

BRD MOTORS LIMITED

**20th ANNUAL REPORT
2018-19**

CORPORATE INFORMATION

Board of Directors

William Varghese Chungath Cheru (Chairman)

Chungath Cheru Simon (Managing Director)

Kollannoor Chummar Samu (Director)

Binu Skaria (Director)

Kochumathew Chowailoor Joseph (Director)

Bahuleyan Raman Nalupurakkal (Independent Director)

Mathew Jose (Independent Director)

Sunny Mathew (Independent Director)

Registered Office

TKM Complex , Kokkalai,

Thrissur, Kerala- 680 021 India

Phone: 048-2358217,

E mail: brdmotors@brdgroup.net

Web site: www.brdgroup.net

Chief Financial Officer

Sudheer Pallath

Company Secretary

Saranya Shanker

Statutory Auditors

CA Damodaran P Namboodiri

Membership No.221178

Bankers to the Company

HDFC Bank Limited

South Indian Bank Limited

SBI Bank Limited

BRD MOTORS LIMITED

CIN : U50101KL1999PLC012864

AUDITORS

Damodaran P Namboodiri
Chartered Accountant
Membership No.221178
Thrissur

REGISTERED OFFICE

T K M Complex, Kokkalai
Thrissur - 680 021.
Phone : 048-2358217
E mail : brdmotors@brdgroup.net
Web site : www.brdgroup.net

Contents

Directors' Report	2
Auditors' Report	21
Balance Sheet	27
Statement of Profit and Loss	28
Notes to Financial Statements	29
Cash Flow Statement	43

BRD MOTORS LIMITED

DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting their 20th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS:

A Summary of company's Standalone Financial results for the Financial Year 2018-19 is as under:

(₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Revenue from operation	133, 812, 917	147,624,699
Other income	31,914,499	79,603,124
Expense	164,245,374	18,17,10,392
Profit/(Loss) before taxation	1,482,042	4,55,17,430
Less : Tax Expense		
Current Tax	1,037,154	1,17,72,894
Deferred Tax	(65,233)	2,33,300
Profit/(Loss) after tax	510,121	3,35,11,236

Company Overview

BRD Motors Limited is an authorized dealer of M/S Piaggio Vehicles Private Limited. Marketing their world renowned products viz Ape Passenger, Pick up etc. through BRD's outlets.. The pioneer of 3-wheeler goods transportation in India, Piaggio Vehicles Pvt. Ltd. (PVPL) leads the league today. By revolutionizing the 3-wheeler cargo segment in the country, Piaggio, today, is setting global standards in multiple arenas of service. BRD Motors is not resting on the laurels, but poised to be the dealers of the prestigious vehicles of other companies of worldwide repute.

State of the Company's Affairs and Future Outlook:

During the financial year Company has achieved a profit of Rs. 1,482,042 (before tax). Revenue from the operations & other income of the company has decreased from Rs.22.72 crores to Rs. 16.57 crores and expenses were decreased from Rs. 18.17 crores to Rs. 16.42 crores. Though there were unfavorable market conditions your company able to maintain its revenue from operations and directors expect better prospects for the coming year

Change in nature of business, if any:

During the year of report there was no change in the nature of business of the company.

Dividend:

The Board of Directors does not recommend any final dividend for the financial year 2018-19 with a view to conserve resources of the Company.

Amounts Transferred to Reserves:

The Board has proposed to transfer amount of Rs. 510,121 to its General reserves. The total reserves and surplus as on 31st March 2019 stands at Rs. 6,35,25,619/-.

Changes in Share Capital, if any:

During the Financial Year 2018-19, the Authorised share capital of the company enhanced from 250,000,000(Rupees Twenty Five Crores) to Rs. 300,000,000(Rupees Thirty Crores). There were no changes in the subscribed, issued and paid up capital of the Company.

a. Disclosure regarding Issue of Equity Shares with Differential Rights:

The company has not issued any shares with differential rights during the year.

b. Disclosure regarding issue of Employee Stock Options:

The company has not issued any shares under an Employee Stock Option scheme during the year.

c. Disclosure regarding issue of Sweat Equity Shares:

The company has not issued any sweat equity shares during the year.

Extract of Annual Return:

The extract of Annual Return in form no.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending March 31, 2019 is annexed hereto as Annexure 1 and forms part of this report.

Composition of the Board:

The composition of Board is mainly governed by the Companies Act 2013 and rules framed thereunder. The Board of Directors of the Company comprises of 8 Directors as on 31st March 2019. The name, designation, date of appointment and the number of Board meetings attended by each of them in the FY 2018-19 are given below-

Number of Board Meetings:

During the Financial Year 2018-19, Fifteen (15) meetings of the Board of Directors of the company were held. The Board meetings were held on the following dates:

Sl. No.	Date of Meeting	Board Strength	No. of Directors Present
1	16/05/2018	11	6
2	05/06/2018	11	7
3	21/07/2018	11	6
4	20/08/2018	11	5
5	12/09/2018	11	6
6	25/09/2018	11	7
7	09/10/2018	8	7
8	08/11/2018	7	5
9	15/12/2018	7	5
10	17/01/2019	7	4
11	02/02/2019	6	4
12	27/02/2019	6	5
13	11/03/2019	8	5
14	20/03/2019	8	7
15	28/03/2019	8	6

Sl No	Name of Director	Designation	Date of Appointment	No. of Board Meetings attended
1	William Varghese Chungath Cheru	Director	09.03.1999	15
2	Chungath Cheru Simon	Managing Director	23.03.2006	14
3	Kollannoor Chummar Samu	Director	31.03.1999	12
4	Binu Skaria	Director	06.10.2001	0
5	Kochumathew Chowailoor Joseph	Director	10.10.2013	15
6	Bahuleyan Raman Nalupurakkal	Independent Director	16.05.2018	12
7	Mathew Jose	Independent Director	11.03.2019	2
8	Sunny Mathew	Independent Director	11.03.2019	2

BRD MOTORS LIMITED

Particulars of Loan, Guarantees and Investments under Section 186

The company has complied with the provisions of section 186 of Companies Act 2013 in relation to Loans , Investments , Guarantees and security given by the company .

Particulars of Contract or Arrangements with Related Parties:

The particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the financial year ended 31st March, 2019 is annexed hereto as Annexure 2 in prescribed Form AOC-2 and forms part of this report.

Explanation to Auditor's Remarks:

The auditors' remarks in their report to the members and reply of Board of Directors with respect to the same are given below.

Basis for qualified opinion

The company has long-term investments in subsidiaries joint ventures and associates aggregating to 14.94 Crores as at 31 March 2019. The company records its long-term investments at cost. Changes in business environment could have a significant impact on the valuation of these investments. As per AS-13 "Accounting for Investments" Para 17 ; if there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline. The company has not carried out the impairment test periodically. In the absence of such valuation, any provision to be made for the adverse variation in carrying of amounts of these balances cannot be quantified, as well as the quantum of adjustment if any, required to be made remains unascertained

Response of Board of Directors:

Stock of shares whereof unquoted securities and its actual expenditure was accounted. As per Board's opinion, the value adopted was reasonable and fair.

Material Changes Affecting the Financial Position of the Company

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year and the date of the report.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo:

A. Conservation of Energy, Technology Absorption

The particulars as required to be furnished under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption are not applicable for the year under review

B. Foreign Exchange Earnings and Outgo

There was no Foreign Exchange Earnings and Outgo during the year.

Details of Subsidiary, Joint Venture or Associates:

No company has become or ceased to be a Subsidiary, Joint Venture or Associate of the company during the year.

Risk Management Policy:

Your Board of Directors are concerned about the risk management functions of the Company. Your company has taken measures to address risks associated with business and has a dedicated team to overlook the risks involved in operations of the Company.

Details of Directors and Key Managerial Personnel:

Pursuant to Section 203 of the Companies Act 2013 and rules framed thereunder, your Company had appointed Ms. Saranya Shankar as Company secretary of the Company with effect from 25th March, 2019. Shri Sunny Mathew and Shri. Mathew Jose were appointed as Independent Directors (Additional Director) on 11th March 2019. Shri. Vellanikaran Antony James resigned w.e.f 24 th January 2019. Shri. Baby Injakuzhiyil Skaria, Shri. Griger Cherry Williams and Smt. Mary Williams vacate their office on 09th October

2018. Shri. T.B Ramakrishnan resigned w.e.f. 10 th October 2018. CS Bahuleyan Raman Nalupurakkal was appointed on 16 th May 2018 as independent Director . Appointment of Sunny Mathew and Mathew Jose as Independent Directors (Additional Directors) has to be regularized in this AGM and resolution for the same is set out in the notice calling AGM.

Shri. Kollannoor Chummar Samu, Shri. Kochumathew Chowailoor Joseph, Directors are retiring by rotation in the Annual General Meeting and being eligible, seeks re-appointment.

Additional information required under Secretarial Standards on General Meetings in respect of Directors seeking appointment at this Annual General Meeting is included as Annexure III to Directors Report.

Details of significant & material orders passed by the regulators or courts or tribunal:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements:

The company has an effective and adequate financial control system in place. The Board has adopted policies and procedures to ensure the orderly and efficient conduct of its business, safeguarding of its assets, the prevention and detection of frauds and errors and the accuracy and completeness of accounting records.

Deposits:

The company has not accepted any deposits covered under the provisions of the Companies Act, 2013 and also there are no outstanding deposits as at the end of the financial year.

Commission: (for public companies only)

The Company has not provided any commission to its MD/WTD and hence the provisions relating to disclosure are not applicable.

Secretarial Audit Report:

The provisions of the Companies Act, 2013 and the rules framed there under relating secretarial

audit report are not applicable to the company.

Corporate Social Responsibility (CSR) Policy:

The Company has constituted a CSR Committee for considering CSR proposals and recommending long term sustainable projects having positive impact in the society. The CSR committee will identify, evaluate the proposal and recommend the Board for approving the proposal considering various aspects of the same.

Internal Control System:

Your Company has put in place an effective internal control system and scope of the internal control system is defined in various policies adopted by the Board/committees. Your Company has an Audit Committee and a dedicated team which oversees the entire internal control system and make recommendations to the Board based on its findings. The Board has taken measures to improve the quality of operations accounting and internal audit procedures within the Company and to ensure timely action on major concerns. The Board of Directors are hopeful that the efficiency of operations of the Company will improve in days to come

Committees of the Board:

As on date, the Board of Directors has the following Committees under provisions of the Companies Act 2013:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the Committees along with their composition, number of meetings held and attendance at meetings are detailed below.

Audit Committee:

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted primarily with the responsibility to supervise the Company's internal controls and financial reporting process. The members of the Audit Committee are financially literate and bring in expertise in the fields of

BRD MOTORS LIMITED

Finance, Taxation and Auditing. The composition, quorum, powers, role and scope of the Committee shall be in accordance with Section 177 of the Companies Act and rules framed there under. The committee comprises the following Members as on 31 st March 2019.

Sl. No	Name of Directors
1.	William Varghese Chungath Cheru
2.	Sunny Mathew
3.	C J Kochumathew
4.	N R Bahuleyan
5.	Mathew Jose

During the Financial Year 2018-19, 5 meetings of the Audit Committee were held on 02.06.2018, 11.09.2018, 25.09.2018, 07.11.2018 and 13.12.2018 respectively. The Audit committee had following directors as its members

Name of Director	No. of meetings attended
William Varghese Chungath Cheru	5
Kochumathew Chowalloor Joseph	5
Chungath Cheru Simon	1
Bahuleyan Raman Nalupurakkal	4
James Vellanikkaran	0
TB Ramakrishnan	2

The committee reconstituted two times during the reporting period the details in this regard summarized below:

1. Shri. James Vellanikkaran, Shri. TB Ramakrishnan and shri NR Bahuleyan appointed as members of the committee with effect from 5 th June 2018
2. Shri. Simon Cheru C resigned consequent upon the reconstitution as on 5 th June 2018
3. Shri. TB Ramakrishnan ceased to be member of the committee consequent upon his resignation as on 10 th October 2018
4. Shri. Vellanikaran Antony James ceased to be member of the committee consequent upon his resignation as on 24th January 2019
5. Shri. Sunny Mathew and Shri. Mathew Jose appointed as members of the committee with effect from 28 th March 2019

No meetings of the committee was held after reconstitution.

During the year there were no cases of non-acceptance of recommendations of the Audit Committee by the Board of Directors.

Nomination & Remuneration Committee:

The committee mainly deals with matters relating to the size and composition of the Board, succession plans, evaluation of performance, Board diversity and remuneration framework and policies thereon. The committee is in the process of improving detailed criteria relating to the determination of qualifications, positive attributes and independence of directors and recommendation of candidates to the Board as well as a policy relating to remuneration of directors, key managerial personnel and other employees. The committee comprises the following Members as on 31 st March 2019.

Sl. No	Name of Directors
1	N R Bahuleyan
2	William Varghese Chungath Cheru
3	Mathew Jose
4	Sunny Mathew
5	Chungath Cheru Simon
6	Samu K C

During the Financial Year 2018-19, 5 meetings of the NRC were held on 15.05.2018, 02.06.2018, 04.06.2018, 09.03.2019, and 19.03.2019 respectively. The NRC had following Directors as its members -

Name of Director	No. of meetings attended
William Varghese Chungath Cheru	5
Kochumathew Chowalloor Joseph	3
Simon Cheru C	5
TB Ramakrishnan	3
NR Bahuleyan	2
James Vellanikkaran	0

The committee reconstituted two times during the reporting period the details in this regard summarized below:

1) Shri. Kochu Mathew C J resigned consequent upon the reconstitution as on 5th June 2018	Name of Director	No. of meetings attended
	William Varghese	
	Chungath Cheru	3
2) Shri. James Vellanikaran and Shri. NR Bahuleyan appointed as members of the committee with effect from 05 th June 2018	Kochumathew CJ	3
	Samu KC	3
	Antony James V	0
3) Shri. TB Ramakrishnan ceased to be member of the committee consequent upon his resignation as on 10 th October 2018	TB Ramakrishnan	1
	NR Bahuleyan	3
4) Shri. Vellanikaran Antony James ceased to be member of the committee consequent upon his resignation as on 24 th January 2019	The committee reconstituted two times during the period , the details in this regard summarized below:	
5) Shri. Mathew Jose, Shri. Sunny Mathew and Shri. Samu K C appointed as members of the committee with effect from 28 th March 2019	1) Shri. TB Ramakrishnan and Shri. NR Bahuleyan appointed as members of the committee with effect from 05 th June 2018	
	2) Shri. TB Ramakrishnan ceased to be member of the committee consequent upon his resignation as on 10 th October 2018	
	3) Shri. CJ Kochumathew resigned consequent upon the reconstitution as on 28 th March 2019	
	4) Shri. Mathew Jose, Shri. Sunny Mathew and Shri. Simon Cheru C appointed as members of the committee with effect from 28 th March 2019	

No meetings of the committee was held after reconstitution.

Stakeholders Relationship Committee:

The Stakeholders Relationship committee comprises the following Members as on 31 st March 2019.

Sl. No	Name of Directors
1	William Varghese Chungath Cheru
2	Mathew Jose
3	Samu K C
4	NR Bahuleyan
5	Simon Cheru C
6	Sunny Mathew

The committee look into the matters of Shareholders / Investors grievances relating to transfer of shares ,issue of duplicate shares, split certificates and related matters . During the Financial Year 2018-19, 3 meetings of the Stakeholder Relationship Committee were held on 06.06.2018, 21.01.2019 and 09.03.2019 respectively. The Stakeholders Relationship Committee had following Directors as its members

-

No meetings of the committee was held after reconstitution.

Corporate Social Responsibility Committee:

The CSR committee mainly deal with CSR Policy and provide guidance on various CSR activities to be undertaken by the company and monitor process of their implementation . Company constituted CSR committee as on 28 th March 2019. During the financial year 2018-19 committee held meeting as 29.03.2019.The Committee had following members as on 31.03. 2019

Name of Director	No. of meetings attended
William Varghese	
Chungath Cheru	1
C J Kochumathew	1
N R Bahuleyan	1
Mathew Jose	1
Sunny Mathew	1
Simon Cheru C	1

BRD MOTORS LIMITED

Annual Evaluation:

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of governance. The main aspects of evaluation included the contribution to governance, participation in planning and fulfillment of obligations and responsibilities.

Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees:

Pursuant to the provisions of the Companies Act, 2013 and the rules made there under the provisions relating to the formal annual evaluation are not applicable to the company.

Disclosure on Establishment of a Vigil Mechanism:

The company is not required to constitute a vigil mechanism pursuant to the provision of the Companies Act, 2013 and the rules framed there under.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The company has not received any complaints during the financial year.

Disclosure u/s 143(12):

The auditors of the company have not reported any fraud pursuant to section 143(12) of the Companies Act, 2013 (Companies (Amendment) Act, 2013).

Dematerialisation of securities:

The Ministry of Corporate Affairs (MCA) has made it mandatory for unlisted public Companies to allot its securities and to provide facility for transfer of securities in demat mode w.e.f 02nd October 2018. Allotment and transfer of securities in physical mode is not allowed w.e.f 02nd October 2018. In order to comply with the MCA direction, the Company has taken measures to dematerialize the shares and Non-convertible Debentures (NCDs) with National Securities Depository Limited and Central Depository Services Limited .

Statutory Auditors:

The Company had appointed Shri. Damodaran P, ACA (Membership No. 221178), Paravattathu Mana, Karthika, Urakam PO, Thrissur, Kerala-680562, as the Statutory Auditor of the Company to hold office from the conclusion of the Annual General Meeting for the financial year 2016-17, held on 27.09.2017 until the conclusion of the Annual General Meeting to be held for the financial year 2021-22.

Earlier, Section 139(1) of the Companies Act 2013 had a proviso which prescribed ratification of appointment of Statutory Auditors in every consecutive Annual General Meetings. However, vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been included in notice of Annual General Meeting.

Cost Auditors:

The company is not required to appoint a Cost Auditor pursuant to the provisions of the Companies Act, 2013.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2019, 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 as at 31st March, 2019 and of the profit /loss 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 devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Cautionary Statement:

Statements in this Boards report describing the Company's objectives, projections, estimates and expectations may be forward looking, within the

meaning of the applicable laws, and regulations. Although the expectations are based on reasonable assumptions, actual results might differ.

Acknowledgment:

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support

For and on behalf of the Board of Directors

Sd/-

C C William Varghese
Chairman
(DIN:00074708)

THRISSUR
20.08.2019

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31.03.2019**

[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	U50101KL1999PLC012864
ii)	Registration Date	09.03.1999
iii)	Name of the Company	BRD MOTORS LTD
iv)	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	TKM Complex, Kokkalai, Thrissur, Kerala - 680021 Phone: 048-2358217 E mail: brdmotors@brdgroup.net
vi)	Whether listed Company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	S.K.D.C. Consultants Limited PB No. 2016, "Kanapathy Towers", 1391/A1, Sathy Road, Ganapathy Post, Coimbatore - 641006, Ph: +91 422 4958995, 2539835/ 836

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	Dealer of Piaggio Vehicles	50101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	BRD Car World LTD Door No.1/66a, NH 47 Bypass, Konikkara, Thrissur, Kerala -680306	U50401KL2008PLC022450	Associate	36.26	2(6)
2.	BRD Developers & Builders LTD, Door No XIII/436, A1, 2nd Floor, Bethany Complex, Thrissur Road, Kunnamkulam, Kerala - 680503	U45200KL2010PLC026202	Associate	48.78%	2(6)

IV. 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 [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	Nil	3064118	3064118	12.56%	Nil	3088301	3088301	12.66%	NIL
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A)(1)	Nil	3064118	3064118	12.56%	Nil	3088301	3088301	12.66%	NIL
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Others-Individual	-	-	-	-	-	-	-	-	-
c) Bodies corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any othe	-	-	-	-	-	-	-	-	-
Sub- Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of promoter									
(A) = (A)(1)+(A)(2)	Nil	3064118	3064118	12.56%	Nil	3088301	3088301	12.66%	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

IV. 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 [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	Nil	2076614	2076614	8.51%	Nil	2076614	2076614	8.51%	Nil
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
l) Individual share holders holding nominal share capital upto Rs. 1 lakh	Nil	7564705	7564705	31.02%	Nil	7540522	7540522	30.92%	Nil
II) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	Nil	11685412	11685412	47.91%	Nil	11685412	11685412	47.91%	Nil
c) Others Specify									
Sub-total (B)(2):-	Nil	21326731	21326731	87.44%	Nil	21302548	21302548	87.34%	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	21326731	21326731	87.44%	Nil	21302548	21302548	87.34%	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	Nil	24390849	24390849	100%	Nil	24390849	24390849	100%	Nil

ii) Shareholding of Promoter-

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	CC William varghese	3064118	12.56%	-	3088301	12.66%	-	0.1%
	TOTAL	3064118	12.56%	-	3088301	12.66%	-	0.1%

BRD MOTORS LIMITED

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Share holding during the year		Date wise increase/ decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease	At the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	C C William Varghese	3064118	12.56%	24183	0.1%	Purchase-20.09.2018-24183 shares	3088301	12.66%

iv). Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of Top 10 Name	Shareholding at the beginning of the year		Cumulative Share holding during the year		Increase/Decrease in Shareholding during the year specifying the date and reasons for increase/ decrease
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	BRD Finance LTD	1547524	6.34%	1547524	6.34%	Nil
2	Sreedevi Vishnu	830332	3.40%	830332	3.40%	Nil
3	Zarine M Punnoose	560335	2.29%	560335	2.29%	Nil
4	SML Finance Limited	529090	2.17%	529090	2.17%	Nil
5	Prasad Punnoose	487773	1.99%	487773	1.99%	Nil
6	Geogy John Ukken	474006	1.94%	474006	1.94%	Nil
7	Sunitha A C	385512	1.58%	385512	1.58%	Nil
8	Mohan T V	346456	1.42%	346466	1.42%	Nil
9	Appumon C K	257708	1.05%	257708	1.05%	Nil
10	Baby Skaria	254371	1.04%	254371	1.04%	Nil

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year		Increase/Decrease in Shareholding during the year specifying the date and reasons for increase/decrease
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	C C William Varghese	3064118	12.56%	3088301	12.66%	0.1% Purchase-20.09.2018 24183 shares
2	Binu K Skaria	71931	0.29%	71931	0.29%	Nil
3	Simon Cheru C	272024	1.11%	272024	1.11%	Nil
4	Kochu Mathew C J	374669	1.54%	374669	1.54%	Nil
5	Samu K C	29894	0.12%	29894	0.12%	Nil
6	Bahuleyan Raman Nalupurakkal	Nil	Nil	Nil	Nil	Nil
7	Mathew Jose	3481	0.014%	3481	0.014%	Nil
8	Sunny Mathew	17709	0.07%	17709	0.07%	Nil

BRD MOTORS LIMITED

V. INDEBTEDNESS -

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7954918	-	-	7954918
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7954918	-	-	7954918
Change in Indebtedness during the financial year				
Addition	16757743	20,000,000	-	36757743
Reduction	-	-	-	-
Net Change	16757743	20,000,000	-	36757743
Indebtedness at the end of the financial year				
i) Principal Amount	24712661	20,000,000	-	44,712,661
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	24712661	20,000,000	-	44,712,661

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managerial Director, Whole- Time Directors and/ or Manager :

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others		
5	Others		
	Total (A)	-	-
	Ceiling as per the Act	-	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Contd.)

B. Remuneration to Other Directors

Amount in ₹

S. No.	Particulars of Remuneration	Name of MD/WTD/Managers			Total Amount
		CEO	Company Secretary	CFO	
(1)	Independent Directors	-	-	-	-
1	Fee for attending board/ committee meetings	-	-	-	-
2	Commission	-	-	-	-
3	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
(2)	Other Non-Executive Directors				
1	Fee for attending board/ committee meetings	-	-	-	-
2	Commission	-	-	-	-
3	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1) +(2)	-	-	-	-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	3,62,500	3,62,500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specif	-	-	-	-
5	Others, please specify				
	Total	-	-	3,62,500	3,62,500

BRD MOTORS LIMITED

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding					
	NONE				
B. DIRECTORS Penalty Punishment Compounding					
	NONE				
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					
	NONE				

For and on behalf of the Board of Directors

THRISSUR
20.08.2019

Sd/-
C C William Varghese
Chairman
(DIN:00074708)

BRD MOTORS LIMITED

Annexure II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl. No.	Particulars	Details
a.	Name(s) of the related party and nature of relationship	Nil
b.	Nature of contracts/ arrangements/ transactions	Nil
c.	Duration of the contracts / arrangements/ transactions	Nil
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions	Nil
f.	Date(s) of approval by the Board	Nil
g.	Amount paid as advances, if any:	Nil
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis

Sl. No.	Particulars	Details
a.	Name(s) of the related party and nature of relationship	BRD Car World BRD Finance Limited BRD Securities Limited
b.	Nature of contracts/ arrangements/ transactions	Infrastructure Income (Rent Received)
c.	Duration of the contracts / arrangements/ transactions	Subject to decision of the Board
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	15,000,000
e.	Date(s) of approval by the Board	
f.	Amount paid as advances, if any:	Nil Nil Nil

For and on behalf of the Board of Directors

Sd/-

William Varghese Chungath Cheru

Chairman

(DIN:00074708)

Thrissur
20.08.2019

BRD MOTORS LIMITED

Additional information required under Secretarial Standards on General Meetings with respect to Directors seeking appointment- *Annexure III*

Name of Director	Sunny Mathew	Mathew Jose
Category & proposed Designation	Independent Non-Executive Director	Independent Non-Executive Director
Age	49	71
Date of first appointment on Board	11/03/2019 as Additional Director (Independent Non-Executive Director)	11/03/2019 as Additional Director (Independent Non-Executive Director)
Qualifications	LLB	B.Sc
Experience	Practicing as an advocate since 2003	Banking industry 31 years in managerial roles Banking - Overseas exposures in Hongkong as Chief Executive & Executive Director .
Shareholding in the Company	17709	3481
Number of meeting of the Board attended during the Financial period 2018-19/ Board meetings held during his tenure	2/2	2/2
Directorships in other Companies.	<ul style="list-style-type: none"> •B R D Carworld Limited •B R D Finance Limited •B R D Securities Limited •Rajputana Investment & Finance Limited 	<ul style="list-style-type: none"> •B R D Securities Limited •B R D Finance Limited •B R D Carworld Limited •Rajputana Investment & Finance Limited •Amalgam Acquaculture Applications Ltd •Furtex Exports Private Limited •Amalgam Foods Limited •Jeevodayam Kuries Private Limited •International Creative Foods Limited •Accelerated Freeze Drying Co Limited

BRD MOTORS LIMITED

Relationship with other Directors / KMP of the Company.	Nil	Nil
Terms and Conditions of appointment / reappointment.	<ul style="list-style-type: none">•Tenure- 5 years•Not liable to retire by rotation•Sitting fee and reimbursement for expenses incurred during the course of duty.	<ul style="list-style-type: none">•Tenure- 5 years•Not liable to retire by rotation•Sitting fee and reimbursement for expenses incurred during the course of duty.
Remuneration sought to be paid.	<ul style="list-style-type: none">•No remuneration as Independent Director.•Sitting fee and reimbursement for expenses incurred only during the course of duty.	<ul style="list-style-type: none">•No remuneration as Independent Director.•Sitting fee and reimbursement for expenses incurred only during the course of duty.
Remuneration during Financial period 2018-19.	N.A	N.A

For and on behalf of the Board of Directors

Thrissur
20.08.2019

Sd/.
William Varghese Chungath Cheru
Chairman
(DIN:00074708)

INDEPENDENT AUDITORS' REPORT**To
REPORT ON THE AUDIT OF THE STANDALONE
FINANCIAL STATEMENTS****Qualified Opinion**

We have audited the standalone financial statements of BRD Motors Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2019 and profit/loss and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

We draw your attention to the following matters:

The company has long-term investments in subsidiaries joint ventures and associates aggregating to 14.94 Crores as at 31 March 2019. The company records its long-term investments at cost. Changes in business environment could have a significant impact on the valuation of these investments. As per AS-13 "Accounting for Investments" Para 17 ; if there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline. The company has not carried out the impairment test periodically. In the absence of such valuation, any provision to be made for the adverse variation in carrying of amounts of these balances cannot be quantified, as well as the quantum of adjustment if any, required to be made remains unascertained.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under

section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible

BRD MOTORS LIMITED

for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)⁶⁰ and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable

assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt

on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

Aluva,
20.08.2019.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

Sd/-
Damodaran P Namboodiri, ACA
Chartered Accountants
Membership No. 221178

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act and the rules framed there under.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions or debenture holders. The company does not have any borrowing by way of debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

BRD MOTORS LIMITED

- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

Aluva,
20.08.2019.

Sd/-
Damodaran P Namboodiri ACA
Chartered Accountant
Membership No. 221178

Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of BRD MOTORS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BRD Motors Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered

Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards

on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records

that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Sd/-

Damodaran P Namboodiri ACA

Chartered Accountant

Membership No. 221178

Aluva,

20.08.2019

BRD MOTORS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	31.03.2019 Rs.	31.03.2018 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
a) Share Capital	3	24,39,08,490	24,39,08,490
b) Reserves and Surplus	4	6,35,25,619	6,30,15,498
(2) Non-Current Liabilities:			
a) Long Term Borrowings		-	-
b) Deferred Tax Liability (net)	5	11,64,367	12,29,600
c) Other Long Term Liabilities		-	-
d) Long Term Provisions		-	-
(3) Non-Current Liabilities:			
a) Short Term Borrowings	6	4,49,80,879	1,14,76,441
b) Trade Payables	7	5,91,075	50,76,416
c) Other Current Liabilities	8	7,54,23,193	7,73,80,018
d) Short Term Provisions	9	18,15,358	1,26,03,966
Total		<u>43,14,08,981</u>	<u>41,46,90,428</u>
II. ASSETS			
(1) Non-Current Assets:			
a) Fixed Assets			
i) Property, Plant & Equipments	10	3,90,77,266	4,04,06,831
ii) Intangible Assets		-	-
iii) Capital WIP		-	-
b) Non-Current Investments	11	27,33,26,269	27,31,75,372
c) Deferred Tax Asset (net)		-	-
d) Long Term Loans and Advances	12	36,24,645	35,60,185
e) Other Non Current Assets		-	-
(2) Current Assets:			
a) Current Investments		-	-
b) Inventories	13	3,64,60,009	4,21,47,615
c) Trade Receivables	14	1,51,67,477	1,18,16,228
d) Cash and Cash Equivalents	15	14,83,534	17,68,798
e) Short Term Loans and Advances	16	5,56,84,392	2,43,19,102
f) Other Current Assets	17	65,85,389	1,74,96,296
Total		<u>43,14,08,981</u>	<u>41,46,90,428</u>

Notes are an integral part of the financial statements

"As per our report of even date"

Sd/-
DAMODARAN P NAMBOODIRI, ACA
 Chartered Accountant
 M.No. 221178
 Aluva
 20.08.2019

Sd/-
P. SUDHEER
 Chief Financial Officer

Sd/-
SARANYA SHANKER
 Company Secretary

Sd/-
C.C. WILLIAM VARGHESE
 Chairman
 (DIN: 00074708)
 Sd/-
C. SIMON CHERU
 Managing Director
 (DIN:00074163)
 Thrissur
 20.08.2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	31.03.2019 Rs.	31.03.2018 Rs.
INCOME:			
Revenue From Operations	18	13,38,12,917	14,76,24,699
Other Income	19	3,19,14,499	7,96,03,124
Total		<u>16,57,27,416</u>	<u>22,72,27,823</u>
EXPENSES:			
Purchase of stock-in-trade	20	10,96,06,288	13,00,35,703
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	56,87,606	(20,92,198)
Employee benefit expense	22	2,50,73,043	2,64,92,371
Finance cost	23	27,32,293	32,53,986
Depreciation and amortization Expenses	10	20,92,835	21,69,920
Other expense	24	1,90,53,308	2,18,50,610
Total		<u>16,42,45,374</u>	<u>18,17,10,392</u>
Profit before Tax (I-II)		<u>14,82,042</u>	<u>4,55,17,430</u>
Tax Expense			
Current tax		<u>10,37,154</u>	<u>1,17,72,894</u>
Deferred Tax		<u>(65,233)</u>	<u>2,33,300</u>
		<u>9,71,921</u>	<u>1,20,06,194</u>
Profit/(-) Loss after Tax		<u>5,10,121</u>	<u>3,35,11,236</u>
Earnings per equity share (Basic and Diluted)	25	0.02	1.37
Adjusted earnings per share		0.02	1.37
Notes are an integral part of the financial statements	1-27		

"As per our report of even date"

Sd/-
DAMODARAN P NAMBOODIRI, ACA
Chartered Accountant
M.No. 221178
Aluva
20.08.2019

Sd/-
P. SUDHEER
Chief Financial Officer
Sd/-
SARANYA SHANKER
Company Secretary

Sd/-
C.C. WILLIAM VARGHESE
Chairman
(DIN: 00074708)
Sd/-
C. SIMON CHERU
Managing Director
(DIN:00074163)
Thrissur
20.08.2019

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

SIGNIFICANT ACCOUNTING POLICIES FOLLOWED IN PREPARING THE FINANCIAL STATEMENTS

1) Company Overview

B R D Motors Limited ('the company') is a public limited company incorporated in the year 1999. The Company is the authorized dealer of M/S Piaggio Vehicles Private Limited, trading in world renowned products viz Ape Truck and Pick up and its components and spare parts.

2) Significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Revenue recognition

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer.

Income from services is recognised on completion of rendering of services.

Interest income is recognised on the time proportion basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

Dividend income from investments is recognised when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

2.4 Property, Plant & Equipments

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

2.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

2.6 Depreciation and amortization

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. In respect of additions or extensions forming an integral part of existing assets, depreciation is provided as aforesaid over the residual life of the respective assets.

* Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Intangible Assets are amortised on a Straight Line basis over the estimated useful economic life Computer Software which is not an integral part of the related hardware is classified as an intangible asset, and amortised over a period of five years, being its estimated useful life.

2.7 Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is computed on a first - in - first out basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition.

2.8 Impairment

The management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.9 Employee benefits

Short Term Employee Benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense)

Other long term employee benefits: Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave

i . Gratuity

The Company provides for gratuity, a defined benefit plan ("the Gratuity Plan") covering the eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The defined benefit plan is administered by a trust formed for this purpose through the Company gratuity scheme.

The Company recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through re-measurement of the net defined benefit liability are recognised in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognised in other comprehensive income. The effects of any plan amendments are recognised in the statement of profit and loss.

ii. Provident Fund

Eligible employees of the Company receive benefits from provident fund, which is a defined contribution plan. Both the eligible employees and the Company make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund.

The Company has no further obligation to the plan beyond its monthly contributions. .

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**2.10 Borrowing Cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

2.11 Income taxes

Income tax comprises current and deferred income tax. Income tax expense is recognised in statement of profit and loss except to the extent that it relates to an item recognised directly in equity in which case it is recognised in other comprehensive income. Current income tax for current year and prior periods is recognised at the amount expected to be paid or recovered from the tax authorities, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax asset is recognised to the extent it is probable that future taxable income will be available against which the deductible temporary timing differences and tax losses can be utilised. The Company offsets income-tax assets and liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.12 Earnings per share

The Company reports basic and diluted earnings per share in accordance with AS 20, Earnings per Share, as specified under Section 133 of the Companies Act, 2013. Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding for the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the year end.

2.13 Trade receivables and Loans and advances

Trade receivables and Loans and advances are stated after making adequate provisions for doubtful balances.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

2.14 Investments

Investments that are readily realisable and intended to be held for not more than twelve months from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.15 Cash & equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.16 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.17 Provisions and Contingent liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value. These are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

3 SHARE CAPITAL	31.03.2019	31.03.2018
	Rs.	Rs.
Share Capital		
Authorized :		
The Authorised, issued, subscribed and paid-up share capital comprises of equity shares having a par value 3,00,00,000 (31 Mar 2018 : 2,50,00,000) Equity shares of ₹ 10/- each	30,00,00,000	25,00,00,000
Issued, Subscribed and Paid-up		
2,43,90,849 (31 Mar 2018 : 2,43,90,849) Equity shares of ₹10/- each	24,39,08,490	24,39,08,490
i. Terms / rights attached to equity shares		
The Company has only one class of equity shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.		
ii. Reconciliation of the shares at the beginning and at the end of the reporting period:		
Shares outstanding at the beginning of the year	2,43,90,849	2,43,90,849
Add: Fresh Issue	-	-
Right Issue	-	-
Bonus Issue	-	-
Less : Shares bought back	-	-
Reduction in share capital	-	-
Shares outstanding at the end of the year	2,43,90,849	2,43,90,849
(Out of the above 1,13,45,126 shares of Rs.10/- each were allotted as fully paid bonus shares by capitalisation of accumulated Profit and Share premium Reserve)		
iii. List of shareholders holding more than 5% of share capital		
Name of Shareholder	31.03.2019	31.03.2018
	No. of shares held	No. of shares held
	% of Share holding	% of Share holding
Equity shares of ₹10 each fully paid		
C.C.William Varghese	30,88,301	30,57,581
BRD Finance LTD	15,47,524	15,47,524
	31.03.2019	31.03.2018
	Rs.	Rs.
4 RESERVES AND SURPLUS		
General Reserve		
Opening Balance	32,92,765	32,92,765
(+) Additions/ transfers during the Year	-	-
	32,92,765	32,92,765
Securities Premium Account:		
Opening balance	5,88,81,480	5,88,81,480
Issue of Bonus shares (-)	-	-
Closing Balance	5,88,81,480	5,88,81,480
Profit and Loss Account		
Opening Balance	8,41,253	2,01,71,271
Balance from Statement of Profit and Loss (+)	5,10,121	3,35,11,236
Interim Dividend Paid (-)	-	4,39,03,528
Dividend Tax (-)	-	89,37,726
Transfer to General Reserves (-)	-	-
Closing Balance	13,51,374	8,41,253
TOTAL	6,35,25,619	6,30,15,498

BRD MOTORS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

	31.03.2019	31.03.2018
	Rs	Rs
5 DEFERRED TAX LIABILITY (Net)		
Tax effect of items constituting deferred tax liability :		
On difference between book balance and tax balance of fixed assets	13,66,700	12,29,600
Deferred Tax Assets		
Provision for post retirement benefits and other employee benefits	<u>(2,02,333)</u>	-
TOTAL	<u>11,64,367</u>	<u>12,29,600</u>
6 SHORT TERM BORROWINGS		
(a) Loans repayable on demand		
From Banks		
Secured	2,47,12,661	79,54,918
(b) Other loans and advances		
Unsecured		
Trade Advance	2,00,00,000	-
Advance From Customers	<u>2,68,217</u>	<u>35,21,523</u>
TOTAL	<u>4,49,80,879</u>	<u>1,14,76,441</u>

Nature of Security

- (a) Loans repayable on demand from Banks
South Indian Bank

Particulars	Primary	Collateral	Gurantors
Cash Credit Limit Rs 5 Crore	Hypothecation of stock / book debts not older than 90 days	EM of property generally secured to 1)M/s BRD Motors Ltd and 2) BRD Securities Ltd	C. C William Varghese Simon Cheru C Mary Williams K. C Seemon Binu Skaria A. C Sunitha Sudeesh M Roshini Simon K. C Samu

There is no continuing default/default as on the date of balance sheet in repayment of loans and interest.

7 TRADE PAYABLES

Trade payables (refer note(a) below)

Total outstanding dues of micro and small enterprises

Total outstanding dues of creditors other than micro and small enterprises

TOTAL

Note (a): The company has taken steps to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Based on available information, there are no balances outstanding as payable to such suppliers at the year end. In the opinion of management there are no amounts paid or payable towards interest under the said statutes

8 OTHER CURRENT LIABILITIES

Current maturities of long-term debt

Other payables

Statutory remittances

Expenses Payable

Advance

Other Payables

TOTAL

9 SHORT TERM PROVISIONS

(a) Provision for employee benefits

 Provision for gratuity

(b) Provision - Others:

 Provision for Income Tax

TOTAL

10. FIXED ASSETS		RS.									
		GROSS BLOCK				DEPRECIATION			NET BLOCK		
Description	Cost upto 1.4.2018	Additions	Deli-tions	Cost upto 31.3.2019	Upto 31.3.2018	For the year	Deli-tions	Upto 31.3.2019	As at 31.3.2018	As at 31.3.2019	
Land	1,03,99,709	-	-	1,03,99,709	-	-	-	-	1,03,99,709	1,03,99,709	
Building	4,72,51,665	79,075.00	-	4,73,30,740	2,02,55,443	13,31,384.06	-	2,15,86,827	2,69,96,222	2,57,43,913	
Computer & Accessories	52,91,453	3,22,765	-	56,14,218	49,58,246	1,47,799	-	51,06,045	3,33,207	5,08,173	
Electrical Equipments & Fittings	51,51,462	1,82,512	-	53,33,975	45,75,595	1,82,900	-	47,58,495	5,75,868	5,75,480	
Furniture & Fittings	54,15,213	-	-	54,15,213	49,05,207	96,516	-	50,01,722	5,10,007	4,13,491	
Office Equipments	15,49,365	68,154	-	16,17,519	14,61,317	19,901	-	14,81,218	88,048	1,36,300	
Tools & Equipments	45,22,675	-	-	45,22,675	35,87,622	1,82,363.19	-	37,69,985	9,35,053	7,52,690	
Vehicles	42,38,953	3,69,786	9,18,900	36,89,839	36,70,235	1,31,971	6,59,878	31,42,328	5,68,718	5,47,510	
Total	8,38,20,496	10,22,293	9,18,900	8,39,23,888	4,34,13,665	20,92,835	6,59,878	4,48,46,622	4,04,06,831	3,90,77,266	
Previous Year	8,44,70,415	4,45,776	10,95,695	8,38,20,496	4,22,77,366	21,69,920	10,33,622	4,34,13,665	4,21,93,049	4,04,06,831	

BRD MOTORS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

	31.03.2019	31.03.2018
	Rs	Rs
11 NON-CURRENT INVESTMENTS		
(a) Non-Trade Investments - Unquoted		
Investment in shares of		
BRD Car World -70,45,000 shares @ 10 each	7,04,50,000	7,04,50,000
Kairali TV- 5000 shares @ 100 each	50,000	50,000
BRD Developers & Builders -1000000 shares @ 10 each	1,00,00,000	1,00,00,000
BRD Finance Ltd - Total number of shares 961494	6,89,49,920	6,89,49,920
(b) Investment in partnership firms	12,38,76,349	12,37,25,452
TOTAL	27,33,26,269	27,31,75,372
12 LONG TERM LOANS AND ADVANCES		
(a) Security deposits		
Unsecured, considered good	36,24,645	35,60,185
TOTAL	36,24,645	35,60,185
13 INVENTORIES		
Stock - in - Trade		
(a) Vehicles	1,53,66,156	2,60,34,891
(b) Used Vehicle	2,51,750	2,51,750
(c) Fabricated Structures	48,120	2,32,350
(d) Spares	2,07,93,983	1,56,28,624
TOTAL	3,64,60,009	4,21,47,615
14 TRADE RECEIVABLES		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured considered good	14,64,690	2,61,830
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
Other Trade receivables		
Secured, considered good	-	-
Unsecured considered good	1,37,02,787	1,15,54,399
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
TOTAL	1,51,67,477	1,18,16,228
15 CASH AND CASH EQUIVALENTS		
(a) Cash in hand	5,94,582	9,90,377
(b) Balance with banks		
In Current Accounts	8,88,952	7,78,421
TOTAL	14,83,534	17,68,798
16 SHORT TERM LOANS AND ADVANCES		
(a) Loans and advances to related parties	-	-
(b) Balances with government authorities		
Unsecured, considered good		
GST Receivable	50,380	-
Income Tax *	64,53,216	1,16,07,805

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

	31.03.2019	31.03.2018
	Rs	Rs
Others (Unsecured, considered good)		
Loans and advances to employees	17,000	1,68,029
Prepaid expenses	21,274	66,043
Advance to suppliers	3,49,17,056	6,48,216
Other Advances	<u>1,42,25,466</u>	<u>1,18,29,008</u>
TOTAL	<u>5,56,84,392</u>	<u>2,43,19,102</u>
* Income Tax & TDS Includes an amount of Rs. 38,47,043 /- of which the assessments proceedings are pending with settlement commission		
17 OTHER CURRENT ASSETS		
Accruals		
Interest accrued on deposits	1,55,371	1,23,943
Others		
PVPL Receivable	10,79,805	11,32,720
Rent / Infrastructure Income Receivable	50,19,372	1,56,39,372
Other Receivables	<u>3,30,841</u>	<u>6,00,261</u>
TOTAL	<u>65,85,389</u>	<u>1,74,96,296</u>
18 REVENUE FROM OPERATIONS		
Sale of products	13,38,12,917	14,76,24,699
TOTAL	<u>13,38,12,917</u>	<u>14,76,24,699</u>
19 OTHER INCOME		
Interest on Deposits	1,09,402	4,80,293
Dividend income	-	59,34,109
Other non-operating income (Net of expenses directly attributable to such income)		
Share of profit from partnership firms	1,50,897	3,70,877
Documentation Charges Received	13,84,141	15,96,171
Insurance Commission Received	1,18,970	2,23,706
Labour Charges	58,96,402	53,56,701
Patch Work	62,15,933	83,12,909
Rent/ Infrastructure Income Received	1,55,02,904	5,18,32,250
Scrap sale	2,91,905	-
Other miscellaneous income	21,22,970	20,24,277
Credits written back	1,20,975	
Profit on Sale of Fixed Asset	-	5,87,927
Excise Duty Credit (TRAN 1)	-	<u>28,83,904</u>
TOTAL	<u>3,19,14,499</u>	<u>7,96,03,124</u>
20 PURCHASE OF STOCK-IN-TRADE		
Purchases		
Vehicles	8,58,27,157	10,94,98,717
Fabrication	939145.00	16,02,640
Spares	<u>22839986.28</u>	<u>1,89,34,346</u>
TOTAL	<u>10,96,06,288</u>	<u>13,00,35,703</u>
21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the end of the year:		
Vehicles	1,56,17,906	2,62,86,641

BRD MOTORS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

	31.03.2019 Rs	31.03.2018 Rs
Fabrication	48,120	2,32,350
Spares	2,07,93,983	1,56,28,624
	3,64,60,009	4,21,47,615
Inventories at the beginning of the year:		
Vehicles	2,62,86,641	2,26,66,187
Fabrication	2,32,350	1,12,365
Spares	1,56,28,624	1,72,76,865
	4,21,47,615	4,00,55,417
Net (increase) / decrease	56,87,606	(20,92,198)
22 EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	2,20,61,462	2,33,45,783
Contributions to provident and other funds	30,11,581	31,46,588
TOTAL	2,50,73,043	2,64,92,371
Details of Employee Benefits : Disclosures required under Accounting Standard 15 - Employee Benefits (Revised 2005)		
a. Defined Contribution Plans :		
During the Year, the following amounts have been recognised in the Profit and Loss account on account of defined contribution plan		
Employers Contribution to Provident Fund	18,06,445	19,74,934
Employers Contribution to Employee's State Insurance	7,71,488	8,13,254
b. Defined benefit Plans- Gratuity:		
i. Actuarial Assumptions:		
Discount Rate	8%	8%
Rate of increase in compensation level	7%	7%
Rate of Return on Plan Assets	Not ApplicableNot Applicable	
ii. Reconciliation of Opening and Closing balances of the present value of the defined benefit obligation:		
Present value of obligations at the beginning of the period	38,54,889	38,62,642
Interest Cost	2,90,740	3,09,011
Current Service Cost	3,76,259	4,08,986
Benefits paid	(9,83,518)	(5,50,316)
Actuarial (Gain)/Loss	(21,345)	(1,75,434)
Present value of obligations at the end of the period	35,17,025	38,54,889
iii. Assets		
Fair value of Plant Assets at the beginning of the year	30,23,817	28,96,205
Expected return of Assets	2,14,434	1,95,723
Contributions	4,84,087	4,82,205
Benefits paid	(9,83,518)	(5,50,316)
Actuarial (Gain)/Loss		-
Fair value of Plant Assets at the end of the year	27,38,820	30,23,817
iv. Net Asset/Liability to be recognised in the Balance Sheet		
Present value of obligations at the end of the period	35,17,025	38,54,889
Fair value of Plan Assets at the end of the period	27,38,820	30,23,817
Funded Status	(7,78,205)	(8,31,072)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

	31.03.2019 Rs	31.03.2018 Rs
Unrecognised Actuarial (Gain)/Losses		-
Net Asst/Liability to be recognised in Balance Sheet	(7,78,205)	(8,31,072)
v Expenses recognized in the Profit and Loss Account		
Current Service Cost	3,76,259	4,08,986
Past Service Cost		-
Interest Cost	2,90,740	3,09,011
Expected Return on Plan Assets	(2,14,434)	(1,95,723)
Net Actuarial (Gain)/Loss recognised in the period	(21,345)	(1,75,434)
Expenses recognised in the statement of Profit and Loss Account	4,31,220	3,46,840
The above disclosures are based on information furnished by the independent actuary and relied upon by the auditors.		
The estimates of future Salary increases, considered in the actuarial valuation, takes into account of inflation, seniority, promotion and other relevant factors , such as supply and demand in the employment market.		
23 FINANCE COST		
(a) Interest expense on :		
Borrowings	12,02,877	18,76,586
Inter-corporate deposit	11,15,069	-
Others		
Interest on delayed payment of income tax	4,14,347	13,77,400
TOTAL	<u>27,32,293</u>	<u>32,53,986</u>
24 OTHER EXPENSES		
Advertisement Expenses	34,978	-
Annual General Meeting exp	2,92,228	3,71,250
Audit Fee	1,50,000	1,50,000
APE Celebration charges	1,82,199	-
Bank Charges	2,73,438	4,26,624
Discount paid	16,99,230	2,35,265
Donation	50,590	15,200
Electricity Charges & fuel expenses	16,80,967	14,70,511
Filing Fee	4,10,510	47,700
Flood expense	1,33,545	-
Freight and Cooly	4,35,171	56,17,553
Generator Diesel Expenses	34,264	3,83,573
Gratuity Risk Premium	15,913	17,795
Loss on sale of asset	69,023	-
Income Tax	15,68,254	3,13,180
Insurance	2,58,641	2,89,732
Internet & Broadband Expenses	82,810	19,507
Interest on TDS	6,390	-
Intrest Paid On GST	1,33,084	-
Advances written off	46,479	-

BRD MOTORS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

	31.03.2019	31.03.2018
	Rs	Rs
Legal Charges	39,850	6,840
Lorry Expenses	-	22,614
Miscellaneous Expenses	2,88,478	16,462
Newspaper & Periodicals	17,048	19,630
Office Expenses	4,49,216	1,57,173
Packing & Forwarding	393	7,420
Patch Work & Upholstery Expenses	34,73,829	47,30,820
PDI Expenses	36,891	29,611
Postage & Telephone	1,19,808	88,075
Printing & Stationary	6,16,201	3,87,529
Professional fee	1,05,750	-
Rates & Taxes	7,26,873	2,26,845
Refreshment Expenses	4,77,307	6,17,707
Rent	11,53,782	7,99,148
Repair & Maintenance	4,36,397	3,08,899
Repairs for Vehicles	1,59,307	1,14,782
Round Off	866	178
Service Tax paid	-	36,174
Software Expenses	1,33,582	53,500
Spare Parts Expenses	70,963	1,31,129
Trade Discount & Selling Promotion Expense	16,92,868	25,67,426
Training Programme Expenses	15,404	10,878
Transportation Charges	57,266	2,30,240
Travelling Expenses	3,68,422	5,04,764
Unloading Charges	-	38,941
VAT-Paid	-	1,59,561
Vehicle Demo Expenses	2,30,152	3,08,828
Workshop Expenses	8,24,940	9,17,547
TOTAL	1,90,53,308	2,18,50,610
Payment to the auditors comprises		
As auditors - statutory audit	1,00,000	1,00,000
For taxation matters	30,000	30,000
For other services	20,000	20,000
TOTAL	1,50,000	1,50,000
25 EARNINGS PER SHARE (BASIC & DILUTED) :		
Profit after tax	5,10,121	3,35,11,236
Weighted average number of shares	24390849	24390849
Nominal value of shares (Rs.)	10	10
Basic and diluted earnings per share (Rs.)	0.02	1.37

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

	31.03.2019	31.03.2018		
	Rs	Rs		
26 Related party transactions : Disclosures required as per AS-18				
(i) Details of related parties				
Nature of relationship	Related parties			
Key Managerial Persons	Chungath Cheru Simon Sudheer Pallath			
Associates/ Enterprises owned or significantly influenced by key management personnel or their relatives	B R D Finance Limited S M L Finance Limited B R D Car World Limited B R D Developers and Builders Limited			
The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company, which has been relied upon by the Auditors.				
(ii) Nature and volume of transactions of the company during the year with the above related parties are:				
Nature of Transaction	Associate	Key management personnel	Relative of Key Managerial Personnel	Total
Interest Paid	11,15,069	-	-	11,15,069
Interest Received	-	-	-	-
	3,99,240			3,99,240
Infrastructure Income	1,50,00,000			1,50,00,000
	5,15,00,000			5,15,00,000
Inter Corporate Deposits paid	2,00,00,000	-	-	2,00,00,000
	4,70,00,000			4,70,00,000
Inter Corporate Deposits Received	4,00,00,000	-	-	4,00,00,000
	4,70,00,000			4,70,00,000
Remuneration		3,62,500		3,62,500
		56,000	-	56,000

27 CONTINGENT LIABILITIES

In respect of building tax demands where the Company has filed appeal before authorities 22,53,600 -

Future cash outflow in respect of above is determinable only on receipt of judgments /decision pending with various forums/authorities. The Company is of the opinion that the above demands are not tenable and expects to succeed in its appeals/defense. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations

28 Previous years figures have been regrouped, wherever necessary, to conform to this year's classification / Presentation.

"As per our report of even date"

Sd/-
DAMODARAN P NAMBOODIRI, ACA
Chartered Accountant
M.No. 221178
Aluva
20.08.2019

Sd/-
P. SUDHEER
Chief Financial Officer
Sd/-
SARANYA SHANKER
Company Secretary

Sd/-
C.C. WILLIAM VARGHESE
Chairman
(DIN: 00074708)
Sd/-
C. SIMON CHERU
Managing Director
(DIN:00074163)
Thrissur
20.08.2019

BRD MOTORS LIMITED

CASH FLOW STATEMENT FOR THE YEAR 31ST MARCH 2019.

Particulars	31.03.2019 Rs.	31.03.2018 Rs.
A. Cash Flow from Operating activities		
Net profit Before Taxation	14,82,042	4,55,17,430
Adjustment for:		
Provision for Depreciation	20,92,835	21,69,920
Interest on Borrowings	23,17,946	18,76,586
Income Tax	19,82,601	16,31,732
Provision for gratuity	(52,867)	(1,35,365)
Interest income	(1,09,402)	(5,11,983)
Dividend income	-	(59,34,109)
loss on sale of Fixed Assets	69,023	(5,87,927)
Share of profit from partnership firms	(1,50,897)	(3,70,877)
	61,49,239	(18,62,023)
Operating profit before working capital changes	76,31,281	4,36,55,407
(Increase)/Decrease in Trade receivable	(33,51,249)	10,68,827
(Increase)/Decrease in Inventories	56,87,606	(20,92,198)
(Increase)/Decrease in Other Current Assets	1,09,10,907	1,14,45,646
(Increase)/Decrease in Long term loans and advances	(64,460)	(1,70,000)
(Increase)/Decrease in Short term loans and advances	(4,04,51,753)	63,18,493
Increase/(Decrease) in Trade payables	(44,85,341)	47,85,389
Increase/(Decrease) in Other current liabilities	(19,56,825)	52,65,878
	(3,37,11,114)	2,66,22,035
Cash from operations	(2,60,79,833)	7,02,77,442
Income tax paid	(46,69,033)	(2,81,11,800)
Net cash from operating activities	(3,07,48,866)	4,21,65,642
B. Cash flow from Investing Activities		
Purchase of Fixed assets	(10,22,292)	(4,45,776)
Sale of Fixed assets	1,90,000	6,50,000
Interest Income	1,09,402	5,11,983
Dividend received	-	59,34,109
Net cash from Investing activities	(7,22,890)	66,50,317
C. Cash flow from Financing activities		
Increase in Short term Borrowings	3,35,04,438	59,17,945
Dividend paid	-	(4,39,03,528)
Dividend Tax paid	-	(89,37,726)
Interest on borrowings	(23,17,946)	(18,76,586)
Net Cash flow from Financing Activities	3,11,86,492	(4,87,99,895)
Net Increase/Decrease in Cash & Cash Equivalents	(2,85,264)	16,063
Cash and cash equivalents at the beginning of the year	17,68,799	17,52,736
Cash and cash equivalents at the end of the year	14,83,534	17,68,799

"As per our report of even date"

Sd/-
DAMODARAN P NAMBOODIRI, ACA
Chartered Accountant
M.No. 221178
Aluva
20.08.2019

Sd/-
P. SUDHEER
Chief Financial Officer
Sd/-
SARANYA SHANKER
Company Secretary

Sd/-
C.C. WILLIAM VARGHESE
Chairman
(DIN: 00074708)
Sd/-
C. SIMON CHERU
Managing Director
(DIN:00074163)
Thrissur
20.08.2019

BRD MOTORS LIMITED

**20th ANNUAL REPORT
2018-19**

CORPORATE INFORMATION

Board of Directors

William Varghese Chungath Cheru (Chairman)

Chungath Cheru Simon (Managing Director)

Kollannoor Chummar Samu (Director)

Binu Skaria (Director)

Kochumathew Chowailoor Joseph (Director)

Bahuleyan Raman Nalupurakkal (Independent Director)

Mathew Jose (Independent Director)

Sunny Mathew (Independent Director)

Registered Office

TKM Complex , Kokkalai,

Thrissur, Kerala- 680 021 India

Phone: 048-2358217,

E mail: brdmotors@brdgroup.net

Web site: www.brdgroup.net

Chief Financial Officer

Sudheer Pallath

Company Secretary

Saranya Shanker

Statutory Auditors

CA Damodaran P Namboodiri

Membership No.221178

Bankers to the Company

HDFC Bank Limited

South Indian Bank Limited

SBI Bank Limited

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