



BRNL/CS/2018-19/38
12th October, 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: Corporate Governance Report for the Quarter Ended on September 30, 2018

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the Corporate Governance Report for the Quarter ended on September 30, 2018.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Bharat Road Network Limited**

NARESH
MATHUR

Digitally signed by NARESH MATHUR
DN: c=IN, o=Personal, CN=5959592,
2.1.2.201803051952504846134480456,
e=447368481423075ae80e8c2be4e70d6,
serialNumber=797156, st=West Bengal,
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ou=35152502244448461344804562480118,
676, cn=NARESH MATHUR
Date: 2018.10.12 14:01:56 +05'30'

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

Quarterly Compliance Report on Corporate Governance

1. NAME OF THE ENTITY: BHARAT ROAD NETWORK LIMITED

2. QUARTER ENDING: 30TH SEPTEMBER, 2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) ^{&}	Date of Appointment in the current term /cessation	*Tenure	#No. of Directorship in listed entities including Bharat Road Network Limited (Refer Regulation 25(1) of Listing Regulations)	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.	Brahm Dutt	PAN - ADSPB0325N DIN – 05308908	Chairman - Non-Executive - Independent Director	**10.01.2015	5 years	2	Audit Committee – 2 Stakeholders Relationship Committee - 0	Audit Committee – 1 Stakeholders Relationship Committee – 0
Mr.	Pradeep Singh	PAN - ACCPS4736P DIN - 00304825	Non-Executive - Independent Director	***25.09.2015	5 years	1	Audit Committee – 1 Stakeholders Relationship Committee - 1	Audit Committee – 0 Stakeholders Relationship Committee – 0

Mr.	Atanu Sen	PAN - AOXPS2472M	Non-Executive - Independent Director	****07.09.2016	5 years	%2	Audit Committee – 5 Stakeholders Relationship Committee - 1	Audit Committee – 0 Stakeholders Relationship Committee – 1
		DIN – 05339535						
Ms.	Dr. Tuk Tuk Ghosh Kumar	PAN - AAAPK9077D	Non-Executive - Independent Director	§06.10.2016	5 years	1	Audit Committee – 2 Stakeholders Relationship Committee - 1	Audit Committee – 0 Stakeholders Relationship Committee – 0
		DIN - 06547361						
Mr.	Bajrang Kumar Choudhary	PAN - ACNPC6294P	Executive Director- Managing Director	@01.11.2016	-	1	Audit Committee – 1 Stakeholders Relationship Committee - 1	Audit Committee – 0 Stakeholders Relationship Committee – 0
		DIN -00441872						

§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. Brahm Dutt was originally appointed as a Non-Executive Director and Chairman of the Board w.e.f. 08.01.2014. He was later appointed as an Independent Director of the Company w.e.f. 10.01.2015 for a period of 5 (five) years and regularised at the AGM held on 30.09.2015.

***Mr. Pradeep Singh was appointed as an Independent Director of the Company w.e.f. 25.09.2015 for a period of 5 (five) 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 (five) years and regularised at the AGM held on 27.09.2016.

% Listed Entity includes Punjab & Sind Bank where Mr. Atanu Sen serves as Non Official Part Time Director.

§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 (five) 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.

#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	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)^{&}
1. Audit Committee	Mr. Brahm Dutt	Chairman of Audit Committee and Non-Executive - Independent Director
	Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director
	Mr. Atanu Sen	Non-Executive - Independent Director
	Mr. Pradeep Singh	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. Pradeep Singh	Chairman of Nomination & Remuneration Committee and Non-Executive - Independent Director
	Mr. Brahm Dutt	Non-Executive - Independent Director
	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director
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	Mr. Atanu Sen	Chairman of Stakeholders Relationship Committee and Non-Executive - Independent Director
	Mr. Pradeep Singh	Non-Executive - Independent Director
	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director
	Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director
<p>^{&}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.</p> <p>*In addition to the same, the Board of Directors have also constituted a Corporate Social Responsibility (CSR) Committee as required under section 135 of the Companies Act, 2013 and Committee of Directors as permitted under 179 of the Companies Act, 2013.</p>		
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>Maximum gap between any two consecutive (in number of days)</i>
29.05.2018	14.08.2018	76 days

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>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			
14.08.2018	Yes	29.05.2018	76 days
Nomination & Remuneration Committee			
14.08.2018	Yes	29.05.2018	76 days
Stakeholders Relationship Committee			
14.08.2018	Yes	29.05.2018	76 days
Risk Management Committee			
N.A.	N.A.	N.A.	N.A.
Corporate Social Responsibility Committee			
-	-	29.05.2018	-
*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:			
<ol style="list-style-type: none"> 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. 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

NARESH
MATHUR

Digitally signed by NARESH MATHUR
DN: c=IN, o=Personal, CN=593952,
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serialNumber=78805341205c562a554389a35,
1629752a2d8810a319d9f5d20b118676,
cn=NARESH MATHUR,
Date: 2018.10.15 17:41:22 +05'30'

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, 2018

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)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<p align="center">:</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
<p>Name & Designation</p> <p>NARESH <small>Digitally signed by NARESH MATHUR DN: c=IN, o=Personal, CN=5993952, 2.5.4.20=383371958245c0e846e1334640645 6e47a8644814d2e93ae8de432be4e30d</small></p> <p>MATHUR <small>d, postalCode=700156, st=West Bengal, serialNumber=788025241c200c5e7a554 389a35162295024e2e881eac319d9d5a2b0b 118870, cn=NARESH MATHUR Date: 2018.10.15 17:42:35 +05'30'</small></p> <p>Naresh Mathur Company Secretary and Compliance Officer FCS: 4796</p>		