

BRNL/CS/2018-19/31 29th September, 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 BlockBandra-Kurla Complex, Bandra (E), Mumbai - 400 051 (NSE Symbol: BRNL)

Dear Sir,

Ref: Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: 11th (Eleventh) Annual General Meeting (AGM) of the Company

Kindly note that the 11th (Eleventh) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, September 28, 2018 at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091 at 3.30 P.M.

In this regard, please find attached, the following -

- 1. 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
- 2. Consolidated Scrutinizer's Report dated September 28, 2018 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 Ballot Paper voting at the AGM Venue).

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 your information and records.

Thanking you.

Yours faithfully,

For Bharat Road Network Limited

NARESH
MATHUR
MA

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 - 700 046
Tel.: +91 33 6602 3609 Fax: +91 33 6602 3243 Email: corporate@brnl.in
Website: www.brnl.in

SCRUTINIZER'S REPORT

(Voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper)

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

To,

The Chairman of the 11th (Eleventh) Annual General Meeting (AGM) of the Members of BHARAT ROAD NETWORK LIMITED (CIN: L45203WB2006PLC112235), held on Friday, 28th September, 2018 at 3:30 P.M. at India Power Corporation Limited Auditorium, Plot X1 – 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700091

Dear Sir,

- 1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & 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 voting at the venue of Annual General Meeting through ballot paper 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, as amended, 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 voting at the Annual General Meeting venue through ballot paper for the resolutions proposed in the Notice of 11th Annual General Meeting of the Members of the Company dated May 29, 2018. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper 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 11th AGM of the Company, based on the report provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

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Our Office:

46, B. B. Ganguly Street, 4th Floor R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com goenkamohan@gmail.com



- 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 starting from Tuesday, 25th September, 2018 at 9:00 a.m. (IST) and ending on Thursday, 27th September, 2018 at 5:00 p.m. (IST) 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 Karvy Computershare Private Limited (Karvy).
- 4. The Members holding equity shares as on the "cut-off date" i.e 21st September, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 11th Annual General Meeting.
- 5. At the end of the remote e-voting period i.e. Thursday, 27th September, 2018 at 5:00 p.m. (IST), the e-voting portal of the service provider was blocked forthwith.
- 6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper (for Members who could not cast their vote through remote e-voting) with the assistance of the Scrutinizer.
- 7. Immediately after the conclusion of voting at the venue of the AGM on the 28th day of September, 2018, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of CS Sneha Khaitan and CS Tanvee, 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 Karvy Computershare Private Limited (Karvy) i.e. https://evoting.karvy.com and based on such reports, we find that:
 - 35 Members have cast their votes through remote e-voting;
 - 17 Members have cast their votes through ballot papers at the AGM venue.

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

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Item No. 1 - Ordinary Resolution:

Adoption of -

- a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2018, and the Report of the Directors and Auditors thereon.
- b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018, and the report of the Auditors thereon.

Particulars	Y Visi		No. of vote	Percentage			
A DESCRIPTION OF THE PROPERTY	Remo	te E-Voting	Ballo	t paper		Total	(%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	34	70234153	17	77	51	70234230	99.9999
Dissent	1	73	0	0	1	73	0.01
Total	35	70234226	17	77	52	70234303	100.00
Abstain / Invalid	(***)				-		-

Item No. 2 - Ordinary Resolution:

Declaration of the Final Dividend of Rs. 0.50 (5%) per Equity Share and confirmation of the Interim Dividend of Rs. 0.50 (5%) per Equity Share, already paid during the year, for the Financial Year ended March 31, 2018.

Particulars	No. of votes contained in										
	Remo	te E-Voting	Ballo	ot paper		Total	(%)				
	No.	Votes	No.	Votes	No.	Votes					
Assent	34	70234153	17	77	51	70234230	99.9999				
Dissent	1	73	0	0	1	73	0.01				
Total	35	70234226	17	77	52	70234303	100.00				
Abstain / Invalid		-	-								

Item No. 3 - Ordinary Resolution:

Appointment of Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retire by rotation and being eligible, offers himself for re-appointment.

Particulars	F. Dull	No. of votes contained in									
	Remo	te E-Voting	Ballo	t paper		otal	(%)				
	No.	Votes	No.	Votes	No.	Votes					
Assent	32	70234007	17	77	49	70234084	99.9999				
Dissent	3	219	0	0	3	219	0.01				
Total	35	70234226	17	77	52	70234303	100.00				
Abstain / Invalid			(March				1220				

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Item No. 4 - Special Resolution:

Alteration in the Articles of Association of the Company

Particulars	N 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		No. of vote	es contained i	n	## 表述不足	Percentage (%)
	Remo	te E-Voting	Balle	ot paper		Total	
	No.	Votes	No.	Votes	No.	Votes	
Assent	34	70234153	17	77	51	70234230	99.9999
Dissent	1	73	0	0	1	73	0.01
Total	35	70234226	17	77	52	70234303	100.00
Abstain / Invalid	-	94K	:40)##	(44		F6.

Item No. 5 - Special Resolution:

Authorizations to the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed u/s 186 of the Companies Act, 2013.

Particulars	No. of votes contained in									
	Remo	te E-Voting	Balle	ot paper		Total	(%)			
	No.	Votes	No.	Votes	No.	Votes				
Assent	31	69713069	17	77	48	69713146	99.2580			
Dissent	4	521157	0	0	4	521157	0.7420			
Total	35	70234226	17	77	52	70234303	100.00			
Abstain / Invalid	श्चल	110 4	:##.	:H#:	(##S		Hb ?			

Item No. 6 - Ordinary Resolution:

Approval of Material Related Party Transactions.

Particulars		Percentage					
The second secon	Remo	te E-Voting	Ball	ot paper	100	(%)	
	No,	Votes	No.	Votes	No.	Votes	A.
Assent	32	69713142	17	77	49	69713219	99.2581
Dissent	3	521084	0	0	3	521084	0.7419
Total	35	70234226	17	77	52	70234303	100.00
Abstain / Invalid		****	***			***	<u> </u>

9. Based on the foregoing, the resolution no.(s) 1 to 6 have been passed with the requisite majority.

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All the relevant records relating to the 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 Meeting.

For MR & Associates SSC

Company Secreta

Comp Secreti

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M R Goenka

Partner

FCS No. 4515

C.P. No: 2551

Place : Kolkata

Date: 28 SEP 2018

Countersigned by:

Bharat Road Network Limited

Company Secretary

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BHARAT ROAD NETWORK LIMITED

Details regarding voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/ EGM	Friday, 28th September, 2018
Total number of shareholders on record date for voting (Cut off date for both evoting and	12,852
voing at the AGM Venue was Friday, 21st September, 2018)	
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	42
No. of Shareholders attended the meeting through Video Conferencing:	No Video Conferencing Facility was arranged
Promoters and Promoter Group:	
Public:	

AGENDA WISE DISCLOSURE

			ENDA WISE DI									
Resolution No.				1								
Resolution required: (Ordinary/ Special)	ORDINARY - Ad	•	ments of the Com	nany for the Financ	sial Voor onded Ma	mah 21 2019 taga	othou with the Done	out of the Dooud of				
	Directors and Au	The audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Boirectors and Auditors thereon. The audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 201 Stogether with the report										
	1 2	Consolidated Financial S	statements of the	Company for the	Financial Year en	ded March 31, 2	01 Stogether with	the report of the				
	Auditors thereon.											
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				
Promoter and Promoter Group	E-Voting	54,649,800	54,649,800	100.00	54,649,800	•	100.00	-				
	Poll		-	-	-	-	-	-				
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA				
	Total	54,649,800	54,649,800	100.00	54,649,800	-	100.00	-				
Public- Institutions	E-Voting	1,756,790	521,011	29.6570	521,011	-	100.00	-				
	Poll		-	-	-	-	-	-				
	Postal Ballot (if		NA	NA	NA	NA	NA	NA				
	applicable)											
	Total	1,756,790	521,011	29.657	521,011	-	100.00	-				
Public- Non Institutions	E-Voting	27,543,410	15,063,415	54.6897	15,063,342	73	99.9995	0.0004				
	Poll		77	-	77	-	100.00	-				
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA				
	Total	27,543,410	15,063,492	54.6897	15,063,419	73	100.00	0.0005				
	Total	83,950,000	70,234,303	83,6621	70,234,230	73	100.00	0.0001				

Resolution No.				2.					
Resolution required: (Ordinary/ Special)		declare final dividend o or the financial year ended			confirm the interin	n dividend of Rs.	0.50 per equity sl	nare, already paid	
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	
Promoter and Promoter Group	E-Voting	54,649,800	54,649,800	100.0000	54,649,800	-	100.00	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	54,649,800	54,649,800	100.00	54,649,800		100.00	-	
Public- Institutions	E-Voting	1,756,790	521,011	29.6570	521,011	-	100.00	-	
	Poll			-	-		-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	1,756,790	521,011	29.657	521,011		100.00	-	
Public- Non Institutions	E-Voting	27,543,410	15,063,415	54.6897	15,063,342	73	99.9995	0.0004	
	Poll		77	0.0003	77	-	100.00	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	27,543,410	15,063,492	54.69	15,063,419	73	100.00	0.0005	
	Total	83,950,000	70,234,303	83.6621	70,234,230	73	100.00	0.0001	

Resolution No.				3							
Resolution required: (Ordinary/ Special)		ORDINARY - To elect a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers hims for re-appointment.									
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			
Promoter and Promoter Group	E-Voting	54,649,800	54,649,800	100.00	54,649,800	-	100.00	-			
-	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA			
	Total	54,649,800	54,649,800	100.00	54,649,800		100.00	-			
Public- Institutions	E-Voting	1,756,790	521,011	29.657	521,011	-	100.00	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA			
	Total	1,756,790	521,011	29.657	521,011		100.00	-			
Public- Non Institutions	E-Voting	27,543,410	15,063,415	54.690	15,063,196	219	99.9985	0.0014			
	Poll		77	0.000	77	-	100.00	-			
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA			
	Total	27,543,410	15,063,492	54.690	15,063,273	219	99.9985	0.0015			
	Total	83,950,000	70,234,303	83.6621	70,234,084	219	99.9997	0.0003			



BHARAT ROAD NETWORK LIMITED

Details regarding voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

		b per regulation (1)(b) or						
Resolution No.				4				
Resolution required: (Ordinary/ Special)	SPECIAL - Altera	ation in the Articles of As	sociation (AOA) o	f 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
Promoter and Promoter Group	E-Voting	54,649,800	54,649,800	100.0000	54,649,800	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	54,649,800	54,649,800	100.00	54,649,800	-	100.00	-
Public- Institutions	E-Voting	1,756,790	521,011	29.6570	521,011	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	1,756,790	521,011	29.657	521,011	-	100.00	-
Public- Non Institutions	E-Voting	27,543,410	15,063,415	54.6897	15,063,342	73	99.9995	0.0004
	Poll		77	0.0003	77	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	27,543,410	15,063,492	54.69	15,063,419	73	99.9995	0.0005
	Total	83,950,000	70,234,303	83.6621	70,234,230	73	99.9999	0.0001

Resolution No.				5							
Resolution required: (Ordinary/ Special)	SPECIAL - Author 186 of the Compa	orization to the Board of I nies Act, 2013	Directors of the Co	ompany for approv	ing loans, guarante	es and investment	ts in excess of limits	s prescribed u/s			
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			
Promoter and Promoter Group	E-Voting	54,649,800	54,649,800	100.00	54,649,800	-	100.00	-			
-	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA			
	Total	54,649,800	54,649,800	100.00	54,649,800		100.00	-			
Public- Institutions	E-Voting	1,756,790	521,011	29.6570	-	521,011	-	100.00			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA			
	Total	1,756,790	521,011	29.6570	-	521,011		100.00			
Public- Non Institutions	E-Voting	27,543,410	15,063,415	54.6897	15,063,269	146	99.9990	0.0009			
	Poll		77	0.0003	77	-	100.00	-			
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA			
	Total	27,543,410	15,063,492	54.690	15,063,346	146	99.9990	0.0010			
	Total	83,950,000	70,234,303	83.6621	69,713,146	521,157	99.2580	0.7420			

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - 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
Promoter and Promoter Group	E-Voting	54,649,800	54,649,800	100.00	54,649,800	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	54,649,800	54,649,800	100.00	54,649,800	-	100.00	
Public- Institutions	E-Voting	1,756,790	521,011	29.6570	-	521,011	-	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	1,756,790	521,011	29.657	-	521,011		100.00
Public- Non Institutions	E-Voting	27,543,410	15,063,415	54.6897	15,063,342	73	99.9995	0.0004
	Poll		77	0.0003	77	-	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	27,543,410	15,063,492	54.69	15,063,419	73	99.9995	0.0005
	Total	83,950,000	70,234,303	83.6621	69,713,219	521,084	99.2581	0.7419

