



BRNL/CS/2024-25/29

28th September, 2024

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: Proceedings of the 17th (Seventeenth) Annual General Meeting (AGM) of the Company

Kindly note that the 17th (Seventeenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, 28th September, 2024 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

In this regard, please find attached the Proceedings of the 17th (Seventeenth) Annual General Meeting (AGM) of the Company pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

This is for your information and record.

Thanking You,

Yours faithfully,

For Bharat Road Network Limited

Ankita Rathi

Company Secretary and Compliance Officer

(ACS: 46263)

Bharat Road Network Limited

CIN: L45203WB2006PLC112235

Registered Office: Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091

Tel.: +91 33 6666 2700 **Email:** corporate@brnl.in

Website: www.brnl.in



Gist of the proceedings of the 17th (Seventeenth) Annual General Meeting (AGM) of Bharat Road Network Limited held on September 28, 2024

The 17th (Seventeenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, September 28, 2024 at 2:30 P.M. (IST) through Video Conferencing (VC) in accordance with the guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Mr. Brahm Dutt, Chairman of the Board of Directors, chaired the proceedings of the Meeting. The Meeting was attended by 72 (Seventy-Two) Members (including authorised representatives). Participation of Members through video conference was reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

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

The Meeting was attended by all the Directors. The Company Secretary, Chief Financial Officer, representatives of Statutory Auditors and the Secretarial Auditors were also present during the meeting.

The Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company also attended the Meeting.

The Chairman and the Company Secretary informed the Members about the regulatory aspects pertaining to participation at the Meeting through VC. The Chairman stated that the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.

The Company Secretary informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM, have been made available electronically for inspection by the Members during the AGM. Thereafter, the Chairman delivered his speech by giving an overview of the financial and operational performance of the Company for the Financial Year ended on March 31, 2024, the challenges faced by the Company and also briefed the members about future outlook and way ahead.

He further informed that the Statutory Auditors of the Company have given Qualified Opinion in their Auditor's Report dated 23rd May, 2024 on the Annual Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024. Such qualification in the Annual Financial Statements was then read out at the Annual General Meeting and the attention of Members present was drawn to the explanations / comments given by the Board of Directors in their Report.

It was also informed that the Secretarial Auditor had given a qualification in the Secretarial Audit Report dated 13th August, 2024. The qualification was then read out at the Annual General Meeting, drawing the Members' attention to the explanations and comments provided by the Board of Directors.

With the consent of the Members present, the AGM Notice, Report of Board of Directors, Auditors' Report and Secretarial Audit Report for the financial year ended on March 31, 2024 were taken as read.

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

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Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the 17th e-AGM to cast their vote electronically. He informed that the Company had provided remote e-voting facility to its Members for a period of 4 (four) days from Tuesday, 24th September, 2024 (9.00 a.m. IST) till Friday, 27th September, 2024 (5.00 p.m. IST).

The Chairman further informed the Members that the facility for voting through electronic voting system (i.e. Insta Poll) was made available during the meeting for those Members who did not cast their vote through Remote e-voting. He further informed that the Company has engaged the services of KFin Technologies Limited (KFintech) as the authorized agency to provide e-voting facility (Remote e-voting as well as e-voting at e-AGM through Insta Poll) and had appointed Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551) as the Scrutinizer for the purpose of scrutinizing the electronic voting process (Remote e-voting as well as e-voting at e-AGM through Insta Poll) in a fair and transparent manner.

The Chairman thereafter invited the Members to raise questions, offer comments and seek clarifications on the Annual Report, financial statements or any of the items stated in the Notice of the 17th AGM of the Company. Upon the Members completing their submissions / questions, the Managing Director furnished requisite clarifications / answers to all the relevant queries raised by the Members.

Thereafter, the Chairman informed the Members that in accordance with applicable provisions, since all the resolutions set out in the AGM Notice were already been put to vote during the remote e-voting period, there was no requirement to propose or second the resolutions as set out in the AGM Notice. Thereafter, all the 3 (Three) resolutions as per the Notice of the AGM dated 27th August, 2024 were transacted at the meeting.

The Chairman announced activation of the window for e-voting through Insta Poll for those Members attending the AGM who could not cast their vote through remote e-voting. He further stated that the window for electronic voting shall remain open till 15 minutes post conclusion of the Meeting and will be closed thereafter.

The Chairman thereafter authorized either of Mr. Bajrang Kumar Choudhary, Managing Director and Ms. Ankita Rathi, Company Secretary, to declare the result of e-voting (Remote e-voting as well as Insta Poll) and 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 voting and electronic voting through Insta Poll, shall also be placed on the Company's website www.brnl.in and KFintech's website <https://evoting.kfintech.com>. He further informed that the voting results shall also be placed on the notice board of the Company at its Registered Office.

Thereafter, the electronic voting through Insta Poll was conducted smoothly. Based on the Consolidated Scrutinizer's Report dated September 28, 2024, following resolutions were passed by the Members with requisite majority:

Resolution No.	Resolutions Description	Result
1.	Consideration and adoption of – a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution) b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon. (Ordinary Resolution)	passed by the Members with requisite majority

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2.	Appointment of Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	
3.	Approval of Related Party Transactions (Ordinary Resolution)	

The Meeting concluded at 4:15 P.M. (including the time allowed for e-voting at the AGM) with a vote of thanks to the Chairman.

For Bharat Road Network Limited

Ankita Rathi
Company Secretary and Compliance Officer
(ACS: 46263)

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