

Quarterly Compliance Report on Corporate Governance

1. Name of the Entity : Bharat Road Network Limited

2. Quarter Ending : 30th September, 2019

I. Composition of Board of Directors											
Title (Mr./ Ms.)	Name of the Director	Category (Chairperson / Executive / Non-Executive / independent / Nominee)&	Initial Date of Appointment	Date of Re - Appointment	Date of Cessation	*Tenure (in months)	Date of Birth	#No. of Directorship in listed entities including Bharat Road Network Limited (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including Bharat Road Network Limited (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Bharat Road Network Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	**Pradeep Singh	Non-Executive - Independent Director	25.09.2015	-	-	48	13.05.1952	1	1	Audit Committee - 1 Stakeholders Relationship Committee - 1	Audit Committee - 1 Stakeholders Relationship Committee - 1
Mr.	***Atanu Sen	Non-Executive - Independent Director	07.09.2016	-	-	36	16.07.1954	1	1	Audit Committee - 5 Stakeholders Relationship Committee - 0	Audit Committee - 0 Stakeholders Relationship Committee - 0
Ms.	****Dr. Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	06.10.2016	-	-	35	06.08.1955	1	1	Audit Committee - 3 Stakeholders Relationship Committee - 1	Audit Committee - 0 Stakeholders Relationship Committee - 0

I. Composition of Board of Directors											
Title (Mr./ Ms.)	Name of the Director	Category (Chairperson / Executive / Non-Executive / independent / Nominee)^{&}	Initial Date of Appointment	Date of Re - Appointment	Date of Cessation	*Tenure (in months)	Date of Birth	#No. of Directorship in listed entities including Bharat Road Network Limited (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including Bharat Road Network Limited (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Bharat Road Network Limited (Refer Regulation 26(1) of Listing Regulations)
Prof.	[%] Santanu Ray	Non-Executive - Independent Director	30.07.2019	-	-	2	30.06.1949	7	7	Audit Committee - 5 Stakeholders Relationship Committee - 3	Audit Committee - 3 Stakeholders Relationship Committee - 2
Mr.	⁺ Ashok Kumar Mangotra	Non-Executive - Independent Director	30.09.2019	-	-	0.03	25.06.1953	1	1	Audit Committee - 0 Stakeholders Relationship Committee - 0	Audit Committee - 0 Stakeholders Relationship Committee - 0
Mr.	[@] Bajrang Kumar Choudhary	Executive Director- Managing Director	23.03.2011				22.06.1968	1		Audit Committee - 0 Stakeholders Relationship Committee - 1	Audit Committee - 0 Stakeholders Relationship Committee - 0

Whether Regular chairperson appointed - No

Whether Chairperson is related to managing director or CEO - No

[§]PAN number of any director would not be displayed on the website of Stock Exchange

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

^{*}to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

**Mr. Pradeep Singh was appointed as an Independent Director of the Company w.e.f. 25.09.2015 for a period of 5 years and regularised at the AGM held on 30.09.2015.

***Mr. Atanu Sen was appointed as an Independent Director of the Company w.e.f. 07.09.2016 for a period of 5 years and regularised at the AGM held on 27.09.2016.

****Dr. (Ms.) Tuk Tuk Ghosh Kumar was appointed as an Independent Director of the Company w.e.f. 06.10.2016 for a period of 5 years and regularised at the EGM held on 18.10.2016.

@Mr. Bajrang Kumar Choudhary was originally appointed as a Non-Executive Director in the Company w.e.f. 23.03.2011. He was later re-designated as the Managing Director of the Company w.e.f. 01.11.2016 for a period of 3 (three) years. Further, he has been re-appointed as the Managing Director of the Company for a period of 3 (three) years w.e.f. 1st November, 2019, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

% Mr. Santanu Ray was appointed as an Independent Director of the Company w.e.f. 30.07.2019 for a period of 5 years and will be regularised at the ensuing 12th AGM of the Company.

+ Mr. Ashok Kumar Mangotra was appointed as an Independent Director of the Company w.e.f. 30.09.2019 for a period of 5 years and will be regularised at the ensuing 12th AGM of the Company.

#Listed entities have been identified from the Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website.

II. Composition of Committees*					
#Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)^{&}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Pradeep Singh	Chairman and Non-Executive - Independent Director	29.05.2018	-
		Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	12.02.2019	-
		Mr. Atanu Sen	Non-Executive - Independent Director	07.09.2016	-
2. Nomination & Remuneration Committee	Yes	Mr. Pradeep Singh	Chairman and Non-Executive - Independent Director	07.09.2016	-
		Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive Director- Independent Director	29.05.2018	-
		Mr. Atanu Sen	Non-Executive Director- Independent Director	12.02.2019	-
3. Risk Management Committee	N.A. to the Company, since the same is applicable to top 100 listed entities pursuant to Regulation 21(5) of SEBI (LODR) Regulations, 2015.				
4. Stakeholders Relationship Committee	Yes	Mr. Pradeep Singh	Chairman and Non-Executive - Independent Director	17.10.2016	-
		Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	29.05.2018	-

II. Composition of Committees*					
#Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&	Date of Appointment	Date of Cessation
		Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director	17.10.2016	-
5. Corporate Social Responsibility	Yes	Dr.(Ms.) Tuk Tuk Ghosh Kumar	Chairman and Non-Executive - Independent Director	17.10.2016	-
		Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director	17.10.2016	-
		Mr. Atanu Sen	Non-Executive - Independent Director	17.10.2016	-
&Category of Directors means Executive/Non-Executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen. #Apart from the above, the Company also has a Committee of Directors.					

III. Meetings of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
20.04.2019	13.08.2019	Yes	4	3	76
04.05.2019		Yes	3	2	
28.05.2019		Yes	4	3	
		Yes	4	3	
*to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee					
13.08.2019	Yes	3	3	20.04.2019	76
	Yes	3	3	28.05.2019	
	Yes	2	2		

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Nomination and Remuneration Committee					
NIL					

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Stakeholders Relationship Committee					
-	Yes	3	2	27.05.2019	

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Corporate Social Responsibility Committee					
NIL					

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Risk Management Committee					
N.A.					

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance Status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note:

1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.
For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.
2. If status is “No” details of non-compliance may be given here.

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee – **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – **Yes**
5. ~~This report and/or~~ the report submitted in the previous quarter have been placed before Board of Directors- **Yes**. Any comments/observations/advice of Board of Directors may be mentioned here- **N.A.**

Name & Designation

Sd/-

Naresh Mathur**Company Secretary and Compliance Officer****FCS: 4796****Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Quarterly Compliance Report on Corporate Report on Corporate Governance for the Half Year Ended on 30th September, 2019

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	N.A.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	N.A.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	N.A.
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	N.A.
<p>1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.</p> <p>2. If status is “No” details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here – In response to an application submitted by the Company to the Registrar of Companies, West Bengal (ROC) w.r.t. request for grant of extension of time for holding the 12th Annual General Meeting (AGM) of the Company for the Financial Year 2018-19, ROC vide its Order dated 19th September, 2019 has granted extension of time for a period of 3 (three) months, i.e. upto 31st December, 2019 for holding the 12th Annual General Meeting (AGM) of the Company for the Financial Year ended 31st March, 2019 as per the relevant provisions of Section 96 of the Companies Act, 2013. The Company is yet to hold its Annual General Meeting for the FY 2018-19.</p>		
Name & Designation		
<p align="center">Sd/- Naresh Mathur Company Secretary and Compliance Officer FCS: 4796</p>		