

# BRNL

BRNL/COSEC/2017-18 / 03

13th October, 2017

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 (BSE Scrip Code: 540700)	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 (NSE Symbol: BRNL)
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Dear Sir,

**Ref: Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Corporate Governance Report for the Quarter Ended on September 30, 2017**

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 30th September, 2017.

This is for your information and record.

For **Bharat Road Network Limited**

  
  
**Sanjay Banka**  
Company Secretary and Compliance Officer  
FCS 3537

## **BHARAT ROAD NETWORK LIMITED**

CIN: U45203WB2006PLC112235

Registered Office: 'Mirania Gardens', 10B/1, Topsia Road (East), Kolkata – 700 046

Corporate office: Vishwakarma, 86C Topsia Road (S), Kolkata - 700046

Phone: +91 33 6602 3609; 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, 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr/ Ms.)	Name of the Director	PAN <sup>3</sup> & 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	Non-Executive - Independent Director	25.09.2015	5 years	1	Audit Committee - 0 Stakeholders	Audit Committee - 0 Stakeholders



		DIN - 00304825					Relationship Committee - 1	Relationship Committee - 1
Mr.	Atanu Sen	PAN - AOXPS2472M	Non- Executive- Independent Director	07.09.2016	5 years	***2	Audit Committee - 5	Audit Committee - 0
		DIN - 05339535					Stakeholders Relationship Committee - 1	Stakeholders Relationship Committee - 0
Ms.	Dr. Tuk Tuk Ghosh Kumar	PAN - AAAPK9077D	Non-Executive - Independent Director	06.10.2016	5 years	1	Audit Committee - 1	Audit Committee - 0
		DIN - 06547361					Stakeholders Relationship Committee - 0	Stakeholders Relationship Committee - 0
Mr.	Bajrang Kumar Choudhary	PAN - ACNPC6294P	Executive Director- Managing Director	@01.11.2016		1	Audit Committee - 1	Audit Committee - 0
		DIN -00441872					Stakeholders Relationship Committee - 1	Stakeholders Relationship Committee - 0

\$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.

\*\*\* Alok Industries Limited has been referred to National Company Law Tribunal (NCLT) and Interim Resolution Professional (IRP) has been appointed and therefore the Board stands suspended.



@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.

<b>II. Composition of Committees*</b>		
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>S</sup></b>
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
2. Nomination & Remuneration Committee	Mr. Brahm Dutt	Chairman of Nomination & Remuneration Committee and Non-Executive - Independent Director
	Mr. Pradeep Singh	Non-Executive - Independent Director
	Mr. Atanu Sen	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. Pradeep Singh	Chairman of Stakeholders Relationship Committee and Non-Executive - Independent Director
	Mr. Atanu Sen	Non-Executive - Independent Director
	Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director
<sup>&amp;</sup> 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  *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.		
<b>III. Meetings of Board of Directors</b>		
<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>



26.04.2017	21.08.2017 14.09.2017	116 days
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<b>IV. Meetings of Committees</b>			
<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>
<b>Audit Committee</b>			
14.09.2017	Yes	26.04.2017	<sup>s</sup> 140 days
<b>Nomination &amp; Remuneration Committee</b>			
-	-	26.04.2017	-
<b>Stakeholders Relationship Committee</b>			
-	-	26.04.2017	-
<b>Risk Management Committee</b>			
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			
<sup>s</sup> During the said period (26.04.2017-14.09.2017) the company was unlisted. Hence, the relevant provisions of Regulation 18(2)(a) of SEBI LODR Regulations, 2017 shall be applicable from December, 2017 quarter onwards.			
<b>V. Related Party Transactions</b>			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		N.A.	
Whether shareholder approval obtained for material RPT		N.A.	
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 – **The meetings of the board of directors and other committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, for Audit Committee Meetings, Compliance as per Regulation 18(2)(a) shall be ensured from December, 2017 quarter onwards.**
5. This report ~~and/or the report submitted in the previous quarter~~ has been placed before Board of Directors- **The said report shall be placed at the forthcoming Board Meeting of the Company.**
6. Any comments/observations/advice of Board of Directors may be mentioned here



*Sanjay Banka*

**Sanjay Banka**



**Chief Financial Officer, Company Secretary and Compliance Officer**

**FCS: 3537**

## 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, 2017**

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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)	NA as on 30.09.2017**
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA as on 30.09.2017**
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA as on 30.09.2017**
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA as on 30.09.2017**
<p><b>Note :</b></p> <ol style="list-style-type: none"> <li>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.</li> <li>If status is "No" details of non-compliance may be given here.</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol> <p>** As per Section 96 of the Companies Act, 2013, the Company has obtained the approval from Registrar of Companies – West Bengal for extension of time by a period of 3 (three) months, i.e. up to 31st December, 2017 for holding the 10th Annual General Meeting (AGM) of the Company for the Financial Year ended on 31st March, 2017. Therefore, the said provisions would be complied with at the time of holding of the 10th Annual General Meeting of the Company on or before 31st December, 2017.</p>		
<div style="display: flex; align-items: center;">  <div> <p><b>Sanjay Banka</b>  <b>Chief Financial Officer, Company Secretary and Compliance Officer</b>  <b>FCS: 3537</b></p> </div>  </div>		