



BRNL/CS/2019-20/18
10th July, 2019

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 June 30, 2019

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 June 30, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Bharat Road Network Limited**

NARESH
MATHUR

Digitally signed by NARESH MATHUR
DN: cn=NARESH MATHUR, o=BRNL, ou=Corporate Governance, email=NARESH.MATHUR@BRNL.CO.IN, serial=1186, c=IN
Date: 2019.07.20 19:57:32 +05'30'

Naresh Mathur
Company Secretary and Compliance Officer
FCS- 4796

Bharat Road Network Limited

CIN: L45203WB2006PLC112235

Registered Office: 'Vishwakarma Building', 86C, Topsia Road (South), Kolkata - 700 046

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 JUNE, 2019

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN[§]& DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)^{&}	Date of Appointment in the current term /cessation	*Tenure (in months)	#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.	Pradeep Singh	PAN - ACCPS4736P	Non-Executive - Independent Director	***25.09.2015	45 Months	1	Audit Committee – 1	Audit Committee – 1
		DIN - 00304825					Stakeholders Relationship Committee - 1	Stakeholders Relationship Committee – 1
Mr.	Atanu Sen	PAN - AOXPS2472M	Non-Executive - Independent Director	****07.09.2016	33 Months	1	Audit Committee – 5	Audit Committee – 0
		DIN – 05339535					Stakeholders Relationship Committee - 0	Stakeholders Relationship Committee – 0
Ms.	Dr. Tuk Tuk	PAN -	Non-Executive	[§] 06.10.2016	32	1	Audit	Audit Committee – 0

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN[§]& DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)^{&}	Date of Appointment in the current term /cessation	*Tenure (in months)	#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)
	Ghosh Kumar	AAAPK9077D DIN - 06547361	- Independent Director		Months		Committee – 3 Stakeholders Relationship Committee - 1	Stakeholders Relationship Committee – 0
Mr.	Bajrang Kumar Choudhary	PAN - ACNPC6294P DIN -00441872	Executive Director- Managing Director	[@] 01.11.2016	-	1	Audit Committee – 0 Stakeholders Relationship Committee - 1	Audit Committee – 0 Stakeholders Relationship Committee – 0
<p>[§]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.</p> <p>*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.</p>								

***Mr. Pradeep Singh was appointed as an Independent Director of the Company w.e.f. 25.09.2015 for a period of 45 Months 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 33 Months 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 32 Months 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.

#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. Pradeep Singh	Chairman of Audit Committee and Non-Executive - Independent Director
	Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director
	Mr. Atanu Sen	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. Pradeep Singh	Chairman of Nomination & Remuneration Committee and Non-Executive - Independent Director
	Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive Director- Independent Director
	Mr. Atanu Sen	Non-Executive Director- 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. Pradeep Singh	Chairman of Stakeholders Relationship Committee and Non-Executive - Independent Director
	Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director
	Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director
5. Corporate Social Responsibility	Dr.(Ms.) Tuk Tuk Ghosh Kumar	Chairman of Corporate Social Responsibility Committee and Non-Executive - Independent Director
	Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director
	Mr. Atanu Sen	Non-Executive - Independent Director
&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>Maximum gap between any two consecutive (in number of days)</i>
04.01.2019	20.04.2019	51 days
12.02.2019	04.05.2019	
27.02.2019	28.05.2019	

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			
28.05.2019	Yes	12.02.2019	51 days
20.04.2019	Yes	27.02.2019	

<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>
Nomination & Remuneration Committee			
27.05.2019	Yes	-	36 days
20.04.2019	Yes	-	

<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>
Stakeholders Relationship Committees			
27.05.2019	Yes	12.02.2019	103 days

<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>
Risk Management Committee			
N.A.	N.A.	N.A.	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:	
<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:	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee - Yes Nomination & Remuneration Committee - Yes Stakeholders Relationship Committee – Yes Risk Management Committee (applicable to the top 100 listed entities) - N.A. 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 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 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
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.