

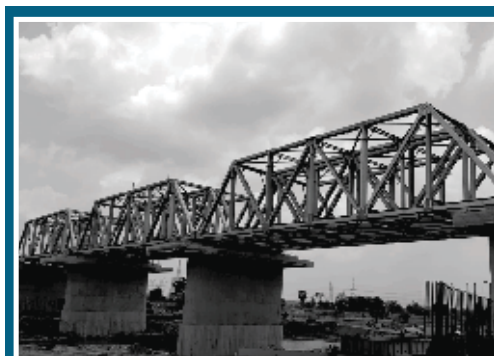


## DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2019

To,  
The Shareholders,

I, on behalf of the Board of Directors of your Company, am pleased to share with you the achievements and highlights of your Company during the financial year 2018-19 and to present the Annual Report on the business and operations of Bridge and Roof Co.(I) Ltd. and its Audited Financial Statements with Auditors' Report and Comments on the Accounts by the Comptroller and Auditor General (CAG) of India for the year ended 31<sup>st</sup> March 2019.

The Financial Year 2018-19 was one of the significant year in terms of growth and sustainability. The company outperformed the targets envisaged in the beginning of the financial year and your Company has been able to achieve desired turnover during the reported financial year.



Civil and Structural work of railway bridge over Uthala river at Raghunathpur for RITES

### 1.0 MAJOR EVENTS OCCURRED DURING THE YEAR

#### A) STATE OF COMPANY'S AFFAIRS

Your Company is celebrating its 100 years service to the nation.

#### DISINVESTMENT :

Cabinet Committee of Economic Affairs (CCEA) in its meeting held on 17-02-2016 had approved the mechanism for Strategic Disinvestment. Based on the CCEA decision, Department of Investment and Public Asset Management (DIPAM) issued instruction on 29-02-2016 for strategic disinvestment of the Company. In this regard, DIPAM has appointed Transaction Advisor and Legal Advisor for Strategic Disinvestment of B&R. Asset Valuer was appointed by Department of Heavy Industry.

Invitation for Expression of Interest (EoI) by The Government of India for Proposed Strategic Disinvestment in Bridge & Roof Company India Limited was issued on 12-10-2017. This included Preliminary Information Memorandum (PIM) and is for short-listing of Interested Bidders. Last date for submission of EoI to YES Bank after extension was 09-01-2018. A Virtual Data Room was created for viewing of detailed documents of the Company by the shortlisted bidders.

#### B) CHANGE IN THE NATURE OF BUSINESS

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



Civil, Structural and UG Piping works for New Process Units at IOCL Gujarat Refinery at Vadodra BS VI Project



Cryogenic LPG Storage Tank at BPCL Uran



### C) MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR TILL THE DATE OF REPORT

The Company implemented the revision of paycales with effect from 01.01.2017 on 12<sup>th</sup> February 2019 as per Government Directives.

## 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)

	2018-2019	2017-2018
Income	3082.41	2055.99
Gross Margin	84.62	51.74
Interest	19.52	17.12
Depreciation	13.68	8.55
Profit Before Tax	51.42	26.07
Provision for Taxation	18.09	9.50
Dividend	9.99	4.91
Tax on Dividend	2.06	1.00

### B) DIVIDEND :

The Directors recommend a dividend of ₹ 1.82 (last year 8.80% -Eight point Eight Zero percent) per Equity Share of ₹ 10/- each for the financial year ended 31<sup>st</sup> March, 2019, 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 20<sup>th</sup> September, 2019.

### C) TRANSFER TO RESERVES :

The Board of Directors of your company, has decided not to transfer any amount to the Reserves for the year under review.

### 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, 2019, 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 turnover of ₹ 3082.41 crores during the year 2018-2019, as compared to ₹ 2055.99 crores achieved during the previous year. The said turnover is the maximum achieved by the Company till date. The Profit Before Tax was ₹ 51.42 crores as compared to ₹ 26.07 crores in the previous year.

Activity-wise performance is reported below:



### PROJECT DIVISION :

Value of work done in Project activities during the year is ₹ 3050.53 crores as compared to ₹ 2007.98 crores last year. Important projects which are successfully completed during the year include

Description	Location	Client	Value (₹ Crores)
Construction of Multipurpose Cyclone Shelters (MPC) under National Cyclone Risk Mitigation Project (NCRMP-II)	North & South 24 Pgs. and Purba Medinipur	Deputy Project Director, State Project Implementation Unit, National Cyclone Risk Mitigation Project Phase-II, Department of Disaster Management, Government of West Bengal	359.26
Composite Mechanical Works of process Units - DCU and Offsites area for Integrated Refinery Expansion Project (IREP)	Kochi	Bharat Petroleum Corpn. Ltd.	259.99
Construction of Tertiary Healthcare Hospital	Chatna and Purulia	West Bengal Medical Services Corpn Ltd., Swasthya Bhawan Complex, WB	154.63
Civil Work for 800 KV, 6000 MW HVDC multi Terminal interconnector	Alipurduar	ABB AB	141.74
Piling, Civil, Structural and U/G Piping works and Piling, Civil, Structural Piping works for New Process Units at Gujarat Refinery for BS-VI Project	Vadodara	Indian Oil Corpn. Ltd., Refineries & Pipelines Division	125.13
Piling and Civil Work for Offsite and Revamp Units, Structural and U/G Piping Work and Plant Building Works for BS-VI Project at Haldia Refinery	Haldia	Indian Oil Corpn. Ltd., Refineries & Pipelines Division	99.79
Mechanical Piping Works for Resid Upgradation Project - Coker Block and Repair and Maintenance Works on 1 No. Crude Tank	Chennai	Chennai Petroleum Corpn. Ltd.	89.55
Engineering, Procurement & Construction (EPC) Contract for Civil Works at Container Terminal Backup Yard	Ennore	Adani Port & Special Economic Zone Ltd	69.88
Implementation of Project Works for Construction of New Polytechnic	Mirik, Kalimpong and Canning	Government of West Bengal, Technical Education and Training Department, WB	68.96

Description	Location	Client	Value (₹ Crores)
Crude and Intermediate Product Storage Tanks Works - Part C under Revamp and Capacity Enhancement Project - Automatic Rim Seal Fire Protection System and Mechanical Works at COT	Bina	Bharat Oman Refineries Ltd.	66.16
Planning, Designing & Construction of 224 New Dwelling Units in Group Housing, 66 New Individual Dwelling Units and upgradation of 41 Dwelling Units (New Toilets) in Six Slum Cluster of Behrampur, Odisha under Rajiv Awas Yojana Phase-I, VI and VII	Behrampur	Behrampur Municipal Corporation, Behrampur, Odisha	49.00



162m long Foot Over Bridge at Santragachi Station for South Eastern Railway



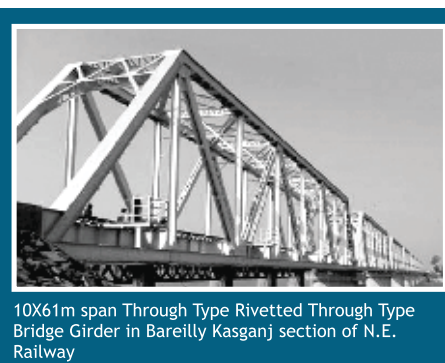
Equipment erection at FCC - DGS unit at CPCL Chennai





### HOWRAH WORKS :

During the year 2018-2019, value of production was ₹ 24.10 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:



Description	Client(s)	Value (₹ Crores)
Manufacture of different spans of Bailey Type Unit Bridges / Bailey Suspension Bridge of various widths for various IRC Class Loading	Bhutan Govt.; DGBR - Delhi; UNOPS-Myanmar; HP PWD; DSPL - Kolkata	13.71
Supply, Fabrication, Transportation and launching of open web through girders of various spans as per RDSO drawings for major bridges between Jhalawar - Aklera section of RMS-BPL New BG rail line project	West Central Railway, Jabalpur	17.22

### 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 practice 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 2012-2013.

### C) CAPITAL EXPENDITURE :

Company has made capital expenditure of ₹ 25.15 crores (previous year ₹ 17.08 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.

### D) FOREIGN EXCHANGE EARNINGS & OUTGO :

There was no Foreign Exchange Earnings during the year. Expenditure in Foreign Currency for import of raw materials, components and spares etc. amounted to ₹ 5.06 crores as indicated in 'Additional Notes to Financial Statements Notes 24 (a), (b) & (c).

1. Total Foreign Exchange used : ₹ 5.06 Crores
2. Total Foreign Exchange earned: NIL

### E) ORDER BOOKING POSITION :

Despite fierce competition from Public and Private sector enterprises, B&R has been able to book orders of value ₹ 5724.22 Crores for the FY 2018-19 from various clients including Public and Private Sectors which is much higher than ₹ 4740.79 during previous year i.e. 2017-18.



Erection, Testing & Commissioning of Boiler and its Auxiliaries for 2 X 800 MW Ramagundam Project of NTPC



Single Stage Sour Water Stripper Column Erection, 94MT, 44m long & 2.4m dia at IOCL Haldia BS-VI Project



Major Orders booked during the year:-

## PROJECTS :

Description	Location	Client	Value (₹ Crores)
Composite works for Part-A (DFCU) and Part-B (DFCU) and Composite work for Part-B (HDPE) and Part-C (PP) Unit for Guru Govind Singh Polymer addition Project	Bathinda	HPCL-Mittal Energy Ltd.	737.66
Crude Oil Storage Tanks (Nominal Capacity 60000 KL, 79 m Dia and 13.5 m Height), Mild Steel Vertical Storage Tanks, Petroleum Product & Fire Hydrant Piping, Construction of Plant Buildings and Allied Works for Petroleum Storage Terminal and EPCC-02 Package for Fire Fighting System & Naptha Tanks (2x1000 KL) and Bio Treatment Plant (BTP) related jobs for BR-9 Expansion Project	Paradip, Barauni, Guwahati, Anasur	Indian Oil Corpn. Ltd.	426.18
Appointment of Public Works Organization for Renovation / up-gradation and Construction of Residential Quarters, Admn Block, Amenity and Community Centre, Boundary Wall, Bulk Services and Development work and Residential Quarters etc at different BSF Campus	Krishna Nagar, Mahatpur, Raniganj, Jalpaiguri, Indore, Tekanpur, Delhi, Amritsar, Rajarhat, Jabalpur, Sitarganj, Khurda, Allahabad, Kalingnagar, Tura, Ambala and Dantiwada, etc in India	Border Security Force	388.97
Construction of New Correctional Home under Phase-II, for shifting of inmates of Presidency Correctional Home	Baruipur	West Bengal Police Housing and Infrastructure Dev. Corp. Ltd	183.07
Construction of Multi Utility Complex and PG Student's Hostel at Sardar Vallabhbai Patel Post Graduate Institute of Pediatric (SVPPGIP), Construction of Social Security Integrated Infrastructure Complex (Old Age Home) and Construction of Administrative Building at OBPI Campus	Cuttak, Malkangiri- Bhadra and Khordah	Government of Odisha	172.79
New Tankages and Associated Civil and Piling and Tankage work for Visakh Refinery Modernization Project	Vizag	Hindustan Petroleum Corpn. Ltd.	167.75
Installation work 4.9 Km LPG Import Terminal Facilities Project, Instrumentation work Part-B for GTU Project at Mumbai Refinery and Fabrication and Erection of Tankages at Coastal Installation	Haldia, Budge Budge, Mumbai and Krishnapattanam	Bharat Petroleum Corpn. Ltd.	143.48

## PROJECTS :

Description	Location	Client	Value (₹ Crores)
Construction of Road Over bridge in lieu of Level X-ing over old G T Road of Asansol Division, Earthwork in Cutting and Filling, Blanketing and Construction of Minor Bridges, ROB and RUB/LHS Retaining Wall and other Ancillary Works in between Godda to Pathergama in connection with construction of new BG line between Pirpanti - Godda and Construction of Foundation, Sub-Structure and Super-Structure of New Railway Bridges including Earthwork in Filling in Approaches and other Ancillary Works in connection with new BG Rail Line between Hansdiha and Mohanpur	Asansol, Godda, Mohanpur and Bhagalpur	Eastern Railway	140.18
Rehabilitation and Strengthening of damage divide walls and downstream floor of Durgapur Barrage over River Damodar and Construction of 31 Nos. Pre-Fabricated Concrete Bridges at different locations over irrigation canals	Durgapur, Bankura and Birbhum	Government of West Bengal	128.27
Appointment of Public Works Organization (PWO) for Construction of International Zoo and Safari	Haldwani	Government of Uttarakhand	106.50



Construction on Multipurpose Cyclone Shelter under NCRMP-II at various coastal areas of West Bengal



Mechanical Work at BORL Bina Terminal





## HOWRAH WORKS :

Description	Client	Value (₹ Crores)
Manufacture, Fabrication, Supply, Inspection & Transportation of Bailey Type Unit Bridge / Bailey Suspension Bridge of various spans and width at different locations in India	DGBR; PWD - Himachal Pradesh	5.04
Bridge Girder & Structural Work	West Bengal Highway Development Corpn. Ltd.	4.08

## F) ENERGY CONSERVATION :

Continuous efforts to conserve energy are being taken by adopting various measures like person to person campaign to put off light, fans, A.C. machines etc., wherever possible, and systematic periodical overhauling of all electrically operated machines. Energy Audits have also been conducted by External Experts followed by necessary corrective actions, as applicable. One of the major accomplishments in energy efficiency domain is the successful installation and commissioning of 26KW Solar Power Generation Unit (On-Grid to CESC through Net Meter) at Howrah Works.

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 33 KV aboveground cable networking, Rehabilitation of damaged hydrocarbon storage tanks due to settlement of foundation, Design detailing of cooling line for Hydrocarbon product tank, Large sized panels of Bailey Type Unit Bridges, etc. and the Company has successfully managed to absorb technology and knowhow for the same.

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 year 2018-19 is a memorable year to mark the commencement of the centenary year of the Company established in 1920. The Company has always followed a rational approach in HR policies which has supported continuous growth of the Company in all respects. The Management of the Company emphasises on developing and sustaining a competent and highly responsive human resource with sufficient domain expertise, by constantly upgrading their knowledge and skills. The resource intake strategy developed by the Company caters to meet the demand of maintaining a steady flow of expertise and talent, in a business which is characterized by challenging work environment at remote project sites, high risk jobs, enormous costs of procurement, fast changing level of technology and growing competition. The Company has always tried to draw up a logical manpower induction plan which is closely aligned to the business plans as well as the manpower profile of the Company. Focus is laid on acquiring new skills and sharpening the existing ones for keeping pace with the competitive markets of the competitors, which build up confidence amongst employees, leading to better performance and increasing productivity and evolving great team leaders.

The Company has taken various actions and initiatives in HR sector and some vital steps undertaken in 2018-19 to strengthen HR processes are as follows:

In line with the guidelines of Govt of India, the Company has carried out an assessment with regard to Project Capability Management Maturity Model (Pro MMM) and People Capability Maturity Model (PCMM) with regard to Performance Evaluation parameters and targets fixed for the Financial Year 2018-19 through Indian Institute of Social Welfare and Business Management (IISWBM). As per advice of IISWBM, the Company is taking various actions to upgrade their competency level.

The Company endorses the idea of identification and retention of talented and energetic employees. Keeping this ideology in mind, it has adopted campus recruitment process at prestigious Institutes like National Institute of Technology/Universities scattered all over the country for identifying and recruitment of bright, young engineers as trainee and arranged on the job training for them. Training of employees is given the highest priority and the Company measures the time and efficacy of all kinds of training provided to the employees which includes e-learning modules also. The Company has widened the spectrum of the training on various fields like cost control, project development, skill development, disciplinary proceedings, vigilance matters etc. The Company regularly depute its executives for various training programmes being arranged by premier Management/Training Institutes. The Company has also taken up training programmes for 'Talent Management and Career Progression' by imparting various weeklong training programme on managerial effectiveness and decision making etc. Apart from these, the Company regularly arranges for training for skill development, vocational training and on various trades to their employees. This year i.e., 2018-19 the Company has arranged training for 188 numbers of employees.

Apart from above the Company has also started celebrating International Yoga Day from the year 2017 as per the directives of Ministry of Ayush, Govt. of India, whereby the interested employees participated in the yoga training programme for physical fitness.

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

Two formats prescribed vide DPE's OM No.36035/17/2008-Estt(Res) dated 14<sup>th</sup> 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 :**

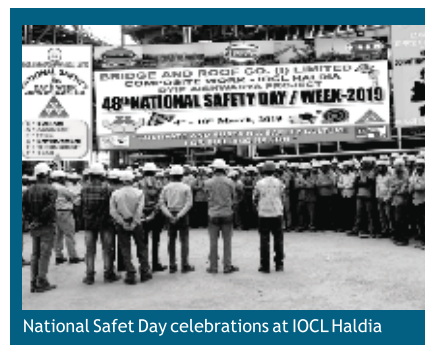
The Company is yet to be notified as covered under the jurisdiction of Central Administrative Tribunal, in order to implement its judgment/orders.

#### **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 working of Company, B&R's Official Language Implementation Committee (OLIC)-B&R is constantly pursuing its efforts. To review and monitor the progress achieved in this regard, OLIC Meetings were held during the year. 'Rajbhasha Pakhwada' was observed from 14<sup>th</sup> to 28<sup>th</sup> September, 2018 and various Hindi Programmes / Competitions etc. were conducted during the 'Pakhwada' and prizes were distributed to winning competitors. To create interest amongst employees and to increase their vocabulary 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 an Active Committee Member of the Town Official Language Implementation Committee (PSUs)-Kolkata (KALTOLIC), under the Ministry of Home Affairs (Govt. of India) and takes active part in all its Programmes / Activities.

### **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 which plays an important role in securing orders from various reputed organizations. B&R has strong and effective Health, Safety and Environment policies. These policies, along with OHSAS 18001 are implemented throughout our projects and work division complying with applicable laws and rules. This practice ensures that the plants are operated with utmost care and no hazards or mishaps take place. Internal audits and management reviews are undertaken in regular interval to identify scopes for further improvements or measuring effectiveness. Our HSE target is (1) Zero accident at workplace. (2) To imbibe and sustain a positive and responsive attitude amongst employees towards retaining sound HSE system. (3) Hundred percent incident reporting from all level of employees.



National Safety Day celebrations at IOCL Haldia



## 6.0 CORPORATE SOCIAL RESPONSIBILITIES ACTIVITIES :

It is ensured that the Corporate Social Responsibility (CSR) activities are carried out by B&R as per DPE Guidelines and in accordance with Section 135 of the Companies Act, 2013.

The CSR Thematic Project was School Education and Health Care which was implemented through District Rural Development Agency, Koraput - an aspirational District piloted under Niti Aayog. The Company also carried out Vocational Training at Aspirational Districts through National Scheduled Castes Finance and Development Corporation (NSFDC).

The Company has framed its CSR Policy as per the Companies Act, 2013. It also ensures participation of employees in activities under its socio-economic measures for CSR and Sustainability Development.

A detailed CSR Report for the Financial Year 2018-19 is being Annexed vide Annexure-V in accordance with the provisions of Section 135 of the Companies Act, 2013.

## 7.0 CORPORATE GOVERNANCE :

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

## 8.0 AUDIT COMMITTEE :

Board of Directors reconstituted the Audit Committee on 28<sup>th</sup> December 2018, pursuant to Order No. 3(8)/2007-PE-IV dated 20.08.2018 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the additional charge of the post of Director (Finance), Bridge & Roof Company (India) Limited (B&R) to Shri R.K.Mitra, Director (Finance), Braithwaite, Burn and Jessop Construction Limited (BBJ), for a period of one year w.e.f. 01.09.2018, or until further orders, whichever is earlier. He took over the charge of Director (Finance), B&R from Shri Saugata Mitra, who completed his tenure on 31-08-2018 (A/N).

Four meetings of the Audit Committee were held during the Financial Year 2018-19 on 28.06.2018, 30.08.2018, 21.02.2019 and 23.03.2019.

## 9.0 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

The Board of Directors reconstituted the CSR Committee on 28<sup>th</sup> December 2018, pursuant to Order No. 3(8)/2007-PE-IV dated 20.08.2018 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the additional charge of the post of Director (Finance), Bridge & Roof Company (India) Limited (B&R) to Shri R.K.Mitra, Director (Finance), Braithwaite, Burn and Jessop Construction Limited (BBJ), for a period of one year w.e.f. 01.09.2018, or until further orders, whichever is earlier. He took over the charge of Director (Finance), B&R from Shri Saugata Mitra, who completed his tenure on 31-08-2018 (A/N).

Four meetings of the CSR Committee were held during the Financial Year 2018-19 on 28.06.2018, 30.08.2018, 28.12.2018 and 23.03.2019.

## 10.0 NOMINATION AND REMUNERATION COMMITTEE :

The Board of Directors reconstituted the Nomination and Remuneration Committee on 28<sup>th</sup> December 2018, pursuant to Order No. 3(8)/2007-PE-IV dated 20.08.2018 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the additional charge of the post of Director (Finance), Bridge & Roof Company (India) Limited (B&R) to Shri R.K.Mitra, Director (Finance), Braithwaite, Burn and Jessop Construction Limited (BBJ), for a period of one year w.e.f. 01.09.2018, or until further orders, whichever is earlier. He took over the charge of Director (Finance), B&R from Shri Saugata Mitra, who completed his tenure on 31-08-2018 (A/N).

Three meetings of the Nomination and Remuneration Committee were held during the Financial Year 2018-19 on 28.06.2018, 30.08.2018 and 23.03.2019.



Composite Works for Mumbai Aviation Fuel Farm Facility



## 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 in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors 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 successfully implemented ERP application (Oracle EBS) of Accounts & Finance module, Payroll & HR module, Purchase & Inventory module (In Manufacturing unit). Introduced GST in Purchase & Inventory ERP module at Manufacturing unit.

High end Storage Area Network (SAN) Server installed & Disaster Recovery (DR) Server are operational. Also Installed FTP Server, Web Server to strengthen remote online service.

Successfully Implemented e-Procurement system for Goods & Service through Central Public Procurement (CPP) Portal & West Bengal Govt. Portal.

Installed hardware based Video Conference (VC) System across all regional offices and software based for respective desktops.

Installed Server for Primavera Project Management System for controlling & monitoring of high value projects through primavera S/W.

Implemented ONLINE Asset Management System to take care of the 'Notional Hire Charges' policy for Co's own Equipments towards effective utilization in the company.

Introduced in-house developed ONLINE integrated Accounts System for data accuracy, to save operation time starting with few pilot project sites.

Introduced e-Payment System through ERP done & Cash less transactions across all the Project Sites, Zonal Offices in line with Regional & Corporate Offices and scheduled monitoring progress are operational.

On coverage of most of the business process in Systems & to ensure zero down time, introduced ONLINE RMAN Backup System without effecting the users' working hours.

On Digitization aspect introduced secured internet connection through 30 GBPS Internet Lease Line (ILL) backbone with backup from alternate service provider.

Piping Construction Management Software implemented and are now operational for Oil Sector clients in the refinery.

Company has successfully installed it's own DATA CENTER at Kolkata Office

Company has introduced Employee Corner as single window for 'Employee Information System' where each & every employee can access their own information and can download their documents like Payslip, PF Slip, FORM-16, Salary certificate etc through their secured login & password.





Company has introduced ONLINE Appraisal System for employees.

Company has enrolled its name in 'Samanvay' Portal feeding all needful data towards the best utilization of the 'Knowledge Management System' - a common collaboration platform to share the knowledge and infrastructure among the CPSEs and associated ministries & also towards benefits of the best practices, lessons learnt etc to enhance their performance, efficiency and timelines without having to repeat the mistakes and reinventing the wheel.

Company has implemented Human Resource Management System (HRMS) module of Oracle Enterprise Business Suites - a reputed ERP (Enterprise Resource Planning) brand for all category of employee. However in the HRMS module of ERP System, the Exit Procedure & Talent Management System were not available and so customized development and integration with the ERP systems done with a objective to place the right person at the right place in right time & to maintain its knowledge set with full documentation towards knowledge management team.

Company has developed a system towards Online Property Return Data Capturing for all regular employees across all offices and project sites through Systems Portal.

Company has migrated its email service to NIC (National Informatics Center) Server - a Central Government body towards full secured environment with a token cost.

After implementing the In house IT & ERP System as per requirement, Company has now started the new dimension of business on IT & its' Infrastructure. Presently executing the Plant wide Data Network (PWN) and Fire Detection and Alarm (FDA) monitoring System (Package-145) under Modernization & Expansion of Bhilai Steel Plant (BSP) of SAIL at Chhattisgarh (Order Value: Rs. 23.61 Crore). The Job covers 130 Km FO cable laying, 16 nos. of Blade Server Installation and commissioning for DR & DC Center with all relevant Softwares, Installation and Commissioning of high value & nos. of (350 Nos) active networking components like Core Switches, Distribution Switches, Managed Layer Switches, Configuration and integration through common protocol software of 40 nos. Fire Detection & Alarm monitoring automation System etc.

#### **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 of Vertical (fixed / floating roof) and Horizontal types with accessories including tank foundation and tank pads ; (b) Design, Manufacture and Supply of Bailey Bridge ; (c) Manufacture and Supply of Railway Wagon and Bunk House. The Surveillance Audit has been carried out successfully by external auditors DNV-GL.

#### **15.0 DIRECTORS:**

Pursuant to Order No. 3(8)/2007-PE-IV dated 20.08.2018 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the additional charge of the post of Director (Finance), Bridge & Roof Company (India) Limited (B&R) to Shri R.K.Mitra, Director (Finance), Braithwaite, Burn and Jessop Construction Limited (BBJ), for a period of one year w.e.f. 01.09.2018, or until further orders, whichever is earlier. He took over the charge of Director (Finance), B&R from Shri Saugata Mitra, who completed his tenure on 31-08-2018 (A/N).

#### **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 were Key Managerial Personnel :-

- 1) Chief Executive Officer (CEO)- Shri S.S.Rawat w.e.f. 25.01.2018
- 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 'Very Good' along with a score of '80.30' for the year 2017-18 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 'Excellent' is expected for the current year i.e. 2018-19.

## **18.0 VIGILANCE MECHANISM:**

Vigilance department at the helm of Chief Vigilance Officer has strived hard to ensure probity and integrity at all levels of company's working mechanism to promote good governance and enhance company's reputation in this business world. As vigilance administration is regarded as management function, this department has endeavour to sustain the working environment as employer friendly having sound mechanism of feedback and necessary corrections keeping in view the ever changing environment of the construction industry and also recommend regularly to adhere to the updated systems and procedures as directed by CVC, DPE and DoPT from time to time. The prime motto of this department is proactive rather than post-mortem of fault finding in acts and omissions arising out of the decision making process. Hence, the emphasis has been more on preventive vigilance thereby identifying the areas vulnerable to corruption on detailed study of the prevailing sets of rules and regulations of the company and recommend the appropriate systemic improvement to the management to plug the loopholes thus preventing the possibilities of corruption at its root.

Vigilance department observed the vigilance awareness week for the year 2018 during the period from 29.10.2018 to 03.11.2018 as per the guidelines set by Central Vigilance Commission. Due to this, a series of activities namely Integrity of Pledge taking by senior executives along with staffs and officers at corporate, zonal, works and site offices all over India, Banners & Posters and essay writing competitions based on theme of this year "Eradicate Corruption- Build a New India" were organized among the employees. As a part of outreach activities, Vigilance department also conducted elocution contest on the referred theme among the students of KV school at Kolkata to promote the awareness of younger generation for maintaining probity in all spheres of social life in order to build New India. As a part of preventive vigilance mechanism, this department carries out CTE type of inspection at different project sites and undertake scrutinizes of Statutory and Internal Audit Reports, Purchase files etc. regularly to identify and detect any irregularities causing adversities to the interest of the company. In the year 2018-19 six vigilance cases were formed and preliminary investigation reports have been sent to Administrative Ministry being a composite case. Initiations of seeking First Stage Advice of CVC have been in process for the referred cases as advised by the ministry.

In order to promote good governance, this department has been emphasized to maintain well directed systemized function, probity and accountability in working practices of executives of the company and it has been striving hard to spread the said aim to all employees by regularly organizing participative vigilance programme to enhance the moral values of the employees as well as reputation and good financial health of the company by eradicating the corruptions to all forms of working mechanism and decision making process.

## **19.0 INTERNAL COMPLAINTS COMMITTEE (ICC):**

Your Company has constituted Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. There were no sexual harassment cases reported /disposed off during the year 2018-19.

## **20.0 STATUTORY AUDITORS :**

The Government of India appointed M/s. Vidya & Co., Chartered Accountants, Kolkata and M/s. Mitra, Kundu & Basu, Chartered Accountants, Kolkata as Statutory Auditors of the Company for the Accounting Year 2018-2019 under Section 141 of the Companies Act, 2013.

## **21.0 COST AUDITORS:**

In accordance with Section 148 of the Companies Act 2013 and rules thereunder, a firm M/s Subhendu Dutta and Co., were appointed as Cost Auditor of the Company for the Financial Year 2018-19 till the conclusion of Annual General Meeting.



## 22.0 SECRETARIAL AUDITORS:

In accordance with Section 204 of the Companies Act 2013 and rules thereunder, a firm M/s Arpan Sengupta & Associates, Company Secretary in Practice was appointed as Secretarial Auditor of the Company for the Financial Year 2018-19 till the conclusion of Annual General Meeting.

## 23.0 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 the extracts of the Annual Return as at March 31<sup>st</sup>, 2019 forms part of this report as Annexure VI.

## 24.0 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 Board of Directors

Place : Kolkata  
Dated: 30/08/2019

(SAIN SINGH RAWAT)  
CHAIRMAN AND MANAGING DIRECTOR



Main Power House Unit 1 & 2 at NTPC Gadarwara 2X800 MW STPP

## 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) Structural ( Bunk House / 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	2017-18			2018-19		
		Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%	Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%
1	Electricity	114.32	3858.02	2.96	99.50	2410.47	4.13
2	HSD	3.38		0.08	1.01		0.04
3	L.P.G.	11.78		0.30	7.98		0.33
	TOTAL	129.48		3.35	108.49		4.50

4. Details of Energy Audit, if undertaken :

a) When (Year) and by which agency : In the year 2017 - 2018, 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 : ₹ 26,200/-

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 : 4 nos.

5. Steps / measures already been taken during the year 2018-19 against recommendations for the year 2017-18:-

- Introducing LED lights in place of 40W FLT lamp.
- Introducing PIR type occupancy sensors to save energy when unoccupied.
- Introducing Day light pipe in different shop floor areas.
- Replacing old & inefficient AC by BEE star rated AC.





## ANNEXURE TO THE DIRECTOR'S REPORT

## ANNEXURE II

### RESEARCH, DEVELOPMENT AND DIVERSIFICATION - YEAR 2018-2019

#### 1. Specific areas where Research, Development and Diversification was carried out:-

- a) Plant wide Data Networking System.
- b) Modified Panel (7ft.) pre-fabricated modular steel bridges including allied (modified) bridge components for economizing the bridge weight and cost as well as Manufacturing Cycle time.

#### 2. Benefits derived as a result of Research, Development and Diversification :-

- a) B&R have successfully qualified and are executing Plant wide Data Networking Project at BSP, Bhilai. There is an appreciable market requirement for this system throughout the world.
- b) B&R successfully bagged the Contract for Supply of 33 Sets of Pre-fabricated modular steel bridges with modified 7ft. Panels from UNITED NATIONS OFFICE FOR PROJECT SERVICES (UNOPS, Myanmar) and executed the same satisfactorily in the FY 2018-19.

#### 3. Future R&D Plan :-

- a) Up gradation / Modernization of Equipment.
- b) Underwater investigation and rehabilitation of Hydraulic Structures like Dam, Barrage, Bridge, etc.
- c) Desalination Plant.
- d) Solid waste management.
- e) Design and development of Double Lane Bailey Type Unit Bridge / Pre-fabricated modular steel bridges.

#### 4. Expenditure in R&D in 2018-2019 :-

Capital : ₹ NIL

Revenue : ₹ 11,72,957.00/-

TOTAL : ₹ 11,72,957.00/-

#### 5. Technology Absorption and Adaptation :-

- a) Plant wide Data Networking System.
- b) Modified Panel (7ft.) pre-fabricated modular steel bridges including allied (modified) bridge components for economizing the bridge weight and cost as well as Manufacturing Cycle time

**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									
					By Direct Recruitment				By Promotion			By Other Methods		
	Total	SCs	STs	OBCs	Total	SCs	STs	OBCs	Total	SCs	STs	Total	SCs	STs
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group-A	671	110	05	59	25	06	01	10	85	12	01	-	-	-
Group-B	12	01	-	02	-	-	-	-	04	-	-	-	-	-
Group-C	314	17	01	08	-	-	-	-	10	01	-	-	-	-
Group-D (Excluding Sweepers)	201	18	04	13	-	-	-	-	31	02	01	-	-	-
Group-D (Sweepers)	07	07	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	1205	153	10	82	-	06	01	10	130	15	02	-	-	-

# ANNEXURE IV

## REPRESENTATION OF PERSONS WITH DISABILITIES

Groups	NUMBER OF EMPLOYEES				DIRECT RECRUITMENT IN 2018								PROMOTION					
	Total	VH	HH	OH	No. of vacancies reserved			No. of Appointments Made				No. of vacancies reserved			No. of Appointments Made			
					VH	HH	OH	Total	VH	HH	OH	Total	VH	HH	OH	Total	VH	HH
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
Group-A	671	-	-	02	-	-	-	-	-	-	-	NA	NA	NA	NA	NA	NA	NA
Group-B	12	-	-	-	-	-	-	-	-	-	-	NA	NA	NA	NA	NA	NA	NA
Group-C	314	03	03	03	-	-	-	-	-	-	-	01	-	-	01	01	-	-
Group-D	208	03	03	02	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	1205	06	06	07	-	-	-	-	-	-	-	01	-	-	01	01	-	-

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 Orthopedically Handicapped (persons suffering from locomotor Disability or cerebral palsy)



## ANNUAL REPORT ON CSR ACTIVITIES

## ANNEXURE V

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

##### VISION

The Company's vision is to consistently demonstrate leadership among its peers in the construction sector in carrying out its operations in an economically, socially and environmentally sustainable manner that is transparent and ethical keeping in mind the larger interest of the communities we operate in.

##### MISSION

B&R shall strive to integrate social and environment concerns in its business processes and work towards providing the best possible solutions for sustainable developmental needs of the society and to take up projects in the area of skill development to enhance employment or entrepreneurship potential; education and infrastructure to support it; healthcare sanitation and nutrition along with all its manifestation, all of which benefit people living around B&R's work areas.

##### KEY FOCUS AREAS OF CSR & SUSTAINABILITY PROJECTS

Activities will be undertaken as specified in Schedule VII referred to under section 135(3) (a) of the Companies Act 2013 and further elaborated by the Ministry of Corporate Affairs and Department of Public Enterprises from time to time, either directly or through funding of such projects. The Company envisages the following as its key areas in CSR activities:

- Projects which benefit communities such as swachhta, sanitation, water supply, education, healthcare, nutrition, etc. majority of which may be located preferably in aspirational districts.
- To provide for vocational training and skill development for a gainful exposure in terms of employment in the engineering, construction and allied industry, as also towards better living with reduced assistance and independence.

##### EVALUATION AND REPORTING BY INDEPENDENT EXTERNAL AGENCY:

Project shall be regularly monitored by B&R's own personnel from Below Board Level CSR Committee to ensure that project progresses as per the plan. An independent agency shall be engaged for the Evaluation and Reporting of the projects.

##### FINANCIAL BUDGET AND EXPENDITURE CONTROL

The surplus arising out of the CSR projects or programs or activities shall not form part of other business profit of the company as per Companies Act, 2013.

Date: 16-08-2019

  
(S.S. RAWAT)

CHAIRMAN AND MANAGING DIRECTOR

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





## 2. The Composition of CSR Committee :

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

- Shri Kedarashish Bapat, Independent Director : Chairman
- Shri S.S.Rawat, Chairman and Managing Director, B&R : Member
- Shri R. K. Mitra, Director (Finance), B&R : Member
- Shri Arvind Kumar, Government Nominee Director : Member

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

Financial Years	Net Profit (PBT) (₹ /Lakhs)	Average Net Profit	₹ 1945.09 Lakhs
2015-16	503.16		
2016-17	2724.77		
2017-18	2607.35		

## 4. Prescribed CSR Expenditure for FY: 2018-19 (two percent of the amount as in item 3 above)

2% of Average Net Profit	₹ 38.90 Lakhs
--------------------------	---------------

## 5. Details of CSR spent during the financial year :

- Total amount to be spent for the financial year : ₹ 40.00 Lakhs (As approved by the Board Level CSR Committee)
- 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 (2018-19) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2018-19) (₹ /Lakhs)	Cumulative expenditure upto the reporting period i.e. upto 31.03.2019 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
1.	B&R Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Local Area : Ramakrishna Mission Shilpamandir Community Training Centre, Howrah (WB)	—	Direct —	148.33	Implementing Agency - Ramakrishna Mission Shilpamandir Community Training Centre

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 (2018-19) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2018-19) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2019 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
	B&R Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Local Area : Don Bosco Self Employment Research Institute, Liluah, Howrah, W.B.	—	Direct	—	37.64	Implementing Agency- Don Bosco Self Employment Research Institute
	B&R Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Other Area : Ramakrishna Mission Ashram, Ranchi, Jharkhand	—	Direct	—	7.50	Implementing Agency - Ramakrishna Mission Ashram, Ranchi
	B&R Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Other Area : Ramakrishna Mission Vidyalaya ITI, Coimbatore, Tamil Nadu	—	Direct	—	16.12	Implementing Agency - Ramakrishna Mission Vidyalaya ITI, Coimbatore
	Vocational Training	Vocational Training at Aspirational Districts	Other Area: National Scheduled Castes Finance and Development Corporation (NSFDC)	14.50	Direct	14.89	14.89	Implementing Agency - National Scheduled Castes Finance and Development Corporation (NSFDC)
2.	Institute for the Handicapped & Backward People - School Building for girls	Social Business Projects	Other Area : Aila devastated area in Sandesh Khali, District: North 24 Parganas, W.B.	—	Direct	—	15.00	Implementing Agency - Institute for the Handicapped & Backward People



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 (2018-19) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2018-19) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2019 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
3.	Swachh Bharat and Ganga Rejuvenation	Social Business Projects	Other Area : Near B&R's Project Sites - Swachh Bharat Abhiyan - Construction and Renovation of toilet blocks in schools 5 nos. at Chhatna, Bankura, West Bengal and 5 nos. at Islampur, Uttar Dinajpur, West Bengal	—	Direct	—	25.54	Direct
		Social Business Projects	Swachh Bharat Kosh	—	Over-head	—	10.00	Direct
		Social Business Projects	Other Area : Near B&R's Project Sites - Swachh Bharat Abhiyan - Construction of two room Health Centre including toilet for Kuchia Bhalo Pahar at Dangarjuri Village, Bandwan PS, Purulia district, W.B.	—	Direct	—	6.90	Direct
		Social Business Projects	Construction of Toilets and Wash Rooms with water facilities for Chiranabin at Parbakshi, Howrah, WB.	—	Direct	—	7.98	Direct

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 (2018-19) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2018-19) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2019 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
4.	Others CSR Activities	Social Business Projects	Other Area: Near B&R's project sites at i) Waghode village, Dhule, Maharashtra. ii) Palassey, Rejinagar, Murshidabad, W.B.	—	Direct	—	10.01	Direct
5.	Energy Management - Energy Efficiency	Ensuring Environment Sustainability	Local Area : Installation of Solar Panel at B&R's Workshop at Howrah, W.B.	—	Direct	—	41.58	Direct
6.	Water Management - Rainwater Harvesting & other Methodologies	Ensuring Environment Sustainability	Other Area : Chhatna, Bankura, West Bengal and Ghichamura, Sambalpur, Odisha near B&R's project sites	—	Direct	—	26.42	Direct
7.	Afforestation	Ensuring Environment Sustainability	Other Area: Near B&R's project sites at Aditya Aluminium, Lapanga Site, Sambalpur, Odisha	—	Direct	—	4.84	Direct
8.	Carbon Management	Ensuring Environment Sustainability	Local Area: B&R's Workshop at Howrah, W.B.	—	Direct	—	2.07	Direct



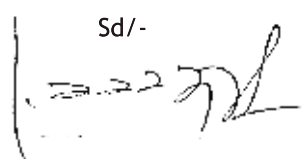
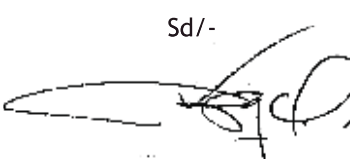
Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise (2018-19) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2018-19) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2019 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
9.	School Education and Health Care	CSR Thematic Project	Other Area: District Rural Development Agency, Koraput - an aspirational District piloted under Niti Aayog	24.00	Direct	25.00	25.00	Implementing Agency - District Rural Development Agency, Koraput
10.	Training on CSR and Sustainability	Employee Awareness Programme	Local Area: Kolkata	—	Over-head	—	4.91	Implementing Agency - Verde Ventures Pvt. Ltd. & others
11.	Evaluation and Reporting	Third Party Evaluation and Reports	Local Area: Kolkata	1.50	Over-head	0.95	6.20	Implementing Agency - Consultivo Business Solutions Pvt. Ltd.
			<b>Total</b>	<b>40.00</b>		<b>40.84</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 more than 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 2018-19 is in compliance with CSR Objectives and Policy of the Company.

<p>Sd/-</p>  <p>(Chief Executive Officer or Managing Director or Director)</p>	<p>Sd/-</p>  <p>(Chairman CSR Committee)</p>	<p>Sd/-</p> <p>[Person specified under clause (d) of sub section (1) of section 380 of the Act] (wherever applicable)</p>
---	---	---





**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

**ANNEXURE VI**

as on the financial year ended on March 31<sup>st</sup>, 2019

[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 Lakhs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,042.06	0.00	0.00	15,042.06
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	15,042.06	0.00	0.00	15,042.06
Change in Indebtedness during the financial year				
• Addition	68.86	0.00	0.00	68.86
• Reduction	0.00	0.00	0.00	0.00
Net Change	68.86	0.00	0.00	68.86
Indebtedness at the end of the financial year				
i) Principal Amount	15110.92	0.00	0.00	15110.92
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	15110.92	0.00	0.00	15110.92
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
		S.S.RAWAT (01/04/2018 TO 31/03/2019)	SAUGATA MITRA (01/04/2018 TO 31/08/2018)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 23,57,302/-	₹ 14,40,864/-	₹ 37,98,166/-
	(b) Subsistence Allowance	0	0	0
	(c) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 3,54,523/-	₹ 49,520/-	₹ 4,04,043/-
	(d) 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			
	- as % of profit	0	0	0
	- others, specify...			
5	Others, please specify	0	0	0
	<b>Total (A)</b>	<b>₹ 27,11,825/-</b>	<b>₹ 14,90,384/-</b>	<b>₹ 42,02,209/-</b>



### B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors	Total Amount
		KEDARASHISH BAPAT	
	Independent Directors	₹ 58000/-	₹ 58000/-
	Fee for attending board & committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
	Other Non-Executive Directors	NIL	NIL
	Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)	0	0
	Total (B)=(1+2)		
	Total Managerial Remuneration	₹ 58000/-	₹ 58000/-

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO (S.S.RAWAT)	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	₹ 23,57,302/-	₹ 25,36,051/-	₹ 13,00,504/-	₹ 61,93,857/-
	(b) Subsistence Allowance	0	0	0	0
	(c) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 3,54,523/-	₹ 70,695/-	₹ 23,178/-	₹ 4,48,396/-
	(d) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others, specify...				
5	Others, please specify	0	0	0	0
	<b>Total</b>	<b>₹ 27,11,825/-</b>	<b>₹ 26,06,746/-</b>	<b>₹ 13,23,682/-</b>	<b>₹ 66,42,253/-</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) FII's	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) 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>



## (II) SHAREHOLDING OF PROMOTERS

Sl N o.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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.		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. Chandrekha 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%



## ANNEXURE VII

### Details of Procurement under Public Procurement Policy for Micro and Small Enterprises (MSEs) Order, 2012

In compliance with D.O. No. 21(1)/2011-M.A. dated 25-04-2012 issued by Secretary, Ministry of Micro, Small and Medium Enterprise (MSME), Govt. of India, the details of the Procurement target and achievement made by the B&R during the Financial Year 2018-19 is given below:-

(₹ in Crores)

Sl No.	Particulars	Target for the Year 2018-2019	Actual Achieved during the Year 2018-2019
1	Total Annual Procurement (in value)	1350.00	1310.17
2	Total Value of Goods and Services procured from MSEs ( including MSEs owned by SC / ST Entrepreneurs )	337.50	257.10
3	Total Value of Goods and Services procured from only MSEs owned by SC / ST Entrepreneurs	13.50	0.32
4	Total Value of Goods and Services procured from only MSEs owned by Women Entrepreneurs	10.13	—
5	% age of procurement from MSEs ( including MSEs owned by SC / ST Entrepreneurs) out of total procurement	25.00%	19.62%
6	% age of procurement from only MSEs owned by SC / ST Entrepreneurs out of total MSEs procurement	4.00% out of 25%	0.12%
7	% age of procurement from only MSEs owned by Women Entrepreneurs out of total MSEs procurement	3.00% out of 25%	—
8	Vendor Development Programmes for MSEs.	YES	—
9	Whether Annual procurement plan for purchases from Micro & Small Enterprises are uploaded on the official website	YES	YES
10	Whether targets reported in Annual Report	YES	YES



# ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



## Form No. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019**  
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit of the Institute of Company Secretaries of India]

To,  
The Members,  
BRIDGE & ROOF CO (INDIA) LTD  
2/1, RUSSEL STREET, 5TH FLOOR  
KOLKATA WB 700071 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601)** (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.

### Management's Responsibility for Secretarial Compliances

The Company's management is responsible for preparation and maintenance of secretarial records and for devising systems to ensure compliances with the provisions of applicable Laws and Regulations.

### Auditor's Responsibility

Our responsibility is to express an opinion on the secretarial records, standard and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate to provide a basis for our opinion.



Page 1 of 6

7/1A Grant Lane Shyam Chambers 2nd Floor Room 13  
Kolkata - 700012

E Mail - asa062015@gmail.com  
(M): (+91) - 9836129538



## ARPAN SENGUPTA AND ASSOCIATES

### Company Secretaries



Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601) 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 from 1st April, 2018 to 31st March, 2019 ("the Reporting Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period from 1st April, 2018 to 31st March, 2019 according to the provisions of:**

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules (Not applicable to the Company during the Audit Period) made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws (Not applicable to the Company during the Audit Period) framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (Not applicable to the Company during the Audit Period), Overseas Direct Investment (Not applicable to the Company during the Audit Period) and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during the Audit Period);
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (Not applicable to the Company during the Audit Period);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange



Page 2 of 6

7/1A Grant Lane Shyam Chambers 2nd Floor Room 13  
Kolkata - 700012

E Mail - asa062015@gmail.com  
(M): (+91) - 9836129538



## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 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 **(Not applicable to the Company during the Audit Period);**
- 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 **(Not applicable to the Company during the Audit Period);**
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:
  - a) Labour laws
  - b) Environmental Laws

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review and thereafter were carried out in compliance with the provisions of the Act.



Page 3 of 6

7/1A Grant Lane Shyam Chambers 2nd Floor Room 13  
Kolkata - 700012

E Mail - asa062015@gmail.com  
(M): (+91) - 9836129538

## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions taken at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** during the audit period there were no specific events or actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**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.

### Disclosure

This Report is to be read with our letter of even date which is annexed as **Annexure - A** and forms an integral part of this Report.

Place: Kolkata

Date: 22<sup>ND</sup> April, 2019

For ARPAN SENGUPTA & ASSOCIATES  
Company Secretaries



CS ARPAN SENGUPTA  
Proprietor  
Membership No.: ACS 37706  
COP No.: 14416

Page 4 of 6

7/1A Grant Lane Shyam Chambers 2nd Floor Room 13  
Kolkata - 700012

E Mail - asa062015@gmail.com  
(M): (+91) - 9836129538



## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



### Annexure -A

**Annexure to the Secretarial Audit Report of BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601) for the financial year ended on 31st March, 2019**

To,  
The Members,  
BRIDGE & ROOF CO (INDIA) LTD  
2/1, RUSSEL STREET, 5TH FLOOR  
KOLKATA WB 700071 IN

Our Secretarial Audit Report for the financial year ended on 31st March, 2019 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate board process and compliance management system, commensurate to the size of the company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and agents of the company during the said audit.
2. We have followed the audit practices and processes as were appropriate, to the best of our understanding, to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the board and by various committees of the Company during the period under review. We have checked the board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the board, of the members of the Company and of other authorities as per the provisions of various statutes as referred in the aforesaid secretarial audit report.



Page 5 of 6

7/1A Grant Lane Shyam Chambers 2nd Floor Room 13  
Kolkata - 700012

E Mail - asa062015@gmail.com  
(M): (+91) - 9836129538

## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

For ARPAN SENGUPTA & ASSOCIATES  
Company Secretaries

Place: Kolkata

Date: 22<sup>ND</sup> April, 2019



CS ARPAN SENGUPTA

Proprietor

Membership No.: ACS 37706

COP No.: 14416

Page 6 of 6

7/1A Grant Lane Shyam Chambers 2nd Floor Room 13  
Kolkata - 700012

E Mail - asa062015@gmail.com  
(M): (+91) - 9836129538