



BRNL/CS/2018-19/29
28th September, 2018

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: 11th (Eleventh) Annual General Meeting (AGM)

Kindly note that the 11th (Eleventh) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, September 28, 2018 at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091 at 3.30 P.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 11th (Eleventh) 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

Digitally signed by NARESH MATHUR
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Naresh Mathur
Company Secretary
FCS 4796

Bharat Road Network Limited

CIN: L45203WB2006PLC112235

Registered Office: 5B, North-East Block, Vishwakarma Building, 86C, Topsia Road (South), Kolkata 700046

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

Website: www.brnl.in



Dear Sir,

Gist of the proceedings of the 11th (Eleventh) Annual General Meeting (AGM) of Bharat Road Network Limited held on Friday, September 28, 2018

This is to inform you that the 11th (Eleventh) Annual General Meeting of the company has been duly convened and held on Friday, September 28, 2018 at India Power Corporation Limited Auditorium,” Kolkata at 3:30 P.M.

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

The Meeting was attended by 47 Members. The Company had not received any Proxy.

The Chairman informed the Members that the requisite quorum of 30 Members was present as required under Companies Act, 2013 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, Independent Director.

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, 2018 and the opportunities lying for the road sector and future strategies of the Company. 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 Auditor 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, the Company had extended voting facility by electronic means and remote voting to the Members of the Company in respect of business transacted at the 11th AGM in order to enable them 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 Tuesday, September 25, 2018 (9.00 A.M. IST) and ended on Thursday, September 27, 2018 (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 did not / could not cast their vote through Remote e-voting.

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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 and seek clarifications on the Annual Report and Accounts or any of the items stated in the Notice of the 11th AGM of the Company. Upon the Members completing their submissions, the Managing Director and CFO furnished requisite clarifications and replies to all the relevant queries raised by the Members. The Managing Director and Company Secretary also took note of suggestions made by the Members.

Thereafter, all the 6 (Six) 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.

Thereafter, the Chairman announced that total 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 duly approved by the Members with requisite majority:

| Ordinary Business | |
|--------------------------|---|
| 1. | To receive, consider and adopt - a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon. b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018, together with the Report of the Auditors thereon. (Ordinary Resolution) |
| 2. | To declare Final Dividend of Rs. 0.50 (5%) per Equity Share and to confirm the Interim Dividend of Rs.0.50 (5%) per Equity Share, already paid during the year, for the Financial Year ended March 31, 2018. (Ordinary Resolution) |
| 3. | 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. (Ordinary Resolution) |

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| Special Business | |
| 4. | To alter the Articles of Association (AOA) of the Company. (Special Resolution) |
| 5. | To authorize the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed u/s 186 of the Companies Act, 2013 (Special Resolution) |
| 6. | To approve Material Related Party Transactions (Ordinary Resolution) |

The Meeting concluded at 5:00 P.M. with a vote of thanks to the Chair.

For Bharat Road Network Limited

NARESH
MATHUR
Naresh Mathur
Company Secretary
FCS 4796

Digitally signed by NARESH MATHUR
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