



## BHARAT ROAD NETWORK LIMITED

CIN: U45203WB2006PLC112235

Registered Office: 5B, North-East Block, Vishwakarma Building,  
86C, Topsia Road (South), Kolkata – 700 046

Tel No. 033 – 6602 3609, Fax No. 033 – 6602 3243

Website: [www.brnl.in](http://www.brnl.in) Email: [cs@brnl.in](mailto:cs@brnl.in)

### NOTICE

**NOTICE** is hereby given that the Tenth Annual General Meeting (AGM) of the Members of BHARAT ROAD NETWORK LIMITED (the Company) will be held on Saturday, 16th December, 2017 at 11:00 A.M. at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091, to transact the following businesses :

#### ORDINARY BUSINESS:

- To receive, consider and adopt -
  - The audited Standalone Financial Statements of the Company for the year ended March 31, 2017, and the Report of the Directors and Auditors thereon.
  - The audited Consolidated Financial Statements of the Company for the year ended March 31, 2017, and the report of the Auditors thereon.
- To elect a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-appointment;
- To appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Audit Committee as well as the Board of Directors of the Company, **M/s. S.S. KOTHARI MEHTA & Co., Chartered Accountants, Kolkata** having Firm Registration No. 000756N allotted by The Institute of Chartered Accountants of India (ICAI), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of Fifteen Annual General Meeting of the Company, for a period of 5 (five) consecutive years commencing from Financial Year 2017-18 on such remuneration as shall be fixed by the Board of Directors based on the recommendation of the Audit Committee in addition to reimbursement of all reasonable out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

#### SPECIAL BUSINESS:

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 88, 94 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to maintain and keep the Company’s Register of Members/Register of Debenture holders/Register of other security holders along with the index of members, or any one or more of them, at the office of Company’s Registrar and Share Transfer Agent (RTA) or at such other place as the Board may decide from time to time instead of maintaining at the Registered Office of the Company;

**RESOLVED FURTHER THAT** Mr. Bajrang Kumar Choudhary, Managing Director or Mr. Sanjay Banka, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolution.”
- To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 4 and 13 and all other applicable provisions of the Companies Act, 2013 read with relevant Rules made thereunder (including any statutory enactment for the time being in force), the consent of the members of the Company be and is hereby accorded to alter/amend the object clauses of the Memorandum of Association of the Company, in the following manner:

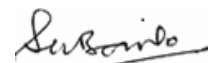
  - In Clause III(B) of the Memorandum of Association of the Company, the words “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS STATED IN CLAUSE (A) ABOVE”, shall be substituted with the following;

“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS AS SPECIFIED IN PART A”.
  - After the existing Clause III(B)(25), the following new Clauses shall be inserted;
    - To set up training facilities in Project evaluation, Project appraisal, Management studies and Capital Markets.
    - To set a technical and managerial skill bank to facilitate pooling of resources and skills of technicians, technologists, scientists, managers, consultants and other experts and make their service's available to users.
    - To provide or assist in obtaining directly or indirectly, advice or services in various fields such as management, finance, investment, technology, administration, marketing, commerce, law, economics, labour, human resource development, industry, public relations, statistics, science, computers, accountancy, taxation, fund management (other than that of mutual funds), foreign exchange dealings, quality control, Processing, strategic Planning and Valuation.

29. To carry on the business of granting of loans or advances or providing financial assistance in any other form whatsoever to industrial and other enterprises.
  30. To study and advice the Union and other Governments in formulating schemes to attract industries, investments in infrastructure development and such other areas as the Government may decide.
  31. To provide information and guidance on Governmental policies and regulations and to assist in obtaining various consents, approvals from Government or other authorities or agencies which may be required for establishing infrastructure facilities.
  32. To arrange or syndicate loan, lease facility, guarantee, letter of credit, fund based and non-fund based facility of any type including foreign currency loans, aid and assistance to any entrepreneur, company, corporation, society, firm, trust, person, Government for the purpose of creation, expansion or modernization of infrastructure and related facilities.
  33. To give guarantees and carry on and transact every kind of guarantee and counter guarantee business and in particular to guarantee the obligations of any of its subsidiary/ associate/ group companies and/or other companies in which the company has equity interest under any agreements/ contracts, payment of any principal monies, interest or other moneys secured by or payable under any debentures, bonds, debenture stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares of all kinds and descriptions or the performance of any other obligations.
  34. To perform and undertake activities pertaining to leasing, giving on hire or hire purchase, asset credit, installment sale and/or deferred sale.
  35. To buy, underwrite, invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company or body corporate or by person or association.
  36. To apply for and become member of any Company, association, body corporate or societies, professional bodies, mercantile and public bodies in India and abroad, having any objects similar to or identical with those of the Company or likely to directly promote the interest of the Company.
  37. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
3. The existing Clause III(C) and its Sub-clauses (1) to (11) of the Memorandum of Association of the Company shall be omitted;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and are hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things, including the power to sub delegate the aforementioned powers to Mr. Bajrang Kumar Choudhary, Managing Director or Mr. Sanjay Banka, CFO & CS that may be incidental or pertinent to give effect to the aforesaid resolution."

**By Order of the Board  
For Bharat Road Network Limited**



**Sanjay Banka  
Chief Financial Officer and Company Secretary  
FCS - 3537**

**Date: 02.11.2017**

**Place: Kolkata**

**NOTES:**

1. **PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as Proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company. In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.

2. **Statement pursuant to Section 102:** The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies / Authorized Representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

5. **Communication:** Electronic copy of the Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of Electronic Voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of Electronic Voting along with Attendance Slip and Proxy Form is being sent through permitted mode.
6. **Registrar & Share Transfer Agents and Depository Participants:** Members holding Shares in physical mode are requested to intimate changes in their address to Karvy Computershare Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding Shares in electronic mode are requested to send the intimation for change of address and updation of bank account details to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
7. **Nomination Facility:** Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Karvy Computershare Private Limited, who will provide the form on request. Members holding shares in the demat form and desirous of making/changing Nomination in respect of their shareholdings in the Company may please contact their respective Depository Participant.
8. **Go Green Initiative:** The Company is sending Notices for General Meetings, Financial Statements, etc. through email to Members whose email IDs are registered with the RTA/Depository Participants. However, it is noticed that there are Members who have not registered their email IDs with the Company. Consequently, the Company is unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013, Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. Karvy Computershare Private Limited and Members holding Shares in demat mode who have still not registered their email IDs are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.
9. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited.
10. **Inspection of documents by Members:** All Statutory Registers and relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

11. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the Company on making requisition to the Company Secretary at the registered office of the Company or email at [cs@brnl.in](mailto:cs@brnl.in).

A Statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies during business hours on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting. Further, the documents shall also be available on the website of the Company [www.brnl.in](http://www.brnl.in).

12. Members may also note that the Notice of the meeting and the Annual Report for the Financial Year 2016-2017 will be available on the website of the company [www.brnl.in](http://www.brnl.in) and also on the website of the Karvy Computershare Private Limited (Karvy), the agency providing the E Voting facility.

### 13. Voting through electronic means (E- Voting)

I. **Remote e-voting:** 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, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s):
  - i). Use the following URL for e-voting: <https://evoting.karvy.com>
  - ii). Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No. /DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and password for casting your vote.
  - iii). After entering the details appropriately click on "LOGIN".
  - iv). You will reach the 'password change' menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc..). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v). You need to login again with the new credentials.
- vi). On successful login, the system will prompt you to select the EVENT i.e., BHARAT ROAD NETWORK LIMITED.
- vii). On the voting page, the number of shares (which represents the number of votes) as held by the member will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii). Members holding multiple folio/demat accounts shall choose the voting process separately for each folio/demat account.
- ix). Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x). Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at email [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Bharat Road Network Limited 10th AGM."
- xi). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Private Limited on 1800 345 4001 (toll free).

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- i). E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii). Please follow all steps from Sl. No. (i) to (xi) above to cast your vote by electronic means.

II. **Voting at AGM:** The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the venue of the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot paper shall be made available at the venue of 10th AGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

#### Other Instructions:

- a) The remote e-voting period commences on Wednesday, 13th December, 2017 at 9.00 a.m. (IST) and ends on Friday, 15th December, 2017 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 9th December, 2017, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time and the remote e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through remote e-voting, the member shall not be allowed to change it subsequently or cast the vote again.
- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 9th December, 2017, only shall be entitled to avail the facility of remote e-voting as well as voting at the 10th AGM through ballot paper. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
- c) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Mohd Mohsin Uddin – Senior Manager (Unit: Bharat Road Network Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- d) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e., 9th December, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i). If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + DP ID Client ID to 9212993399
    - Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    - Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    - Example for Physical:  
MYEPWD <SPACE> xxxx1234567890
  - ii). If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. / DP ID Client ID and PAN to generate a password.
  - iii). Member may call Karvy's toll free number 1800-3454-001.
  - iv). Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

14. **Attendance Registration:** Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
15. **Scrutinizer:** The Company has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, (FCS No.: 4515 and CP No.: 2551) of M/s M. R. & Associates, Practicing Company Secretaries Firm, as Scrutinizer for conducting the voting process (both remote e-voting and voting at the AGM) in a fair and transparent manner.
16. **Declaration of Results:** The Scrutinizer shall immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- The Results shall be declared either by the Chairman or by any Director authorized by the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s). Further, in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchanges, details of the Voting results in the prescribed format within 48 (forty eight) hours of conclusion of the Annual General Meeting (AGM). The results shall be uploaded on the NSE NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website [www.brnl.in](http://www.brnl.in) and on the website of Karvy <https://evoting.karvy.com> and communicated to the BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed, for placing the same on their website. The results shall also be placed on the notice board of the Company at its Registered Office.
17. **Distribution of Gifts:** In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
18. **Route Map:** A Route Map showing directions to reach to the venue of the 10th AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meeting" issued by The Institute of Company Secretaries of India (ICSI). The prominent landmark near the Venue is Infinity Building.
19. **Information of Directors pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting:** At the ensuing Meeting of the Company, Mr. Bajrang Kumar Choudhary (DIN: 00441872), Managing Director retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 on General Meeting, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below:

<b>Name of Director</b>	<b>Mr. Bajrang Kumar Choudhary (DIN: 00441872)</b>		
Date of Birth	22/06/1968		
Date of Appointment	23/03/2011 (Designated as Managing Director of the Company, for a period of 3 years w.e.f 1st November, 2016)		
Expertise in specific functional areas	He is a former Chief Executive Officer - Infrastructure Project Development of SREI, managing portfolio investments across Roads, Ports, Water and Economic Zones. He has previously served as the "Chairman- Expert Committee on Infrastructure" of Indian Chamber of Commerce. He has an experience of over two decades in infrastructure asset management, project development, project implementation, private equity and M&A.		
Qualification	He has completed his Bachelor of Commerce from Shriram College of Commerce, New Delhi and he is an Associate Member of The Institute of Chartered Accountant of India (ICAI).		
List of outside directorship held	1. Kolkata Mass Rapid Transit Private Limited 2. I Log Ports Private Limited 3. I Log Port (Dahej) Private Limited		
Membership / Chairmanship of Committees of other Boards (Audit Committee and Stakeholders Relationship Committee)	Name of Committee	Membership	Chairmanship
	Audit Committee	Nil	Nil
	Stakeholders Relationship Committee	Nil	Nil
Names of listed entities in which the person also holds the directorship	Bharat Road Network Limited		
Names of the Membership of Committees of the Board	Audit Committee	Members	
	Stakeholders Relationship Committee		
	Committee of Directors		
	Corporate Social Responsibility		
Shareholding in the Company	9,589 shares		
Relationship with other Directors, Managers and KMPs	Non- Related with any of the Directors and KMPs of the company.		
No. of Board Meetings attended during the Financial Year 2016-17 [out of 9 (Nine) held]	9 (Nine)		
Terms and conditions of Appointment or Re-appointment	Liable to retirement by rotation		

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**

**Item No. 4:**

Pursuant to the provisions of Section 88 and 94 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, the company is required to keep its Register of Members, Index of Members, Register and Index of Debenture Holders and Register of other Security holders at its Registered Office. However, the Act provides that a company can by passing a special resolution keep the aforesaid registers at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one tenth of the members entered in the Register of Members reside. For the purpose of administrative and servicing convenience, it is proposed to maintain and keep the Company’s Register of Members/Register of Debenture holders/Register of other security holders along with the index of members or any one or more of them, at the office of Company’s Registrar and Share Transfer Agent (RTA), or at such other place as the Board may decide from time to time decide, instead of maintaining the same at Registered Office of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent their shareholding, if any.

**Item No. 5:**

As required in the erstwhile Companies Act, 1956, the existing Object Clause III of the Memorandum of Association (MOA) of the Company has following 3 (Three) sub clauses–

- Main objects,
- Objects incidental or ancillary to the attainment of the Main Objects.
- Other objects

With a view to align the Object Clause of the Memorandum of Association (MOA) of the Company as per the requirement of the provisions of the Companies Act, 2013 it has been proposed to segregate the Objects Clause of MOA into two parts –

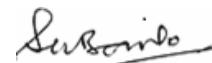
- The Objects to be pursued by the Company on its incorporation’ (Main Objects) and
- Matters which are necessary for furtherance of the Main Objects.

In view of the said requirements, the Objects Clause III (B) i.e. incidental or ancillary to the attainment of the Main Objects Clause are proposed to be altered/amended as described in the aforesaid resolution itself.

In terms of the provisions of Section 13 of the Companies Act, 2013, any amendment in the Object clause will required approved of the Members of the Company by means of Special Resolution. The Directors, therefore, recommend the Resolution under item no. 5 to be passed as Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any.

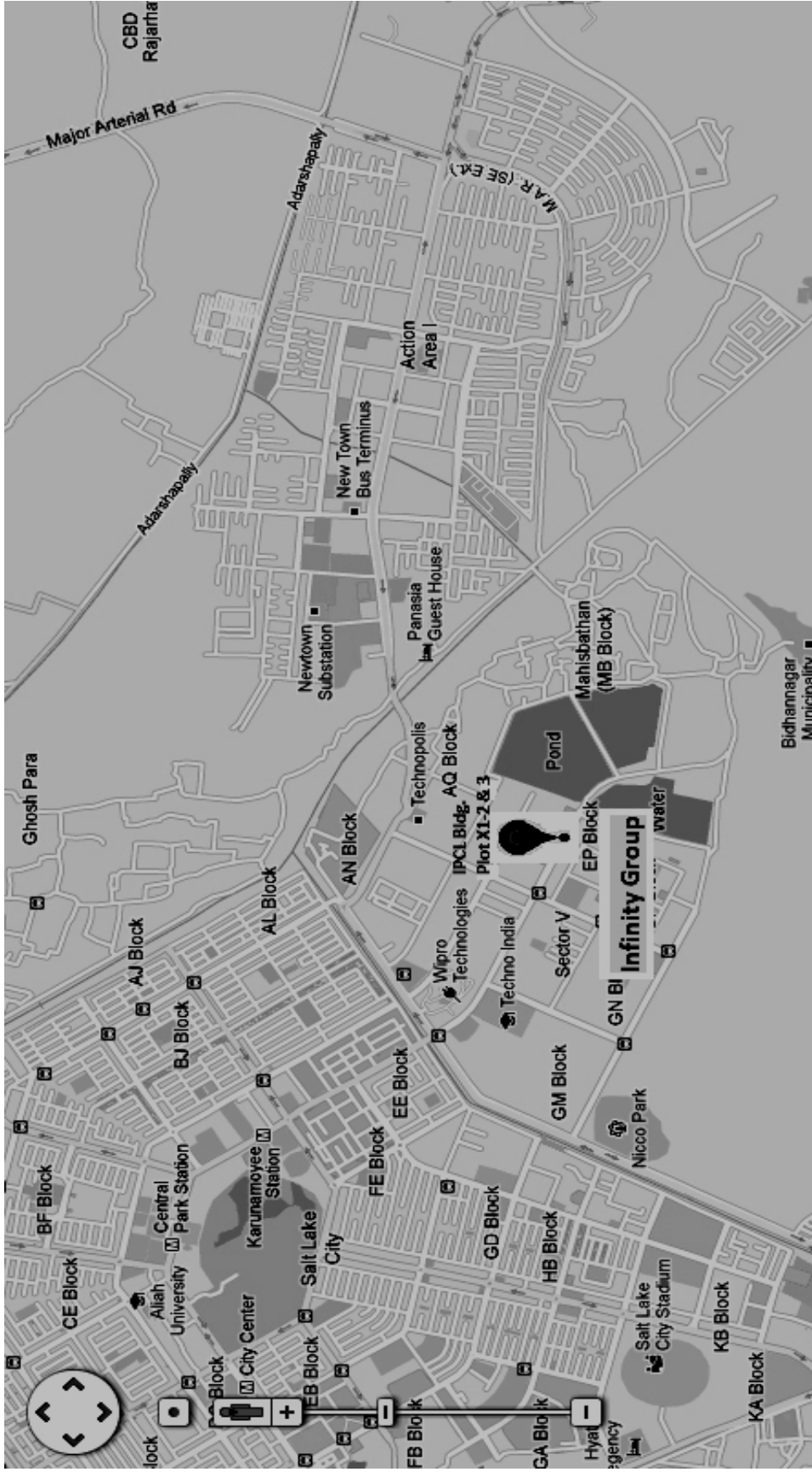
**By Order of the Board  
For Bharat Road Network Limited**



**Sanjay Banka  
Chief Financial Officer and Company Secretary  
FCS - 3537**

**Date: 02.11.2017  
Place: Kolkata**

# ROUTE MAP FOR AGM





**BHARAT ROAD NETWORK LIMITED**

CIN: U45203WB2006PLC112235

**Registered Office:** 5B, North-East Block, Vishwakarma Building,  
86C, Topsia Road (South), Kolkata – 700 046

**Tel No.** 033 – 6602 3609, **Fax No.** 033 – 6602 3243

**Website:** [www.brnl.in](http://www.brnl.in) **Email:** [cs@brnl.in](mailto:cs@brnl.in)

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company:	Bharat Road Network Limited
CIN:	U45203WB2006PLC112235
Registered office:	5B, North-East Block, Vishwakarma Building, 86C, Topsia Road (South), Kolkata – 700 046
Name of the member (s):	
Registered address:	
E-mail Id:	
DP ID / Client Id:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

- Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him
- Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him
- Name: ..... Address: .....  
E-mail Id: ..... Signature:.....,

as my/our proxy to attend and vote for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Saturday, 16th December, 2017 at 11:00 A.M at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>ORDINARY BUSINESS</b>	
1.	Adoption of - a. The audited Standalone Financial Statements of the Company for the year ended March 31, 2017, and the report of the Directors and Auditors thereon; b. The audited Consolidated Financial Statements of the Company for the year ended March 31, 2017, and the report of the Auditors thereon.
2.	Appointment of a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, seeks re-appointment.
3.	Appointment of Statutory Auditors, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, Kolkata and fixing their remuneration
<b>SPECIAL BUSINESS</b>	
4.	Approval for Maintenance of the Register of Members with the Registrar & Share Transfer Agent (RTA), Karvy Computershare Private Limited
5	Alteration of the Object Clause of the Memorandum of Association of the Company

Signed this..... day of..... 2017

Signature of Shareholder .....Signature of 1st Proxy holder .....

Signature of 2nd Proxy holder ..... Signature of 3rd Proxy holder .....

AFFIX REVENUE STAMP OF NOT LESS THAN RE.1
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**Note:**

- This form of Proxy in order to be effective should be duly completed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If appointed for more than 50 (fifty) Members, the Proxy shall choose any 50 (fifty) Members and confirm the same to the Company before the commencement of specified period for inspection. In case, the Proxy fails to do so, the Company shall consider only the first 50 (fifty) proxies received as valid.
- Any alteration or correction made to this Proxy form must be initialled by the signatory/signatories.
- Please affix appropriate Revenue Stamp before putting signature.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked “For”. If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked “Against”. If no direction is given, your Proxy may vote or abstain as he/she thinks fit.
- A proxy need not be a shareholder of the Company.





**BHARAT ROAD NETWORK LIMITED**

CIN: U45203WB2006PLC112235

**Registered Office:** 5B, North-East Block, Vishwakarma Building,  
86C, Topsia Road (South), Kolkata – 700 046

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**ATTENDANCE SLIP**

(to be handed over at the Registration Counter)

DP ID / Client ID :	<b>Sl. No.</b>
Name :	
Address :	
Joint Holder :	

I/We hereby record my/our presence at the **Tenth Annual General Meeting** of the Company on Saturday, December 16, 2017 at 11.00 A.M. at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091

Full name of Member/Proxy.....  
(IN BLOCK LETTERS)

.....  
**Signature of the Member/Proxy**

**Note:**

Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (Electronic Voting Event (Number))</b>	<b>USER ID</b>	<b>PASSWORD</b>

The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>End of remote e-voting</b>
From 9.00 a.m. (IST) on December 13, 2017	Upto 5.00 p.m. (IST) on December 15, 2017

The cut-off date for the purpose of remote e-voting & voting at the AGM is Saturday, December 09, 2017.