



## DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

To,  
The Shareholders,

On behalf of the Board of Directors, it is our pleasure in presenting to you the Annual Report on the performance of the Company, together with the Audited Accounts for the year ended 31<sup>st</sup> March 2018.

The year 2017-18 had been a tough and a robust period for the performance and achievements of the Company. The Company has been able to increase its market share by achieving and outperforming the targets of order booking and improving the level of turnover.

### 1.0 STATE OF COMPANY'S AFFAIRS

The Financial Year 2017-18 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 had been able to achieve desired turnover during the reported financial year.

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

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

### 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)	
	2017-18*	2016-17*
Income	2055.99	1751.41
Gross Margin	51.74	48.78
Interest	17.12	11.05
Depreciation	8.55	7.72
Profit Before Tax	26.07	30.01
Provision for Taxation	9.50	11.83
Dividend	—	4.91
Tax on Dividend	—	1.00
Transfer to General Reserve	—	—

\* Figures are as per IND AS



Coal Bunker for 2 X 500 MW Units at Sagardighi STPP of West Bengal Power Development Corp. Ltd.

#### **B) DIVIDEND :**

The Directors recommend a dividend of 8.80% (last year 8.93% -Eight point Nine Three percent) per Equity Share of Rs. 10/- each for the financial year ended 31<sup>st</sup> March, 2018, 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 25<sup>th</sup> September, 2018.

#### **C) TRANSFER TO RESERVES :**

The Company did not transfer any amount to any reserve in accordance with proviso (1) to Section 123(1) of the Companies Act 2013.

#### **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, 2018, 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 ₹2055.99 crores during the year 2017-2018, as compared to ₹1751.41 crores achieved during the previous year. The said turnover is the maximum achieved by the Company till date. The Profit Before Tax was ₹26.07 crores as compared to ₹30.01 crores in the previous year.

Activity-wise performance is reported below:

#### **PROJECT DIVISION :**

Value of work done in Project activities during the year is ₹2007.98 crores as compared to ₹1671.72 crores last year. Important projects which are successfully completed during the year include



Renewing of 9.0 MG Capacity Century Old Over Head Balancing Steel Reservoir (Tallah Tank) for Kolkata Municipal Corporation



Unit-I TG Floor at NTPC Gadawara

Description	Location	Client	Value (₹ Crores)
Main Plant and Offsite Civil Works Package (including Chimney of height 275m and Chimney Elevator), Structural Work of Main Plant and Offsite Civil Works with Balance Work of Site Levelling & Infrastructure Work Package for Gadawara STPP Stage-I (2X800 MW)	Gadawara, Madhya Pradesh	National Thermal Power Corporation Ltd.	345.89
Construction of Multipurpose Cyclone Shelters (MPC) under National Cyclone Risk Mitigation Project (NCRMP-II) at Block Basanti (12 MPC), Sagar (10 MPC), Kakdwip (9 MPC), Namkhana (10 MPC), Patharpratima (12 MPC), Mathurapur-II (5 MPC) & Kultali (6 MPC) in Dist. South 24 Parganas, Block Hasnabad (3 MPC) & Minakha (4 MPC) in Dist. North 24 Parganas of WB and at Block Ramnagar-I (5 MPC), Deshapran, Contai-I (9 MPC), Khejuri-II (7 MPC) & Ramnagar-II (2 MPC) in Dist. Purba Medinipur of WB	North & South 24 Pgs. And Purba Medinipur, West Bengal	Deputy Project Director, State Project Implementation Unit, National Cyclone Risk Mitigation Project Phase-II, Department of Disaster Management, Government of West Bengal	258.16
Civil Work for 800 KV, 6000 MW HVDC multi Terminal interconnector at Alipurduar, West Bengal	Alipurduar, West Bengal	ABB AB, Plot 58, Sector 44, Gurgaon, Haryana	141.74
Mechanical Works for Offsites Units and Composite Mechanical Works of process Units - DCU for Integrated Refinery Expansion Project (IREP)	Kochi, Kerala	Bharat Petroleum Corpn. Ltd.	254.54
Construction of Tertiary Healthcare Hospital of 500 bed (G+9) at Hatuara, Purulia, West Bengal	Purulia, West Bengal	West Bengal Medical Services Corpn Ltd., Govt. Of West Bengal	95.14
Construction of Station Building with steel framework and RCC slabs , fabrication and erection of two nos. of 12m wide FOBs across Santragachi Yard and on elevated ramp in front of Station Building including pile foundation at Santragachi Station in connection with Station Development Work of Santragachi Station for South Eastern Railway	Santraganchi, West Bengal	IRCON International Ltd.	91.68
Piling, Civil, Structural and U/G Piping works for New Process Units at Gujarat Refinery for BS-VI Project	Vadodara, Gujarat	Indian Oil Corpn. Ltd.	85.29
Mechanical Piping Works for Resid Upgradation Project - Coker Block	Chennai, Tamil Nadu	Chennai Petroleum Corpn. Ltd.	84.48
Composite work for Aishwarya Project at Haldia Refinery	Haldia, West Bengal	Indian Oil Corpn. Ltd.	80.07
Doubling between Yelahanka - Penukonda - Earthwork in embankment and widening of cutting, extension of existing RUBs / LCs, side drains, toe wall / retaining wall, LC Road approaches and other connected work between Yelhanka - Oddarahalli stations from Km. 17.000 - 45.200 and between Penukonda - Hindupur stations between Km. 98.200 - 137.300	Bengaluru, Karnataka	South Western Railway	78.75

## HOWRAH WORKS :

During the year 2017-2018, value of production was ₹ 38.58 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:



Platforms, Linking of Track, Points & Crossings and other Ancillary Works from Balgona to Katwa in West Bengal for Eastern Railway

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	RW Division, Odisha; PWD/H.P.; PWD/Assam; BRO- Leh; DGBR; Bhutan Govt.; UNOPS- Myanmar;	34.33

## 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 ₹ 17.08 crores (previous year ₹ 6.09 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 were no Foreign Exchange Earnings during the year. Expenditure in Foreign Currency for import of raw materials, components and spares etc. amounted to ₹ 1.84 crores as indicated in 'Additional Notes to Financial Statements Notes 29 (c), (d) & (e) .

1. Total Foreign Exchange used : ₹ 1.84 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 ₹ 4740.79 Crores for the FY 2017-18 from various clients including Public and Private Sectors which is much higher than ₹ 2290.85 during previous year i.e. 2016-17.



CO<sub>2</sub> ADSORBER column 51 mtr height and 550 MT weight being erected with 1600 MT cap main crane and 600 MT trailing crane at RFCL Ramagundam



Construction of Multipurpose Cyclone Shelter, Under NCRMP - II at various coastal areas of West Bengal

Major Orders booked during the year:-

## PROJECTS :

Description	Location	Client	Value (₹ Crores)
Civil, Structural, Underground Piping Works (Part A&B) for Utilities & Offsites for Guru Gobind Singh Polymer Addition Project at Bathinda	Bathinda, Punjab	HPCL-Mittal Energy Ltd.	543.91
Structural Works, U/G Piping & Misc. Works for Visakh Refinery Modernization Project of HPCL at Vizag	Vizag, A.P.	Engineers India Ltd.	412.56
Upgradation of Medical Colleges at GMC under Phase-IV of PMSSY at Jaipur, Indore and Bhavnagar	Jaipur, Indore and Bhavnagar	Ministry of Health & Family Welfare, Govt. of India	289.34
Fabrication, Supply, Erection & Alignment of Prefabricated Steel Structure for HSM#2 Plant at Dolvi	Dolvi, Maharashtra	JSW Steel Ltd.	197.29
Composite work for Gujarat Refinery for BS-VI Project at Vadodara	Vadodara, Gujarat	Indian Oil Corpn. Ltd.	194.23
Composite Works of Process Units for Revival of Ramagundam Fertilizer Complex at Ramagundam	Ramagundam, Telangana	Ramagundam Fertilizers & Chemicals Ltd.	146.46
Composite work for Haldia Refinery for BS-VI Project at Haldia	Haldia, West Bengal	Indian Oil Corporation Ltd.	132.49
Civil, Structural and Underground Piping work for MREP Project at Mahul Refinery at Mahul	Mahul, Gujarat	Hindustan Petroleum Corpn. Ltd.	126.16
Construction of CRMG Crane operated Back-up Yard and related Utilities and Buildings, Four Lane External Access Roads to Port (1.7 Km) for Vizhinjam Container Terminal at Vizhinjam	Vizhinjam, Kerala	Howe Engineering Projects (India) Pvt. Ltd.	122.45
Construction of 1904 nos. Flats along with other amenities at Namokeshia Mouza in Raniganj area, Asansol under RCFA Project for rehabilitation at Raniganj	Raniganj, West Bengal	West Bengal Housing Directorate, Govt. Of West Bengal	110.05



Backup Yard at Mundra, Gujarat for Adani Kandla Bulk Terminal Pvt. Ltd. of Adani Group



Casting and Staking of Accoropodes-II for break water development of Vizhinjam Port at Kerala for Adani Group



## 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 and abroad	UNOPS - Myanmar, MoWHS - Bhutan; HPPWD; DGBR; PWD - Assam	36.51
Bridge Girder & Structural Work	West Central Railway	32.66
Fabrication of Portable Cabins	NTPC, Darlipali; SJVN, Nepal	2.18

## F) ENERGY CONSERVATION :

Bridge & Roof Co. (I) Ltd. is taking constant initiatives to save and conserve energy by adopting energy efficient measures. As the days are moving on, the demand of energy has shown a remarkable increase because of accelerated industrialization, urbanization and increasing consumer society demands. This is the reason why the need of Conserving Energy is of much importance now-a-days.

Growing awareness among employees, periodic maintenance of equipments, using renewable energy sources and switching off energy consuming devices not in use are the basic methods that we conduct for the purpose.

To be much more specific and precise in energy consumption techniques B&R conducts detailed energy audits by external experts and follow corrective actions as per their recommendations.

Installation of wind operated turbo ventilators at our workshop bay in place Exhaust blower fans is one of the steps taken towards conservation of energy. 40 nos. Turbo Ventilators have been installed at B&R's Howrah workshop, which will save annually 3744 units of electricity.

From the success of the pilot project of 4 KW Solar Power plant, B&R further expanded the Solar project through a grid connected Solar Power generation plant via Net meter amplifying the electricity to 26 KW (Total 30 KW) which eventually will yield 50,000 Units (approx) in a year.

Introduction of the timer in lighting circuits has also been a successful venture at Howrah Works leading to conservation of at least 10,000 units (approx) of electrical energy per month by switching off the lamps at night when not required.

As per recommendation of Energy auditors, B&R will be introducing Day light pipe at the workshop that will stop using lights at day time inside the workshop. This in turn will help in saving of 4,000 units of electricity annually. Furthermore the Power Factor is constantly being monitored and required steps are being taken to increase and maintain Power factor at 0.95.

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 above ground 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 Company believes that the employees are its most valuable assets and that success is driven by the commitment and excellence of its people only. The Company provides a fair and inclusive environment that promotes new ideas, respect for the individual and equal opportunity to succeed. Experience, merit, performance, leadership abilities, strategic vision, collaborative mindset, teamwork and result orientation are actively promoted and rewarded through an objective appraisal process. To synergise the appraisal system of the employees with technological up-gradation for timely completion of promotion of employees and for up-dating of records, the Company has introduced online submission of ACR/APAR in respect of all executives from the year 2017-18 and for this purpose, the concerned HODs have been given adequate training in phases.

In line with the guidelines of Govt of India, the Company has implemented the system of periodic review of the employees to ensure probity and efficacy of the employees and amendment.

The Company has also floated an Employees' Information Portal which contains all service related information of the employees that inter alia include salary slips, income tax deduction, PF and Gratuity statements, updated information about designation, transfer, family details, medical bill reimbursement etc. which can be accessed by the employees at any time by using a password and username.

The Company firmly endorses the idea of identification and retention of talented and energetic employees. Keeping this ideology in mind, it has adopted campus recruitment 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., 2017-18 the Company has arranged training for 367 numbers of employees.

Apart from above Company has also undertaken relevant schemes under 'Swachh Bharat Mission' or cleanliness drive, promulgated by the Hon'ble Prime Minister of India and initiatives have been taken for construction of ladies toilets at the schools situated at remote areas of the State of West Bengal.

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

Two formats prescribed vide DPE's OM No.36035/17/2008-Estt(Res) dated 14 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, four OLIC Meetings were held during the year. Regular Hindi Classes are conducted in the Company's premises to impart knowledge of Hindi to the non-Hindi knowing employees.



Rajbhasha Pakhwada from 14-09-2017 to 28-09-2017





Total number of employees who had passed the 'Pragya' Examination up to November 2017 stood at 289. 'Cash Awards' and 'Personal Pay' are granted to employees for passing the Hindi Examinations as per Govt. Directives. 'Rajbhasha Pakhwada' was observed from 14<sup>th</sup> to 28<sup>th</sup> September 2017 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 a 'Working 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.



## 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. Employment enhancing vocational skills are carried out through B&R Vishwakarma Scheme of Skill Development by the implementing partner agencies which are Ramakrishna Mission at Belur, West Bengal and Don Bosco Self Employment Research Institute, Liluah, West Bengal.

'Swachh Bharat Mission' initiatives have been undertaken for construction of Toilets and Wash Rooms for Chiranabin at Parbakshi, Howrah, W.B. which is nearby B&R's project site. The company has also contributed towards Swachh Bharat Kosh.

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 2017-18 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.



Vocational Training under B & R Vishwakarma Scheme of Skill at Ramakrishna Mission Shilpamandira Community Training Centre, Belurmath, Howrah, W.B.



Vocational Training under B & R Vishwakarma Scheme of Skill at Don Bosco Self Employment Research Institute Liluah, Howrah, W.B.



Construction of Toilet and Washroom for Chiranabin at Parbakshi, Howrah, W.B. under Swachh Bharat Abhiyan

## 8.0 AUDIT COMMITTEE :

Board of Directors reconstituted the Audit Committee on 31<sup>st</sup> July 2017, pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 13.06.2017 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, wherein Shri Sunil Munshi ceased to be the CMD on the Board of the Company and consequently, ceased to be the member of Audit Committee. The Committee was reconstituted with following Directors as Members, Shri Kedarashish Bapat -Chairman, Shri S.S.Rawat, Shri Saugata Mitra and Shri Arvind Kumar.

Pursuant to Order No. 3(16)/2010-PE-IV dated 15.09.2017 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Shri Debasis Jana, CMD, Andrew Yule & Co.Ltd. was entrusted with additional charge of the post of CMD, B&R, by Hon'ble Minister(HI & PE) for a period of six months w.e.f. 13.09.2017.

Accordingly, Audit Committee was re-constituted comprising the following Directors of the Board of the Company- Shri Kedarashish Bapat, Chairman, Shri Debasis Jana, Shri S.Mitra, Shri S.S.Rawat, Shri Arvind Kumar, Member.

Pursuant to Order No. 3(16)/2010-PE-IV (Vol.III) dated 24.01.2018 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the Competent Authority approved entrustment of additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), to Shri S.S.Rawat, Director(Project Management) for a period of three months from the date of assumption of additional charge or till appointment of a regular incumbent or until further orders, whichever is the earliest, vice Shri Debasis Jana, CMD, AYCL. Accordingly, the Committee was re-constituted with following Directors of the Board of the Company- Shri Kedarashish Bapat, Chairman, Shri S.S.Rawat, Shri S.Mitra, Shri Arvind Kumar.

Four meetings of the Audit Committee were held during the Financial Year 2017-18 on 31.07.2017, 24.11.2017, 12.02.2018 and 19.03.2018.

## 9.0 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

The Board of Directors reconstituted the CSR Committee on 31<sup>st</sup> July 2017, pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 13.06.2017 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, wherein Shri Sunil Munshi ceased to be the CMD on the Board of the Company and consequently, ceased to be the member of CSR Committee. The Committee was reconstituted with following Directors as Members, Shri Kedarashish Bapat -Chairman, Shri S.S.Rawat, Shri Saugata Mitra and Shri Arvind Kumar.

Pursuant to Order No. 3(16)/2010-PE-IV (Vol.III) dated 24.01.2018 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the Competent Authority approved entrustment of additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), to Shri S.S.Rawat, Director(Project Management) for a period of three months from the date of assumption of additional charge or till appointment of a regular incumbent or until further orders, whichever is the earliest, vice Shri Debasis Jana, CMD, AYCL. Accordingly, the Committee was re-constituted with following Directors of the Board of the Company- Shri Kedarashish Bapat, Chairman, Shri S.S.Rawat, Shri S.Mitra, Shri Arvind Kumar.

Three meetings of the CSR Committee were held during the Financial Year 2017-18 on 31.07.2017, 24.11.2017 and 19.03.2018.

## 10.0 NOMINATION AND REMUNERATION COMMITTEE :

The Board of Directors reconstituted the Nomination and Remuneration Committee on 31<sup>st</sup> July 2017, pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 13.06.2017 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Shri Sunil Munshi ceased to be the CMD on the Board of the Company and consequently, ceased to be the member of Nomination and Remuneration Committee.

Accordingly, Nomination and Remuneration Committee was re-constituted comprising the following Directors of the Board of the Company Shri Kedarashish Bapat, Chairman, Shri S.S.Rawat, Shri Saugata Mitra and Shri Arvind Kumar.

One meeting of the Nomination and Remuneration Committee was held during the Financial Year 2017-18 on 24.11.2017.



## **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 DISINVESTMENT OF THE COMPANY :**

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. E.O.I. consisted of Preliminary Information Memorandum (PIM) and other information for short-listing of Interested Bidders. Last date for submission of Eoi to YES Bank after extension was 09-01-2018. No bids were received till the due date.

## **13.0 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.

## **14.0 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. Company has also installed FTP Server and Web Server to strengthen remote online service. Company has also successfully implemented e-Procurement system for Goods & Service through Central Public Procurement (CPP) Portal & West Bengal Govt. Portal. E-Payment System through ERP has also been done. Company has installed High end Storage Area Network (SAN) Server & Disaster Recovery (DR) Server which are operational.

Installed hardware based Video Conference (VC) System across all regional offices and software based for respective desktops. Company has also installed Server Primavera Project Management System for controlling & monitoring high value projects.

Implemented ONLINE Asset Management System to take care of the Notional Hire Charges policy for Company's own equipment for effective utilization in the Company.

Developed in-house ONLINE integrated Accounts System for data accuracy, to save operation time and to review project status of few pilot project sites.

Company has already implemented Cash Less transactions across all the Project Sites, Zonal Offices in line with Regional & Corporate Offices and scheduled monitoring progress are in operation.

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



On Digitization aspect introduced secured internet connection through 10GBPS Internet Lease Line (ILL) backbone with backup from alternate service provider. Piping Construction Management Software implemented and is now operational for Oil Sector clients in the refinery.

Company has successfully installed its own DATA CENTRE at Kolkata Office.

A single window for “Employee Information System” at Employee Corner in the website has been introduced wherein all employees can access their own information and can download their documents like Payslip, PF Slip, FORM -16, Salary certificate etc. through their secured login & passwords.

Company has also introduced the Online Appraisal System for employees.

### **15.0 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.

### **16.0 DIRECTORS:**

Pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 27.04.2017, the Competent Authority extended the additional charge of the post of Chairman & Managing Director, Bridge & Roof Company (India) Limited (B&R), to Shri Sunil Munshi, Director (Personnel) & CMD in-charge, AYCL, for a further period of three months, w.e.f. 09.03.2017 or till the appointment of a regular incumbent or until further orders, whichever is the earliest.

Pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 13.06.2017 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the Competent Authority entrusted the additional charge of the post of Chairman & Managing Director, Bridge & Roof Co.(India) Limited (B&R) to Shri S.S.Rawat, Director (Project Management), Bridge & Roof Co.(India) Limited, for a period of 3(three) months, with effect from 13.06.2017 or till the appointment of a regular incumbent to the post or until further orders, whichever is the earliest.

Pursuant to Order No. 7(3)/98-PE-IV dated 05.07.2017 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the President appointed Ms.Ritu Pande, Director, Department of Heavy Industry, as part-time Official Director on the Board of B&R vice Ms.Vinita Srivastava, Director, DHI, with immediate effect and until further orders.

Pursuant to Order No. 3(16)/2010-PE-IV dated 15.09.2017, the proposal for entrusting of additional charge of the post of CMD, B&R in favour of Shri Debasis Jana was approved by Hon'ble M(HI & PE) for a period of six month w.e.f. 13.09.2017.

Pursuant to Order No. 3(16)/2010-PE-IV (Vol.III) dated 24.01.2018, the Competent Authority approved the extension of the additional charge of the post of CMD, B&R in favour of Shri S.S.Rawat, Director (Project Management), B&R for a period of three months from the date of assumption of additional charge or till the appointment of a regular incumbent or until further orders, whichever is the earliest.

Pursuant to Order No. 3(16)/2010-PE-IV (Vol.III) dated 06.04.2018, the Competent Authority approved the extension of the additional charge of the post of CMD, B&R in favour of Shri S.S.Rawat, Director (Project Management), B&R for a further period of three months w.e.f. 25.04.2018, or till appointment of a regular incumbent to the post, or until further orders, whichever is the earliest.

Pursuant to Order No. 3(8)/2007-PE-IV dated 13.07.2018, the Competent Authority approved non-extension of tenure of Shri Saugata Mitra, Director(Finance), Bridge & Roof Company(India) Limited, (B&R) beyond the date of completion of his current tenure i.e. 31.08.2018 as Director(Finance), B&R.

Pursuant to Order No. 3(16)/2010-PE-IV (Vol.III) dated 26.07.2018, the Competent Authority approved the extension of the additional charge of the post of CMD, B&R in favour of Shri S.S.Rawat, Director (Project Management), B&R for a further period of one year w.e.f. 25.07.2018, or until further orders, whichever is earlier.





## 17.0 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 Financial Officer (CFO)- Shri Saugata Mitra w.e.f.01.04.2014.
- 2) 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 5th 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.

## 18.0 MEMORANDUM OF UNDERSTANDING WITH GOVERNMENT OF INDIA:

B&R was assigned with the MoU rating of 'Very Good' along with a score of '77.30' for the year 2016-17 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. 2017-18.

## 19.0 VIGILANCE MECHANISM:

Vigilance department under Chief Vigilance Officer has prioritized its activities in the area of preventive vigilance which promotes transparency and adherence to systems and fairness in procedures as per the guidelines prescribed by the CVC. Vigilance department recommends systematic improvements to the management to plug the loopholes thereby reducing the scope of corruption.

To promote awareness among Employees and general masses Vigilance department observed Vigilance Awareness Week for the year 2017 during the period from 30.10.2017 to 04.11.2017 based on theme "MY Vision-Corruption free India" as set by Central Vigilance Commission. A series of activities like taking Integrity Pledge, display of Banners and Posters and essay writing competitions were organized among the employees. As a part of outreach activities Vigilance Department also conducted elocution contest on the referred theme of CVC among the students of KV school and one Engineering College at Kolkata for spreading awareness of moral values, integrity and probity among the younger generation.

As per the CVC guidelines, Vigilance Department conducts CTE type inspection at different project sites and scrutinizes Audit Report, Purchase files etc. regularly as a part of Preventive Vigilance.

In the year 2017-18 two vigilance cases were disposed off after Departmental Enquiry and investigation report related to one vigilance case was sent to Administrative Ministry for further advice as it was found to be composite in nature.

Since Vigilance is the responsibility of everyone in the organization, participative vigilance has been emphasized so that all employees work towards the aim of eradicating corruption not only from the organization but also from the society.

## 20.0 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 2017-18.

## 21.0 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 2017-2018 under Section 141 of the Companies Act, 2013.

## 22.0 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 2017-18 till the conclusion of Annual General Meeting.

### 23.0 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 2017-18 till the conclusion of Annual General Meeting.

### 24.0 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, 2018 forms part of this report as Annexure VI.

### 25.0 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: 04.09.2018

(SAIN SINGH RAWAT)  
CHAIRMAN AND MANAGING DIRECTOR



Station Piping Package for Solapur Super Thermal Power Project (2X660 MW), NTPC on Turnkey Basis



## 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	2016-17			2017-18		
		Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%	Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%
1	Electricity	110.88	7473.75	1.48	114.32	4025.73	2.84
2	HSD	2.33		0.03	3.38		0.08
3	L.P.G.	12.82		0.17	11.78		0.29
	TOTAL	126.03		1.68	129.48		3.22

4. Details of Energy Audit, if undertaken :
- a) When (Year) and by which agency : In the year 2016 - 2017, 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. : Audit covers entire Howrah Workshop  
If part, give details
  - d) Total No. of recommendations given : 5 nos.

5. Steps / measures taken during the year 2017-18 against recommendations for the year 2016-17:-

- i) Installation of APFC panel for Transformer no. 2 in place of Fixed Capacitors.
- ii) Shutting down of one transformer of three alternatively.
- iii) Introducing LED light in place 40/36 watt FLT.
- iv) Introduce Day light pipe in different shop floor area..
- v) Replacing old & inefficient AC by BEE star rated AC.

**RESEARCH, DEVELOPMENT AND DIVERSIFICATION - YEAR 2017-2018**

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

- a) 33 KV aboveground cable networking.
- b) Rehabilitation of damaged hydrocarbon storage tanks due to settlement of foundation.
- c) Design detailing of cooling line for Hydrocarbon product tank.
- d) Large sized panels of Bailey Type Unit Bridges.

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

- a) Qualified for 33 KV and above electrical jobs which are in progress.
- b) There are various Hydrocarbon Storage Tanks constructed in different refineries and oil terminals. Due to different Technical reasons, foundation of some tanks have got settled and been rendered unusable, hence requiring rectification. B&R has taken the challenge to investigate, analyze and rehabilitate the damaged tanks.
- c) Design detailing of cooling line for Hydrocarbon product tanks has been carried out with in-house expertise.
- d) B&R have successfully Manufactured and Delivered large sized panels for Bailey Type Unit Bridge which are capable of carrying higher load capacities than conventional Single Lane Bailey Bridges. There is an appreciable market requirement throughout the world.

**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) Double Lane Bailey Type Unit Bridge.

**4. Expenditure in R&D in 2017-2018 :-**

Capital : ₹ NIL  
 Revenue : ₹ 10,26,340.00/-  
 TOTAL : ₹ 10,26,340.00/-

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

- a) 33 KV aboveground cable networking.
- b) Rehabilitation of damaged hydrocarbon storage tanks
- c) Design detailing of cooling line for Hydrocarbon product tank
- d) Large sized panels of Bailey Type Unit Bridges.

**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	Total
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	
Group-A	670	101	03	44	02	-	-	-	118	32	01	-	-	-	-
Group-B	16	01	-	03	-	-	-	-	18	04	-	-	-	-	-
Group-C	348	20	01	10	-	-	-	-	50	04	-	-	-	-	-
Group-D (Excluding Sweepers)	218	18	04	09	-	-	-	-	63	09	-	-	-	-	-
Group-D (Sweepers)	08	07	-	-	-	-	-	-	-	04	-	-	-	-	-
TOTAL	1260	147	08	66	-	-	-	-	249	53	01	-	-	-	-

# **REPRESENTATION OF PERSONS WITH DISABILITIES**

## **ANNEXURE IV**

Groups	NUMBER OF EMPLOYEES				DIRECT RECRUITMENT IN 2017							PROMOTION							
					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	OH
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	
Group-A	670	-	-	03	-	-	-	-	-	-	-	NA	NA	NA	NA	NA	NA	NA	
Group-B	16	-	-	-	-	-	-	-	-	-	-	NA	NA	NA	NA	NA	NA	NA	
Group-C	348	03	03	03	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Group-D	226	03	03	03	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
TOTAL	1260	06	06	09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

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 and sanitation and 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 up 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 from time to time either directly or through funding of such projects as envisaged under the Act. The Company envisages the following as its key areas in CSR activities:

- Projects which benefit communities such as construction of schools, sanitation and water supply systems, housing etc.
- Providing scholarships, material support, teaching aids to promote education.
- B&R Vishwakarma Scheme of Skill Development to provide vocational training to uneducated and distressed youths of the Community on an All India basis in various trades such Electrical, Machinist, Electric House Wiring & Motor Winding, Welding & Fabrication etc. for a gainful exposure in terms of employment in the engineering and construction industry.
- Rainwater Harvesting projects under Water Management.

##### IMPLEMENTATION AND CONTROL FOR MONITORING OF CSR & SUSTAINABILITY PROJECTS

Every Zonal / Regional Office of the Company shall submit appropriate projects with details of work, budget required and time lines for execution to the below Board Level Committee. The availability of land, statutory or local body approvals, other supporting services to make the project operational etc. wherever required, should be catered for and clearly spelt out in the proposals. Mode of execution either departmentally or through agency should also be specified.

The CSR & Sustainability Committee shall validate the project reports for physical and financial viability keeping in mind the benefit to the intended target. The ranking of the projects shall be undertaken based on an objective criteria and the focus areas of the Company for CSR activities keeping in mind the budget available.

A presentation shall be held for the Board, which shall decide on the appropriate projects considering its Pan India presence. Once the projects are approved.

1. The project(s) once approved in MoU for the relevant year would be put up for approval of financial sanction of expenditure by competent authority. While processing the case for financial sanction, CSR & Sustainability Committee shall ensure the following:

- (i) The projects are chosen.
- (ii) Technical appraisal of the project including availability of land, its ownership and encumbrances if any which may delay the project schedule.
- (iii) Financial appraisal of the project especially the cost estimates.
- (iv) Clarity on definition of project milestones and their measurability, especially approvals and clearances for the competent authority.
- (v) Time chart / project schedules and funding requirements for each stage.
- (vi) Payment terms and its linkages with the physical progress and contribution of share from other parties, if any.
- (vii) Work Order issued to / MoU with the execution agency / organization should detail the roles and responsibilities of the agency, B&R and any other party.
- (viii) Project Documentation.

Monitoring of the project progress:

- a) Execution agency/organization shall submit monthly reports in predefined formats of physical and financial performance of the project(s) to the CSR & Sustainability Committee. In turn this Committee shall submit monthly reports to Chairman of the Board Level CSR & Sustainability Committee. Further reports as required in terms of the Work Order / MoU and CSR shall be submitted separately to monitor MOU targets. CSR & Sustainability Committee shall monitor the project performance / progress through periodical site visits / progress reports submitted by the Execution agency/organization. After the site visit, an inspection report shall be put up to the nodal of the CSR & Sustainability Committee.
- b) The Chairman of the Board Level CSR & Sustainability Committee shall apprise the progress / performance of Company's CSR & Sustainability activities to the Board of Directors as and when required.

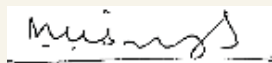
2. Evaluation by Independent External Agency:

Normally project shall be regularly monitored by **B&R'S** own personnel either from CSR & Sustainability Committee or from the concerned departments and project sites to ensure that project progresses as per the plan and activities are carried out ensuring conformity to design and the efficacy of quality control process during the construction. Since **B&R** has expertise in project management, monitoring will be done by **B&R's** own personnel. An independent agency shall be engaged for the evaluation of the projects.

#### **FINANCIAL BUDGET AND EXPENDITURE CONTROL**

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

Date: 28/12/2015



(M.K. SINGH)  
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-csr-sustainable-development>

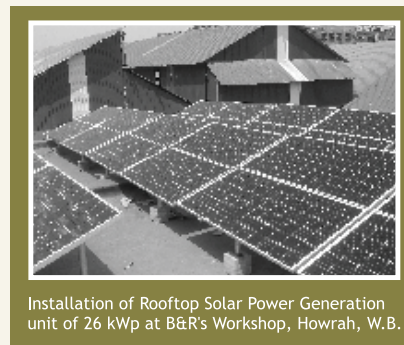




## 2. The Composition of CSR Committee :

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 Saugata 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 (₹ /Lakhs)
2014-15	1788.67
2015-16	503.16
2016-17	2724.77

Average Net Profit	₹ 1672.20 Lakhs
--------------------	-----------------

## 4. Prescribed CSR Expenditure -2017-18 (two percent of the amount as in item 3 above )

2% of Average Net Profit	₹ 33.44 Lakhs
--------------------------	---------------

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

- Total amount to be spent for the financial year : ₹ 35.00 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 (₹ /Lakhs) (2017-18)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹ /Lakhs) (2017-18)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2018 (₹ /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)	5.00	Direct	5.08	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 (₹ /Lakhs) (2017-18)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹ /Lakhs) (2017-18)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2018 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
		Employment enhancing vocational skills	Local Area : Don Bosco Self Employment Research Institute, Liluah, Howrah, W.B.	2.00	Direct	1.92	37.64	Implementing Agency- Don Bosco Self Employment Research Institute
		Employment enhancing vocational skills	Other Area : Ramakrishna Mission Ashram, Ranchi, Jharkhand	-	Direct	-	7.50	Implementing Agency - Ramakrishna Mission Ashram, Ranchi
		Employment enhancing vocational skills	Other Area : Ramakrishna Mission Vidyalaya ITI, Coimbatore, Tamil Nadu	-	Direct	-	16.12	Implementing Agency - Ramakrishna Mission Vidyalaya ITI, Coimbatore
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 (₹ /Lakhs) (2017-18)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹ /Lakhs) (2017-18)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2018 (₹ /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	5.00	Over-head	5.00	10.00	Direct
		Social Business Projects	Other Area : Near B&R's Project Sites - Swachh Bharat Abhiyan - Construction of 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 for Chiranabin at Parbakshi, Howrah, WB.	7.00	Direct	7.98	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 (₹ /Lakhs) (2017-18)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹ /Lakhs) (2017-18)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2018 (₹ /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.	15.00	Direct	16.33	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

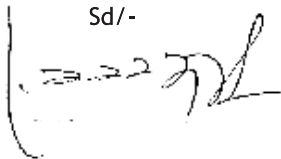
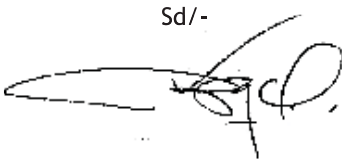
Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise (₹ /Lakhs) (2017-18)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (₹ /Lakhs) (2017-18)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2018 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
9.	Training on CSR and Sustainability	Employee Awareness Programme	Local Area: Kolkata	—	Over-head	—	4.91	Implementing Agency - Verde Ventures Pvt. Ltd. & others
10.	Evaluation and Reporting	Third Party Evaluation and Reports	Local Area: Kolkata	1.00	Over-head	1.12	5.25	Implementing Agency - Consultivo Business Solutions Pvt. Ltd.
Total				35.00		37.43		

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 2017-18 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

ANNEXURE VI

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 2016

[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	12,841.87	0.00	0.00	12,841.87
ii) Interest due but not paid		0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	12,841.87	0.00	0.00	12,841.87
Change in Indebtedness during the financial year				
• Addition	2200.19	0.00	0.00	2200.19
• Reduction	0.00	0.00	0.00	0.00
Net Change	2200.19	0.00	0.00	2200.19
Indebtedness at the end 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	
iii) Interest accrued but not due	0.00	0.00	0.00	
Total (i+ii+iii)	15,042.06	0.00	0.00	15,042.06
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 (01/04/2017 TO 31/03/2018)	SAUGATA MITRA (01/04/2017 TO 31.03.2018)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 20,67,385/-	₹ 26,76,964/-	₹ 47,44,349/-
	(b) Subsistence Allowance	0	0	0
	( c ) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 2,79,768/-	₹ 8400/-	₹ 2,88,168/-
	(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>₹ 23,47,153/-</b>	<b>₹ 26,85,364/-</b>	<b>₹ 50,32,517/-</b>



## B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors	Total Amount
		KEDARASHISH BAPAT	
	Independent Directors	₹ 18000/-	₹ 18000/-
	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	₹ 18000/-	₹ 18000/-

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel		
		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	₹ 26,76,964/-	₹ 13,70,548/-	₹ 40,47,512/-
	(b) Subsistence Allowance	0	0	0
	(c) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 8400/-	₹ 18,774/-	₹ 27,174/-
	(d) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
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</b>	<b>₹ 26,85,364/-</b>	<b>₹ 13,89,322/-</b>	<b>₹ 40,74,686/-</b>





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

### Category-wise Share Holding

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

\*Rounded off to 2 decimal places

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



## (II) SHAREHOLDING OF PROMOTERS

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

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

Sl No.		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 2017-18 is given below:-

(₹ in Crores)

Sl No.	Particulars	Target for the Year 2017-2018	Actual Achieved for the Year 2017-2018
1	Total Annual Procurement (in value).	950.00	1031.77
2	Total Value of Goods and Services procured from MSEs ( including MSEs owned by SC / ST Entrepreneurs )	190.00	102.00
3	Total Value of Goods and Services procured from only MSEs owned by SC / ST Entrepreneurs.	38.00	—
4	% age of procurement from MSE ( including MSEs owned by SC / ST Entrepreneurs) out of total procurement.	20.00 %	9.89%
5	% age of procurement from only MSEs owned by SC / ST Entrepreneurs out of total procurement.	4.00 %	—
6	Vendor Development Programmes for MSEs.	YES	YES
7	Whether Annual procurement plan for purchases from Micro & Small Enterprises are uploaded on the official website.	YES	YES
8	Whether targets reported in Annual Report.	YES	YES



## **PS** ARPAN SENGUPTA AND ASSOCIATES *Company Secretaries*

PRANTIK, DE - 2/A, FLAT NO.: D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059

(M): (+91) 9836129538 / 7044148225; GSTIN: 19BJPS1542R1ZE; PAN: BJPS1542R; UIN: S2015WB308600;

E-Mail: arpansenguptaandassociates@gmail.com

Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2018

[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 (Release – 1.2) of the Institute of Company Secretaries of India]

To,  
The Members,  
**BRIDGE & ROOF CO (INDIA) LTD**  
2/A, 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

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,





## **ARPAN SENGUPTA AND ASSOCIATES** *Company Secretaries*

PRANTIK, DE - 2/A, FLAT NO.: D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059

(M): (+91) 9836129538 / 7044148225; GSTIN: 19BJIPS1542R1ZE; PAN: BJIPS1542R; UIN: S2015WB308600;

E-Mail: arpansenguptaandassociates@gmail.com

we hereby report that in our opinion, the Company has, during the Audit Period from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018 ("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 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018 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;
  - 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 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;





## **PS** ARPAN SENGUPTA AND ASSOCIATES *Company Secretaries*

PRANTIK, DE - 2/A, FLAT NO.: D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059

(M): (+91) 9836129538 / 7044148225; GSTIN: 19BJPS1542R1ZE; PAN: BJPS1542R; UIN: S2015WB308600;

E-Mail: arpanse Guptaandassociates@gmail.com

- 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

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.

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** 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.

**We further report that** during the period under review the company did not appointed any Company Secretary.



## ARPAN SENGUPTA AND ASSOCIATES *Company Secretaries*

PRANTIK, DE - 2/A, FLAT NO.: D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059

(M): (+91) 9836129538 / 7044148225; GSTIN: 19BJPS1542R1ZE; PAN: BJPS1542R; UIN: S2015WB308600;

E-Mail: arpansenguptaandassociates@gmail.com

### 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.

For ARPAN SENGUPTA & ASSOCIATES  
Company Secretaries

Place: Kolkata

Date: 27<sup>th</sup> April, 2018



CS ARPAN SENGUPTA

Proprietor

MEMBERSHIP No.: ACS 37706

CP. No.: 14416



## **PS ARPAN SENGUPTA AND ASSOCIATES** *Company Secretaries*

**PRANTIK, DE - 2/A, FLAT NO.: D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059**

**(M): (+91) 9836129538 / 7044148225; GSTIN: 19BJPS1542R1ZE; PAN: BJPS1542R; UIN: S2015WB308600;**

**E-Mail: arpansenguptaandassociates@gmail.com**

### **Annexure -A**

**Annexure to the Secretarial Audit Report of BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601) for the financial year ended on 31st March, 2018**

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

Our Secretarial Audit Report for the financial year ended on 31st March, 2018 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.



## **ARPAN SENGUPTA AND ASSOCIATES** *Company Secretaries*

**PRANTIK, DE - 2/A, FLAT NO.: D B NAGAR, SAHAPARA, BAGUIATI, KOLKATA: 700059**

**(M): (+91) 9836129538 / 7044148225; GSTIN: 19BJIPS1542R1ZE; PAN: BJIPS1542R; UIN: S2015WB308600;**

**E-Mail: arpansenguptaandassociates@gmail.com**

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.

Place: Kolkata

Date: 27<sup>th</sup> April, 2018

**For ARPAN SENGUPTA & ASSOCIATES**  
**Company Secretaries**



**CS ARPAN SENGUPTA**

Proprietor

MEMBERSHIP No.: ACS 37706

CP. No.: 14416