

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

Review Report to
The Board of Directors
Bharat Road Network Limited

- 1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results of Bharat Road Network Limited (the "Company") for the quarter ended December 31, 2022 and year to date April 01, 2022 to December 31, 2022 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
- 2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4. Basis for Qualified Conclusion

We refer note 4 of the Statement, where the Company has not recognized interest on Rs. 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 34 'Interim Financial Reporting' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax of the Company for the quarter ended December 31, 2022 has been understated by Rs. 224.96 lakhs and loss before tax of the Company for the period from April 01, 2022 to December 31, 2022 has been understated by Rs. 672.43 lakhs and the current liabilities as at December 31, 2022 has been understated by Rs. 3,129.86 lakhs.

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

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Kolkata

For S S Kothari Mehta & Company

**Chartered Accountants** 

Firm Registration No.: 000756N

Rana Sen Partner

Membership No.:066759

Place: Kolkata

Date: January 23, 2023

UDIN: 23066759BGVUGV3951



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

Review Report to
The Board of Directors
Bharat Road Network Limited

- 1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of Bharat Road Network Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates for the quarter ended December 31, 2022 and year to date April 01, 2022 to December 31, 2022 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
- 2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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



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

## Subsidiaries:

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

## Associates:

- I. Kurukshetra Expressway Private Limited
- II. Ghaziabad Aligarh Expressway Private Limited (ceased w.e.f. May 26, 2022)
- III. Shree Jagannath Expressways Private Limited (ceased w.e.f June 29, 2022)
- IV. Mahakaleshwar Tollways Private Limited

# 5. Basis for Qualified Conclusion

We refer note 4 of the Statement, where the Holding Company has not recognized interest on Rs. 7,000 lakhs from July 01, 2019 onwards which is not in compliance of Ind AS 34 'Interim Financial Reporting' read with Ind AS 109 'Financial Instruments'. Due to this, loss before tax for the quarter ended December 31, 2022 and for the period from April 01, 2022 to December 31, 2022 has been understated by Rs. 224.96 lakhs and Rs. 672.43 lakhs respectively and the current liabilities as at December 31, 2022 has been understated by Rs. 3,129.86 lakhs.

- 6. The accompanying Statement includes the unaudited interim financial results / financial information in respect of:
- a) Three subsidiaries, whose unaudited interim financial results / financial information reflect total revenues of Rs. 10,186.82 lakhs and Rs. 23,531.58 lakhs, total net loss after tax of Rs. 9,732.22 lakhs and Rs. 8,894.69 lakhs and total comprehensive loss of Rs. 9,732.22 lakhs and Rs. 8,894.69 lakhs for the quarter ended December 31, 2022 and for the period from April 01, 2022 to December 31, 2022 respectively, as considered in the Statement which have been reviewed by their respective independent auditors.
- b) Two associates, whose unaudited interim financial results / financial information reflects Group's share of net loss after tax of Rs. Nil and Rs. Nil and Group's share of total comprehensive loss of Rs. Nil and Rs. Nil for the quarter ended December 31, 2022 and for the period from April 01, 2022 to December 31, 2022 respectively, as considered in the Statement whose interim financial results and other financial information have been reviewed by their respective independent auditors.

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



- 7. The accompanying Statement includes the unaudited interim financial result and other unaudited financial information in respect of:
  - a) Two associates, whose interim financial result and other financial information include the Group's share of net loss of Rs. Nil and Rs. 849.58 lakhs and the Group's share of total comprehensive loss of Rs. Nil and Rs. 849.58 lakhs for the quarter ended December 31, 2022 and for the period from April 01, 2022 to December 31, 2022 respectively, as considered in the Statement whose interim financial results and other financial information have not been reviewed their respective independent auditors.

These unaudited interim financial results and other unaudited financial information referred in paragraph 7 (a) above have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these Associates is based solely on such unaudited interim financial results / financial information. According to the information and explanations given to us by the Management, these interim financial results / financial information are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors referred to in paragraph 6 (a) and 6 (b) and the financial results / financial information certified by the Management referred to in paragraph 7 (a) above.

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

Lothari Mehle

Kolkata

For S S Kotharl Mehta & Company

**Chartered Accountants** 

Firm Registration No.: 000756N

Rana Sen Partner

Membership No.: 066759

Place: Kolkata

Date: January 23, 2023

UDIN: 23066759BGVUGW7840

# BRNL

BHARAT ROAD NETWORK LIMITED

Regd. Office: Plot-X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt Lake City, Kolkata- 700 091

CIN: L45203WB2006PLC112235

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## Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months ended December 31, 2022 and Unaudited Consolidated Financial Results for the Quarter and Nine Months ended December 31, 2022

	Standalone								Consolidated (Rs. in.Lakhs.					
	Particulars			Nine mont	Nine month ended Year Ended		Quarter ended			Nine month ended		Year Ended		
Si. No.	ov.	Dec 31, 2022	Sept 30, 2022	Dec 31, 2021	Dec 31, 2022	Dec 31, 2021	March 31, 2022	Dec 31, 2022		Dec 31, 2021	Dec 31, 2022			
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
	Revenue from operations	296.63	1,801.87	2,630.67	2,489.40	7,950.21	9,124.20	9,734.78	6,662.13	7,091.57	23,214.92	17,262.95	21,639.6	
II	Other Income	(609.35)	396.43	18.77	133.92	423.26	440.96	(510.43)	551,87	109,92	2,127.08	920.02	1,032.8	
III	Total income (I+II)	(312.72)	2,198.30	2,649.44	2,623.32	8,373.47	9,565,16	9,224,35	7,214.00	7,201.49	25,342.00	18,182.97	22,672.5	
IV	Expenses EPC Cost													
	Construction expenses	118.01	4 436 45	4 500 47	4 400 44	*		3,236.13	153.35	29.60	3,865.93	795.53	1004	
	Employee benefits expense	75.40	1,126.45 147.49	1,609.17	1,407.11	5,869.35	6,740.20	118.01	1,126.45	1,609.17	1,407.11	5,869.35	6,740.2	
	Finance Costs	780.48	757.31	77.46 701.34	305.00 2,295.21	251.47 2,039,47	336.68	314.13	345.41	332.96	938,45	1,014.43	1,383.1	
	Depreciation and amortization expense	1.40	1.69	1.54	5.69	2,039,47	2,746.32	4,644.39	4,490.73	4,691.94	13,780.70	13,744.13	18,214.2	
	Impairment on Investment in Associate	1.40	1.09	1.54	5.69	1,088.17	6.13	1,493.35	1,332.22	1,130.96	4,143.42	3,023.04	4,289.7	
	NHAI Premium				N	1,000.17	2,610.41	8,921,49	5	1.5	0.024.40	ž*	8	
	Other expenses	2,119.36	121.61	(206.10)	2,350.06	1,874.16	1,692.11	4.140.09	649.54	339,46	8,921.49 5,297.94	3,498,48		
	Total expenses (TV)	3,094.65	2,154.55	2,183.41	6,363.07	11,127.27	14,131.85	22.867.59	8,097.70	8,134.09	38,355.04	27,944.96	3,750.8	
V	Profit/(Loss) before share of Profit/(loss) of	(3,407.37)	43.75	466.03	(3,739.75)	(2,753.80)	(4,566.69)	(13,643.24)	(883.70)	(932.60)	(13,013.04)	(9,761.99)	35,382.3 (12,709.8	
	associates, exceptional items and tax(III-IV)	(0,107101)	10.72	100.05	(3,733.73)	(2,733.00)	(4,300,03)	(10,040,24)	(883.70)	(932.00)	(13,013.04)	(9,/61.99)	(12,709.8	
VI	Exceptional items				(2.767,44)		/20 E47 E21				(004 70)			
	Profit/(Loss) before Share of Profit/(loss) of	(3,407.37)	43.75	466,03	(6,507,19)		(29,547.63)	(13,643.24)	(883,70)	(932.60)	(961,28)	(0.744.00)	(14,318.0	
	associates and tax (V+VI)	(3,107.37)	43.73	400.03	(0,507.15)	(2,/33,60)	(34,114,32)	(13,043.24)	(883.70)	(932.60)	(13,974.32)	(9,761.99)	(27,027.8	
VIII	Tax expense													
	Current tax	- 3	0.16	215.67	0.16	421,79	(0.01)	200	0.16	215.67	0.16	421.79	(0.0	
	Deferred tax	(857.90)	(0.76)	(98.29)	(1,191.20)	(1,120.14)	(1,894,24)	(857.90)	(0.76)	(98,29)	(1.191.20)	(1,120,14)	(1.894.2	
IX	Profit/(Loss) for the period/year (VII-VIII)	(2,549.47)	44.35	348.65	(5.316.15)	(2,055,45)	(32,220,07)	(12,785.34)	(883,10)	(1,049,98)	(12,783.28)	(9,063.64)	(25,133.6	
	Share of Profit/(Loss) of Associates								1000/10/	(247.98)	(849.58)	448.68	(13,733.1	
XI	Profit/(Loss) for the period/year after share of	(2,549.47)	44.35	348.65	(5,316.15)	(2,055.45)	(32,220,07)	(12,785.34)	(883.10)	(1,297.96)	(13,632.86)	(8,614.96)	(38,866.79	
	Profit/ (Loss) of associates (IX+X)								` '	,	, , , , ,	, , , , ,	(. ,	
	Other Comprehensive Income  i) Items that will not be reclassified to profit or loss													
	- Remeasurement of the defined benefit plans - Share of Profit / (Loss) of Associates	(18.31)	(5.05)	2.26	(27.66)	6.49	(10.17)	(18.31)	(5.05)	2.26	(27.66)	6.49	7.7	
	ii) Income tax relating to items that will not be reclassified to Profit/(Loss)	4.61	1.27	(0.57)	6.96	(1.63)	2.56	4.61	1.27	(0.57)	6.96	(1.63)	8,2 2,5	
	Total Other Comprehensive Income /(loss) for the period/ year (XII)	(13.70)	(3.78)	1.69	(20.70)	4.86	(7.61)	(13.70)	(3.78)	1.69	(20.70)	4.86	18.55	
III	Total Comprehensive Income/(loss) for the period/	(2,563.17)	40.57	350.34	(5,336.85)	(2,050.59)	(32,227.68)	(12,799.04)	(886.88)	(1,296.27)	(13,653.56)	(8,610.10)	(38,848.24	
	year (XI+XII) Profit/(loss) for the period/year attributable to:													
								Y						
	-Owners of the Company							(13,286.39)	(1,283.42)	(1,110.42)	(14,913.39)	(7,584,88)	(37,631,7	
٠., I	-Non-controlling interest							501.05	400.32	(187,54)	1,280,53	(1,030.08)	(1,235.0)	
	Other Comprehensive Income /(loss) for the period/year attributable to: -Owners of the Company							(13.70)	(3.78)	1.69	(20.70)	4.86	14.9	
	-Non-controlling interest							(15.70)	(3.70)	1.09	(20.70)	4.50	3.5	
	Total Comprehensive Income /(loss) for the period/year attributable to: -Owners of the Company							443 200 001						
- 4	-Non-controlling interest							(13,300.09) 501.05	(1,287.20) 400.32	(1,108.73) (187.54)	(14,934.09)	(7,580.02)	(37,616.7	
VII I	Paid- up Equity share capital	8.395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	8,395.00	(1,030.08) 8,395.00	(1,231,4	
- 1	(Face value of Rs. 10/- each, fully paid)	,	-/	-,	0,000,00	0,000100	0,555.00	0,535.00	0,393.00	0,353.00	0,393.00	0,393,00	8,395.0	
	Other equity						73,909.07						42,511.5	
_	Earnings per equity share						. 5,505107						42,311.5	
	(of Rs. 10/- each) (not annualised)							,			toth	ari Mehila		
	a) Basic (Rs. )	(3.04)	0.05	0.42	(6.33)	(2.45)	(38.38)	(15.23)	(1.05)	(1.55)	// Six6.24)	(10.28)	(46.3)	



## Notes:-

- 1) The above standalone financial results for the quarter and nine months ended December 31, 2022 and consolidated financial results for the quarter and nine months ended December 31, 2022 were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on January 23, 2023. Limited Review of these Financial Results for the quarter and nine months ended December 31, 2022 as required under regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the Statutory Auditors of the Company.
- 2) The Company is primarily engaged in a single business segment of purchase, own, build, develop, design, operate, transfer road and related services. Hence, segment reporting is not applicable.
- 3) Other expenses/income includes unrealised (loss)/gain on account of Investments mandatorily measured at Fair Value Through Profit and Loss (FVTPL).
- 4) The Company had received an amount of Rs.7000 lakhs from IL&FS group-IL & FS Financial Services Ltd. (IL & FS) in the FY 2016-17. The Company also has a receivable of Rs 11,419 lakhs from IL & FS group -IL & FS Transportation Networks Limited(ITNL), hence the Company has initiated appropriate measures for set off of this payable and recovery of the balance amount.

As per NCLAT order, these Companies have been classified under IL & FS group.

The Company, as such, has put on hold the Interest and Principal payment since September 30, 2018. The Company has not provided Interest from July 01, 2019 onwards, pending the settlement of dispute. An application has been filed against the Company by IL & FS before the Hon'ble National Company Law Tribunal, Kolkata claiming their dues which is yet not admitted.

- 5) The Company has received a Notice of Motion on July 29, 2022 under Section 60 ( 5 ) and Section 66 of the Insolvency and Bankruptcy Code, 2016 ( IBC ), before the H'ble National Company Law Tribunal, Kolkata Bench. The Company has initiated appropriate measures in this regard.
- In case of subsidiary company, Orissa Steel Expressway Private Limited (OSEPL), the project was foreclosed and handed over to National Highway Authority of India (NHAI) due to non providing of encumbrance free land, forest clearance issues etc. by NHAI.

Consequently, OSEPL invoked Arbitration on October 16,2017 and finally Tribunal awarded Claim of Rs. 32,277 lakhs vide Award dated March 31,2019 in favour of OSEPL. Accordingly, management of OSEPL believes that it will realise claim from respondent (NHAI) and hence Financial Statements of OSEPL has been prepared on Going Concern basis. Further as the project has been handed over to NHAI, expenditure incurred on the project which were classified as "Intangible Assets under Development" have been transferred to "Claims" and disclosed under "Non Current Financial Assets".

NHAI has moved to Hon'ble High Court against the above order and the matter is sub-judice. OSEPL has received an amount of Rs. 4,986 lakks out of the Award amount in FY 2020-21.

7) Kurukshetra Expressway Pvt. Ltd. (KEPL), an associate of the Company, has issued notice for termination of Concession agreement to NHAI on October 7, 2021 citing Kisan Andolan being agitation and protest held by farmers and other unions, as force majeure event in terms of Concession agreement. As a result of the above Protest, toll collections of KEPL got affected significantly. During the quarter ended December 31, 2021, the project has been transferred to NHAI.

In this regard, KEPL has filed a claim of Rs. 1,34,753.13 lakhs with NHAI towards termination payment in terms of Concession agreement and also has other claims against NHAI, which are at different stages of proceedings and will continue to be legitimate even after termination of the Concession Agreement.

8) Mahakaleshwar Tollways Pvt Ltd. (MTPL) an associate of the Company has received a Notice dated January 27, 2022 from M.P. Road Development Corporation Ltd ("MPRDC"), for Termination of Concession Agreement entered into between MTPL and MPRDC. As per the said Notice, MPRDC is deemed to have taken possession and control of Project.

MTPL has filed a writ petition before the Hon'ble High Court of Madhya Pradesh, seeking appropriate relief for the said actions of MPRDC.

Further more, MTPL has also issued Termination Notice to MPRDC on account of MPRDC default and raised claim of Termination payment of Rs. 49,246 lakhs as per Concession Agreement.

9) NHAI vide their letter dated January 12, 2023 to Solapur Tollways Private Limited (STPL), a wholly owned subsidiary of the Company, has suspended the Concessionaire's right of STPL and has taken over the project on "As is where is Basis" w.e.f. January 12, 2023 for a period of 180 days till July 11, 2023, without prejudice to the other rights and remedies of STPL under the Concession Agreement. The toll revenue collected during the above period shall be deposited in the designated escrow account and to be utilised for the completion of the balance work and recovery of dues by NHAI.

The Company has considered the above development and accordingly recognised Fair Value Loss of Rs 2652.22 lakhs in its investment in Debentures (OCD) of STPL based on valuation report of a registered valuer during the quarter ended December 31, 2022.

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10) The figures for the corresponding previous period have been regrouped/ reclassified wherever necessary, to make them comparable.

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

Managing Director Place of Signature : Kolkata Date -January 23, 2023

DIN: 0044 1872

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