

INDEPENDENT AUDITORS' REVIEW REPORT TO
THE BOARD OF DIRECTORS OF
BHARAT ROAD NETWORK LIMITED

1. We have reviewed the accompanying statement of standalone unaudited financial results of BHARAT ROAD NETWORK LIMITED ("the Company") for the quarter and half year ended 30th September, 2017 ("the Statement"), including the restated figures for the Corresponding quarter and half year ended 30th September, 2016. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (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 financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We do have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of standalone unaudited financial results prepared in accordance with applicable Indian Accounting Standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular no. CIR/CFD/FAC/62/2016 dated 5th July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement. However, we draw attention to Note No. 9 to the Statement regarding treatment of investments in Special Purpose Vehicles as Qualifying Asset which is based on the legal opinion and capitalization of directly attributable borrowing costs incurred in respect thereof. Our opinion is neither a reservation, nor a qualification or an adverse remark in respect of this matter.

For G.P.Agrawal & Co.
Chartered Accountants
Firm's Registration No. 302082E



Place of Signature: Kolkata
Date: 2nd November, 2017

Sunita Kedia
(CA. Sunita Kedia)
Partner
Membership No. 60162

BHARAT ROAD NETWORK LIMITED

REGD OFFICE: MIRANIA GARDENS, 10B/1, TOPSIA ROAD (EAST), KOLKATA - 700046

CIN: U45203WB2006PLC112235

Email : cs@brnl.in, Website: www.brnl.in

Statement of Unaudited Standalone Financial Results for the Quarter and Six months ended 30/09/2017

(Rs. In Lakh)

| Sl. No. | Particulars | Quarter ended | | | Half year ended | |
|---------|--|-----------------|---------------|---------------|-----------------|----------------|
| | | Sept 30, 2017 | June 30, 2017 | Sept 30, 2016 | Sept 30, 2017 | Sept 30, 2016 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| I | Revenue from operations | 1,406.40 | 358.17 | 275.00 | 1,764.57 | 550.00 |
| II | Other Income | 54.55 | 21.13 | 111.73 | 75.68 | 240.13 |
| III | Total income (I+II) | 1,460.95 | 379.30 | 386.73 | 1,840.25 | 790.13 |
| IV | Expenses | | | | | |
| | Employee benefits expense | 166.30 | 164.50 | 66.80 | 330.80 | 156.75 |
| | Finance Costs | 140.33 | 103.00 | 280.90 | 243.33 | 625.71 |
| | Depreciation and amortization expense | 0.46 | 0.42 | 0.17 | 0.88 | 0.33 |
| | Other expenses | 48.34 | 59.04 | 33.90 | 107.38 | 47.34 |
| | Total expenses (IV) | 355.43 | 326.96 | 381.77 | 682.39 | 830.13 |
| V | Profit/(Loss) before exceptional items and tax (III-IV) | 1,105.52 | 52.34 | 4.96 | 1,157.86 | (40.00) |
| VI | Exceptional items | - | - | - | - | - |
| VII | Profit/(Loss) before tax (V-VI) | 1,105.52 | 52.34 | 4.96 | 1,157.86 | (40.00) |
| VIII | Tax expense | | | | | |
| | Current tax | 320.00 | 15.95 | - | 335.95 | (0.01) |
| | Deferred tax | (1.09) | (13.54) | (2.68) | (14.63) | (5.36) |
| IX | Net Profit/(Loss) for the period (VII-VIII) | 786.61 | 49.93 | 7.64 | 836.54 | (34.63) |
| X | Other Comprehensive Income | | | | | |
| | i) Items that will not be reclassified to profit or loss | - | - | 8.11 | - | 16.21 |
| | ii) Income tax relating to items that will not be reclassified to profit or loss | - | - | (2.68) | - | (5.36) |
| XI | Total Comprehensive Income for the period (IX+X) | 786.61 | 49.93 | 13.07 | 836.54 | (23.78) |
| XII | Paid- up Equity share capital (Face value of Rs. 10/- each) | 8,395.00 | 5,465.00 | 1,000.00 | 8,395.00 | 1,000.00 |
| XIII | Earnings per equity share (of Rs. 10/-each) (not annualised): | | | | | |
| | a) Basic (Rs.) | 1.31 | 0.09 | 0.13 | 1.46 | (0.24) |
| | b) Diluted (Rs.) | 1.31 | 0.09 | 0.13 | 1.46 | (0.24) |

See accompanying notes to the financial results



Statement of Unaudited Standalone Assets and Liabilities

(Rs. In Lakh)

| | | As at Sept 30, 2017 (Unaudited) |
|-----------|---|---------------------------------------|
| I | Assets | |
| | Non-current assets | |
| | a) Property, plant and equipment | 3.47 |
| | b) Other intangible assets | 1.50 |
| | c) Financial assets | |
| | (i) Investments | 99,927.18 |
| | (ii) Loans | 13,671.10 |
| | d) Deferred tax assets (net) | 14.63 |
| | Total Non-current assets | 1,13,617.88 |
| | Current assets | |
| | a) Financial assets | |
| | (i) Trade receivables | 2,930.27 |
| | (ii) Cash and cash equivalents | 15,358.72 |
| | (iii) Bank balances other than (ii) above | 300.65 |
| | (iv) Loans | 2,349.53 |
| | (v) Other financial assets | 1,176.05 |
| | b) Other current assets | 120.54 |
| | Total Current assets | 22,235.76 |
| | TOTAL ASSETS | 1,35,853.64 |
| II | EQUITY AND LIABILITIES | |
| | Equity | |
| | a) Equity share capital | 8,395.00 |
| | b) Other equity | 1,08,424.07 |
| | Total Equity | 1,16,819.07 |
| | Liabilities | |
| | Non-current liabilities | |
| | a) Financial liabilities | |
| | (i) Borrowings | 13,568.28 |
| | b) Provisions | 102.43 |
| | Total Non-current liabilities | 13,670.71 |
| | Current liabilities | |
| | a) Financial liabilities | |
| | (i) Borrowings | 5,000.00 |
| | (ii) Trade payables | 42.94 |
| | (iii) Other financial liabilities | 111.22 |
| | b) Other current liabilities | 67.54 |
| | c) Provisions | 6.15 |
| | d) Current tax liabilities (Net) | 136.01 |
| | Total Current liabilities | 5,363.86 |
| | TOTAL EQUITY AND LIABILITIES | 1,35,853.64 |



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Notes:-

- 1) The above unaudited standalone financial results were reviewed by the Audit Committee and thereafter the Board of directors has approved the above results at their respective meetings held on 02nd November, 2017.
 - 2) The company has adopted, Indian Accounting Standards prescribed under section 133 of The Companies Act 2013 (Ind AS) from 1st April, 2017 and accordingly these financial results and all the period presented have been prepared in accordance with recognition and measurement principles laid down in Ind AS 34- Interim Financial Reporting read with relevant rules issued thereunder and the other accounting principles generally accepted in India and discloses the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (LODR) regulation 2015 and amendment thereon. The transition balance sheet as at 1st April, 2016 and the results for the subsequent periods would be finalised and will be subject to audit at the time of annual financial statements for the year ended 31st March, 2018.
- The Statutory Auditors have carried out "Limited Review" of the aforesaid financial results for all the periods presented.
- 3) The format for unaudited quarterly results as prescribed vide SEBI circular CIR/CFD/CMD/15/2015 dated 30th November, 2015 has been modified to comply with the requirements of SEBI circular dated 5th July, 2016 and Schedule III (Division II) to the Companies Act, 2013 applicable to companies that are required to comply with Ind AS.
 - 4) Results for the year ended 31st March, 2017 and balance sheet as on that date under Ind-AS has not been given as the Company has availed the exemption provided by SEBI Circular dated 5th July, 2016.
 - 5) The equity shares of the Company were listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), w.e.f. 18th September, 2017. Pursuant to Initial Public offering (IPO), 29,300,000 equity shares of Rs. 10/-each were allotted at a premium of Rs. 195/- per share. The details of utilisation of IPO proceeds are as follows: -

Utilisation of Issue proceeds**(Rs. In lakh)**

| Particulars | Objects of the issue as per prospectus | Utilisation till 30th Sept, 2017 | Amount pending Utilisation* |
|--|--|----------------------------------|-----------------------------|
| STPL sponsor investment | 5,147.00 | 5,147.00 | - |
| Acquisition of the sub-ordinate debt in the form of unsecured loan/ OCPIDs/ Warrants/ OGDs, advanced/ in the identified SPVs | 37,225.30 | 37,225.30 | - |
| General corporate purposes (Including IPO related expenses) | 17,692.70 | 3,614.73 | 14,077.97 |
| Total Net Proceeds | 60,065.00 | 45,987.03 | 14,077.97 |

* Unutilised IPO proceeds as at 30th September, 2017 are temporarily invested in deposits with scheduled bank amounting to Rs. 14,077.97 lakh.

- 6) IPO related expenses aggregating to Rs. 1,744.73 lakh incurred upto 30th September, 2017 has been adjusted against Securities Premium Account.
- 7a) Reconciliation of standalone financial results as previously reported (referred to as "Previous GAAP") and Ind AS for quarter/half year presented are as under:

(Rs. In lakh)

| Particulars | Quarter ended | Half year ended |
|--|---------------|-----------------|
| | Sept 30, 2016 | Sept 30, 2016 |
| Net Profit / (Loss) as per Previous GAAP (after tax) | 13.07 | (23.78) |
| Add/(Less) - Effect of transition to Ind AS | | |
| (i) Impact due to change in employee benefit expenses | (8.11) | (16.21) |
| (ii) Deferred tax gain on remeasurement of employee benefit expenses | 2.68 | 5.36 |
| Net impact of Ind AS adjustments | (5.43) | (10.85) |
| Net Profit / (Loss) as reported under Ind AS | 7.64 | (34.63) |
| Other Comprehensive Income (net of tax) | 5.43 | 10.85 |
| Total Comprehensive Income as reported under Ind AS | 13.07 | (23.78) |

- b) Under Previous GAAP, actuarial gains and losses were recognised in the Statement of Profit and Loss. Under Ind AS, the actuarial gains and losses forming part of re- measurement of the net defined benefit liability/asset is recognised in Other Comprehensive Income (net of tax).
 - 8) 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.
 - 9) 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 'Borrowings Costs' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in the SPVs as part of the cost of investments.
- Accordingly, borrowing cost has been capitalised to Non-Current Investments for an amount of Rs. 15,881.21 lakh including Rs. 635.57 lakh for the half year ended Sep 30, 2017 (For the half year ended Sep 30, 2016: Rs.2,386.27 Lakh) incurred on loans borrowed for acquisition of these investments.
- 10) The Board of Directors has declared an interim dividend of Re.0.50 (5%) per Equity Share of Rs.10 each for the Financial Year 2017-18.
 - 11) The figures of previous periods have been regrouped / reclassified wherever necessary to conform to current periods classification.

Place of Signature : Kolkata
Dated:- 02nd November, 2017



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

[Signature]
Managing Director

Extract of Unaudited Standalone Financial Results for the Quarter and Six months ended 30/09/2017

| Sl. No. | Particulars | Quarter ended | | (Rs In Lakh) |
|---------|---|---------------|---------------|-------------------------------|
| | | Sept 30, 2017 | Sept 30, 2016 | Half year ended Sept 30, 2017 |
| | | [Unaudited] | [Unaudited] | [Unaudited] |
| 1) | Total Income from operations | 1,406.40 | 275.00 | 1,764.57 |
| 2) | Net Profit /(Loss) for the period (before tax and exceptional items) | 1,105.52 | 4.96 | 1,157.86 |
| 3) | Net Profit /(Loss) for the period before tax (after exceptional items) | 1,105.52 | 4.96 | 1,157.86 |
| 4) | Net Profit /(Loss) for the period after tax (after exceptional items) | 786.61 | 7.64 | 836.54 |
| 5) | Total Comprehensive Income for the period [comprising Profit/ (Loss) for the period (after tax) and Other Comprehensive Income (after tax)] | 786.61 | 13.07 | 836.54 |
| 6) | Equity Share Capital | 8,395.00 | 1,000.00 | 8,395.00 |
| 7) | Earnings per share (of Rs. 10/- each) (not annualised): | | | |
| | a) Basic (Rs.) | 1.31 | 0.13 | 1.46 |
| | b) Diluted (Rs.) | 1.31 | 0.13 | 1.46 |

Notes:

- The above unaudited standalone financial results were reviewed by the Audit Committee and thereafter the Board of directors has approved the above results at their respective meetings held on 02nd November, 2017.
- The above is an extract of the detailed format of Quarterly / Half yearly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The full format of the Quarterly / Half yearly Financial Results are available on the Stock Exchange website i.e. (www.nseindia.com / www.bseindia.com) and Company's website (www.brnl.in).
- The company has adopted, Indian Accounting Standards prescribed under section 133 of The Companies Act 2013 (Ind AS) from 1st April, 2017 and accordingly these financial results and all the period presented have been prepared in accordance with recognition and measurement principles laid down in Ind AS 34- Interim Financial Reporting read with relevant rules issued thereunder and the other accounting principles generally accepted in India and discloses the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (LODR) regulation 2015 and amendment thereon. The transition balance sheet as at 1st April, 2016 and the results for the subsequent periods would be finalised and will be subject to audit at the time of annual financial statements for the year ended 31st March, 2018.

The Statutory Auditors have carried out "Limited Review" of the aforesaid financial results for all the periods presented.

- Reconciliation of standalone financial results as previously reported (referred to as "Previous GAAP") and Ind AS for the quarter presented are as under:

| Particulars | (Rs. In lakh) |
|--|---------------|
| Net Profit /(Loss) as per Previous GAAP (after tax) | 13.07 |
| Add/(Less) - Effect of transition to Ind AS | |
| (i) Impact due to change in employee benefit expenses | (8.11) |
| (ii) Deferred tax gain on remeasurement of employee benefit expenses | 2.68 |
| Net impact of Ind AS adjustments | (5.43) |
| Net Profit /(Loss) as reported under Ind AS | 7.64 |
| Other Comprehensive Income (net of tax) | 5.43 |
| Total Comprehensive Income as reported under Ind AS | 13.07 |

- The equity shares of the Company were listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), w.e.f. 18th September, 2017. Pursuant to Initial Public offering (IPO), 29,300,000 equity shares of Rs. 10/- each were allotted at a premium of Rs. 195/- per share. The details of utilisation of IPO proceeds are as follows: -

| Particulars | Objects of the issue as per prospectus | Utilisation till Sept 30, 2017 | (Rs. In lakh) |
|--|--|--------------------------------|-----------------------------|
| | | | Amount pending Utilisation* |
| STPL sponsor investment | 5,147.00 | 5,147.00 | - |
| Acquisition of the sub-ordinate debt in the form of unsecured loan/ OCPIDs/ Warrants/ OCDs. advanced/ in the identified SPVs | 37,225.30 | 37,225.30 | - |
| General corporate purposes (Including IPO related expenses) | 17,692.70 | 3,614.73 | 14,077.97 |
| Total Net Proceeds | 60,065.00 | 45,987.03 | 14,077.97 |

* Unutilised IPO proceeds as at 30th September, 2017 are temporarily invested in deposits with scheduled bank amounting to Rs. 14,077.97 lakh.

- The Board of Directors has declared an interim dividend of Re.0.50 (5%) per Equity Share of Rs.10 each for the Financial Year 2017-18.
- The figures of previous periods have been regrouped / reclassified wherever necessary to make them comparable with those of the current period.

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


Managing Director

Place of Signature : Kolkata
Dated:- 02nd November, 2017