



## DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2020

To,  
The Shareholders,

It is an honor and a privilege to present the Annual Report to our valued shareholders, on behalf of the Board of Directors of your Company and I am pleased to share with you the achievements and highlights of the business and operations of Bridge & Roof Co. (I) Ltd. (the Company) during the financial year 2019-20 and its Audited Financial Statements with Auditors' Report and Comments on the Accounts by the Comptroller and Auditor General (CAG) of India for the financial year ended on 31<sup>st</sup> March, 2020.

The Financial Year 2019-20 was one of the significant years in terms of growth and sustainability inspite of the adverse impact on its performance due to the unpredictable COVID-19 pandemic and other natural disasters like cyclone Fani in Odisha and Andhra Pradesh etc. which have affected the production and profit of the Company enormously.

### 1.0 MAJOR EVENTS OCCURRED DURING THE YEAR

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

The year of 2019-20 was the centenary year of the Company which was incorporated on 16<sup>th</sup> January, 1920. Shri Arjun Ram Meghwal, Hon'ble Minister of State, Ministry of Heavy Industries and Public Enterprises and other noted dignitaries, graced the centenary celebration at Kolkata on 10<sup>th</sup> January, 2020 by their grand presence and the employees, posted at Kolkata, Howrah and other zonal/site offices, joined the celebration which also included some cultural programmes. Hon'ble Minister of State wished the Company a bright, prosperous future and encouraged all employees to come forward to contribute more towards development of the organisation. The celebration was attended by former CMDs and MDs of the Company and also retired employees. The Company's Directors also delivered their valuable speeches and appreciated the effort and dedication of the employees for growth and prosperity of the Company.



Celebration of Centenary year graced by Shri Arjun Ram Meghwal, Hon'ble Minister of State, Ministry of Heavy Industries and Public Enterprises

#### DISINVESTMENT :

Cabinet Committee of Economic Affairs (CCEA) in its meeting held on 17.02.2016 had approved the mechanism for Strategic Disinvestment. Based on the CCEA decision, Department of Investment and Public Asset Management (DIPAM) issued instruction on 29.02.2016 for strategic disinvestment of the Company. In this regard, DIPAM has appointed Transaction Advisor and Legal Advisor for Strategic Disinvestment of the Company. 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 the Company was issued on 12.10.2017. This included Preliminary Information Memorandum (PIM) and was for short-listing of Interested Bidders. The Eoi was thereafter revised. Expressions were received and Qualified Interested Bidders (QIBs) were shortlisted. A Virtual Data Room was created for viewing of detailed documents of the Company by the QIBs. But no financial bids were received from the shortlisted bidders.

Cabinet in its meeting held on 28.02.2019 approved the procedure and mechanism for Asset Monetization of CPSEs. List of Non-Core assets of the Company were identified and a Resolution to confirm the same was adopted by The Board of Directors on 29.07.2019 and the details of the Non-Core assets were sent to DHI. Letter of appointment of Consultancy Firm for Monetizing the assets were issued by DIPAM on 05.03.2020.

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

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)

	2019-2020	2018-2019
Income	3254.89	3082.41
Gross Margin	129.23	100.93
Interest	55.59	35.82
Depreciation	22.72	13.68
Profit Before Tax	50.92	51.42
Provision for Taxation	19.50	18.09
Profit After Tax	31.42	33.33
Dividend	9.46	10.01
Tax on Dividend	-	2.06

### B) DIVIDEND :

The Directors recommend a dividend of ₹ 1.72 (last year ₹ 1.82 per equity share) per Equity Share of ₹ 10/- each for the financial year ended 31<sup>st</sup> March, 2020, 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 17<sup>th</sup> December, 2020.

### C) TRANSFER TO RESERVES :

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

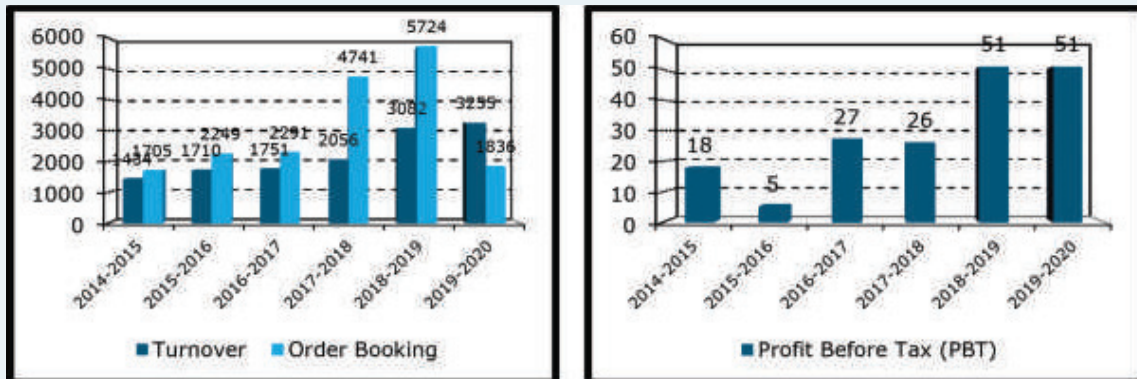
### D) CAPITAL :

Authorized capital of the Company is ₹ 60 crores consisting of 6 crores Equity Shares of ₹ 10/- each. Paid-up capital of the Company as on 31<sup>st</sup> March, 2020, 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 ₹ 3254.89 crores during the year 2019-20, as compared to ₹ 3082.41 crores achieved during the previous year. The said turnover is the maximum achieved by the Company till date. The Profit Before Tax was ₹ 50.92 crores as compared to ₹ 51.42 crores in the previous year.



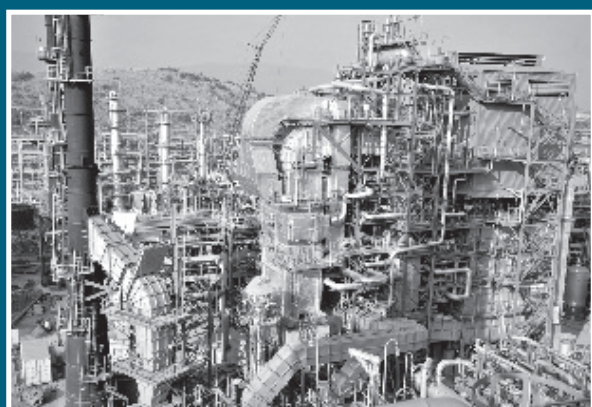
Activity-wise performance is reported below:

### PROJECT DIVISION :

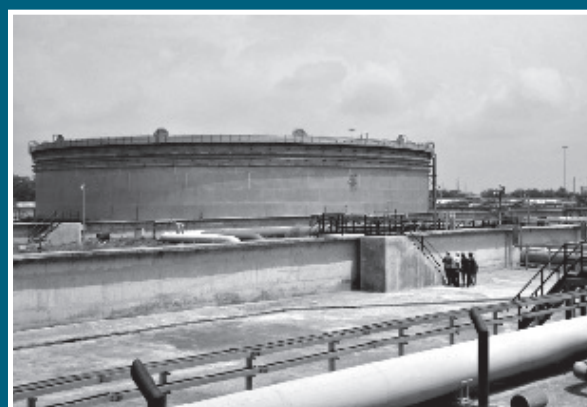
Value of work done in Project activities during the year is ₹ 3220.36 crores as compared to ₹ 3050.93 crores last year. Important projects which are successfully completed during the year include:

Description	Location	Client	Value (₹ Crores)
Power Block-2 Package - Piling, Civil, Architectural & Structural Work of Power Block Unit #2 & other Misc. Work for 2 X 520 MW Hinduja National Power Corpn. Ltd. TPP	Vizag	Bharat Heavy Electricals Ltd.	156.70
Mechanical Equipment, Piping, Structural and Painting Works for VGO-HDT Unit and Insulation Works of EPCM-2 for Paradip Refinery Complex	Paradip	Indian Oil Corpn. Ltd.	121.56
Civil Engineering Works for Augmentation of Iron Ore Storage Capacity of VSP	Vizag	Rashtriya Ispat Nigam Ltd.	100.88
Civil Work for RMHP (Area-1) - (Zone-1)	Vizag	Rashtriya Ispat Nigam Ltd.	75.36
Civil, Structural and Underground Piping Works for Coker Block of Resid Upgradation Project for CPCL Refinery	Chennai	Engineers India Ltd.	66.28
General Civil Work in main plant and other allied structures including architectural works for Unit 2 of 2x600 MW sets at Shree Singaji TPP at Malwa of Madhya Pradesh Power Generating Co. Ltd.	Khandwa	Bharat Heavy Electricals Ltd.	58.07
Receipt from stores, erection, testing, commissioning, etc. of Boiler & Auxiliaries of Unit # 1 & 2 for 2x270 MW Units at Mahabir Prasad STPP, Adhunik Power & Natural Resources Ltd.	Jamshedpur	Bharat Heavy Electricals Ltd.	55.50

Description	Location	Client	Value (₹ Crores)
Receiving of Plant & Equipment / items including refractories, unloading, storage and handling at Site, preservation, erection, testing, commissioning and demonstration of Performance Guarantees, Erection of Control Room / Pulpits, Freight, Elevator, Pneumatic Sample Conveying System, Heat Insulation for 2 Nos. LD Converters for VSP-6.3 MTPA Expansion Project	Vizag	Rashtriya Ispat Nigam Ltd.	41.08
Balance Mechanical & Piping Work for Phase-2 Expansion Project of Mines & Alumina Refinery at Damanjodi-Part-A	Damanjodi	National Aluminium Co. Ltd.	40.23
Crude and Intermediate Product Storage Tanks Works - Part C under Revamp and Capacity Enhancement Project - Automatic Rim Seal Fire Protection System on 2 Nos. Floating Roof Tanks	Bina	Bharat Oman Refineries Ltd.	40.00
Construction of New Polytechnic at Canning in the District of South 24 Parganas, West Bengal	Canning (West Bengal)	Department of Technical Education & Training, Govt. of West Bengal	18.68
Construction of New Polytechnic at Mirik in the District of Darjeeling, West Bengal	Mirik (West Bengal)	Department of Technical Education & Training, Govt. of West Bengal	28.30



TGTU Unit at Hindustan Petroleum Corp. Ltd. Vizag Refinery



Turnkey Construction of Double Deck Floating Roof Type Crude Storage Tanks at Paradip Refinery of Indian Oil Corp. Ltd.

## HOWRAH WORKS :

During the year 2019-20, value of production was ₹23.81 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:



10 Nos X 140ft. Span Extra Wide Bailey Type Unit Bridge on Shyok River in Ladakh for Border Roads Organisation.

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	BRO; DGBR; PWD H.P., Assam, Arunachal Pradesh; NHPC	8.94
Open web through girders for Railway Bridges	West Central Railway, Jabalpur; Eastern Railway, Katwa	14.18
Porta Cabins	NTPC	0.69

## B) RISK MANAGEMENT :

A Risk Management System has been put in place by your Company intended to establish a methodology for identification, assessment, response, monitor, report and control of threats to the organization and its stakeholders. The risks associated with operations, marketing, environment, finance, human resources, legal, safety, information security, natural disasters etc. and the extent of financial impact, it's likely effect on the projects and workshop facilities are assessed regularly. The risk mitigation plan and strategies are assessed regularly, 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) SWOT ANALYSIS :

### STRENGTHS

- **Unique Expertise** - The only PSU having expertise in direct execution of large construction projects in Industrial / Process Plants.
- **Strong equipment resource** - Unique resource base of huge number of modern equipment owned by the Company, thereby adopting the latest construction technique.
- **Presence** - Pan India Presence across all Industrial Sectors.
- **PMC services** - The Company is already implementing and have credential for engagement as Project Management Consultant in large Central / State Govt. Projects. Thus, the Company has the capability of acting as an extended arm of Government for implementing capital works.
- **Technical Manpower** - Huge and unique resource of experienced and qualified technical manpower in permanent cadre amongst PSU construction companies.
- **Consistent Profits** - Consistently profit making company since decades, which is a great strength for the company.
- **Assured quality** - The Company has a proven record of delivering services with assured quality, which has built a strong customer base as they reposed confidence on the Company's performance.



## WEAKNESSES

- **Design Engineering** - Inadequate in-house Design and Engineering expertise.
- **Marketing** - Ineffective marketing infrastructure.
- **Organisation structure** - Slender strength in the junior and middle management level due to high attrition before implementation of pay revision.
- **Costs** - High overhead costs.

## OPPORTUNITIES

- **Investment** - Large scale investment in Infrastructure and Oil Sector across the nation.
- **EPC contracts** - Entering into high value EPC projects.
- **Agency** - Entering into PMC services as Agency for high value capital works.
- **Diversification** - Entering into LED, Solar Power and IT related projects.

## THREATS

- **CAPEX** - Drying up of CAPEX in Industries in general and Ferrous/Non-Ferrous in particular.
- **Competition** - Stiff competition from private entities with lower operating cost.
- **Line of credit** - Lack of lending by Banks resulting in Working Capital constraint.
- **Receivables** - Delayed payment of receivables from customers leading to cash flow problems having consequential effect on liability liquidation and reluctance of vendors for future business association and / or incremental effect on vendors' price.

## D) CAPITAL EXPENDITURE :

Company has made capital expenditure of ₹ 24.45 crores (previous year ₹ 25.15 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.

## E) FOREIGN EXCHANGE EARNINGS & OUTGO :

There was no Foreign Exchange Earnings during the year. Expenditure in Foreign Currency for import of raw materials, components and spares etc. amounted to ₹ 4.78 crores as indicated in 'Additional Notes to Financial Statements Notes 31 (b), (c) & (d)'.

1. Total Foreign Exchange used : ₹ 4.78 Crores
2. Total Foreign Exchange earned: NIL

## F) ORDER BOOKING POSITION :

Despite fierce competition from Public and Private sector enterprises, the Company has been able to book orders of value ₹ 1835.87 Crores for the FY : 2019-20 from various clients including Public and Private Sectors as compared to ₹ 5724.22 Crores during previous year i.e. 2018-19.



Major Orders booked during the year:-

#### PROJECTS :

Description	Location	Client	Value (₹ Crores)
Construction of Smart Road including Multi Utility Duct Sewerage, Drainage, Water Supply etc. and Construction of Drainage and Sewerage work including O&M for 5 years.	Dehradun, Uttarakhand	Dehradun Smart City Limited	250.89
Construction of Inter State Bus Terminal (ISBT) at Baramunda, Bhubaneswar and Bus Depot at Khandagiri on EPC mode.	Baramunda- Khandagiri, Odisha	Bhubaneswar Development Authority	160.67
Upgradation work of Fire Fighting System	Ankleswar, Ahmedabad, Assam & Cauvery Assets	Oil & Natural Gas Corpn. Ltd.	120.74
Piling work (Part-1 & 2) of CLM D-2/9 and Civil, Structural and Painting work (Part-1 & 2) for HH Project	Dahej, Gujarat	Gujarat Alkalies & Chemicals Limited	125.49
Construction of Boundary Wall, Civil work for General Building and Foundations (Area - 2) and Unit 300 for DLTPL Dhamra LNG Project	Dhamra, Odisha	Cinda Engineering & Construction Pvt. Ltd.	140.54
Construction of Innovation Tower and Additional Infrastructure with Incubation Space at Rourkela and Construction of STPI Building at Jajpur	Rourkela and Jajpur, Odisha	Software Technology Parks of India, Ministry of Electronics & Information Technology.	95.00
Civil, Structural and U/G Piping work - ROG Unit / Revamp and Offsites for Guru Gobind Singh Refinery	Bathinda, Punjab	HPCL-Mittal Energy Ltd.	91.06
Construction of 300 bedded Hospital	Harrawala, Dehradun	National Health Mission, Uttarakhand	90.53
Combined Station work including Civil, Mechanical, Electrical, Telecom, Instrumentation work and Design construction of 2 Nos. 1000 KLS cap internal floating roof Product Storage tanks 2 Nos. 500 KLS cap internal floating roof petroleum product storage tanks under PSHPL Project	Haldia, West Bengal and Paradip, Somenathpur, Odisha	Indian Oil Corpn. Ltd.	54.86
Construction for Development of Container Terminal (Phase-II) Backup Yard.	Ennore, Tamil Nadu	Adani Ennore Container Terminal Pvt. Ltd.	52.57

## HOWRAH WORKS :

Description	Client	Value (₹ Crores)
Manufacture, Fabrication, Supply, Inspection & Transportation of Bailey Type Unit Bridge / Bailey Suspension Bridge of various spans and width at different locations in India	DGBR; PWD - Himachal Pradesh & Arunachal Pradesh; NHPC - Assam	20.97
Railway Bridge Girder	Eastern Railway	8.14
Porta Cabins	NTPC	0.69

### G) ENERGY CONSERVATION :

The Company is taking constant initiatives to save and conserve energy by adopting energy efficient measures. 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 we conduct 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 of exhaust blower fans is one of the steps taken towards conservation of energy. At our Howrah Workshop 40 Nos. Turbo Ventilators have been installed and consequently we are saving annually 3744 Units of electricity.

Moreover Company have developed renewable energy source i.e. solar energy at our Howrah Workshop by distributing power to our various important and emergency zones and utilizing 14,300 units (approx) of electricity. From the success of our pilot project of 4 KW Solar Power plant we have further expanded the Solar project through a grid connected Solar generation plant via Net meter amplifying the generation to 26 KW (Total 30 KW) which eventually will yield 50,000 Units (approx) in a year. We are planning to further extend it to 45 KW.

Introduction of the timer in lighting circuits has also been a successful venture at our Howrah Works. We are conserving at least 10,000 units (approx) of electrical energy per month by switching off the lamps at night when there is no production job.

As per recommendation of Energy auditors we will be introducing day light pipe at our workshop that will stop using lights at day time inside the workshop. This will in turn will help us saving 4,000 units of electricity annually. Furthermore we are constantly monitoring our Power Factor and taking required steps to increase and maintain Power factor at 0.95.

A Report on Energy Utilisation is enclosed as per Annexure-I.

### H) TECHNOLOGY, R&D AND QUALITY :

Many R&D initiatives have been taken by Company to update construction technology and for upgradation of its quality standards.-The Company has successfully diversified in various fields such as (a) Auto Welding Facility at Project Sites for Piping Shop Fabrication (b) Through Open Web Railway Bridge Girder of 76.2m span. The Company has also absorbed 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 HR policy of the Company always emphasises on a rational approach to be adopted for controlling various aspects of employment. The Management of the Company promotes a competent and highly responsive human resource with sufficient domain expertise, by constantly upgrading their knowledge and skills. The resource intake strategy developed by the Company caters to meet the demand of maintaining a steady flow of expertise and talent, in a business which is characterized by challenging work environment at remote project sites, high risk jobs, enormous costs of procurement, fast changing level of technology and growing competition. The Company has always tried to



draw up a logical manpower induction plan which is closely aligned to the business plans as well as the manpower profile of the Company. Focus is laid on acquiring new skills and sharpening the existing ones for keeping pace with the competitive markets, which build up confidence amongst employees, leading to better performance and increasing productivity and evolving great team leaders. This year also, the Company has planned for various actions and initiatives in HR sector. However, due to the deadly outbreak of COVID-19 since February, 2020; many such plans and programme have been postponed. In line, with the guidelines of Govt. of India, the Company has further carried out assessments with regard to Project Capability Management Maturity Model (Pro MMM) and People Capability Maturity Model (PCMM) with regard to Performance Evaluation parameters as per advice of Indian Institute of Social Welfare and Business Management (IISWBM). As per advice of IISWBM, the Company is taking various actions to upgrade their competency level. The Company endorses the idea of identification and retention of talented and energetic employees. Keeping this ideology in mind, it has adopted campus recruitment process at prestigious Institutes like National Institute of Technology/Universities scattered all over the country for identifying and recruitment of bright, young engineers as trainee and arranged on the job training for them. Training of employees is given the highest priority and the Company measures the time and efficacy of all kinds of training provided to the employees which includes e-learning modules also. The Company has also taken up Web Learning Programmes (WLP) this year 2019-20 and held training programmes on various subjects like Cyber Security, leadership Management etc. Apart from above, the Company carries out all programmes regularly as per directives of Govt of India, like Swachhta Pakhwada, Hindi or Raj Bhasaha Pakhwada from time to time. It has also started celebrating International Yoga Day from the year 2017 as per the directives of Ministry of Ayush, Govt. of India, whereby the interested employees participate in the yoga training programme for physical fitness.

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

In compliance of DPE's OM No.36035/17/2008-Estt(Res) dated 14<sup>th</sup> November, 2008, information in two prescribed formats have been furnished as Annexures to provide the status of representation of SC/ST, OBC and Disabled persons.

These represent figures of aforesaid categories of employees of the Company as annexed at Annexure III & IV forming part of this annual report.

#### B) IMPLEMENTATION OF THE JUDGEMENTS/ORDERS OF THE CAT :

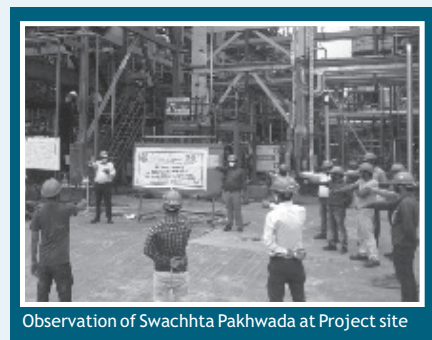
The Company is yet to be notified as covered under the jurisdiction of Central Administrative Tribunal, in order to implement its judgment/orders.

#### C) PROGRESSIVE USE OF HINDI :

To meet various statutory requirements regarding the Progressive Use of Hindi and to enhance awareness of employees regarding usage of Hindi in the day-to-day working of Company, the Company's Official Language Implementation Committee (OLIC) is constantly pursuing its efforts. To review and monitor the progress achieved in this regard, OLIC Meetings were held during the Year. Rajbhasa Pakhwada was also observed from 14<sup>th</sup> September to 28<sup>th</sup> September, 2019 and various programmes / vocabulary / makes sentences etc. were conducted during the Pakhawada. To imbibe interest amongst employees and to increase their vocabulary one Hindi Word / Phrase with its English equivalent is written on whiteboards and displayed at prominent places in the Office premises. The Company is an Active Committee Member of the Town Official Language Implementation Committee (PSUs) - Kolkata (KALTOLIC) under the Ministry of Home Affairs (Govt. of India) and takes active part in all its programmes / activities.

### 5.0 HEALTH, SAFETY, ENVIRONMENT MANAGEMENT AND POLLUTION CONTROL :

The Company has upgraded its Occupation Health and Safety Assessment System (OH&SMS) and has been accredited with OH&SMS ISO 45001:2018 Certification which plays an important role in securing orders from various reputed organizations. The Company has strong and effective Health, Safety and Environment (HSE) policies. These policies, along with OH&SMS ISO 45001:2018 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



Observation of Swachhta Pakhwada at Project site

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 the Company as per DPE Guidelines and in accordance with Section 135 of the Companies Act, 2013.

The CSR Thematic Project for the year 2019-20 was School Education, Health Care and Nutrition which was implemented through District Administration of Vizianagram at Badangi - an aspirational District as identified by Niti Aayog. The Company also carried out other CSR Projects by funding in education sector towards i) Improving basic / supporting infrastructure of 10 (ten) Rural Primary Schools in Parthapratima Block in Sunderban Area in West Bengal by implementing agency Digambar Angikar, ii) Therapeutic, infrastructural and vocational training of specially abled children by implementing agency Keduadihi Bikash Society in Bankura, West Bengal and iii) Institutional cum Hostel facility for children with multiple / mental disabilities by implementing agency Autism Society West Bengal in South 24 Parganas, West Bengal.

The Company has also contributed towards PM CARES Fund for combating COVID pandemic.

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 2019-20 is being annexed vide Annexure-V in accordance with the provisions of Section 135 of the Companies Act, 2013.

## 7.0 CORPORATE GOVERNANCE :

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

## 8.0 AUDIT COMMITTEE :

Board of Directors reconstituted the Audit Committee on 20.12.2019, pursuant to Order No. 3(8)/2007-PE-IV dated 17.10.2019 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the appointment of Shri Partha Protim Bose, Director (Finance), Braithwaite & Company Limited (BCL), Kolkata to the post of Director (Finance), Bridge & Roof Co. (I) Ltd., Kolkata in the payscale of ₹ 65000-75000/- with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.12.2022, or until further orders, whichever is earlier. Shri Partha Protim Bose has assumed the charge w.e.f. 11.11.2019 (A/N.)

The Audit Committee consisted of following Directors of the Board - Shri Kedarashish Bapat - Chairman, Shri S.S. Rawat - Member, Shri P.P. Bose - Member, Shri Arvind Kumar - Member.

Shri Kedarashish Bapat, part-time non-official Director of the Company completed his tenure of three years on 10.02.2020, and pursuant to Order No. 3(27)/2010-PE-IV dated 21.02.2020 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the President has approved appointment of Smt. Lakshmi Suresh, as the non-official part-time Director of Bridge & Roof Co. (I) Ltd., Kolkata for a period of three years, with effect from the date of notification of her appointment, or until further orders, whichever is earlier.

Accordingly, the Audit Committee comprised of the following Directors of the Board of the Company as on 31.03.2020 : Shri S.S. Rawat - Member, Shri P.P. Bose - Member, Shri Arvind Kumar - Member.

Three meetings of the Audit Committee were held during the Financial Year 2019-20 on 28.06.2019, 16.08.2019 and 6.02.2020. The fourth meeting of Audit Committee due to be held on 24.03.2020 was postponed due to unprecedented lockdown for COVID-19.

## 9.0 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

Board of Directors reconstituted the CSR Committee on 20.12.2019, pursuant to Order No. 3(8)/2007-PE-IV dated 17.10.2019 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the appointment of Shri Partha Protim Bose, Director (Finance),



Chhatna Super Speciality Hospital for West Bengal Medical Service Corpn Ltd.

Braithwaite & Company Limited (BCL), Kolkata to the post of Director (Finance) of Bridge & Roof Co. (I) Ltd., Kolkata in the payscale of ₹ 65000-75000/- with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.12.2022, or until further orders, whichever is earlier. Shri Partha Protim Bose has assumed the charge w.e.f. 11.11.2019 (A/N).

The CSR Committee consisted of following Directors of the Board : Shri Kedarashish Bapat - Chairman, Shri S.S. Rawat - Member, Shri P.P. Bose - Member, Shri Arvind Kumar - Member.

Pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 26.09.2019 received from the Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority has approved the appointment of Shri Sunil Kumar Sarder, Chief Engineer (Civil), Indian Railways Service of Engineers, to the post of CMD of Bridge & Roof Co. (I) Ltd. on immediate absorption basis in the scale of pay of ₹ 75000-90000/- with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.03.2021, or until further orders, whichever is earlier. Shri Sunil Kumar Sarder assumed the charge w.e.f. 27.12.2019.

Members of the Committee noted and confirmed the Resolution by Circulation No. 11/2019-20 dated 23.03.2020 which mentioned that, Shri Kedarashish Bapat, part-time non-official Director of the Company completed his tenure of three years on 10.02.2020, and pursuant to Order No. 3(27)/2010-PE-IV dated 21.02.2020 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the President has approved appointment of Smt. Lakshmi Suresh, as the non-official part-time Director of Bridge & Roof Co. (I) Ltd., Kolkata for a period of three years, with effect from the date of notification of her appointment, or until further orders, whichever is earlier.

Accordingly, the CSR Committee was re-constituted comprising of the following Directors of the Board of the Company: Smt. Lakshmi Suresh - Chairperson, Shri Sunil Kumar Sarder - Member, Shri S.S. Rawat - Member, Shri P.P. Bose - Member, Shri Arvind Kumar - Member.

Three meetings of the CSR Committee were held during the Financial Year 2019-20 on 28.06.2019, 16.08.2019 and 6.02.2020. The fourth meeting of CSR Committee due to be held on 24.03.2020 was postponed due to unprecedented lockdown for COVID-19.

## 10. NOMINATION AND REMUNERATION COMMITTEE :

Board of Directors reconstituted the Nomination and Remuneration Committee on 20.12.2019, pursuant to Order No. 3(8)/2007-PE-IV dated 17.10.2019 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the appointment of Shri Partha Protim Bose, Director (Finance), Braithwaite & Company Limited (BCL), Kolkata to the post of Director (Finance) of Bridge & Roof Co. (I) Ltd., Kolkata in the payscale of ₹ 65000-75000/- with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.12.2022, or until further orders, whichever is earlier. Shri Partha Protim Bose has assumed the charge w.e.f. 11.11.2019 (A/N).

The Nomination and Remuneration Committee consisted of following Directors of the Board : Shri Kedarashish Bapat - Chairman, Shri S.S. Rawat - Member, Shri P.P. Bose - Member, Shri Arvind Kumar - Member.

Shri Kedarashish Bapat, part-time non-official Director of the Company completed his tenure of three years on 10.02.2020, and pursuant to Order No. 3(27)/2010-PE-IV dated 21.02.2020 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the President has approved appointment of Smt. Lakshmi Suresh, as the non-official part-time Director of Bridge & Roof Co. (I) Ltd., Kolkata for a period of three years, with effect from the date of notification of her appointment, or until further orders, whichever is earlier.

Accordingly, the Nomination and Remuneration Committee comprised of the following Directors of the Board of the Company as on 31.03.2020 : Shri S.S. Rawat - Member, Shri P.P. Bose - Member, Shri Arvind Kumar - Member.

No meeting of the Nomination and Remuneration Committee were held during the Financial Year 2019-20.



DHT Unit at Bharat Petroleum Corp. Ltd. Mahul

## 11.0 DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 12.0 INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The Company has established adequate internal control systems in respect of major areas of operations with regard to all the sites of the Company under execution.

## 13.0 ERP SYSTEM IMPLEMENTATION:

The Company is running Oracle e-Business Suites ERP System for Accounts & Finance module, Payroll & HR module, Purchase & Inventory module (In Manufacturing unit) since last ten (10 ) years with infrastructure & setup like Own Data Center, High end Server, SAN , DR & RMAN etc. Company's E-mail Service is now with National Informatics Center (NIC), Govt. of India with 30 MBPS ILL backbone and backup line.

The Company is running it's own ONLINE portal for 'Asset Management System', Employee Information System' and different Data Capturing Systems.

The Company is running e-Procurement system through Central Public Procurement (CPP) Portal & West Bengal Govt. Portal since last six (06) years.

Both Studio based & Software based Video Conference (VC) System are operational.

Company has now started the new dimension of business on Information and Communication Technology (ICT). During last financial year the Company executed the job of Plant wide Data Network (PWN) and Fire Detection and Alarm (FDA) monitoring System (Package-145) under Modernization & Expansion of Bhilai Steel Plant (BSP) of SAIL at Chhattisgarh (Order Value: ₹ 23.61 Crore). The Job covers 130 Km FO cable laying, 16 nos. of Blade Server Installation and commissioning for DR & DC Center with all relevant Software, Installation and Commissioning of high value & Nos. of (350 Nos.) active networking components like Core Switches, Distribution Switches, Managed Layer Switches, Configuration and Integration though SCADA software of 40 Nos. Fire Detection & Alarm (FDA) monitoring automation System etc.

Company had completed Plant Wide Data Network (PWN) job of Bhilai Steel Plant (BSP) of SAIL and Eight (08) Nos. of the FDA system of Honeywell - Notifier make are made live deploying SCADA system.

## 14.0 QUALITY MANAGEMENT SYSTEM:

The Company is in continuous process for the betterment of Quality Management System within the Company. The Company is proud to have been updated to ISO 9001 : 2015 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 Type Unit Bridges, Bunk Houses and Steel Structural. The Surveillance Audit has been carried out successfully by external auditors DNV-GL.

## 15.0 DIRECTORS:

Pursuant to Order No. 3(8)/2007-PE-IV dated 23.09.2019 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the extension of entrusting additional charge of the post of Director (Finance) of Bridge & Roof Co. (I) Ltd. to





Shri R.K.Mitra, Director (Finance), Braithwaite, Burn and Jessop Construction Limited (BBJ), for a period of three months w.e.f. 01.09.2019, or till the regular appointment or until further orders, whichever event occurs earlier.

Shri R.K. Mitra was associated with the Company till 11.11.2019 (F/N).

Pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 26.09.2019 received from the Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the extension of additional charge of the post of Chairman & Managing Director (CMD) of Bridge & Roof Co. (I) Ltd. assigned to Shri S.S. Rawat, Director (Project Management) of Bridge & Roof Co. (I) Ltd., for a further period of six months w.e.f. 25.07.2019, or till appointment of regular incumbent, or until further orders, whichever is the earliest.

Pursuant to Order No. 3(8)/2007-PE-IV dated 17.10.2019 received from the Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority had approved the appointment of Shri Partha Protim Bose, Director (Finance), Braithwaite & Company Limited (BCL), Kolkata to the post of Director (Finance) of Bridge & Roof Co. (I) Ltd., Kolkata in the payscale of ₹ 65000-75000/- with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.12.2022, or until further orders, whichever is earlier.

Shri Partha Protim Bose assumed the charge w.e.f. 11.11.2019 (A/N).

Pursuant to Order No. 3(16)/2010-PE-IV(Vol.III) dated 26.09.2019 received from the Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, Competent Authority has approved the appointment of Shri Sunil Kumar Sarder, Chief Engineer (Civil), Indian Railways Service of Engineers, to the post of CMD, Bridge & Roof Co. (I) Ltd. on immediate absorption basis in the scale of pay of ₹ 75000-90000/- with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.03.2021, or until further orders, whichever is earlier.

Shri Sunil Kumar Sarder assumed the charge w.e.f. 27.12.2019.

Shri Kedarashish Bapat, part-time non-official Director of the Company completed his tenure of three years on 10.02.2020, and pursuant to Order No. 3(27)/2010-PE-IV dated 21.02.2020 received from Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, Government of India, New Delhi, the President has approved appointment of Smt. Lakshmi Suresh, as the non-official part-time Director of Bridge & Roof Co. (I) Ltd., Kolkata for a period of three years, with effect from the date of notification of her appointment, or until further orders, whichever is earlier.

## 16.0 KEY MANAGERIAL PERSONNEL :

As per Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following were Key Managerial Personnel as on 31.03.2020:-

- 1) Chief Executive Officer (CEO)- Shri Sunil Kumar Sarder w.e.f. 27.12.2019
- 2) Chief Financial Officer (CFO) - Shri Partha Protim Bose w.e.f. 11.11.2019
- 3) Company Secretary (CS) - Smt. Rakhee Kar w.e.f.01.04.2014

In accordance with the notification from Ministry of Corporate affairs, Government of India, dated 5<sup>th</sup> June 2015, a new provision has been inserted wherein the provisions of Section 203 sub-sections (1), (2), (3) and (4) shall not apply to a Managing Director or Chief Executive Officer or Manager and in their absence, a whole time Director of the Government Company.

## 17.0 MEMORANDUM OF UNDERSTANDING WITH GOVERNMENT OF INDIA:

The Company was assigned with the MoU rating of 'Very Good' along with a score of '74.50' for the year 2018-19 in connection with MoU between Department of Heavy Industry and the Company. This rating was received from the MoU Division, Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises.

## 18.0 VIGILANCE MECHANISM:

Vigilance is a very important management tool to protect the organization from internal dangers which is much severe than external threat that an organization has to sustain in its working ambit. Vigilance is also a very effective integral function of the management to ensure proper functioning of other area such as Finance, Personnel, Operation, Marketing, Material and Contracts etc. in most efficient manner. The word Vigilance tells executives of the Company to be on vigil, to be vigilant, to be alert and to have vigilance in organisation's reputation and image as



well as to have vigilance of the organization asset. It promotes transparency, fair and healthy practices with updated technology in working arena of the organization which enhance the moral value of the employees as well as the image of the Company to the business world. The basic concept of this department is to detect the irregularities before it is carried out, analyse and find out the reason of such irregularities or to take effective measures to arrest the same in its budding stage and to take corrective actions as per laid down system against the defaulter and award of suitable penalty if the guilt is established. Vigilance department has endeavored to maintain integrity, purity and efficiency of the administration. This department also strives hard to implement the latest system and procedures as directed by the Central Vigilance Commission and Administrative Ministry to the working mechanism of the organization from time to time to yield the best output.

Vigilance department of this Company observed the vigilance awareness week for the year 2019 from 28.10.2019 to 02.11.2019 as per the guidelines set by Central Vigilance Commission. The following activities were undertaken during the referred period:

- Integrity Pledge taken by senior executives along with staffs and officers at corporate, zonal, works and site offices all over India on 29.10.2019.
- A hyperlink was provided in the Company's website for taking e-pledge to employees, contractors and vendors of the Company.
- Banners on observation of Vigilance Awareness Week in English and Hindi versions and the theme of the year were put up at prominent places at the Corporate and Zonal offices of the Company.
- Essay writing competition based on topic "Promoting Anti-corruption Measure within the Organisation" was held among the employees. The successful candidates, adjudged by a committee of group of senior officers, were awarded with cash prizes.
- As a part of outreach activities, Vigilance department also conducted elocution contest on the theme of this year " Integrity- A Way Of Life" among the students of KV school at Kolkata to promote the awareness regarding the existence, causes and gravity of and the threat posed by corruption in the society as well as to the country.
- Workshop / Sensitization programme was conducted at Project Sites as a part participative vigilance mechanism to promote integrity probity and morality of the employee at work place as well as awareness about the role of vigilance in the organization.

As a part of preventive vigilance measure, this department carried out CTE type of inspection at different project sites and scrutinized the Statutory and Internal Audit Reports, Purchase files etc. at regular interval to curb out any irregular practices leading to corruption. In the year 2019-20 this department sought CVC advice in 4 (four) Nos. vigilance case of composite nature and the same was obtained from CVC.

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

Your Company has constituted an 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 2019-20.

## **20.0 STATUTORY AUDITORS :**

The Government of India appointed M/s. Deoki Bijay & Co., Chartered Accountants, Kolkata and M/s. Nundi & Associates , Chartered Accountants, Kolkata as Statutory Auditors of the Company for the Accounting Year 2019-20 under Section 141 of the Companies Act, 2013.

## **21.0 COST AUDITORS:**

In accordance with Section 148 of the Companies Act 2013 and rules thereunder, a firm M/s Subhendu Dutta and Co., were appointed as Cost Auditor of the Company for the Financial Year 2019-20 till the conclusion of Annual General Meeting.

## **22.0 SECRETARIAL AUDITORS:**

In accordance with Section 204 of the Companies Act 2013 and rules thereunder, a firm M/s Arpan Sengupta & Associates, Company Secretary in Practice was appointed as Secretarial Auditor of the Company for the Financial Year 2019-20 till the conclusion of Annual General Meeting.

### 23.0 EXTRACTS OF ANNUAL RETURN:

Extracts of Annual Return pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2020 forms part of this report as Annexure VI.

### 24.0 ACKNOWLEDGEMENT :

The Board takes this opportunity to express its deep sense of appreciation and gratitude for the support, guidance and assistance received from the Department of Heavy Industry, the Ministry of Heavy Industries & Public Enterprises, State Government, Bankers, valued clients, customers, Comptroller & Auditor General of India and above all to the employees for their dedication and commitment. The Directors are confident of receiving their support and co-operation in the coming years.

For and on behalf of Board of Directors

Place : Kolkata  
Dated: 04.12.2020

**SUNIL KUMAR SARDER**  
CHAIRMAN & MANAGING DIRECTOR



Station Development Work of Santragachi Station for South Eastern Railway

## REPORT ON ENERGY UTILISATION

## ANNEXURE I

1. Name of the PSE : **BRIDGE & ROOF CO. (INDIA) LTD.**

(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	2018-19			2019-20		
		Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%	Energy Expenditure (₹ /Lakh)	Turnover (₹ /Lakh)	%
1	Electricity	99.50	2410.47	4.13	99.84	2381.09	4.19
2	HSD	1.01		0.04	2.83		0.12
3	L.P.G. & BMCG	7.98		0.33	7.00		0.29
	TOTAL	108.49		4.50	109.67		4.60

4. Details of Energy Audit, if undertaken :

- a) When (Year) and by which agency : In the year 2018-19, 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 : ₹ 32,400/-
- 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 : 4 nos.

5. Steps / measures already been taken during the year 2019-20 against recommendations for the year 2018-19:-

- i) To introduce LED lights in place of 40W FLT lamp.
- ii) To remove lighting fittings from different higher lighting intensity (lux) prone zone.

**RESEARCH, DEVELOPMENT AND DIVERSIFICATION - YEAR 2019-20**

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

- a) Auto Welding Facility at Project Sites for Piping Shop Fabrication.
- b) Through Open Web Railway Bridge Girder of 76.2m span.

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

- a) Auto Welding Facility at Project Sites for Piping Shop Fabrication.
  - i) Productivity is very high.
  - ii) Involves very less manpower (1/4th of conventional manual manpower).
  - iii) Quality is ensured 100%.
  - iv) The job can run on round the clock basis.
  - v) Accuracy in dimensional check.
- b) Through Open Web Railway Bridge Girder of 76.2m span.
  - i) The Company successfully carried out Supply, Fabrication, Transportation and launching of open web through girders of 2 X 76.2m span for West Central Railway, Jabalpur.
  - ii) It is a unique and distinct achievement by ways of qualifying the Company amongst a handful of organization having the capability of supplying such long spans for Indian Railways. It also qualifies the Company for supplying greater spans.

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

- a) Up gradation / Modernization of Equipment.
- b) Desalination Plant.
- c) Solid waste management.
- d) Design and development of Double Lane Modular Steel Bailey Bridge.

**4. Expenditure in R&D in 2019-20 :-**

Capital : ₹ NIL  
 Revenue : ₹ NIL  
 TOTAL : ₹ NIL

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

- a) Auto Welding Facility at Project Sites for Piping Shop Fabrication.
- b) Through Open Web Railway Bridge Girder of 76.2m span.

**Technology has been Absorbed**

# **REPRESENTATION OF SCs, STs AND OBCs**

## **ANNEXURE III**

Groups	NUMBER OF EMPLOYEES				Number of appointments made during the previous calendar year									
					By Direct Recruitment				By Promotion			By Other Methods		
	Total	SCs	STs	OBCs	Total	SCs	STs	OBCs	Total	SCs	STs	Total	SCs	STs
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group-A	655	111	05	58	19	-	-	02	86	07	02	-	-	-
Group-B	12	01	-	02	-	-	-	-	-	-	-	-	-	-
Group-C	293	15	01	08	-	-	-	-	58	02	-	-	-	-
Group-D (Excluding Sweepers)	195	17	03	13	-	-	-	-	37	03	-	-	-	-
Group-D (Sweepers)	07	07	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	1162	151	09	81	19	-	-	02	181	12	02	-	-	-



## REPRESENTATION OF PERSONS WITH DISABILITIES

## ANNEXURE IV

Groups	NUMBER OF EMPLOYEES					DIRECT RECRUITMENT IN 2019					PROMOTION				
						No. of vacancies reserved					No. of Appointments Made				
	Total	VH	HH	OH		VH	HH	OH		Total	VH	HH	OH		
1	2	3	4	5		6	7	8		9	10	11	12		
Group-A	655	-	-	02		-	-	-		-	-	-	-		
Group-B	12	-	-	-		-	-	-		-	-	-	-		
Group-C	293	03	03	03		-	-	-		-	-	-	-		
Group-D	202	03	03	02		-	-	-		-	-	-	-		
TOTAL	1162	06	06	07		-	-	-		-	-	-	-		

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)

\*The above No of Vacancies & Appointments reflects the effect of Previous Special Recruitment Drive.

## 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 POLICY

##### VISION

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

##### MISSION

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

##### KEY FOCUS AREAS OF CSR PROJECTS

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

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

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

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

##### FINANCIAL BUDGET AND EXPENDITURE CONTROL

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

Date: 16-08-2019



(S.S. RAWAT)

CHAIRMAN AND MANAGING DIRECTOR

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



## 2. The Composition of CSR Committee as on 31.03.2020 :

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

- Smt. Lakshmi Suresh, Independent Director : Chairperson
- Shri Sunil Kumar Sarder, Chairman and Managing Director, Bridge & Roof Co. (I) Ltd. : Member
- Shri S.S. Rawat, Director (Project Management), Bridge & Roof Co. (I) Ltd.: Member
- Shri P.P. Bose, Director (Finance), Bridge & Roof Co. (I) Ltd.: Member
- Shri Arvind Kumar, Government Nominee Director : Member

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

Financial Years	Net Profit (PBT) (₹ /Lakhs)	Average Net Profit	₹ 3585.98 Lakhs
2016-17	3008.22		
2017-18	2607.35		
2018-19	5142.37		

## 4. Prescribed CSR Expenditure for FY: 2019-20 (two percent of the amount as in item 3 above)

2% of Average Net Profit	₹ 71.72 Lakhs
--------------------------	---------------

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

- Total amount to be spent for the financial year : ₹ 72.00 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 (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)	Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
1.	School Education, Health Care and Nutrition	CSR Thematic Project	Other Area: Community Health Centre at Badangi, Vizianagram in Aspirational District	44.00	Direct 43.37	43.37	Implementing Agency - District Co-ordinator of Hospital Services, Vizianagram, A.P.

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 (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
	School Education and Health Care	CSR Thematic Project	Other Area: District Rural Development Agency, Koraput - an aspirational District piloted under Niti Aayog	—	Direct	—	25.00	Implementing Agency - District Rural Development Agency, Koraput
2.	Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Local Area : Ramakrishna Mission Shilpamandir Community Training Centre, Howrah (WB)	—	Direct	—	152.01	Implementing Agency - Ramakrishna Mission Shilpamandir Community Training Centre
	Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Local Area : Don Bosco Self Employment Research Institute, Liluah, Howrah, W.B.	—	Direct	—	37.64	Implementing Agency- Don Bosco Self Employment Research Institute
	Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Other Area : Ramakrishna Mission Ashram, Ranchi, Jharkhand	—	Direct	—	7.50	Implementing Agency - Ramakrishna Mission Ashram, Ranchi
	Vishwakarma Scheme of Skill Development	Employment enhancing vocational skills	Other Area : Ramakrishna Mission Vidyalaya ITI, Coimbatore, Tamil Nadu	—	Direct	—	16.12	Implementing Agency - Ramakrishna Mission Vidyalaya ITI, Coimbatore

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 (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
	Vocational Training at Aspirational Districts	Vocational Training	Other Area: National Scheduled Castes Finance and Development Corporation (NSFDC)	—	Direct	—	14.89	Implementing Agency - National Scheduled Castes Finance and Development Corporation (NSFDC)
3.	Swachh Bharat and Ganga Rejuvenation	Social Business Projects	Other Area : Near the Company's Project Sites - Swachh Bharat Abhiyan - Construction and Renovation of toilet blocks in schools 5 nos. at Chhatna, Bankura, West Bengal and 5 nos. at Islampur, Uttar Dinajpur, West Bengal	—	Direct	—	25.54	Direct
		Social Business Projects	Swachh Bharat Kosh	—	Over-head	—	10.00	Direct



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 (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
		Social Business Projects	Other Area : Near the Company's Project Sites - Swachh Bharat Abhiyan - Construction of two room Health Centre including toilet for Kuchia Bhala Pahar at Dangarjuri Village, Bandwan PS, Purulia district, W.B.	—	Direct	—	6.90	Direct
		Social Business Projects	Construction of Toilets and Wash Rooms with water facilities for Chiranabin at Parbakshi, Howrah, WB.	—	Direct	—	7.98	Direct
4.	Others CSR Activities	Social Business Projects	Other Area : Near the Company's Project Sites - Improving basic / supporting infrastructure of 10 (ten) Rural Primary Schools in Parthapratima Block in Sunderban Area in West Bengal	26.00 (Total)	Direct	13.94	13.94	Implementing Agency - Digambarpur Angikar

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 (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
	Others CSR Activities	Social Business Projects	Other Area : Near the Company's Project Sites - Therapeutic, infrastructural and vocational training of specially abled in Bankura, West Bengal	—	Direct	3.955	3.955	Implementing Agency - Keduadihi Bikash Society
		Social Business Projects	Other Area : Near the Company's Project Sites - Institutional cum Hostel facility for children with multiple / mental disabilities in South 24 Parganas, West Bengal	—	Direct	3.72	3.72	Implementing Agency - Autism Society West Bengal
		Social Business Projects	Other Area: Near the Company's project sites at i) Waghode village, Dhule, Maharashtra. ii) Palassey, Rejinagar, Murshidabad, W.B.	—	Direct	—	10.01	—

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 (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
		Social Business Projects	Other Area : School Building for girls in Aila devastated area in Sandesh Khali, District: North 24 Parganas, W.B.	—	Direct	—	15.00	Implementing Agency - Institute for the Handicapped & Backward People
5.	Energy Management - Energy Efficiency	Ensuring Environment Sustainability	Local Area : Installation of Solar Panel at the Company's Workshop at Howrah, W.B.	—	Direct	—	41.58	Direct
6.	Water Management - Rainwater Harvesting & other Methodologies	Ensuring Environment Sustainability	Other Area : Chhatna, Bankura, West Bengal and Ghichamura, Sambalpur, Odisha near the Company's project sites	—	Direct	—	26.42	Direct
7.	Afforestation	Ensuring Environment Sustainability	Other Area: Near the Company's project sites at Aditya Aluminium, Lapanga Site, Sambalpur, Odisha	—	Direct	—	4.84	Direct
8.	Carbon Management	Ensuring Environment Sustainability	Local Area: The Company's Workshop at Howrah, W.B.	—	Direct	—	2.07	Direct

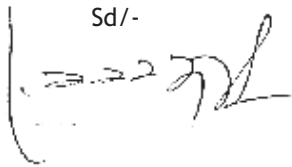
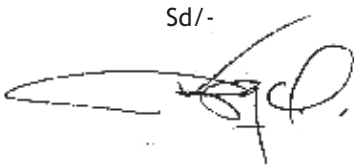
Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise (2019-20) (₹ /Lakhs)	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs (2) Overheads: (2019-20) (₹ /Lakhs)		Cumulative expenditure upto the reporting period i.e. upto 31.03.2020 (₹ /Lakhs)	Amount spent: Direct or through implementing agency
9.	Contribution to CSR Funds	Social Business Projects	Contribution to the Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) towards COVID-19 pandemic	—	Over-head	10.00	10.00	Implementing Agency
10.	Training on CSR and Sustainability	Employee Awareness Programme	Local Area: Kolkata	—	Over-head	—	4.91	Implementing Agency - Verde Ventures Pvt. Ltd. & others
11.	Evaluation and Reporting	Third Party Evaluation and Reports	Local Area: Kolkata	2.00	Over-head	0.95	7.15	Implementing Agency - Consultivo Business Solutions Pvt. Ltd.
			Total	72.00		75.935		

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 2019-20 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>
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**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

**ANNEXURE VI**

as on the financial year ended on March 31<sup>st</sup>, 2020

[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	15110.92	0.00	0.00	15110.92
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	15,110.92	0.00	0.00	15,110.92
Change in Indebtedness during the financial year				
• Addition	2585.67	0.00	0.00	2585.67
• Reduction	0.00	0.00	0.00	0.00
Net Change	2585.67	0.00	0.00	2585.67
Indebtedness at the end of the financial year				
i) Principal Amount	17696.59	0.00	0.00	17696.59
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	17696.59	0.00	0.00	17696.59
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
		<b>SUNIL KUMAR SARDER</b> (27.12.2019 TO 31.03.2020)	<b>S.S.RAWAT</b> (01/04/2019 TO 31/03/2020)	<b>P.P. BOSE</b> (11.11.2019 TO 31.03.2020)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 11,06,434.00	₹ 39,51,869.00	₹ 13,09,227.00	₹ 63,67,530.00
	(b) Subsistence Allowance	0	0	0	0
	(c) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 8,100.00	₹ 5,28,768.00	₹ 12,600.00	₹ 5,49,468.00
	(d) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others, specify...				
5	Others, please specify	Not Available	Not Available	Not Available	0
	<b>Total (A)</b> <b>Ceiling as per the Act</b>	<b>₹ 11,14,534.00</b>	<b>₹ 44,80,637.00</b>	<b>₹ 13,21,827.00</b>	<b>₹ 69,16,998.00</b>

## B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors		Total Amount
		KEDARASHISH BAPAT	LAKSHMI SURESH	
	Independent Directors			
	Fee for attending board & committee meetings	₹ 36000/-	NIL	₹ 36000/-
	Commission			
	Others, please specify			
	Total (1)			
	Other Non-Executive Directors			
	Directors	NIL	NIL	NIL
	Fee for attending board & committee meetings			
	Commission			
	Others, please specify			
	Total (2)	0	NIL	0
	Total (B)=(1+2)			
	Total Managerial Remuneration	₹ 36000/-	NIL	₹ 36000/-

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

SI No.	Particulars of Remuneration	Key Managerial Personnel					
		CEO (SUNIL KUMAR SARDAR) w.e.f. 27.12.2019-31.03.2020	CEO (S.S. RAWAT) w.e.f. 01.04.2019-26.12.2019	CFO (P.P. BOSE) w.e.f. 11.11.2019 - 31.03.2020	CFO (S.MITRA) w.e.f. 01.04.2019-10.11.2019	Company Secretary (RAKHEE KAR)	Total
1	Gross salary	₹ 11,06,434	₹ 30,43,180	₹ 13,09,227	₹ 17,73,016	₹ 20,23,849	₹ 92,55,706
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961						
	(b) Subsistence Allowance	0	0	0	0	0	0
2	(c) Value of perquisites u/s 17(2) Income-tax Act, 1961	₹ 8,100	₹ 3,85,574	₹ 12,600	0	0	₹ 4,06,274
	(d) Profits in lieu of salary under section 17(3) Income- tax Act, 1961						
	Stock Option	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0
4	Commission						
	- as % of profit	0	0	0	0	0	0
	- others, specify...						
5	Others, please specify	0	0	0	0	0	0
	<b>Total</b>	<b>₹ 11,14,534</b>	<b>₹ 34,28,754</b>	<b>₹ 13,21,827</b>	<b>₹ 17,73,016</b>	<b>₹ 20,23,849</b>	<b>₹ 96,61,980</b>



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

### I) CATEGORY-WISE SHARE HOLDING

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

\*Rounded off to 2 decimal places

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares*	Demat	Physical	Total	% of Total Shares*	
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non- Institutions</b>									
a) Bodies Corporate									
i) Indian	0	357591	357591	0.65%	0	357591	357591	0.65%	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	2409	2409	0.00%	0	2409	2409	0.00%	0
ii) 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			
		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. Chandrulekha 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 Company during the Financial Year 2019-20 is given below:-

(₹ in Crores)

Sl No.	Particulars	Target for the Year 2019-20	Actual Achieved during the Year 2019-20
1	Total Annual Procurement (in value)	1700.00	1838.54
2	Total Value of Goods and Services procured from MSEs ( including MSEs owned by SC / ST Entrepreneurs )	425.00	245.51
3	Total Value of Goods and Services procured from only MSEs owned by SC / ST Entrepreneurs	85.00	—
4	Total Value of Goods and Services procured from only MSEs owned by Women Entrepreneurs	12.75	—
5	% age of procurement from MSEs ( including MSEs owned by SC / ST Entrepreneurs) out of total procurement	25.00%	13.35
6	% age of procurement from only MSEs owned by SC / ST Entrepreneurs out of total MSEs procurement	20% of 25%	—
7	% age of procurement from only MSEs owned by Women Entrepreneurs out of total MSEs procurement	3.00% of 25%	—
8	Vendor Development Programmes for MSEs.	YES	—
9	Whether Annual procurement plan for purchases from Micro & Small Enterprises are uploaded on the official website	YES	YES
10	Whether targets reported in Annual Report	YES	YES

## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



### Form No. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020**  
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance  
Note on Secretarial Audit of the Institute of Company Secretaries of India]

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

#### Management's Responsibility for Secretarial Compliances

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

#### Auditor's Responsibility

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

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



Page 1 of 6

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## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the Audit Period from 1st April, 2019 to 31st March, 2020 ("the Reporting Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period from 1st April, 2019 to 31st March, 2020 according to the provisions of:**

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



Page 2 of 6

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## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



- Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 **(Not applicable to the Company during the Audit Period);**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable to the Company during the Audit Period);**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:
- a) Labour laws

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.



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## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



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

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

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

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines.

**We further report that** the Company not able to conduct 4 (Four) Board Meeting in the Reporting Period due to COVID 19 pandemic.

*Kindly note that-*

*We have issued this certificate on the basis of SCAN documents through email, no PHYSICAL DOCUMENTS are verified due to this COVID 19 lock down. We are not responsible for any kind of discrepancy in the physical documents.*

### 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: 12.08.2020




**CS ARPAN SENGUPTA**  
Proprietor  
Membership No.: FCS 10599  
COP No.: 14416  
UDIN.: F010599B000572160

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## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



### Annexure -A

Annexure to the Secretarial Audit Report of BRIDGE & ROOF CO (INDIA) LTD (CIN U27310WB1920GOI003601) for the financial year ended on 31st March, 2020

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

Our Secretarial Audit Report for the financial year ended on 31st March, 2020 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.



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## ARPAN SENGUPTA AND ASSOCIATES

Company Secretaries



4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.
7. We have issued this certificate on the basis of SCAN documents through email, no PHYSICAL DOCUMENTS are verified due to this COVID 19 lock down. We are not responsible for any kind of discrepancy in the physical documents.

For ARPAN SENGUPTA & ASSOCIATES  
Company Secretaries

Place: Kolkata  
Date: 12.08.2020



CS ARPAN SENGUPTA  
Proprietor  
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