

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Bharat Road Network Limited**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of Bharat Road Network Limited (the "Company") for the quarter ended June 30, 2020 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. *Basis for Qualified Conclusion*
We refer note 4a of the financial results, where the Company has not recognized interest on Rs. 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 34 'Interim Financial Reporting' read with Ind AS 109 'Financial Instruments'. Due to this, profit before tax of the company for the quarter ended June 30, 2020 has been overstated by Rs. 222.51 lakhs and the current liabilities as at June 30, 2020 has been understated by Rs. 894.94 lakhs.



5. Based on our review conducted as above, *with the exception of the matter described in the basis for qualified conclusion paragraph*, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles, generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **S S Kothari Mehta & Company**

Chartered Accountants

Firm Registration No.: 000756N



Rana Sen

Partner

Membership No.:066759



Place: Kolkata

Date: September 14, 2020

UDIN: 20066759AAAADJ2614

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Bharat Road Network Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Bharat Road Network Limited (the "Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its associates for the quarter ended June 30, 2020 (the "Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.



4. The Statement includes the results of the following entities:

Subsidiaries:

- I. Solapur Tollways Private Limited
- II. Orissa Steel Expressway Private Limited
- III. Guruvayoor Infrastructure Private Limited

Associates:

- I. Kurukshetra Expressway Private Limited
- II. Ghaziabad Aligarh Expressway Private Limited
- III. Shree Jagannath Expressways Private Limited
- IV. Mahakaleshwar Tollways Private Limited

5. *Basis for Qualified Conclusion*

We refer note 4a of the financial results, where the Parent has not recognized interest on Rs. 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 34 'Interim Financial Reporting' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax for the quarter ended June 30, 2020 has been understated by Rs. 222.51 lakhs and the current liabilities as at June 30, 2020 has been understated by Rs. 894.94 lakhs.

6. The accompanying Statement includes the interim reviewed financial results/ financial information in respect of:

- a) Three subsidiaries, whose unaudited interim financial results reflect total revenues of Rs. 4,067.72 lakhs, total net loss after tax of Rs. 4,505.28 lakhs and total comprehensive loss of Rs. 4,505.28 lakhs for the quarter ended June 30, 2020, as considered in the statement which have been reviewed by their respective independent auditors.
- b) Four associates, whose unaudited interim financial results includes Group's share of net loss after tax of Rs. 1,154.31 lakhs and total comprehensive loss of Rs. 1,154.31 lakhs for the quarter ended June 30, 2020, as considered in the statement whose interim financial results and other financial information have been reviewed by their respective independent auditors.

The independent Auditor's Reports on the interim financial results / financial information of these entities referred to in paragraph 6 (a) and (b) above have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and associates is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph 3 above.



Our conclusion on the statement in respect of matters stated in paragraph 6 (a) and (b) above is not modified with respect to our reliance on the work done and the reports of the other auditors.

7. Based on our review conducted and procedures performed as stated in paragraph 3 above, *except for the impact of the matter as described in the basis for qualified conclusion paragraph*, and based on the consideration of the review reports of other auditors referred to in paragraph 6 (a) and (b) above, nothing has come to our attention, that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ('IND AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S S Kothari Mehta & Company

Chartered Accountants

Firm Registration No.: 000756N



Rana Sen

Partner

Membership No. : 066759



Place: Kolkata

Date: September 14, 2020

UDIN: 20066759AAAADK3482

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BHARAT ROAD NETWORK LIMITED
 Regd. Office: Plot X1-2 & 3, Ground Floor, Block-4E, Sector-V, Salt Lake City, Kolkata-700 091
 CIN: 145203WB020069112235
 Email: cr@brnl.in, Website: www.brnl.in, Telephone No. +91 33 6602 3609

Statement of Unaudited Standalone Financial Results for the Quarter ended June 30, 2020 and Unaudited Consolidated Financial Results for the quarter ended June 30, 2020

Sl. No.	Particulars	Standalone				Consolidated				(Rs. in Lakhs)
		Quarter ended		Year Ended		Quarter ended		Year Ended		
		June 30, 2020	March 31, 2020	June 30, 2019	March 31, 2020	June 30, 2020	March 31, 2020	June 30, 2019	March 31, 2020	
	(Unaudited)	(Audited) Refer note 2(a)	(Unaudited)	(Audited)	(Unaudited)	(Audited) Refer note 2(b)	(Unaudited)	(Audited)		
I	Revenue from operations	253.02	283.61	103.14	667.46	3,356.61	4,690.77	8,822.34	20,927.38	
II	Other income	1,048.94	(2,670.86)	1,202.79	1,073.69	1,792.58	(1,435.81)	1,428.41	2,026.91	
III	Total income (I+II)	1,302.76	(2,387.25)	1,305.93	1,741.15	5,149.19	3,254.91	10,250.75	32,849.29	
IV	Expenses									
	DPC Cost					207.52	677.12	2,804.70	6,854.04	
	Employee benefits expense	63.42	77.95	111.52	421.86	289.34	369.34	318.78	1,392.97	
	Finance Costs	346.09	1.48	191.31	203.65	8,750.36	5,120.21	3,850.62	19,343.94	
	Depreciation and amortization expense	0.97	0.90	1.12	4.20	612.03	979.78	879.85	3,635.05	
	Other expenses	158.21	221.04	116.60	783.71	1,061.64	948.01	666.92	3,303.72	
	Total expenses (IV)	569.19	312.05	422.55	1,413.42	8,920.89	8,293.96	8,620.87	34,529.72	
V	Profit/(Loss) from operation before share of Profit/(Loss) of associates, exceptional items and tax (III-IV)	733.57	(2,699.30)	883.38	327.93	(3,771.70)	(5,039.05)	1,629.88	(1,680.43)	
VI	Exceptional items									
VII	Profit/(Loss) before tax (V-VI)	733.57	(2,699.30)	883.38	327.93	(3,771.70)	(5,039.05)	1,629.88	(1,680.43)	
VIII	Tax expense									
	Current tax	122.54	(514.69)	188.60	58.99	122.54	(514.69)	188.60	58.99	
	Income tax of earlier period						8.05		8.05	
	Deferred tax	91.82	(267.93)	70.15	41.48	91.82	(267.93)	70.35	43.68	
IX	Profit/(Loss) for the period/year (VII-VIII)	519.21	(1,916.68)	624.43	225.26	(3,986.06)	(4,264.48)	1,370.93	(1,791.15)	
X	Share of Profit / (Loss) of Associates					(1,154.31)	93.55	(347.03)	497.92	
XI	Profit/(Loss) for the period/year after share of Profit/(Loss) of associates (IX+X)	519.21	(1,916.68)	624.43	225.26	(5,140.37)	(4,170.93)	1,023.90	(1,293.23)	
XII	Other Comprehensive Income									
	(i) Items that will not be reclassified to profit or loss									
	Remeasurement of the defined benefit plans	3.91	22.22	0.89	23.50	3.91	7.48	0.09	7.76	
	Share of Profit / (Loss) of Associates						(3.40)		(3.40)	
	(ii) Income tax relating to items that will not be reclassified to Profit/(Loss)	(1.14)	(6.48)	(0.03)	(6.55)	(1.14)	(6.48)	(0.03)	(6.55)	
	Total Other Comprehensive Income for the period/year	2.77	15.74	0.86	15.95	2.77	(2.40)	0.06	(2.19)	
XIII	Total Comprehensive Income for the period/year (XI+XII)	521.98	(1,900.94)	624.49	241.21	(5,137.60)	(4,173.33)	1,023.96	(1,295.42)	
XIV	Profit / (Loss) for the period/year attributable to:									
	Owners of the Company					(5,002.10)	(4,300.57)	801.35	(1,597.31)	
	Non controlling interest					(138.27)	129.64	222.55	304.08	
XV	Other Comprehensive Income for the period/year attributable to:									
	Owners of the Company					2.77	5.29	0.06	5.50	
	Non controlling interest						(7.69)		(7.69)	
XVI	Total Comprehensive Income for the period/year attributable to:									
	Owners of the Company					(4,999.33)	(4,295.28)	801.41	(1,591.81)	
	Non controlling interest					(138.27)	121.95	222.55	296.39	
XVII	Paid-up Equity share capital	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	
	(Face value of Rs. 10/- each, fully paid)									
XVIII	Other equity excluding revaluation reserves				109,220.18				91,731.85	
XIX	Earnings per equity share (of Rs. 10/- each) not announced									
	a) Basic (Rs.)	0.62	(2.28)	0.74	0.27	(6.12)	(4.97)	1.22	(1.54)	
	b) Diluted (Rs.)	0.62	(2.28)	0.74	0.27	(6.12)	(4.97)	1.22	(1.54)	

Please see accompanying notes to the financial results.



Notes:-

- 1) The above standalone financial results for the quarter ended June 30, 2020 and consolidated financial results for the quarter ended June 30, 2020 were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on September 14, 2020. Limited Review of these Financial Results for the quarter ended June 30, 2020 as required under regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the Statutory Auditors of the Company.
- 2) The Company is primarily engaged in a single business segment of purchase, own, build, develop, design, operate, transfer road and related services. Hence, segment reporting is not applicable.
- 3) The Company has invested in various road projects through associates and subsidiaries (SPVs). These investments have been made on a long term basis with an objective to earn returns and capital appreciation after the commencement of commercial operations of the respective projects. Based on a legal opinion, the Company has treated these investments in SPVs as "Qualifying Asset". As per Indian Accounting Standard (Ind AS) 23 on "Borrowing Costs" and in accordance with the accounting concept of "Matching costs and revenues", the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in the SPVs as part of the cost of investments.
- 4a) The Company had received an amount of Rs. 2000 lakhs from IL&FS Financial Services Ltd.(IL&FS) in the year 2016-17. Interest and Principal payment has been put on hold since September 30, 2018 on account of certain disputes. The Company has not provided interest from July 01, 2019 onwards, pending the settlement of dispute. An application has been filed against the Company by IL&FS before the Hon'ble National Company Law Tribunal, Kolkata claiming their dues which is yet not admitted.
- 4b) The Company has a receivable of Rs.11,419 lakhs against IL&FS group Company viz IL&FS Transportation Networks Limited (ITNL) for which the Company has initiated appropriate recovery process. The Company has acquired this receivable by Assignment which has been acknowledged & accepted as Claim by ITNL.
- 5) Other Income includes unrealised (loss)/gain on account of Investments mandatorily measured at Fair Value Through Profit and Loss (FVTPL).
- 6) The Company had made an application to the Reserve Bank of India (RBI) to grant Certificate of Registration to commence the business of a Non-Deposit taking Systematically Important Core Investment Company (NDSI - CIC) on March 28, 2019 and July 16, 2019. In response to the above, the RBI vide its letter dated January 24, 2020 communicated to the Company that while it does not qualify to become Non-Deposit taking Systematically Important Core Investment Company (NDSI - CIC), the Company needs to apply for Certificate of Registration (COK) for carrying out NDFI activities as it is meeting the Principal Business Criteria for FY 2018-19. The Company had clarified in the observations of the RBI requesting for granting necessary registration. Response of the RBI is awaited.
- 7a) The Standalone figures for the last quarter for financial year 2019-20 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited (with limited review) year to date figures upto the third quarter ended December 31, 2019.
- 7b) The Consolidated figures for the last quarter for financial year 2019-20 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited (with limited review) year to date figures upto the third quarter ended December 31, 2019.
- 8) In case of subsidiary company, Orissa Steel Expressway Private Limited (OSEPL), the project was foreclosed and handed over to National Highway Authority of India (NHAI) due to non providing of encumbrance free land, forest clearance issues etc. by NHAI. Consequently, OSEPL invoked Arbitration on October 16, 2017 and finally Tribunal awarded Claim of Rs. 32,277 lakhs vide Award dated March 31, 2019 in favour of OSEPL. Accordingly, management of OSEPL believes that it will realize claim from respondent (NHAI) and hence Financial Statements of OSEPL has been prepared on Going Concern basis. Further as the project has been handed over to NHAI, expenditure incurred on the project which were classified as "Intangible Assets under Development" have been transferred to "Claims" disclosed under "Non Current Financial Assets".
NHAI has moved to High Court against the above order and the matter is sub-judice.
- 9) Impact of COVID 19 - Operations and financials of the Company for the quarter were impacted due to the lockdown and related restrictions imposed by the State and Central Governments to contain the intensity and spread of COVID19. As a result of the lockdown, consequent restrictions, suspension of work and disruption in supply chains continued in April 20 and beyond. Stalling and construction operations across the sites have been affected during the quarter. As the future impact of the COVID-19 being uncertain and unpredictable including its spread and duration, management of the company will continue to monitor the socio-economic situation as it unfolds and any material fallopis it could have on the business operations going forward.
- 10) The figures for the corresponding previous period have been regrouped/ reclassified wherever necessary, to make them comparable.



A handwritten signature in blue ink, appearing to be "A. S. S. Kohari Mehla", written over a faint circular stamp.

For and on behalf of the Board of Directors of
BHARAT ROAD NETWORK LIMITED

Managing Director
Place of Signature : Kolkata
Date -14 September - 2020