



18th Annual Report 2015 - 2016



Brahmaputra Infrastructure Limited

Contributing towards Nation Building

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sanjeev Kumar Prithani - Joint Managing Director
Sanjay Kumar Mozika - Joint Managing Director
Rajesh Singh - Whole Time Director
N. N. Batabyal - Independent Director
Kuladhar Saharia - Independent Director
Khushboo Jhuria - Independent Director

CONSORTIUM OF BANKERS

Indian Overseas Bank, Leader
Allahabad Bank, Member
Axis Bank Limited, Member
Corporation Bank, Member
HDFC Bank Limited. Member
ICICI Bank Limited. Member
Punjab National Bank, Member
State Bank of India, Member
Union Bank of India, Member

KEY MANAGEMENT PERSONNEL

Manoj Kumar Prithani - Chief Executive Officer
Pankaj Goyal - Vice President (Finance & Accounts)
Vivek Malhotra - Company Secretary & Compliance Officer

AUDITORS

A. B. Bansal and Company
Chartered Accountants
216-220, Durga Chambers
1335, D. B. Gupta Road,
Karol Bagh, New Delhi-110 005
P: +91-11-2875 5325
F: +91-11-2875 2325
E: abbansaica@airteimail.in

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-II,
Near PVR Cinema, New Delhi-110 028
P: +91-11-4141 0592/93/94
E: delhi@linkintime.co.in

COST AUDITOR

Amit Singhal & Associates
Cost Accountants
MB-1, 1D First Floor,
Opposite PNB,
Madhuban Road,
Shakarpur Extension,
Delhi, INDIA, 11009
P: + 91- 9555357720
E: cma.amitsinghal@gmail.com

18th ANNUAL GENERAL MEETING

Day : Friday

Date : 30th September, 2016

Time: 10.00 A.M.

Venue : Gokul Garden, Sector-7, Dwarka,
New Delhi -110075

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DIRECTORS REPORT

Dear Members,

Your Directors have the pleasure in presenting the 18th Annual Report together with the Audited Accounts of the Company for the financial year ended on 31st March, 2016.

FINANCIAL HIGHLIGHTS

The financial highlights of the Company's operation for the year ended 31st March 2016 are as under:

| PARTICULARS | Standalone | | Consolidated | |
|--------------------------|---------------|---------------|---------------|---------------|
| | 31 March 2016 | 31 March 2015 | 31 March 2016 | 31 March 2015 |
| Revenue from operations | 22289.31 | 27622.14 | 22,392.89 | 27739.89 |
| Other Income | 81.41 | 166.20 | 163.02 | 246.27 |
| Total Income | 22370.72 | 27788.35 | 22,555.91 | 27986.16 |
| Financial Costs | 4063.05 | 4452.79 | 4082.39 | 4482.64 |
| Depreciation | 1400.32 | 1655.49 | 1455.92 | 1715.41 |
| Profit/(Loss) before Tax | 37.29 | (3162.25) | 6.98 | (3198.06) |
| Tax Expense / (Credit) | (16.61) | (664.60) | (32.95) | (658.58) |
| Profit After Tax | 53.73 | (2497.65) | 39.77 | (2539.47) |
| Paid Up Share Capital | 4289.84 | 4289.84 | 4289.84 | 4289.84 |
| Reserves & Surplus | 9684.30 | 9736.22 | 9314.60 | 9380.48 |

1. PERFORMANCE

During the year under review, the total income of the Company amounted to Rs. 22,289.31 lakhs as against Rs. 27,622.14 lakhs during the previous year. The turnover has declined by 19.30 % as compared to last year. But the company has Generated a profit of Rs.53.73 Lacs during the financial year 2015-16 as against last year's loss of 2497.65 lacs. Your Directors are putting in their best efforts to improve the performance of the company.

2. BUSINESS PROSPECTS

BIL has identified roads & highways, tunnels, airports, hydropower, mining, bridges, real estate and other heavy civil construction works as a potential growth segment. In the near future the Company is desirous of gradually improving its penetration and resources to these sectors. Such diversification in different sectors enables us to reduce dependence on any one sector or nature of the project. To enhance its in-house expertise, so as to be at par with the other eminent players in the construction industry and to broaden its operational base in specialized construction field, BIL is entering into joint venture/s with the companies/entities having requisite experience. Keeping in view the performance and future prospects, the Company will continue to increase its overall presence in the industry with increased market share. Your Company is poised for sustained growth and the outlook is bright.

3. DIVIDEND

Keeping in view the current financial position of the company, economic scenario, in financial year 2015-16 and the future fund requirements of the Company, your directors do not recommended any dividend for the financial year ended 31st March 2016.

4. DIRECTORS AND KEY MANAGERIAL PERSONNAL

Sh. N.N. Batabyal, has been appointed as an Additional Director (independent Category Director) of the company with effect from 01-10-2015 and holds term upto the ensuing AGM of the company.

In terms of Section 149 of the Companies Act, 2013, an independent Director is required to be appointed for tenure of five years at a time and shall not liable to retire by rotation. Accordingly, Sh. N.N. Batabyal meets the criteria of independence and your Board recommends his appointment as Non- Executive Independent Director

for a period of five years with effect from October 01, 2015, not being liable to retire by rotation. The Company has received Notices under section 160 of the Companies Act 2013 from members signifying their intention to propose Sh. N.N. Batabyal as a candidate for the office of Independent Director at the ensuing Annual General Meeting.

Sh. Sanjay Kumar Mozika, (DIN 00004508), has been Re-appointed as Joint Managing Director of the company for a term of five years w.e.f from 13-02-2016 without any Remuneration subject to approval of Members at the ensuing AGM of the Company.

Sh. Rajesh Singh, (DIN 06673945), Whole Time Director of the company, who retires by rotation and being eligible, offer himself for re-appointment.

5. PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules made there under, during the year.

6. NUMBER OF BOARD MEETINGS OF THE BOARD

Six meetings of the Board were held during the year. For details of the meeting of the Board, please refer to the Corporate Governance Report, which forms part of this report.

7. BOARD EVALUATION

The board of directors have carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Regulation 27 (2)").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

A separate meeting of Independent Directors was held in which the performance of non-independent directors, performance of the board as a whole and performance of the Chairman were evaluated, taking into account the views of executive directors as well as non-executive directors. The same was also discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was discussed.

8. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

9. AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

10. CONSOLIDATED FINANCIAL STATEMENTS AND RESULTS

Your company has prepared consolidated financial statements in accordance with the applicable Accounting Standards. The consolidated financial statements reflect the results of the company and that of its subsidiaries. As per Listing Agreement with stock exchange, the Audited consolidated financial statements together with the Auditor's Report thereon are annexed and form part of this Annual report.

As required under the provisions of section 129 (3) of the Companies Act, 2013 the statement containing the salient features of the financial statements of the company's subsidiaries, associate companies and joint ventures are prepared in form AOC -1, which is annexed as Annexure A herewith forms a part of this report.

11. TRANSACTIONS WITH RELATED PARTIES

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure B in Form AOC-2 and the same forms part of this report.

12. EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure C in the prescribed Form MGT-9, which forms part of this report.

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Operational performance of each business segment has been comprehensively covered in the Management Discussion and Analysis as required under Clause 49 (viii) (D) of the Listing Agreement is annexed as Annexure D herewith and forms part of this Report.

14. CORPORATE GOVERNANCE

As per the requirement of Regulation 27 (2) of the Listing Agreement a separate Report on Corporate Governance along with the Auditor's Certificate regarding compliance of conditions of Corporate Governance is given in Annexure-E which forms part of this Report.

15. AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, A.B. Bansal & Co, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Sixteenth Annual General Meeting (AGM) of the Company held on September 30, 2014 till the conclusion of the Nineteenth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

16. AUDITORS REPORT

The Auditors Report to the members on the accounts of the company for the financial year March 31, 2016 does not contain any qualification, reservations or adverse remarks. The Auditors report and notes to the financial statement are self explanatory and do not call for any further comments.

17. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Practicing Company secretary M/S. NKS & COMPANY have conducted Secretarial Audit of the company for the financial year 2015-16. The Secretarial Audit Report for the financial year 2015-16 is annexed hereto and forms part of this report. The Secretarial Audit Report is self explanatory and does not call for any further comments.

18. COST AUDITORS

Pursuant to the order from the Ministry of Corporate Affairs, Sh. Amit Singhal & Associates, Cost accountants have been appointed as Cost Auditors for the Year 2015-16. They are required to submit the report to the central Government within 180 days from the end of the accounting year.

19. REMUNERATION POLICY & EVALUATION CRITERIA

As required under the Listing Agreement and section 134 (3) of the Act a policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, Independence of a director and other matters provided under Sub section (3) of section 178 is given in Corporate Governance Report.

20. VIGIL MECHANISM

As required the listing agreement and section 177 (9), the company has established a vigil mechanism for its directors and employees to report their genuine concerns/ grievances. The Mechanism also provides for adequate safeguards against victimization of persons.

21. SUBSIDIARIES

At present, your Company has three subsidiaries, namely:

- (i) Brahmaputra Property Management Services Private Limited
- (ii) Brahmaputra Concrete (Bengal) Private Limited
- (iii) Brahmaputra Concrete Private Limited

22. ASSOCIATE COMPANIES

At present, your company has one Associate, namely :

- (i) M.L.Singhi & Associates Private Limited

23. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

24. DISCLOSURE REQUIREMENT

As per the listing agreements entered into with the stock exchange, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

25. PARTICULAR OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

A. The ratio of the remuneration of each director to the median remuneration of the employee of the Company for the financial year:

(In Thousands)

| Executive Directors | Ratio to Median Remuneration (Per Month Basis) |
|----------------------------|---|
| Sh.Sanjay Kumar Mozika | 87.06:31.57 |
| Sh.Suneet Kumar Todi* | 164.06:31.57 |
| Sh.Rajesh Singh | 104.42:31.57 |

Note * - Sh. Suneet Kumar Todi has resigned w.e.f from 29.06.2015 , he had only draw Rs. 4,92,200 up to that period.

| Non- Executive directors (Sitting Fees) | Ratio to median Remuneration |
|--|-------------------------------------|
| Sh.Satish Chander Gupta* | 06.00:31.57 |
| Sh.Viresh Shanker Mathur* | 12.5:31.57 |
| Sh.Om kumar* | 13.33:31.57 |
| Sh. N.N Batabyal | 15 :31.57 |
| Sh. Kuladhar Saharia | 8.75:31.57 |
| Smt. Khushboo Jhuria | 5.83 :31.57 |

* Sh. Viresh Shankar Mathur Ceased to be a Director w.e.f. 30.05.2015

* Sh. Satish Chander Gupta Ceased to be a Director w.e.f 13.08.2015

* Sh. Suneet Kumar Todi Ceased to be a Director w.e.f. from 29-06-2015

* Sh. Om Kumar Ceased to be a Director w.e.f. from 01-10-2015

B. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

| Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary | | | | | % increase / decrease in remuneration in the financial year |
|--|--------------------------|-------------------------------------|--------------------------------------|--------------------------------------|--|
| Sr. No. | Name | Designation | Remuneration as on 31.03.2015 | Remuneration as on 31.03.2016 | % Increase / Decrease |
| 1 | Sh. Sanjay Kumar Mozika | Joint Managing Director | 12,15,000 | 10,44,828 | 14.00 % Decrease |
| 2 | Sh. Rajesh Singh | Whole Time Director | 11,35,000 | 12,53,092 | 10.40 % Increase |
| 3 | Sh. Suneet Kumar Todi | Ex- Whole Time Director | 19,41,000 | 4,92,000 | 74.66 % Decrease (Due to resignation) |
| 4 | Sh. Manoj Kumar Prithani | Chief Executive Officer | 29,83,000 | 16,80,000 | 43.68 % Decrease |
| 5 | Sh. Pankaj Goyal | Vice President (Finance & Accounts) | 12,60,000 | 14,40,000 | 14.28 % Increase |
| 6 | Sh. Vivek Malhotra | Company Secretary | NIL | 6,09,674 | Appointed on 30.05.2015 so no figures available for comparison. |

- C. The percentage increase in the median remuneration of employees in the financial year: 43.5 %**
- D. The average permanent employees on the rolls of Company: 195**
- E. The explanation on the relationship between average increase in remuneration and Company Performance:**

On an average, employees have received an annual increase of 10% in India. The individual increments varied from 9% to 17%, based on individual performance.

Employees outside India received wage increase varying from 2% to 6%. The increase in remuneration is in line with the market trends in the respective countries. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- F. Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

| | (In lacs) |
|--|-----------|
| Aggregate remuneration of key managerial personnel (KMP) in FY16 ('Lacs) | 65.20 |
| Revenue (' Lacs) | 22289.31 |
| Remuneration of KMPs (as % of revenue) | 0.29% |
| Profit before Tax (PBT) (' Lacs) | 37.29 |
| Remuneration of KMP (as % of PBT) | 174.84% |

- G. Variations in the market capitalisation of the Company, as at the closing date of the current financial year and previous financial year:**

| Particulars | March 31, 2016 | March 31, 2015 | % Change |
|-----------------------------------|----------------|----------------|----------|
| Market Capitalisation (' crores) | 73.70 | 68.48 | 7.62 |

- H. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase was around 10 %. However during this course of the year, the total increase is approximately 15 %, after accounting for promotions and other event based compensation revisions.

increase/ Decrease in managerial remuneration for the year (32.66%)

- I. Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

| Paticulars | Mr. Sanjay Kumar Mozika Joint Managing Director | Mr. Rajesh Singh Whole Time Director | Mr. Suneet Kumar Todi Whole Time Director | Mr. Manoj Kumar Prithani Chief Executive Officer | Mr. Pankaj Goyal V.P. - Finance & Accounts | Mr. Vivek Malhotra Company Secretary |
|------------------------------|--|---|--|---|---|---|
| Remuneration in FY16(Lacs) | 10.45 | 12.53 | 4.92 | 16.80 | 14.40 | 6.10 |
| Revenue | 22289.31 | | | | | |
| Remuneration as % of revenue | 0.046% | 0.055% | 0.022% | 0.075% | 0.064% | 0.027% |
| Profit Before Tax (Lacs) | 37.29 | | | | | |
| Remuneration as % of PBT | 28.02 % | 33.60% | 13.19% | 45.05% | 38.61% | 16.33% |

J. The key parameters for any variable component of remuneration availed by the directors: N.A

K. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

| Sr.No. | Name | Ratio |
|--------|----------------------|-------------|
| 1. | Manoj Kumar Prithani | 16.80:12.53 |
| 2. | Jayant Sachdeva | 25.11:12.53 |
| 3. | Pankaj Goyal | 14.40:12.53 |
| 4. | Mukesh Aggarwall | 18.00:12.53 |
| 5. | Somuya Brata Roy | 12.90:12.53 |

L. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company

M. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

26. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There is no transfer to investor Education and protection Fund during the year under review.

27. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- The preparation of annual accounts for the financial year ended 31st March 2016, the applicable accounting standards have been followed;
- The Directors have 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 financial year ended 31st March, 2016 and of the Profit & Loss account of the Company for that period;
- The proper care has been taken for the maintenance of adequate records for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The Accounts for the year ended 31st March, 2016 have been prepared on a 'going concern' basis.

28. DISCLOSURE OF PARTICULAR WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

As the core activities of the Company are not power intensive, no information is required to be furnished regarding Conservation of Energy.

No research and development activity was undertaken by the Company nor was any technology imported during the year. Indigenous technology available is continuously been upgraded to improve overall performances.

| | | |
|------------------------------|---|-----|
| Foreign Exchange Earning | : | NIL |
| Expenses in Foreign Currency | : | NIL |
| Value of Import on CIF basis | : | NIL |

ACKNOWLEDGMENT

Your Directors take this opportunity to thank the clients, vendors, Banks, Central & State Government authorities, Regulatory authorities and the stakeholders for their continued support and co-operation.

Your Directors place on record their deep appreciation of the contribution made by the employees at all levels and acknowledges their dedication, competency, hard work, co-operation and support which has enabled the Company to achieve consistent growth.

By order of the Board of Directors
For Brahmaputra Infrastructure Limited

Place: New Delhi
Date: 05.09.2016

Sanjeev Kumar Prithani
Chairman

Form No. AOC 1**Annexure A**

Statement containing salient features of the financial statement of subsidiary / Associate companies / Joint ventures
(Pursuant to first provision to sub section (3) of section 129 read with rules 5 of the companies (Accounts) Rules, 2014)

(In Rs.)

| Sr.No. | Particulars | 1 | 2 | 3 |
|--------|---|--|--|---|
| 1. | Name of Subsidiary Company | Brahmaputra Concrete (Bengal) Private Limited | Brahmaputra Concrete Private Limited | Brahmaputra Property Management services Private Limited |
| 2. | Reporting Period for the concerned Subsidiary, if different from the | Reporting Period Subsidiary and Holding Company are same | Reporting Period Subsidiary and Holding Company are same | Reporting Period Subsidiary and Holding Company are same |
| 3. | Reporting Currency and exchange rate as on the Last date of the relevant financial year in case of foreign subsidiaries | Indian – Domestic Company, Reporting Currency INR | Indian – Domestic Company, Reporting Currency INR | Indian – Domestic Company, Reporting Currency INR |
| 4. | Share Capital | 2,10,000 | 45,75,000 | 62,560,000 |
| 5. | Reserves & Surplus | (69,42,812) | (284,42,929) | (480,656) |
| 6. | Total Assets | 34,134 | 69,45,747 | 226,490,710 |
| 7. | Total Liabilities | 34,134 | 69,45,747 | 226,490,710 |
| 8. | Investments | NIL | NIL | 3,337,500 |
| 9. | Turnover | NIL | NIL | NIL |
| 10. | Profit Before Taxation | (2,41,103) | (16,52,241) | (2760) |
| 11. | Profit after taxation | 13,92,988 | (16,52,541) | (2760) |
| 12. | Proposed Dividend | NIL | NIL | NIL |
| 13. | % of Shareholding | 52.50 | 100.00 | 100.00 |

Part “B” Associate and Joint Ventures

Statement Pursuant to section 129 (3) of the Company Act, 2013 related to
Associate companies and Joint Venture

(In lacs)

| Sr.No. | Particulars | 1 | 2 | 3 | 4 |
|--------|--|------------------|-------------------|---------------|--|
| 1. | Name of Associates / Joint Venture | Dra-Bra-Bcl (Jv) | Bil-Bla-Gsco (Jv) | Gpl- Bcl (Jv) | M.L.Singhi & Associates Private Limited (Associate) |
| 2. | Last Audited Balance Sheet | 31.03.2016 | 31.03.2016 | 31.03.2016 | 31.03.2016 |
| 3. | Amount of Investment in Associates / Joint Venture | 629.35 | 701.89 | 559.41 | Substantial interest Investment through the subsidiary 21.66 |
| 4. | Extend of Holding % | 25 % | 60% | 49 % | 14.87% |
| 5. | Description in how the significant Infulence | Ownership | Ownership | Ownership | Controlled by the Board of Directors of the company |