



BRNL/CS/2019-20/15

28th May, 2019

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
(BSE Scrip Code: 540700)

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot no. C/1,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
(NSE Symbol: BRNL)

Sub: Outcome of Board Meeting

Dear Sir,

This is to inform you that the Board of Directors, at its Meeting held today, i.e., Tuesday, 28th May, 2019, has, inter alia, approved the following:

1. Audited Standalone Financial Results of the Company for the Quarter and Financial Year ended on 31st March, 2019 and Audited Consolidated Financial Results of the Company for the Financial Year ended on 31st March, 2019

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith, Audited Standalone Financial Results for the Quarter and Financial Year ended on 31st March, 2019 and the Audited Consolidated Financial Results for the Financial Year ended on 31st March, 2019, along with the Auditors' Report thereon. We are also arranging to upload the aforesaid Financial Results on the Company's website www.brnl.in and shall publish the Financial Results in the newspapers, in the format prescribed under Regulation 47 of the SEBI Listing Regulations.

Further, pursuant to SEBI Circular No. CIR/CFD/CMD/56/2016, dated 27th May, 2016, the Company hereby declares that the Statutory Auditors, M/s. S.S. Kothari Mehta & Co, Chartered Accountants, have issued the Audit Reports with modified opinion on the aforesaid Standalone and Consolidated Financial Results of the Company. In this regard, the "Statement on Impact of Audit Qualification" for both Standalone and Consolidated Audited Financial Results is attached herewith.

2. Dividend

The Board of Directors of the Company has recommended dividend to the Shareholders of the Company, at the rate of Rs. 0.50 per share (i.e., @ 5%) on the equity shares of face value of Rs. 10 per share, for the Financial Year ended on 31st March, 2019, subject to prior permission of SEBI in terms of ad interim order dated March 14, 2019. The Dividend, if approved by the shareholders at the ensuing Annual General Meeting, shall be paid/ dispatched on or before October 19, 2019.

The aforesaid Meeting of the Board of Directors commenced at 2:30 P.M. and concluded at 7:15 P.M.

Bharat Road Network Limited

CIN: L45203WB2006PLC112235

Registered Office: 5B, North East Block, 'Vishwakarma Building', 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 6602 3609 Fax: +91 33 6602 3243 Email: corporate@brnl.in

Website: www.brnl.in



This is for your information and record.

Yours faithfully,

For **Bharat Road Network Limited**

NARESH
MATHUR



Naresh Mathur
Company Secretary
FCS 4796

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S S KOTHARI MEHTA & CO.
CHARTERED ACCOUNTANTS

21, Lansdowne Place, 4th Floor, Kolkata - 700 029
Tel. : +91-33-24546786
E-mail : miskol@sskmin.com, web : www.sskmin.com

Auditor's Report on Quarterly and Year to Date Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Bharat Road Network Limited

We have audited the accompanying statement of standalone Financial Results of Bharat Road Network Limited ("the Company") for the quarter and year ended March 31, 2019 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation') as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular') and amendments thereto.

The statement which is the responsibility of the Company's management and have been approved by the Board of Directors, has been compiled from the related statements which have been prepared in accordance with the recognition and measurement principles laid down in prescribed Indian Accounting Standards under the Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on these financial results based on our audit of such financial statement.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s).

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal financial control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimate made by the Management, as well as evaluating the overall presentation of the Financial Statements.



Basis for Qualified opinion

We refer note no.6(a) of the financial results, where the Company has not recognized interest on Rs. 5,000 lakhs for the quarter ended 31 March 2019 and for the year ended 31 March 2019 which is not in compliance of Ind AS 1, 'Presentation of Financial statements' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax of the Company for the quarter ended 31 March 2019 has been understated by Rs. 154.11 lakhs and profit before tax of the Company for the year ended 31 March 2019 has been overstated by Rs.311.64 lakhs and the current liabilities has been understated by the same amount.

In our opinion and to the best of our information and according to the explanations given to us, *except for the impact of the matter as described in the basis for qualified opinion paragraph*, these quarterly financial results as well as the year to date financial results:

(i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 and amendments thereto; and

(ii) give a true and fair view in conformity with the IND-AS and other accounting principles generally accepted in India of the loss/profit including other comprehensive income and other financial information of the Company for the quarter/ year ended March 31, 2019.

However, we draw attention to Note No. 5 of the financial results 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.

Further, we report that the figures for the quarter ended March 31, 2019 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2019 and the published year-to-date figures up to December 31, 2018, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review, as required under the Regulation and the Circular.

For S S Kothari Mehta & Co.
Chartered Accountants
Firm Registration No.: 000756N



Neeraj Bansal
Partner
Membership No.: 095960



Place: Kolkata
Date: May 28, 2019

S S KOTHARI MEHTA & CO.
C H A R T E R E D A C C O U N T A N T S

21, Lansdowne Place, 4th Floor, Kolkata - 700 029
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Auditor's Report on Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Bharat Road Network Limited

1. We have audited the accompanying statement of Consolidated Financial Results of Bharat Road Network Limited ("the Parent") and its subsidiaries (together, 'the Group') and its share of loss of its associates for the year ended March 31, 2019, included in the accompanying statement ('the statement'), attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation'), as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular') and amendments thereto.
2. These Consolidated Results have been prepared from the Consolidated Financial Statements, which are the responsibility of the Parent's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these Consolidated Results based on our audit of such consolidated Ind AS financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under the Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
3. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Consolidated Results included in the Statement are free from material misstatement(s).

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in Consolidated Results included in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Results included in the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to Parent's preparation and fair presentation of the Consolidated Results included in the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal financial control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimate made by the Management, as well as evaluating the overall presentation of the Consolidated Results included in the Statement.



We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their report referred to in paragraph 6 below is sufficient and appropriate to provide a basis for our audit opinion.

4. *Basis for Qualified opinion*

We refer note no.6(a) of the financial results, where the Company has not recognized interest on Rs. 5,000 lakhs for the quarter ended 31 March 2019 and for the year ended 31 March 2019 which is not in compliance of Ind AS 1, 'Presentation of Financial statements' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax of the Company for the quarter ended 31 March 2019 has been understated by Rs. 154.11 lakhs and profit before tax of the Company for the year ended 31 March 2019 has been overstated by Rs.311.64 lakhs and the current liabilities has been understated by the same amount.

5. In our opinion and to the best of our information and according to the explanations given to us, *except for the impact of the matter as described in the basis for qualified opinion paragraph*, and based on the considerations of the reports of the other auditors on separate financial statements of the subsidiaries and associates referred to in paragraph 6 below, the Consolidated Results included in the Statement :

- (i) include the results of the following entities :

List of Subsidiary Companies

- Solapur Tollways Private Limited
- Orissa Steel Expressway Private Limited
- Guruvayoor Infrastructure Private Limited

List of Associate Companies

- Kurukshetra Expressways Private Limited
- Ghaziabad Aligarh Expressway Private Limited
- Shree Jagannath Expressways Private Limited
- Mahakaleshwar Tollways Private Limited

- (ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 modified with Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 and amendments thereto; and
- (iii) give a true and fair view in conformity with the IND-AS and other Accounting Principles generally accepted in India of the profit including other comprehensive income and other financial information of the Group for the year ended March 31, 2019.



6. We did not audit the financial statements/financial information of three subsidiaries included in these Consolidated Results included in the statement whose financial statements reflect total assets of Rs. 2,16,906.86 lakhs as at March 31, 2019, total revenues of Rs.40,915.28 lakhs, total net loss after tax of Rs. 2,067.78 lakhs and total comprehensive loss of Rs.2,072.07 lakhs for the year ended March 31, 2019,as considered in the Consolidated Results included in the Statements. The Consolidated Results included in the Statement also include the Group Share of netloss after tax of Rs.2,238.06 lakhs and total compressive loss of Rs.2,231.97 lakhs for the year ended March 31, 2019 as considered in the Consolidated Results included in the Statement in respect of four associate companies whose Financial Statement has not been audited by us. The Financial Statements of the subsidiaries and the associates has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Results included in the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates companies, is based solely on the reports of the other auditors.
7. We draw attention to the following
- Note No. 5 to the financial Results regarding investments in Special Purpose Vehicles formed as per Concession Agreement and guidelines of respective government authority and treatment of such investments as qualifying asset which is based on the legal opinion and capitalization of directly attributable borrowing costs incurred in respect thereof.
 - Note No. 12 (a) to the financial Results in respect of non-Recognition of premium amount payable to Madhya Pradesh Road Development Corporation Limited (MPRDC) by an associate company (Mahakaleshwar Tollways Private Limited) for Financial Year 2018-19, as the revenue of the said associate company was insufficient.
 - Note No. 12(b) to the financials Results regarding the project of one Subsidiary Company (Orissa Steel Expressway Private Limited) whose settlement of claim was under process, claim assignment has been made in favour of the lender of the said subsidiary company against settlements of financial dues as on 29 September 2018.

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

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



Neeraj Bansal
Partner
Membership No.: 095960

Place: Kolkata
Dated: May 28, 2019



BRNL

BHARAT ROAD NETWORK LIMITED

Regd. Office: 5th Floor, 'Vishwakarma Building', 86C, Topsia Road (South), Kolkata - 700 046

CIN: L45203WB2006PLC112235

Email : cs@brnl.in, Website: www.brnl.in , Telephone No. +91 33 6602 3609, Fax No. +91 33 6602 3243

Statement of Audited Standalone Financial Results for the Quarter and year ended March 31, 2019 and Audited Consolidated Financial Results for the year ended March 31, 2019

		(Rs. in Lakhs)					
Sl. No.	Particulars	Standalone				Consolidated	
		Quarter ended		Year Ended		Year Ended	
		March 31, 2019 (Audited)	December 31, 2018 (Unaudited)	March 31, 2018 (Audited)	March 31, 2019 (Audited)	March 31, 2018 (Audited)	March 31, 2019 (Audited)
I	Revenue from operations	254.60	288.00	1,268.84	1,052.60	3,333.41	40,140.75
II	Other Income	1,090.72	1,748.70	1,166.05	6,394.65	3,084.02	4,805.28
III	Total Income (I+II)	1,345.32	2,036.70	2,434.89	7,447.25	6,417.43	44,946.03
IV	Expenses						
	EPC Cost	-	-	-	-	-	12,836.93
	Employee benefits expense	86.10	122.17	155.66	470.96	664.08	1,364.89
	Finance Costs	1,579.23	1,005.75	306.72	4,395.44	872.51	20,482.13
	Depreciation and amortization expense	1.12	1.18	1.15	4.70	3.25	3,370.20
	Other expenses	187.62	108.48	606.91	542.07	825.93	8,402.41
	Total expenses (IV)	1,854.07	1,237.58	1,070.44	5,413.17	2,365.77	46,456.56
V	Profit/(Loss) from operation before Share of Profit/(Loss) of associates and exceptional items (III-IV)	(508.75)	799.12	1,364.45	2,034.08	4,051.66	(1,510.53)
VI	Share of Profit / (Loss) of Associates	-	-	-	-	-	(2,238.06)
VII	Profit/(Loss) from operation before exceptional items and tax (V+VI)	(508.75)	799.12	1,364.45	2,034.08	4,051.66	(3,748.59)
VIII	Exceptional items	-	-	-	-	-	-
IX	Profit/(Loss) before tax (VII-VIII)	(508.75)	799.12	1,364.45	2,034.08	4,051.66	(3,748.59)
X	Tax expense						
	Current tax	(104.08)	167.34	86.95	435.46	863.90	435.46
	Deferred tax	(167.15)	136.28	310.96	170.82	295.96	169.37
XI	Profit/(Loss) for the period/year (IX-X)	(237.52)	495.50	966.54	1,427.80	2,891.80	(4,353.42)
XII	Other Comprehensive Income						
	i) Items that will not be reclassified to profit or loss						
	- Remeasurement of the defined benefit plans	4.88	(1.61)	(7.44)	0.43	(7.44)	(3.86)
	- Share of Profit / (Loss) of Associates	-	-	-	-	-	6.09
	ii) Income tax relating to items that will not be reclassified to Profit/(Loss)	(1.43)	0.74	2.17	(0.13)	2.17	(0.14)
	Total Other Comprehensive Income for the period/ year	3.45	(0.87)	(5.27)	0.30	(5.27)	2.09
XIII	Total Comprehensive Income for the period/ year (XI+XII)	(234.07)	494.63	961.27	1,428.10	2,886.53	(4,351.33)
XIV	Profit for the year attributable to:						
	-Owners of the Company						(3,825.77)
	-Non-controlling interest						(527.65)
XV	Other Comprehensive Income for the year attributable to:						
	-Owners of the Company						2.85
	-Non-controlling interest						(0.76)
XVI	Total Comprehensive Income for the year attributable to:						
	-Owners of the Company						(3,822.93)
	-Non-controlling interest						(528.41)
XVII	Paid- up Equity share capital (Face value of Rs. 10/- each, fully paid)	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00
XVIII	Other equity excluding revaluation reserves	-	-	-	109,485.00	108,562.93	92,768.15
XIX	Earnings per equity share (quarterly EPS are not annualised) (of Rs. 10/-each)						
	a) Basic (Rs.)	(0.28)	0.59	1.15	1.70	4.09	(5.19)
	b) Diluted (Rs.)	(0.28)	0.59	1.15	1.70	4.09	(5.19)

Please see accompanying notes to the financial results.



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Statement of Assets and Liabilities as at March 31, 2019

(Rs. in Lakhs)

Sl. No.	Particulars	Standalone		Consolidated	
		As at March 31, 2019 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2019 (Audited)	As at March 31, 2018 (Audited)
I.	ASSETS				
	Non-current assets				
	(a) Property, plant and equipment	11.92	15.51	125.36	140.28
	(b) Investment property	-	-	4.85	4.85
	(c) Goodwill on Consolidation	-	-	3,487.66	2,547.57
	(d) Other intangible assets	1.51	1.93	83,301.72	86,648.22
	(e) Intangible Asset Under Development	-	-	79,699.78	54,158.33
	(f) Financial assets				
	(i) Investments	123,986.08	111,400.10	45,698.18	42,269.65
	(ii) Loans	-	-	3.96	3.13
	(iii) Others	-	-	24,210.40	23,960.48
	(g) Other non-current assets	-	-	11,991.91	6,605.53
	Total Non-Current assets	123,999.51	111,417.54	248,523.82	216,338.04
	Current assets				
	(a) Financial assets				
	(i) Investments	-	-	6,567.59	13,888.32
	(ii) Trade receivables	1,008.69	4,328.81	9,858.95	10,374.44
	(iii) Cash and cash equivalents	8.56	367.38	2,919.15	1,222.11
	(iv) Bank balance other than cash and cash equivalents	-	300.65	-	300.65
	(v) Loans	7,951.76	19,832.96	26,229.94	12,677.61
	(vi) Other financial assets	367.99	2,402.92	620.16	993.86
	(b) Current tax assets (net)	38.55	-	193.39	104.36
	(c) Other current assets	9.16	62.14	1,620.38	1,045.59
	Total Current assets	9,384.71	27,294.86	48,009.56	40,606.94
	Total Assets	133,384.22	138,712.40	296,533.38	256,944.98
II.	EQUITY AND LIABILITIES				
	Equity				
	(a) Equity Share capital	8,395.00	8,395.00	8,395.00	8,395.00
	(b) Other Equity	109,485.00	108,562.93	92,768.15	97,933.66
	Attributable to owners of the parent	117,880.00	116,957.93	101,163.15	106,328.66
	Non-controlling interests	-	-	10,665.28	11,194.93
	Total Equity	117,880.00	116,957.93	111,828.43	117,523.59
	Liabilities				
	Non - current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	7,000.00	8,300.00	131,043.71	95,447.52
	(i) Other Financial Liabilities	-	-	1,485.81	1,250.38
	(b) Provisions	87.20	109.28	1,136.47	720.91
	(c) Deferred tax liabilities (net)	464.74	293.79	488.37	318.88
	Total Non-current liabilities	7,551.94	8,703.07	134,154.36	97,737.69
	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	5,000.00	5,000.00	5,000.00	5,000.00
	(ii) Trade payables	64.89	356.33	64.92	356.36
	(iii) Other financial liabilities	2,688.50	7,377.55	44,977.18	34,666.90
	(b) Other current liabilities	194.50	116.08	501.07	1,457.40
	(c) Provisions	4.39	11.29	7.42	12.89
	(d) Current tax liabilities (Net)	-	190.15	-	190.15
	Total Current liabilities	7,952.28	13,051.40	50,550.59	41,683.70
	Total Equity and Liabilities	133,384.22	138,712.40	296,533.38	256,944.98



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Notes:-

- 1) The above standalone financial results for the quarter and year ended March 31, 2019 and consolidated financial results for the year ended March 31, 2019 were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 28, 2019. The Statutory Auditors of the Company have audited these financial results.
- 2) The Company, pursuant to Regulation 33(3)(b)(i) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, has opted not to additionally submit quarterly consolidated financial results. Accordingly the Company has presented only standalone financial results for the quarters. However, the Company has presented annual consolidated financial results for the year ended March 31, 2019.
- 3) 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.
- 4) The figures for the last quarter for current financial year are the balancing figure between the audited figures in respect of the full financial year ended March 31, 2019 and the published unaudited (with limited review) year to date figures upto the third quarter ended December 31, 2018. The figures for the quarter ended March 31, 2018 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2018 and the unaudited (with limited review) figures upto the third quarter ended December 31, 2017.
- 5) 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, as at March 31, 2019 total borrowing cost capitalised to Non current Investment amounts to Rs.16,042.09 Lakhs including Rs. 147.43 Lakhs for the year ended March 31, 2019 (Rs.649.01 Lakhs for the year ended March 31, 2018).

- 6) a) The Company had received an amount of Rs 5,000.00 Lakh from Religare Finvest Limited in the Year 2016-17. An application has been filed against the Company, under section 7 of the Insolvency and Bankruptcy Code, 2016, by Religare Finvest Limited, claiming to be a financial creditor, before the Hon'ble National Company Law Tribunal, Kolkata Bench for initiation of Corporate Insolvency Resolution Process against the Company, claiming Rs.5,130.14 Lakhs. As the matter is sub-judice, the Company has not provided interest from Oct 1st 2018 onwards. The Company is in the process to take necessary steps to address the matter.
- b) Securities and Exchange Board of India (SEBI) in its ad interim order dated March 14, 2019, issued under Section 11(1), 11(4) and 11B of the Securities and Exchange Board of India Act, 1992 and Regulation 11 of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003, in the matter of Religare Enterprises Limited, against twenty - five (25) Noticees including the Company (Noticee no. 4), has directed the Company not to dispose of or alienate any of their assets or divert any funds, except for meeting expenses of day-to-day business operations, without the prior permission of SEBI.

The Company, vide its letter dated May 02, 2019 has replied to the said SEBI order and has denied that the company has committed any violation of the concerning provisions of the SEBI Act, 1992 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003. The matter is pending.

- 7) Other Income for the quarter and year ended March 31, 2019 includes unrealised gain of Rs. 956.80 lakhs and Rs. 3968.99 lakhs respectively arising on account of Investments mandatorily measured at Fair Value Through Profit and Loss (FVTPL).
- 8) During the year, the Company has further pledged its investments in various SPVs and given corporate guarantees in favour of lenders of the respective SPVs.
- 9) The Company has 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 along with the audited Financials as at December 31, 2018 as the Company's financial income comprised more than 50% of its total income, its financial assets in the form of investments in equity shares, debt and loans to group companies exceeded 90% of its Net Assets and investments in equity shares (including instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue) in group companies to more than 60% of its Net Assets.

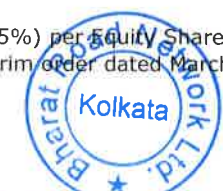
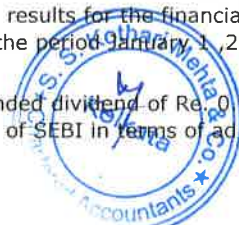
The RBI, vide their letter dated April 12, 2019 has asked to apply afresh on the basis of the audited financial statements of the company and all its group companies as at March 31, 2019.

- 10) The Company has entered into a Share Purchase Agreement (SPA) dated May 4, 2019 with a Purchaser, for sale of its entire stake in Ghaziabad Aligarh Expressway Private Limited (GAEPL), an "associate" of the Company.

The proposed transaction is subject to prior permission of SEBI in terms of ad interim order dated March 14, 2019 and other applicable regulatory and other approvals and certain conditions, more specifically laid down in the SPA. The Equity value of the proposed transaction is subject to adjustments of debt and other capital and operational costs at closing date and hence, net consideration receivable is not ascertainable at this stage.

The valuation date for sale as per the SPA is December 31, 2018. The company has recognised its share of profit of Rs. 77.92 lakhs for its investment in GAEPL in its consolidated financial results for the financial year ended March 31, 2019. Any negative / positive impact if any, of its share of profit/(loss) in GAEPL for the period January 1, 2019 to March 31, 2019 will be adjusted on closure of the transaction.

- 11) On May 28, 2019, the Board of Directors has recommended dividend of Re. 0.50 (5%) per Equity Share of Rs.10 each for the financial year ended March 31, 2019, subject to prior permission of SEBI in terms of ad interim order dated March 14, 2019 and approval of the shareholders in the upcoming Annual General Meeting.



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12)

- a) In case of the associate company, Mahakaleshwar Tollways Private Limited (MTPL), the Concession Agreement does not provide for accrual of premium if the Project revenue is insufficient for its payment. Hence, no provision has been made in the books of account of MTPL towards premium amounting to Rs.1060 lakhs for the financial year 2018-19.
- b) In case of a Subsidiary company, Orissa Steel Expressway Private Limited (OSEPL), the project could not be continued due to the reasons attributable to NHAI namely non providing of encumbrance free land, forest clearance issues etc. The project has been foreclosed and handed over to NHAI. OSEPL has invoked Arbitration on October 16, 2017 and has been awarded claim of Rs. 32277 lakhs vide Arbitration Award dated March 31, 2019. OSEPL management believes that it will realise claim from NHAI and accordingly financial statements of OSEPL has been prepared on going concern basis. OSEPL has assigned it's rights pertaining to claim receivables from NHAI in favour of it's lender to the extent of Rs. 12968 lakhs.

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



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**Managing Director
Place of Signature : Kolkata
Date -May 28, 2019**

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Annexure 1

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(Rs. in Lakhs)

I	SlNo	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	7,447.25	7,447.25
	2	Total Expenditure	5,413.17	5,724.81
	3	Profit/(Loss) before tax	2,034.08	1,722.44
	4	Earnings per Share (Rs.)	1.70	1.44
	5	Total Assets	133,384.22	133,451.37
	6	Total Liabilities	133,384.22	133,451.37
	7	Net worth	117,880.00	117,658.36
	8	Any other financials item(s) (as felt appropriate by the Management)		

II

Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification: Refer note no.6(a) of the financial results, where the Company has not recognized interest on Rs. 5,000 lakhs for the year ended 31 March 2019 which is not in compliance of Ind AS 1, 'Presentation of Financial statements' read with Ind AS 109 'Financial Instruments'. Due to this, profit before tax of the Company for the year ended 31 March 2019 has been overstated by Rs. 311.64 lakhs and the current liabilities has been understated by the same amount.
- b. Type of Audit Qualification : Qualified Opinion
- c. Frequency of qualification: As at 31st Dec'2018 and as at 31st March'2019
- d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:
- The Company had received an amount of Rs 5,000.00 Lakh from Religare Finvest Limited in the Year 2016-17. An application has been filed against the Company, under section 7 of the Insolvency and Bankruptcy Code, 2016, by Religare Finvest Limited, claiming to be a financial creditor, before the Hon'ble National Company Law Tribunal, Kolkata Bench for initiation of Corporate Insolvency Resolution Process against the Company, claiming Rs.5,130.14 Lakhs. As the matter is sub-judice, the Company has not provided interest from 1st October 2018 onwards. The Company is in the process to take necessary steps to address the matter.
- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Same is already quantified.
- (i) Management's estimation on the impact of audit qualification: Not Applicable
- (ii) If management is unable to estimate the impact, reasons for the same: Not Applicable
- (iii) Auditors' Comments on (i) or (ii) above: Not Applicable

For S.S. Kothari Mehta & Co.

Chartered Accountants
Firm Registration No.000756N



Neeraj Bansal
Partner
Membership No.095960



Place: Kolkata
Date: May 28, 2019

For and On behalf of the Board of Directors



Pradeep Singh
Audit Committee Chairman
DIN : 00304825



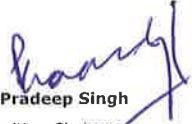

Bajrang K Choudhary
Managing Director
DIN : 00441872




Jai Prakash Shaw
CFO

Annexure 1

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 [See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
(Rs. in Lakhs)				
I	SlNo	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	44,946.03	44,946.03
	2	Total Expenditure	46,456.56	46,768.20
	3	Profit/(Loss) before tax	(3,748.59)	(4,060.23)
	4	Earnings per Share (Rs.)	(5.19)	(5.45)
	5	Total Assets	296,533.38	296,600.53
	6	Total Liabilities	296,533.38	296,600.53
	7	Net worth	101,163.15	100,941.51
	8	Any other financials item(s) (as felt appropriate by the Management)		
II	<p><u>Audit Qualification (each audit qualification separately):</u></p> <p>a. Details of Audit Qualification: Refer note no.6(a) of the financial results, where the Company has not recognized interest on Rs. 5,000 lakhs for the year ended 31 March 2019 which is not in compliance of Ind AS 1, 'Presentation of Financial statements' read with Ind AS 109 'Financial Instruments'. Due to this, profit before tax of the Company for the year ended 31 March 2019 has been overstated by Rs. 311.64 lakhs and the current liabilities has been understated by the same amount.</p> <p>b. Type of Audit Qualification : Qualified Opinion</p> <p>c. Frequency of qualification: As at 31st Dec'2018 and as at 31st March'2019</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</p> <p>The Company had received an amount of Rs 5,000.00 Lakh from Religare Finvest Limited in the Year 2016-17. An application has been filed against the Company, under section 7 of the Insolvency and Bankruptcy Code, 2016, by Religare Finvest Limited, claiming to be a financial creditor, before the Hon'ble National Company Law Tribunal, Kolkata Bench for initiation of Corporate Insolvency Resolution Process against the Company, claiming Rs.5,130.14 Lakhs. As the matter is sub-judice, the Company has not provided interest from 1st October 2018 onwards. The Company is in the process to take necessary steps to address the matter.</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor: Same is already quantified.</p> <p>(i) Management's estimation on the impact of audit qualification: Not Applicable</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: Not Applicable</p> <p>(iii) Auditors' Comments on (i) or (ii) above: Not Applicable</p>			
<p>For S.S. Kothari Mehta & Co. Chartered Accountants Firm Registration No.000756N</p> <p> Neeraj Bansal Partner Membership No.095960</p> <p>Place: Kolkata Date: May 28, 2019</p>		<p style="text-align: right;">For and On behalf of the Board of Directors</p> <p style="text-align: center;"> Pradeep Singh Audit Committee Chairman DIN : 00304825</p> <p style="text-align: right;"> Bajrang K Choudhary Managing Director DIN : 00441872</p> <p style="text-align: right;"> Jal Prakash Shaw CFO</p>		

