



BRNL/CS/2019-20/44
14th December, 2019

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,

Sub: 12th (Twelfth) Annual General Meeting (AGM)

Kindly note that the 12th (Twelfth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, December 14, 2019 at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091 at 11.30 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 Proceedings of the 12th (Twelfth) Annual General Meeting (AGM) of the Company.

The same is for information and record.

Thanking you.

Yours faithfully,

For **Bharat Road Network Limited**

Naresh Mathur
Company Secretary
FCS 4796

Bharat Road Network Limited

CIN: L45203WB2006PLC112235

Registered Office: 'Vishwakarma Building', 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 6602 3609 Fax: +91 33 6602 3243 Email: corporate@brnl.in

Website: www.brnl.in



**Gist of the proceedings of the 12th (Twelfth) Annual General Meeting (AGM) of
Bharat Road Network Limited held on Saturday, December 14, 2019**

The 12th (Twelfth) Annual General Meeting of the Company has been duly convened and held on Saturday, December 14, 2019 at India Power Corporation Limited Auditorium, Kolkata at 11:30 A.M.

The Directors present at the meeting elected Mr. Pradeep Singh (DIN: 00304825), Independent Director, to chair the Meeting.

The Meeting was attended by 150 Members including Authorized Representatives of Body Corporates. The Company did not receive any valid proxies.

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, except Mr. Atanu Sen (DIN: 05339535), Independent Director who could not attend due to personal reasons.

The Chief Financial Officer (CFO), Company Secretary (CS), representatives of the Statutory Auditor and the Secretarial Auditor were also present during the meeting.

Thereafter, the Chairman delivered his speech. He gave an overview of the operational and financial performance of the Company for the Financial Year ended on March 31, 2019 and its future outlook. He further informed that the Statutory Auditors of the Company have given Qualified Opinion in their Auditor's Report dated May 28, 2019 on the Annual Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019. Such qualification in the Annual Financial Statements was then read out at the Annual General Meeting and attention of the Members present was drawn to the explanations / comments given by the Board of Directors in their report.

It was informed that there were no qualifications, reservation or adverse remark in the Report of the 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, Regulation 7.2 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") 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 12th 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 11, 2019 (9.00 A.M. IST) and ended on Friday, December 13, 2019 (5.00 P.M. IST).

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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 KFin Technologies 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 the 12th 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 Managing Director also took note of suggestions made by the Shareholders.

Thereafter, 6 (Six) out of the 7 (Seven) resolutions 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.

The Chairman requested the Members present, not to vote on resolution No. 6 of the AGM Notice since the candidature of Mr. Ashok Kumar Mangotra which was proposed for appointment as a Director stands withdrawn by him pursuant to his resignation as an Additional Director (Category: Independent) w.e.f. 22nd November, 2019.

Thereafter, the Chairman announced that the e-voting results 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.	1. To receive, consider and adopt – a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon. b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the report of the Auditors thereon. (Ordinary Resolution)
2.	To declare Dividend of Rs. 0.50 (5%) per equity share for the Financial Year ended March 31, 2019. (Ordinary Resolution)
3.	To appoint a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-appointment.

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	(Ordinary Resolution)
Special Business	
4.	Re-appointment of Mr. Bajrang Kumar Choudhary (DIN – 00441872) as the Managing Director of the Company (Special Resolution)
5.	Appointment of Prof. Santanu Ray (DIN: 00642736) as an Independent Director of the Company (Ordinary Resolution)
6.	Approval of Material Related Party Transactions (Ordinary Resolution)

The Meeting concluded at 1:15 P.M. (IST) with a vote of thanks to the Chairman.

For Bharat Road Network Limited

Naresh Mathur
Company Secretary
FCS 4796

Bharat Road Network Limited

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BRNL/CS/2019-20/45

14th December, 2019

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 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: 12th (Twelfth) Annual General Meeting (AGM) of the Company

Kindly note that the 12th (Twelfth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, December 14, 2019 at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091 at 11.30 A.M.

In this regard, please find attached, the following -

1. Voting results in the prescribed format pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Consolidated Scrutinizer's Report dated December 14, 2019 submitted by Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551), Scrutinizer appointed to conduct the voting process (both Remote e-voting as well as Ballot Paper voting at the AGM Venue).

Further, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management Administration) Rules, 2014 and Clause 8.6.2 of Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the Voting Result alongwith the Scrutinizer's Consolidated Report is available on the Company's website www.brnl.in and on the website of Karvy <https://evoting.karvy.com> for information of all concerned. Further, the results are also placed on the Notice Board of the Company at its Registered Office.

The same is for your information and record.

Thanking you.

Yours faithfully,

For **Bharat Road Network Limited**

Naresh Mathur
Company Secretary
FCS 4796

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BHARAT ROAD NETWORK LIMITED

Details regarding voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	14-12-2019
Total number of shareholders on record date (Cut off date for both evoting and voting at the AGM Venue was Saturday, 7th December, 2019)	12,548
No. of shareholders present in the meeting either in person or through proxy:	4
Promoters and Promoter Group:	4
Public:	146
No. of Shareholders attended the meeting through Video Conferencing	-
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

AGENDA WISE DISCLOSURE

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Board of Directors and Auditors thereon and The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the report of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	0.0000	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		1,128,123	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,920	73	99.9997	0.0002	-	-
	Poll		10,228	0.0271	10,226	2	99.9804	0.0195	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		37,692,077	25,715,221	68.2244	25,715,146	75	99.9997	0.0003	-
Total	83,950,000	70,845,021	84.3895	70,844,946	75	99.9999	0.0001	-	-	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend for the Financial Year ended March 31, 2019									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
	Poll		-	-	-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total		1,128,123	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,993	-	100.0000	-	-	-
	Poll		10,228	0.0271	10,227	1	99.9902	0.0097	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		37,692,077	25,715,221	68.2244	25,715,220	1	100.0000	-	-
Total	83,950,000	70,845,021	84.3895	70,845,020	1	100.0000	-	-	-	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To elect a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
	Poll		-	-	-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		1,128,123	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,920	73	99.9997	0.0002	-	-
	Poll		10,228	0.0271	10,227	1	99.9902	0.0097	-	9589
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		37,692,077	25,715,221	68.2244	25,715,147	74	99.9997	0.0003	-

	Total	83,950,000	70,845,021	84,3895	70,844,947	74	99.9999	0.0001	-	9589
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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-Appointment of Mr. Bajrang Kumar Choudhary DIN-00441872 as the Managing Director for a period of 3 years w.e.f 01.11.2019									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	45,129,800	45,129,800	100.0000	45,129,800	-	100	NA	-	-
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	1,128,123	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,847	146	99.9994	0.0005	-	-
	Poll		10,228	0.0271	10,227	1	99.9902	0.0097	-	9589
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	37,692,077	25,715,221	68.2244	25,715,074	147	99.9994	0.0006	-	9589
	Total	83,950,000	70,845,021	84.3895	70,844,874	147	99.9998	0.0002	-	9589

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Prof. Santanu Ray DIN 00642736 as an Independent Director of the Company for a term of 5 years w.e.f 30.07.2019									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	1,128,123	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,920	73	99.9997	0.0002	-	-
	Poll		10,228	0.0271	10,227	1	99.9902	0.0097	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	37,692,077	25,715,221	68.2244	25,715,147	74	99.9997	0.0003	-	-
	Total	83,950,000	70,845,021	84.3895	70,844,947	74	99.9999	0.0001	-	-

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Ashok Kumar Mangotra DIN 02228858 as an Independent Director of the Company for a term of 5 years w.e.f 30.09.2019									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	45,129,800	45,129,800	100.0000	45,129,800	-	100.0000	-	-	-
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	1,128,123	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,920	73	99.9997	0.0002	-	-
	Poll		10,228	0.0271	10,227	1	99.9902	0.0097	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	37,692,077	25,715,221	68.2244	25,715,147	74	99.9997	0.0003	-	-
	Total	83,950,000	70,845,021	84.3895	70,844,947	74	99.9999	0.0001	-	-

Resolution No. 6 was withdrawn at the AGM pursuant to resignation of Mr. Ashok Kumar Mangotra as an Additional Director (Category: Independent) w.e.f. 22nd November, 2019

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Material Related Party Transactions									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	45,129,800	17,130,000	37.9572	17,130,000	-	100.0000	-	-	27,999,800
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	45,129,800	17,130,000	37.9572	17,130,000	-	100	-	-	27,999,800
Public- Institutions	E-Voting	1,128,123	-	-	-	-	-	-	-	-

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Material Related Party Transactions									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	1,128,123	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	37,692,077	25,704,993	68.1973	25,704,920	73	99.9997	0.0002	-	-
	Poll		10,228	0.0271	10,227	1	99.9902	0.0097	-	9,589
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total	37,692,077	25,715,221	68.2244	25,715,147	74	99.9997	0.0003	-	9589
	Total	83,950,000	42,845,221	51.0366	42,845,147	74	99.9998	0.0002	-	28009389

SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through ballot paper)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 12th (Twelfth) Annual General Meeting (AGM) of the Members of BHARAT ROAD NETWORK LIMITED (CIN: L45203WB2006PLC112235), held on Saturday, 14th December, 2019 at 11:30 A.M. at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, was duly appointed as a Scrutinizer by the Board of Directors of BHARAT ROAD NETWORK LIMITED (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper for the resolutions proposed in the Notice of 12th Annual General Meeting of the Members of the Company dated November 10, 2019. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 12th AGM of the Company, based on the report provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

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3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) 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, the remote e-voting facility was kept open for 3 (three) days from Wednesday, 11th December, 2019 at 9:00 A.M. (IST) and ended on Friday, 13th December, 2019 at 5:00 P.M. (IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Karvy Computershare Private Limited (Karvy).
4. The Members holding equity shares as on the "cut-off date" i.e 7th December, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 12th Annual General Meeting.
5. At the end of the remote e-voting period i.e. Friday, 13th December, 2019 at 5:00 p.m. (IST), the e-voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper (for Members who could not cast their vote through remote e-voting) with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 14th day of December, 2019, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of CS Sneha Khaitan and CS Tanvee, who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Karvy Computershare Private Limited (Karvy) i.e. <https://evoting.karvy.com> and based on such reports, we find that :

19 Members have cast their votes through remote e-voting;

63 Members have cast their votes through ballot papers at the AGM venue.



The brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper are as under:

Item No. 1 - Ordinary Resolution:

Adoption of –

- a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2019, and the report of the Directors and Auditors thereon.
- b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, and the report of the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	18	70834720	61	10226	79	70844946	99.9999
Dissent	1	73	2	2	3	75	0.0001
Total	19	70834793	63	10228	82	70845021	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 2 - Ordinary Resolution:

Declaration of Dividend of Rs.0.50 (5%) per equity share for the Financial Year ended March 31, 2019

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	19	70834793	62	10227	81	70845020	100.00
Dissent	0	0	1	1	1	1	0.00
Total	19	70834793	63	10228	82	70845021	100.00
Abstain / Invalid	0	0	0	0	--	--	--

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Item No. 3 - Ordinary Resolution:

Appointment of Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retire by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	18	70834720	60	638	78	70835358	99.9999
Dissent	1	73	1	1	2	74	0.0001
Total	19	70834793	61	639	80	70835432	100.00
Abstain / Invalid	0	0	2	9589	--	--	--

Item No. 4 - Special Resolution:

Re-Appointment of Mr. Bajrang Kumar Choudhary (DIN-00441872) as the Managing Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	70834647	60	638	77	70835285	99.9998
Dissent	2	146	1	1	3	147	0.0002
Total	19	70834793	61	639	80	70835432	100.00
Abstain / Invalid	0	0	2	9589	--	--	--

Item No. 5 - Ordinary Resolution:

Appointment of Mr. Santanu Ray (DIN: 00642736) as an Independent Director of the Company.

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Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	18	70834720	62	10227	80	70844947	99.9999
Dissent	1	73	1	1	2	74	0.0001
Total	19	70834793	63	10228	82	70845021	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 6 – Ordinary Resolution:

Appointment of Mr. Ashok Kumar Mangotra (DIN: 02228858) as an Independent Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	Resolution No. 6 was withdrawn at the AGM pursuant to resignation of Mr. Ashok Kumar Mangotra						
Dissent							
Total							
Abstain / Invalid							

Item No. 7 – Ordinary Resolution:

Approval of Material Related Party Transactions.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	16	42834920	60	638	76	42835558	99.9998
Dissent	1	73	1	1	2	74	0.0002
Total	17	42834993	61	639	78	42835632	100.00
Abstain / Invalid	2	27999800	2	9589	--	--	--

9. Based on the foregoing, the resolution no.(s) 1 to 5 and 7 have been passed with the requisite majority.

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MR & Associates

Company Secretaries

10. All the relevant records relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

For MR & Associates
Company Secretaries



M R Goenka
Partner
FCS No. 4515
C.P. No: 2551



Place : Kolkata
Date : 14.12.2019

Countersigned by:

Bharat Road Network Limited

Company Secretary

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