Quarterly Compliance Report on Corporate Governance

1. Name of the Entity: Bharat Road Network Limited

2. Quarter Ending : 30th June, 2022

I. Com	position of Board of	Directors										
Title	Name of the	DIN	Category	Initial	Date of	Date of	*Tenure	Date of	#No. of	No of	Number of	No. of post of
(Mr./	Director		(Chairperson /	Date of	Re -	Cessati	(in	Birth	Directorship	Independent	memberships	Chairperson in
Ms.)			Executive / Non-Executive /	Appoin tment	Appoint ment	on	months)		in listed entities	Directorship in listed	in Audit/ Stakeholder	Audit/ Stakeholder Committee held in
			independent /	tinent	ment				including	entities	Committee(s)	listed entities
			Nominee)&						Bharat Road	including this	including	including Bharat
									Network	listed entity	Bharat Road	Road Network
									Limited	[in reference	Network Limited	Limited (Refer
									(Refer Regulation	to proviso to regulation	(Refer	Regulation 26(1) of Listing Regulations)
									25(1) of	17A(1)]	Regulation	Listing Regulations)
									Listing		26(1) of Listing	
	**								Regulations)		Regulations)	
Ms.	**Dr. Tuk Tuk	06547361	Non-Executive	06.10.	06.10.	-	68	06.08.	1	1	Audit	Audit Committee –
	Ghosh Kumar		- Independent	2016	2021			1955			Committee – 3	
			Director								Stakeholders	Stakeholders
											Relationship	Relationship
											Committee - 0	Committee – 0
Prof.	***Santanu Ray	00642736	Non-Executive	30.07.	-	-	35	30.06.	3	3	Audit	Audit Committee –
	-		- Independent	2019				1949			Committee – 3	1
			Director									
											Stakeholders	Stakeholders
											Relationship	Relationship
											Committee - 1	Committee – 0

I. Com	position of Board of	Directors										
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)&	Initial Date of Appoin tment	Date of Re - Appoint ment	Date of Cessati on	*Tenure (in months)	Date of Birth	#No. of Directorship in listed entities including Bharat Road Network Limited (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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.	****Bajrang Kumar Choudhary	00441872	Executive Director- Managing Director	23.03. 2011	01.11.20 19	-	-	22.06. 1968	1	-	Audit Committee – 0 Stakeholders Relationship Committee – 1	Audit Committee – 0 Stakeholders Relationship Committee –0
Mr.	⁺ Brahm Dutt	05308908	Non-Executive - Independent Director, Chairperson	14.05. 2020	-	-	25	05.07.1 950	1	1	Audit Committee – 1 Stakeholders Relationship Committee – 1	Audit Committee – 1 Stakeholders Relationship Committee – 0
Mr.	^Praful Tayal	00826834	Non-Executive - Independent Director	14.05. 2020	-	-	25	30.01.1 955	1	1	Audit Committee – 2 Stakeholders Relationship Committee – 1	Audit Committee – 1 Stakeholders Relationship Committee – 1
Mr.	*****Vipin Kumar Saxena	08889866	Non-Executive - Independent Director	25.09.2 020	-	30.05.20 22	20	01.12.1 958	1	1	NIL	NIL

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

^{\$}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.

**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 years and regularised at the EGM held on 18.10.2016. She was further re-appointed as an Independent Director for a second term of 5 consecutive years w.e.f. 06.10.2021.

*** Prof. Santanu Ray was appointed as an Independent Director of the Company w.e.f. 30.07.2019 for a period of 5 years and he was regularised at the 12th Annual General Meeting of the Company.

****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 and regularised at the AGM held on 14.12.2019.

+Mr. Brahm Dutt was appointed as an Independent Director of the Company w.e.f. 14.05.2020 for a period of 5 years and regularised at the AGM held on 25.09.2020.

^Mr. Praful Tayal was appointed as an Independent Director of the Company w.e.f. 14.05.2020 for a period of 5 years and regularised at the AGM held on 25.09.2020.

*****Mr. Vipin Kumar Saxena was appointed as an Additional Director (Category: Independent) of the Company w.e.f. 25.09.2020 for a period of 5 years and regularised at the AGM held on 29.09.2021. He further resigned as an Independent Director w.e.f. 30.05.2022.

*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*	II. Composition of Committees*										
[#] Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)&	Date of Appointment	Date of Cessation						
1. Audit Committee	Yes	Mr. Brahm Dutt	Chairman and Non-Executive - Independent Director	24.07.2020	-						
		Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	12.02.2019	-						
		Prof. Santanu Ray	Non-Executive - Independent Director	10.11.2019							
2. Nomination & Remuneration Committee	Yes	Prof. Santanu Ray	Chairman and Non-Executive - Independent Director	25.11.2019	-						
		Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive -Independent Director	29.05.2018	-						
		Mr. Brahm Dutt	Non-Executive - Independent Director	24.07.2020	-						

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II. Composition of Committees*											
[#] Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) ^{&}	Date of Appointment	Date of Cessation						
3. Risk Management Committee	isk 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 Committee Relationship	Yes	Mr. Praful Tayal	Chairman and Non-Executive - Independent Director	24.07.2020	-						
		Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director	24.07.2020	-						
		Mr. Brahm Dutt	Non-Executive - Independent Director	24.07.2020	-						
5. Corporate Social Responsibility	Yes	Dr. (Ms.) Tuk Tuk Ghosh Kumar	Chairman and Non-Executive - Independent Director	17.10.2016	-						
		Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director	17.10.2016	-						
		Mr. Praful Tayal	Non-Executive - Independent Director irector fits into more than one category write all	24.07.2020	-						

[&]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									
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)				
11.02.2022	27.04.2022	Yes	5	4	74				
11.02.2022 <u>30.05.2022</u> Yes <u>5</u> <u>4</u> 74									
*to be filled in only for the current quarter meetings									

IV. Meetings of C	ommittees								
Date(s) of meeting of the committee in the relevant quarter		n Wheth requirem Quorum (details	ent of met	Number of Directors present*Number of independent directors present*			Date(s) of meeting ofthe committee in the previous quarter	Maximum gap between any tw consecutive meetings in numb of days*	
Audit Committee		•							
27.04	.2022	Yes		3	3		11.02.2022	-	74
30.05	5.2022	Yes		3	3		11.02.2022		-
Date(s) of meeting of the committee in the relevant quarter	meeting of the committee in therequirement of Quorum		irectors t	Number of independent directors present*		Da	ate(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days*
Nomination and R	kemuneration Cor	nmittee		1		I			
30.05.2022	30.05.2022 Yes			3 -			-		
committee in th	Date(s) of meeting of the W committee in the relevant quarter		ement net	Number Number of of independent Directors directors present*			committee in the previous consecutive n		between any two betings in number days*
Stakeholders Rela	ationship Commit	tee		•					
30.05.2	2022	Yes		3	2		-		-
Date(s) of meeting of the committee in the relevant quarter	eeting of the ommittee in the relevant quarter			umber of tors present	Number of independent directors present*		nt Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days*
Corporate Social	Responsibility Co	mmittee							
28.05.2022	Yes			3	2		-		-

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Risk Management Committee 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 Subject 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 N.A. reviewed by Audit Committee N.A. Note: N.A. 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 Lister 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. No 2. The composition of the following committee · Yes a. Audit Committee (applicable to the top 100 listed entities) - N.A. 3. The commositie of Directors and the above committee shave been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes b. Nomination & Remuneration Committee - Yes . c. Stak	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*						
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V. Related Party Transactions Subject Compliance Status (Yes/No/NA) 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 N.A. reviewed by Audit Committee N.A. Note: 1. 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 Lister 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. 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015. No 2. The sumeration Committee - Yes c. Stakeholders Relationship Committee - Yes c. Stakeholders Relationship Committee - Yes d. Rick Management Committee of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes 3. The commena												
Subject Compliance Status (Yes/No/NA) 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 N.A. reviewed by Audit Committee N.A. Note: N.A. 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 Lister 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 VI. Affirmations: 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No 2. The composition of the following committee - Yes . Stakeholders Relationship Committee - Yes a. Audit Committee - Yes . Stakeholders Relationship Committee - Yes 3. The committee Board be and a bave committees have been nade 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			ommittee, for rest	of the committees giv	ring this information is optional							
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 N.A. reviewed by Audit Committee N.A. Note: 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 Lister 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. 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No 2. The acomposition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. No 3. The commistive members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 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 t	V. Related Party Transac											
Whether shareholder approval obtained for material RPT Yes Whether details of RPT entered into pursuant to omnibus approval have been N.A. veriewed 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 Lister 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. YI. Affirmations: 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No 2. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. No 2. a. Audit Committee - Yes 5. b. Nomination & Remuneration Committee - Yes 6. c. Stakeholders Relationship Committee - Yes 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) Regulation, 2015 - Yes 5. T	Whather price approval of audit as	5			A 1	es/No/NA)						
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directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than the immediate next meeting of	6. Any comments/observation not in compliance with Regula	ns/advice of Board of Direc ation 17(1)(c) of SEBI LOI	ctors may be men	tioned here- W.r.t. the	e Affirmation no. 1, we would li							
sourd of an events of an event of such value	directors of the listed entity sl	hall be replaced by a new in	ndependent direc	tor by listed entity at								

Therefore, the Company has time to induct a new Independent Director on or before 30th August, 2022.

Although the Company has time till 30th August, 2022 to fill in the vacancy, the Company is still making this disclosure as a matter of abundant caution to meet with the requirements of Corporate Governance.

Sd/-Naresh Mathur Company Secretary and Compliance Officer FCS: 4796