BRNL

BRNL/CS/2017-18 / 31
16th December, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
(BSE Scrip Code: 540700)

National Stock Exchange of India Limited
Exchange Plaza,
5th Floor, Plot no. C/1, G Block
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
(NSE Symbol: BRNL)

Dear Sir,

Ref: Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: 10th (Tenth) Annual General Meeting (AGM) of the Company

Kindly note that the 10th (Tenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, December 16, 2017 at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091 at 11.00 A.M.

In this regard, pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the gist of proceedings of the 10th (Tenth) Annual General Meeting (AGM) of the Company held on Saturday, December 16, 2017.

The same is for information and records.

Yours faithfully,

For **Bharat Road Network Limited**

Bharat Road Network Ltd. Kolkata

Sanjay Banka
Chief Financial Officer and Company Secretary
FCS No. 3537

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Gist of the proceedings of the 10th (Tenth) Annual General Meeting (AGM) of Bharat Road Network Limited held on December 16, 2017

The 10th (Tenth) Annual General Meeting of the company has been duly convened and held on Saturday 16th of December, 2017 at India Power Corporation Limited Auditorium, Kolkata at 11.00 A.M.

Mr. Brahm Dutt, Chairman of the Company, chaired the proceedings of the Meeting.

The Meeting was attended by 124 Members in person including Proxies and Authorised Representatives.

The Chairman informed the Members that the requisite quorum was present and called the Meeting to order. The Quorum was present throughout the Meeting.

The Meeting was attended by all the Directors, Chief Financial Officer (CFO), Company Secretary, representative of the Statutory Auditor and the Secretarial Auditor.

Thereafter, the Chairman delivered his speech. He gave an overview of the financial performance of the Company for the Financial Year ended on March 31, 2017 and its future outlook. He further informed that there is no qualification, reservation or adverse remark in the Auditors' Report on the Financial Statements and the report of Secretarial Auditors of the Company.

The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the 10th AGM to cast their vote electronically from a place other than the venue of the Meeting i.e. Remote e-voting. The Remote e-voting period commenced on Wednesday, December 13, 2017 (9.00 a.m. IST) and ended on Friday, December 15, 2017 (5.00 p.m. IST).

The Chairman further informed the Members that the facility for voting through ballot paper has been made available at the meeting for the Members who have not cast their vote through Remote e-voting.

He further informed that the Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the authorized agency to provide e-voting facility and has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, Kolkata (FCS No. 4515, CP No. 2551), as the Scrutinizer for the purpose of scrutinizing the electronic voting process and ballot paper voting at the venue of the AGM in a fair and transparent manner.

The Chairman invited the Members to raise questions, offer comments or seek clarifications on the Annual Report and Accounts or any of the items stated in the Notice of

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the 10th AGM of the Company. Upon the Members completing their submissions, the Managing Director furnished requisite clarifications and replies to all the relevant queries raised by the Members. The Board also took note of suggestions made by the Shareholders.

Thereafter, all the 5 (Five) resolutions as set out in the Notice and required to be passed were proposed and seconded by the Members and the Chairman then ordered voting by ballot paper to be conducted at the AGM venue for those Members who could not cast their vote through remote e-voting.

Thereafter, the Chairman announced that the voting results (both e-voting and voting at the AGM Venue by Ballot Paper) shall be submitted to the Stock Exchanges in the prescribed format and the said results along with the Scrutinizer's Consolidated Report on remote e-voting and voting at the AGM venue through ballot paper shall also be placed on the Company's website www.brnl.in and Karvy's website https://evoting.karvy.com. He further informed that the results shall also be placed on the Notice Board of the Company at its Registered Office.

The following businesses have been approved by the Members with requisite majority:

Ordinary Business	
1.	Adoption of - a. The audited Standalone Financial Statements of the Company for the year ended March 31, 2017, and the report of the Directors and Auditors thereon; b. The audited Consolidated Financial Statements of the Company for the year ended March 31, 2017, and the report of the Auditors thereon **(Ordinary Resolution)**
2.	Appointment of a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, seeks re-appointment **(Ordinary Resolution)**
3.	Appointment of Statutory Auditors, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, Kolkata and fixing their remuneration **(Ordinary Resolution)**
Special Business	
5.	Approval for Maintenance of the Register of Members with the Registrar & Share Transfer Agent (RTA) **(Special Resolution)**
6.	Alteration of the Object Clause of the Memorandum of Association of the Company **(Special Resolution)**

The Meeting concluded at 1:00 P.M. with a vote of thanks to the Chairman.

For **Bharat Road Network Limited**

Bharat Road Network Ltd. Kolkata

Sanjay Banka
Chief Financial Officer and Company Secretary
FCS No. 3537