

Quarterly Compliance Report on Corporate Governance

1. Name of the Entity: Bharat Road Network Limited

2. Quarter Ending : 30th June, 2022

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)&	Initial Date of Appointment	Date of Re - Appointment	Date of Cessation	*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)
Ms.	**Dr. Tuk Tuk Ghosh Kumar	06547361	Non-Executive - Independent Director	06.10.2016	06.10.2021	-	68	06.08.1955	1	1	Audit Committee – 3 Stakeholders Relationship Committee - 0	Audit Committee – 1 Stakeholders Relationship Committee – 0
Prof.	***Santanu Ray	00642736	Non-Executive - Independent Director	30.07.2019	-	-	35	30.06.1949	3	3	Audit Committee – 3 Stakeholders Relationship Committee - 1	Audit Committee – 1 Stakeholders Relationship Committee – 0

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)*	Initial Date of Appointment	Date of Re - Appointment	Date of Cessation	*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	01.11.2019	-	-	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	05.07.1950	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	30.01.1955	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	25.09.2020	-	30.05.2022	20	01.12.1958	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*					
#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	-

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	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	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
	30.05.2022	Yes	5	4	

*to be filled in only for the current quarter meetings

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>Number of Directors present*</i>	<i>Number of independent directors present*</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					
27.04.2022	Yes	3	3	11.02.2022	74
30.05.2022	Yes	3	3		
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</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 and Remuneration Committee					
30.05.2022	Yes	3	3	-	-
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</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 Committee					
30.05.2022	Yes	3	2	-	-
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</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>
Corporate Social Responsibility Committee					
28.05.2022	Yes	3	2	-	-

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present</i>	<i>Number of independent directors present*</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.					
*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:					
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. No					
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 – Yes					
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors- Yes.					
6. Any comments/observations/advice of Board of Directors may be mentioned here- W.r.t. the Affirmation no. 1, we would like to state that currently, we are not in compliance with Regulation 17(1)(c) of SEBI LODR Regulations, 2015 because of the resignation of Mr. Vipin Kumar Saxena, Independent Director of the Company w.e.f. 30th May, 2022.					
It may please be noted that in terms of Regulation 25(c) of SEBI LODR Regulations, 2015, an independent director who resigns or is removed from the board of 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 the board of directors or three months from the date of such vacancy, whichever is later.					

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