



BRNL/CS/2020-21/26
25th September, 2020

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: 13th (Thirteenth) Annual General Meeting (AGM) of the Company

Kindly note that the 13th (Thirteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, 25th September, 2020 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 following -

1. Proceedings of the 13th (Thirteenth) Annual General Meeting (AGM) of the Company pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. 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
3. Consolidated Scrutinizer's Report dated 25th September, 2020 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 Insta Poll).


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 information and records.

Thanking you.

Yours faithfully,

For Bharat Road Network Limited
Naresh Mathur
Company Secretary
FCS 4796



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 6602 3609 Email: corporate@brnl.in

Website: www.brnl.in



Gist of the proceedings of the 13th (Thirteenth) Annual General Meeting (AGM) of Bharat Road Network Limited held on September 25, 2020

The 13th (Thirteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, September 25, 2020 at 2:00 P.M. (IST) 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).

Mr. Brahm Dutt, Chairman of the Board of Directors, chaired the proceedings of the Meeting. The Meeting was attended by 46 (Forty Six) 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 Chief Financial Officer (CFO), Company Secretary, representative of Statutory Auditor and the Secretarial Auditor. The Chairman and the Company Secretary informed the Members about the regulatory aspects pertaining to participation at the Meeting through VC/OAVM. 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 Chairman also 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. He gave an overview of the financial performance of the Company for the Financial Year ended on March 31, 2020 and the challenges being faced by the Company due to COVID-19.

He further informed that the Statutory Auditors of the Company have given Qualified Opinion in their Auditor's Report dated 24th July, 2020 on the Annual Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020. 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.

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, 2020 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 Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the 13th AGM to cast their vote electronically. The Company provided remote e-voting facility to its Members for a period of 3 (Three) days commencing from Tuesday, 22nd September, 2020 (9.00 a.m. IST) and ending on Thursday, 24th September, 2020 (5.00 p.m. IST).

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The Chairman further informed the Members attending the AGM through video conferencing that the facility for voting through electronic voting system (i.e. Insta Poll) has been made available during the meeting for the Members who have not cast their vote through Remote evoting. He further informed that the Company has engaged the services of KFin Technologies Private Limited (KFintech) as the authorized agency to provide e-voting facility and has 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 Insta Poll) in a fair and transparent manner.

Thereafter, the Chairman informed the Members that in accordance with applicable provisions, since all the resolutions set out in the AGM Notice have already been put to vote during the remote e-voting period. Accordingly, all the 5 (Five) resolutions as per the Notice of the AGM dated 24th July, 2020 were transacted at the meeting.

Thereafter, the Chairman announced activation of the window for e-voting through Insta Poll for those Members attending the AGM and 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 Question & Answer session and will be closed thereafter.

The Chairman authorized either of Mr. Bajrang Kumar Choudhary, Managing Director and Mr. Naresh Mathur, 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 alongwith the Scrutinizer's Consolidated Report on remote e-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.karvy.com>. He further informed that the results shall also be placed on the notice board of the Company at its Registered Office as well as Corporate Office.

The Chairman thereafter invited the Members to raise questions, offer comments or seek clarifications on the Annual Report and financial statements or any of the items stated in the Notice of the 13th 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 electronic voting through Insta Poll was conducted smoothly. Based on the Consolidated Scrutinizer's Report dated September 25, 2020, following resolutions have been passed by the Members with requisite majority:

Sl. No.	Resolutions Description
1	To receive, consider and adopt – a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020, 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, 2020, together with the Report of the Auditors thereon. (Ordinary Resolution)
2.	To appoint a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-

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Sl. No.	Resolutions Description
	appointment. (Ordinary Resolution)
3.	Appointment of Mr. Brahm Dutt (DIN: 05308908) as an Independent Director of the Company (Special Resolution)
4.	Appointment of Mr. Praful Tayal (DIN: 00826834) as an Independent Director of the Company (Ordinary Resolution)
5.	Approval of Material Related Party Transactions (Ordinary Resolution)

The Meeting concluded at 03:28 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

Naresh Mathur
Company Secretary
FCS 4796



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	Total	4,51,29,800	4,51,29,800	100.00	4,51,29,800	-	100.00	-	-	-
Public- Institutions	E-Voting	6,66,018	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	6,66,018	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	3,81,54,182	2,99,19,283	78.4168	2,99,19,283	-	100.00	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	3,81,54,182	2,99,19,283	78.4168	2,99,19,283	-	100.00	-	-	-
	Total	8,39,50,000	7,50,49,083	89.3974	7,50,49,083	-	100.00	-	-	-

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Praful Tayal (DIN 00826834) as an Independent Director of the Company									
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	4,51,29,800	4,51,29,800	100.00	4,51,29,800	-	100.00	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	4,51,29,800	4,51,29,800	100.00	4,51,29,800	-	100.00	-	-	-
Public- Institutions	E-Voting	6,66,018	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	6,66,018	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	3,81,54,182	2,99,19,283	78.4168	2,99,19,283	-	100.000	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	3,81,54,182	2,99,19,283	78.4168	2,99,19,283	-	100.00	-	-	-
	Total	8,39,50,000	7,50,49,083	89.3974	7,50,49,083	-	100.00	-	-	-

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - 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	4,51,29,800	1,71,30,000	37.9572	1,71,30,000	-	100.00	-	-	2,79,99,800
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	4,51,29,800	1,71,30,000	37.9572	1,71,30,000	-	100.00	-	-	27999800
Public- Institutions	E-Voting	6,66,018	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	6,66,018	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	3,81,54,182	2,99,09,694	78.3917	2,99,09,694	-	100.00	-	-	9,589
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	Total	3,81,54,182	2,99,09,694	78.3917	2,99,09,694	-	100.00	-	-	9589
	Total	8,39,50,000	4,70,39,694	56.0330	4,70,39,694	-	100.00	-	-	28009389

Note: All the aforesaid resolutions were passed with requisite majority.

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and e-voting through Insta Poll at the Annual General Meeting)

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

To,

The Chairman of the Thirteenth Annual General Meeting (AGM) of the Members of **Bharat Road Network Limited** (CIN: L45203WB2006PLC112235), held on Friday, 25th day of September, 2020 at 2.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & 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 e-voting through Insta Poll at the Annual General Meeting 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 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 e-voting through Insta Poll at the Annual General Meeting for the resolutions proposed in the Notice of thirteenth Annual General Meeting of the Members of the Company dated July 24, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting ("the Meeting" / "AGM") through VC / OAVM. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and e-voting through Insta Poll at the Annual General Meeting 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 thirteenth AGM of the Company, based on the report provided by KFin Technologies Private Limited (KFinTech), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

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: 2 :

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 Tuesday, September 22, 2020 (9.00 a.m.) till Thursday, September 24, 2020 (5.00 p.m.) 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 KFin Technologies Private Limited (KFintech).
4. The Members holding equity shares as on the "cut-off date" i.e. September 19, 2020 were entitled to vote on the resolutions proposed in the Notice calling the thirteenth Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, September 24, 2020 (5.00 p.m.), the voting portal of the service provider was blocked forthwith for the purpose of remote e-voting.
6. After transacting the business at the meeting, the Chairman ordered for e-voting through Insta Poll at the AGM for those Members who could not cast their vote through remote e-voting under the supervision of Scrutinizer.
7. After the conclusion of e-voting through Insta Poll at the AGM on the 25th day of September, 2020, the votes cast were unblocked in the presence of two witness 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 KFin Technologies Private Limited (KFintech) i.e. <https://evoting.karvy.com> and based on such reports,

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

None of the Members have cast their votes through Insta Poll at the AGM.

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

Item No. 1 - Ordinary Resolution :

Adoption of –

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Directors and Auditors thereon, and;
- b) The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	66	75049083	0	0	66	75049083	100.00
Dissent	0	0	0	0	0	0	0.00
Total	66	75049083	0	0	66	75049083	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 2 - Ordinary Resolution :

Appointment of a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	64	75039494	0	0	64	75039494	100.00
Dissent	0	0	0	0	0	0	0.00
Total	64	75039494	0	0	64	75039494	100.00
Abstain / Invalid	2	9589	0	0	--	--	--

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Item No. 3 - Special Resolution :

Appointment of Mr. Brahm Dutt (holding DIN: 05308908), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from 14th May, 2020.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	66	75049083	0	0	66	75049083	100.00
Dissent	0	0	0	0	0	0	0.00
Total	66	75049083	0	0	66	75049083	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No.4 - Ordinary Resolution :

Appointment of Mr. Praful Tayal (holding DIN: 00826834), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years from 14th May, 2020.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	66	75049083	0	0	66	75049083	100.00
Dissent	0	0	0	0	0	0	0.00
Total	66	75049083	0	0	66	75049083	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 5 - Ordinary Resolution :

Approval of all existing contract(s)/ arrangement(s)/ agreement(s)/ transactions entered into by the Company, in one or more tranches, with its related parties during the Financial Year 2019-20.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	62	47039694	0	0	62	47039694	100.00
Dissent	0	0	0	0	0	0	0.00
Total	62	47039694	0	0	62	47039694	100.00
Abstain / Invalid	4	28009389	0	0	--	--	--

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9. Based on the foregoing, the resolution no.(s) 1 to 5 shall be deemed to have been passed Unanimously.

10. All the relevant records / electronic data relating to the e-voting is 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.

Thanking You,
For MR & Associates
Company Secretaries



Mohan Ram Goenka
Partner
C.P. No: 2551
UDIN No. F004515B000774834



Date : 25th September' 2020
Place : Kolkata

Countersigned by:

Bharat Road Network Ltd.

Company Secretary

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