar Panels at B&R's Howrah Workshop have been installed	15.00	Direct	14.74	25.25	Direct
6.	Training on CSR and Sustainability	Employee Awareness Programme	Kolkata		Over-head	1.18	4.03	Implementing Agency-Verde Ventures Pvt. Ltd.
7.	Evaluation and Reporting	Third Party Evaluation and Reports	Kolkata		Over-head	1.61	1.61	Implementing Agency-Verde Ventures Pvt. Ltd.
<b>Total</b>				<b>63.20</b>		<b>79.50</b>		

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report :

Company has completely spent the two per cent of the average net profit of the last three financial years.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company :

The committee hereby declares that the implementation and monitoring of CSR policy during the year 2014-15 is in compliance with CSR Objectives and Policy of the Company.



4 kW Solar Panel installed at Company's Workshop at Howrah, W.B.

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN

ANNEXURE VI

as on the financial year ended on March 31<sup>st</sup>, 2015

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

I REGISTRATION AND OTHER DETAILS			
i)	CIN	U27310WB1920GOI003601	
ii)	Registration Date	16.01.1920	
iii)	Name of the Company	BRIDGE & ROOF Co.(I) LTD.	
iv)	Category/Sub-Category of the Company	PUBLIC LIMITED/LIMITED BY SHARES	
v)	Address of the Registered office and contact details	'Kankaria Centre', 5th Floor, 2/1, Russel Street, Kolkata- 700071 Tel: +91 33 2217-2108/2274 -Fax: +91 33 2217-2106	
vi)	Whether Listed Company	UNLISTED	
II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-			
SL. NO.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Construction of Utility Projects	422	35%
2.	Construction of other Civil Engineering Projects	429	54%
III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -			
NIL			
IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)			
i)	Category-wise Share Holding	See Attachment	
ii)	Shareholding of Promoters	See Attachment	
iii)	Change in Promoters' Shareholding	NIL	
iv)	Shareholding Pattern of top ten Shareholders(other than Directors, Promoters and holders of GDRs and ADRs)	See Attachment	
v)	Shareholding of Directors and Key Managerial Personnel	NIL	

V INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				(₹ in Lakh)
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	8715.82	NIL	NIL	8715.82
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>8715.82</b>	<b>NIL</b>	<b>NIL</b>	<b>8715.82</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	1715.58	NIL	NIL	1715.58
• Reduction				
<b>Net Change</b>	<b>1715.58</b>	<b>NIL</b>	<b>NIL</b>	<b>1715.58</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	10431.40	NIL	NIL	10431.40
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>10431.40</b>	<b>NIL</b>	<b>NIL</b>	<b>10431.40</b>
VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
i)	Remuneration of Managing Director, Whole-time Directors and/or Manager:		See Attachment	
ii)	Remuneration of Other Directors		See Attachment	
iii)	Remuneration of Key Managerial Personnel other than MD/Manager/Whole-Time Director		See Attachment	
VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES				
NIL				

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sl No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		KALLOL DATTA	M.K.SINGH	SAUGATA MITRA	
1	Gross salary	Shri Datta held additional charge of Chairman & Managing Director	₹ 21,18,395/-	₹ 17,82,427/-	₹ 39,00,822/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		0	0	0
2	Stock Option		0	0	0
3	Sweat Equity		0	0	0
4	Commission		0	0	0
	- as % of profit				
	- others, specify...				
5	Others, please specify		0	0	0
	<b>Total (A)</b>		<b>₹ 23,46,030/-</b>	<b>₹ 18,31,143/-</b>	<b>₹ 41,77,173/-</b>
	Ceiling as per the Act	NOT APPLICABLE TO GOVERNMENT COMPANIES			

### B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors	Total Amount
		SUSHANT BALIGA	
	Independent Directors	₹ 76,000/-	₹ 76,000/-
	Fee for attending board & committee meetings		
	Commission		
	Others, please specify		
	Total (1)	₹ 76,000/-	₹ 76,000/-
	Other Non-Executive Directors	NIL	NIL
	Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)	0	0
	<b>Total (B)=(1+2)</b>	<b>₹ 76,000/-</b>	<b>₹ 76,000/-</b>
	<b>Total Managerial Remuneration</b>		<b>₹ 76,000/-</b>



### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO (SAUGATA MITRA)	Company Secretary (RAKHEE KAR)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Not Applicable	₹ 17,82,427/-	₹ 8,93,788/-	₹ 26,76,215/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		₹ 48,716/-	₹ 13,275/-	₹ 61,991/-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		0	0	
2	Stock Option		0	0	
3	Sweat Equity		0	0	
4	Commission				
	- as % of profit		0	0	
	- others, specify...				
5	Others, please specify		0	0	
	<b>Total (A)</b>		<b>₹ 18,31,143/-</b>	<b>₹ 9,07,063/-</b>	<b>₹ 27,38,206/-</b>

## SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

### Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares*	Demat	Physical	Total	% of Total Shares*	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Government	0	54627155	54627155	99.35%	0	54627155	54627155	99.35%	0
c) State Government (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other.....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1) :-</b>	<b>0</b>	<b>54627155</b>	<b>54627155</b>	<b>99.35%</b>	<b>0</b>	<b>54627155</b>	<b>54627155</b>	<b>99.35%</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other.....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>54627155</b>	<b>54627155</b>	<b>99.35%</b>	<b>0</b>	<b>54627155</b>	<b>54627155</b>	<b>99.35%</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Government	0	0	0	0	0	0	0	0	0
d) State Government (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0

\*Rounded off to 2 decimal places

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares*	Demat	Physical	Total	% of Total Shares*	
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non- Institutions</b>									
a) Bodies Corporate									
i) Indian	0	357591	357591	0.65%	0	357591	357591	0.65%	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	2409	2409	0.00%	0	2409	2409	0.00%	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0</b>	<b>360000</b>	<b>360000</b>	<b>0.65%</b>	<b>0</b>	<b>360000</b>	<b>360000</b>	<b>0.65%</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>54987155</b>	<b>54987155</b>	<b>100.00%</b>	<b>0</b>	<b>54987155</b>	<b>54987155</b>	<b>100.00%</b>	<b>0</b>

\* Rounded off to 2 Decimal Places

## (II) SHAREHOLDING OF PROMOTERS

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	President of India	54627155	99.35%	0	54627155	99.35%	0	0

## (IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. Allotment/transfer/bonus/ & Sweat equity etc.)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	President of India	54627155	99.35%	NIL	54627155	99.35%
2	Balmer Lawrie & Co. Ltd.	357591	0.65%	NIL	357591	0.65%
3	Mrs. Chandralekha Mehta	600	0.00%	NIL	600	0.00%
4	Mrs. Tehmy Keki Dharuwall	600	0.00%	NIL	600	0.00%
5	Shri Ajit Sinha	300	0.00%	NIL	300	0.00%
6	Sadasiva Tyagaraja Sadasivan	300	0.00%	NIL	300	0.00%
7	Mrs. Lalitha Tyagarajan	200	0.00%	NIL	200	0.00%
8	Jayanand Govindaraj	100	0.00%	NIL	100	0.00%
9	Sadasiva Govindaraj	100	0.00%	NIL	100	0.00%
10	Sadasiva Tyagarajan	100	0.00%	NIL	100	0.00%