



21st Annual Report 2018 - 2019



Brahmaputra Infrastructure Limited

Contributing towards Nation Building

CORPORATE INFORMATION

BOARD OF DIRECTORS

Sanjeev Kumar Prithani - Joint Managing Director
Sanjay Kumar Mozika - Joint Managing Director
Raktim Acharjee - Director
Kuladhar Saharia - Independent Director
Khushboo Jhuria - Independent Director
N.N. Batabyal - Independent Director

CONSORTIUM OF BANKERS

Indian Overseas Bank, Leader
Allahabad Bank, Member
Axis Bank Limited, Member
Corporation Bank, Member
HDFC 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
Vivek Malhotra - AGM (Finance) & Company Secretary

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited

Noble Heights, 1st floor,
Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi - 110058
Phone : 011 41410532 / 93 / 94
Fax No. : 011 41410591
E-mail : delhi@linkintime.co.in

STATUTORY AUDITORS

Naveen Atmaram Garg & Company

Chartered Accountants
1st Floor, Prakriti Palm,
1st Bye Lane,
(Next to Central Bank of India),
Shaktigarh Path, Bhangagarh,
Guwahati-781005
Phone: +91-9864035670,
E-mail: garg.clients@gmail.com

BRAHMAPUTRA INFRASTRUCTURE LIMITED

REGISTERED OFFICE

BRAHMAPUTRA HOUSE
A-7, Mahipalpur (NH 8 Mahipalpur Crossing),
New Delhi 110 037
Phone: +91-11-4229 0200 (50 Lines)
Fax: +91-11-4168 7880
Email: cs@brahmaputragroup.com
Website: www.brahmaputragroup.com

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

21st ANNUAL GENERAL MEETING

Day : Monday

Date : 30th September, 2019

Time : 10:00 A.M.

Venue : Gokul Garden, Banquet Hall,
WZ- 306-T, Data Ram Marg, Palam, Sector-7,
Dwarka, New Delhi-110075

COMMITTEES OF THE BOARD**Audit Committee**

Khushboo Jhuria : Chairman
Kuladhar Saharia : Member
N.N. Batabyal : Member
Sanjay Kumar Mozika : Member

Nomination and Remuneration Committee

Kuladhar Saharia : Chairman
N.N. Batabyal : Member
Khushboo Jhuria : Member

Stakeholder Relationship Committee

Kuladhar Saharia : Chairman
N. N. Batabyal : Member
Khushboo Jhuria : Member
Sanjay Kumar Mozika : Member
Sanjeev Kumar Prithani : Member

Corporate Social Responsibility

Kuladhar Saharia : Chairman
N. N. Batabyal : Member
Khushboo Jhuria : Member
Sanjay Kumar Mozika : Member
Sanjeev Kumar Prithani : Member

Vigilance Committee

Kuladhar Saharia : Chairman
N. N. Batabyal : Member
Khushboo Jhuria : Member
Sanjay Kumar Mozika : Member
Sanjeev Kumar Prithani : Member

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BRAHMAPUTRA INFRASTRUCTURE LIMITED

CIN: L55204DL1998PLC095933

Regd. Office: Brahmaputra House, A - 7, Mahipalpur, New Delhi - 110037
Website: www.brahmaputragroup.com, Email: cs@brahmaputragroup.com
Tel. No.: +91 11 42290200; Fax No.: +91 11 41687880

NOTICE

Notice is hereby given that the (21st) Annual General Meeting of the Members of the Company will be held on Monday 30th September, 2019 at 10.00 A.M. at Gokul Garden, Banquet Hall, WZ- 306-T, Data Ram Marg, Palam, Sector 7 Dwarka, New Delhi, 110075 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt:
 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in Place of Mr. Sanjeev Kumar Prithani (DIN 00003647), who retires by rotation and, being eligible, offer himself for re-appointment.

Special Business

3. Appointment of Mr. Raktim Acharjee as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Raktim Acharjee (DIN 06722166) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 15, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, not liable to retire by rotation."

4. Appointment of Mr. Raktim Acharjee as Whole Time Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Raktim Acharjee (DIN 06722166), as the Whole Time Director of the Company for a period of five years with effect from October 15, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Raktim Acharjee."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Resolved further that Sh. Raktim Acharjee shall be liable to retire by rotation, in terms of the provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company.

Resolved further that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to alter, vary and modify the terms and conditions of the said draft Agreement to be entered into for re-appointment which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to between the Board and Sh. Raktim Acharjee and to take all necessary steps to give effect to the aforesaid resolution."

5. Appointment of Mr. N.N. Batabyal as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that N.N. Batabyal, (DIN 06957185) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 15, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 73 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of N.N. Batabyal, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing October 15, 2018 to October 14, 2023, be and is hereby approved.”

6. Appointment of Mrs. Anju Kumari as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Anju Kumari, (DIN 08487746) who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 29, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 73 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Anju Kumari, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing June 29, 2019 to June 28, 2024, be and is hereby approved.”

7. Re-Appointment of Mr. Sanjeev Kumar Prithani as a Joint Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the Re- appointment and terms of remuneration of Mr. Sanjeev Kumar Prithani (DIN 00003647), as the Joint Managing Director of the Company for a period of five years with effect from April 01, 2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjeev Kumar Prithani.”

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Resolved further that Sh. Sanjeev Kumar Prithani shall be liable to retire by rotation, in terms of the provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company.

Resolved further that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to alter, vary and modify the terms and conditions of the said draft Agreement to be entered into for re-appointment which is hereby specifically approved, in the conformity with the requirements in such manner as may be agreed to between the Board and Sh. Sanjeev Kumar Prithani and to take all necessary steps to give effect to the aforesaid resolution."

8. To ratify the remuneration of Cost Auditors for the financial year 2019- 2020 and in this regard, pass the following resolution as ordinary resolution.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Pursuant to the provisions of section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules , 2014 (Including any statutory Modification (s) thereof, for the time being in force), M/s Amit Singhal & Associates, Cost Accountants (FRN 101073) appointed as Cost Auditors of the Company as approved by Board of Directors and as set out in the statement annexed to the Notice convening this meeting to conduct the Cost Audit of the Company's Roads and Other Infrastructure Projects for the financial year 2019-20, be paid audit fee as may be mutually agreed between the Board of Directors of the Company and the auditors Plus GST as applicable and re-imbursment of actual travel and out of Pocket expenses that may be incurred."

By the order of Board of Directors of the Company
For **Brahmaputra Infrastructure Limited**

Date: 01.09.2019

Place: New Delhi

Vivek Malhotra
Company Secretary & Compliance Officer

Notes :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

A proxy form in MGT – 11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding (fifty) 50 members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the Share Capital of the Company carrying Voting rights, then such proxy shall not act as a Proxy for any other Person or Shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. Corporate Members: Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
4. Members / proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly filled in, for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for identification.
5. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
6. Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from, 24th September 2019 to 30th September 2019 for the purpose of the AGM.
7. Members holding shares in physical form are requested to dematerialize their shares. For effecting changes in address/bank details/ECS mandate, nomination etc., shareholders are requested to contact the RTA in case of shares held in physical form / their respective Depository Participant in case of shares held in dematerialized form.
8. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s Link Intime India Private Limited at the address mentioned below:

M/s Link Intime India Private Limited
Noble Heights, 1st floor,
Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi – 110058
Phone: 011-41410532 / 93 / 94
Fax No.: 011 - 41410591
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company / RTA.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Link Intime India Private Limited (RTA), the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.
14. All the businesses mentioned in the notice may also be transacted through electronic voting system. The process for e-voting has been annexed in the Notice.
15. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination forms can be obtained from the RTA.
16. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited (RTA) / Depositories.
17. Pursuant to the Listing Agreement entered into with the Stock Exchanges, the stakeholders are requested to kindly correspond to cs@brahmaputragroup.com for quick redressal of their grievances.
18. The route map showing directions to reach the venue of the 21st AGM is annexed.
19. Voting through Electronic means:
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link Intime India Private Limited (LI IPL).

The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through electronic voting system.
 - (ii) The Board of Directors of the Company has appointed Sachin Kumar Shrivastav (Membership no. 55362), Practicing Company Secretaries as the Scrutinizer to Scrutinize the voting at the AGM and remote e- voting Process in a fair and transparent manner.
 - (iii) The facility for voting, either through electronic voting system or poll paper, shall also be made available for the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
 - (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (v) A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on 27.09.2019 at 10.00 A.M. and ends on 29.09.2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form : Your USER ID is Event No + Folio Number Registered with the Company