



**BRNL/CS/2022-23/25**

**29th September, 2022**

**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 Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051  
(NSE Symbol: BRNL)

Dear Sir,

**Sub: 15th (Fifteenth) Annual General Meeting (AGM) of the Company**

Kindly note that the 15th (Fifteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Thursday, 29th September, 2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

In this regard, please find attached the following -

1. Proceedings of the 15th (Fifteenth) Annual General Meeting (AGM) of the Company pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. 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
3. Consolidated Scrutinizer's Report dated 29th September, 2022 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 e-voting at e-AGM through Insta Poll).

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](http://www.brnl.in) and on the website of KFin Technologies Limited <https://evoting.kfintech.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 information and records.

Thanking you.

Yours faithfully,

For **Bharat Road Network Limited**

**Bajrang Kumar Choudhary**  
**Managing Director**  
**DIN - 00441872**

**Bharat Road Network Limited**

CIN: L45203WB2006PLC112235

**Registered Office:** Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091

**Tel.:** +91 33 6666 2700 **Email:** corporate@brnl.in

**Website:** www.brnl.in



**Gist of the proceedings of the 15th (Fifteenth) Annual General Meeting (AGM) of Bharat Road Network Limited held on September 29, 2022**

The 15th (Fifteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Thursday, September 29, 2022 at 2:30 P.M. (IST) through Video Conferencing (VC) in accordance with the guidelines stipulated by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Mr. Brahm Dutt, Chairman of the Board of Directors, chaired the proceedings of the Meeting. The Meeting was attended by 57 (Fifty Seven) Members (including authorised representatives). Participation of Members through video conference was reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

The Chairman informed the Members that the requisite quorum was present to conduct the proceedings of the Meeting and called the Meeting to order. The Quorum was present throughout the Meeting.

The Meeting was attended by all the Directors except Mr. Rakesh Kumar Gupta (DIN: 06806891) Non-Executive Non Independent Director who could not attend due to personal reasons.

The Company Secretary, representatives of Statutory Auditor and the Secretarial Auditor were also present during the meeting.

The Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company also attended the Meeting.

The Chairman and the Company Secretary informed the Members about the regulatory aspects pertaining to participation at the Meeting through VC. The Chairman stated that the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.

The Chairman also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM, have been made available electronically for inspection by the Members during the AGM. Thereafter, the Chairman delivered his speech. He gave an overview of the financial and operational performance of the Company for the Financial Year ended on March 31, 2022, the challenges faced by the Company and also briefed the members about future outlook and way ahead.

He further informed that the Statutory Auditors of the Company have given Qualified Opinion in their Auditor's Report dated 30th May, 2022 on the Annual Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022. Such qualification in the Annual Financial Statements was then read out at the Annual General Meeting and attention of the Members present was drawn to the explanations / comments given by the Board of Directors in their Report.

It was informed that there were no qualifications, reservation or adverse remark in the Report of the Secretarial Auditors of the Company.

With the consent of the Members present, the AGM Notice, Report of Board of Directors, Auditors' Report and Secretarial Audit Report for the financial year ended on March 31, 2022 were taken as read.

The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration)

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Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the 15th AGM to cast their vote electronically. He informed that the Company provided remote e-voting facility to its Members for a period of 4 (Four) days commencing from Sunday, 25th September, 2022 (9.00 a.m. IST) and ending on Wednesday, 28th September, 2022 (5.00 p.m. IST).

The Chairman further informed the Members attending the AGM through video conferencing that the facility for voting through electronic voting system (i.e. Insta Poll) was made available during the meeting for those Members who have not cast their vote through Remote e-voting. He further informed that the Company has engaged the services of KFin Technologies Limited (KFintech) as the authorized agency to provide e-voting facility (Remote e-voting as well as e-voting at e-AGM through Insta Poll) and has appointed Mr. Mohan Ram Goenka, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551) as the Scrutinizer for the purpose of scrutinizing the electronic voting process (Remote e-voting as well as e-voting at e-AGM through Insta Poll) in a fair and transparent manner.

The Chairman thereafter invited the Members to raise questions, offer comments or seek clarifications on the Annual Report and financial statements or any of the items stated in the Notice of the 15th AGM of the Company. Upon the Members completing their submissions / questions, the Managing Director furnished requisite clarifications / answers to all the relevant queries raised by the Members.

Thereafter, the Chairman informed the Members that in accordance with applicable provisions, since all the resolutions set out in the AGM Notice have already been put to vote during the remote e-voting period there was no requirement to propose or second the resolutions as set out in the AGM Notice. Accordingly, all the 6 (Six) resolutions as per the Notice of the AGM dated 19th August, 2022 were transacted at the meeting.

Thereafter, the Chairman announced activation of the window for e-voting through Insta Poll for those Members attending the AGM and who could not cast their vote through remote e-voting. He further stated that the window for electronic voting shall remain open till 15 minutes post conclusion of the Question & Answer session and will be closed thereafter.

The Chairman thereafter authorized either of Mr. Bajrang Kumar Choudhary, Managing Director and Mr. Naresh Mathur, Company Secretary, to declare the result of e voting (Remote e-voting as well as Insta Poll) and announced that the e-voting results shall be submitted to the Stock Exchanges in the prescribed format and the said results alongwith the Scrutinizer's Consolidated Report on remote e-voting and electronic voting through Insta Poll, shall also be placed on the Company's website [www.brnl.in](http://www.brnl.in) and KFintech's website <https://evoting.kfintech.com>. He further informed that the results shall also be placed on the notice board of the Company at its Registered Office.

Thereafter, the electronic voting through Insta Poll was conducted smoothly. Based on the Consolidated Scrutinizer's Report dated September 29, 2022, following resolutions were passed / not passed by the Members with requisite majority:

<b>Resolution No.</b>	<b>Resolutions Description</b>	<b>Result</b>
1	Consideration and adoption of – a) The Audited Standalone Financial Statement of the Company for	passed by the Members with requisite

## Bharat Road Network Limited

CIN: L45203WB2006PLC112235

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<b>Resolution No.</b>	<b>Resolutions Description</b>	<b>Result</b>
	the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon. ( <b>Ordinary Resolution</b> )  b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon. ( <b>Ordinary Resolution</b> )	majority
2.	Appointment of Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself for re-appointment. ( <b>Ordinary Resolution</b> )	
3.	Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration years ( <b>Special Resolution</b> )	
4.	Re-appointment of Mr. Bajrang Kumar Choudhary (DIN: 00441872) as the Managing Director (MD) of the Company, liable to retire by rotation ( <b>Special Resolution</b> )	Not passed by the Members with requisite majority
5.	Appointment of Mr. Rakesh Kumar Gupta (DIN: 06806891) as a Director (Category – Non-Executive and Non-Independent) of the Company liable to retire by rotation ( <b>Ordinary Resolution</b> )	passed by the Members with requisite majority
6.	Approval of Related Party Transactions ( <b>Ordinary Resolution</b> )	majority

Based on the Consolidated Scrutinizer's Report dated September 29, 2022, Resolution No. 4 viz. Re-appointment of Mr. Bajrang Kumar Choudhary (DIN: 00441872) as the Managing Director (MD) of the Company (**Special Resolution**) failed to receive requisite number of votes in favour by the shareholders under remote e-voting and e-voting at the AGM and hence the resolution was not passed at the said AGM.

The Meeting concluded at 03:48 P.M. (including the time allowed for e-voting at the AGM) with a vote of thanks to the Chairman.

For **Bharat Road Network Limited**

**Bajrang Kumar Choudhary**  
**Managing Director**  
**DIN - 00441872**

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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	29-09-2022
Total number of shareholders on record date	21,482
No. of shareholders present in the meeting either in person or through proxy:	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
<b>Promoters and Promoter Group:</b>	4
<b>Public:</b>	53

AGENDA WISE DISCLOSURE

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon. b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, together 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,51,29,800	2,84,99,800	63.1507	2,84,99,800	-	100.0000	-	-	-
	Poll		-	-	-	-	-	-	-	1,66,30,000
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	<b>Total (A)</b>	<b>4,51,29,800</b>	<b>2,84,99,800</b>	<b>63.1507</b>	<b>2,84,99,800</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>16630000</b>
Public- Institutions	E-Voting	921	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	<b>Total (B)</b>	<b>921</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	3,88,19,279	1,38,44,820	35.6648	1,38,44,819	-	99.9999	-	-	2
	Poll		2	-	2	-	100.0000	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	<b>Total (C)</b>	<b>3,88,19,279</b>	<b>1,38,44,822</b>	<b>35.6648</b>	<b>1,38,44,821</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>2</b>
<b>Total (A+B+C)</b>	<b>8,39,50,000</b>	<b>4,23,44,622</b>	<b>50.4403</b>	<b>4,23,44,621</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>16630002</b>	

Resolution No.		2									
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint a Director in place of Mr. Bajrang Kumar Choudhary (DIN: 00441872), who retires by rotation and being eligible, offers himself 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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	4,51,29,800	2,84,99,800	63.1507	2,84,99,800	-	100.0000	-	-	-	
	Poll		1,66,30,000	36.8493	-	1,66,30,000	-	100.0000	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (A)</b>	<b>4,51,29,800</b>	<b>4,51,29,800</b>	<b>100.0000</b>	<b>2,84,99,800</b>	<b>1,66,30,000</b>	<b>63.1507</b>	<b>36.8493</b>	-	-	
Public- Institutions	E-Voting	921	-	-	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (B)</b>	<b>921</b>	-	-	-	-	-	-	-	-	
Public- Non Institutions	E-Voting	3,88,19,279	1,38,35,054	35.6396	1,38,25,930	9,124	99.9340	0.0659	-	9,768	
	Poll		2	-	2	-	100.0000	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (C)</b>	<b>3,88,19,279</b>	<b>1,38,35,056</b>	<b>35.6396</b>	<b>1,38,25,932</b>	<b>9,124</b>	<b>99.9341</b>	<b>0.0659</b>	-	<b>9768</b>	
<b>Total (A+B+C)</b>	<b>8,39,50,000</b>	<b>5,89,64,856</b>	<b>70.2381</b>	<b>4,23,25,732</b>	<b>1,66,39,124</b>	<b>71.7813</b>	<b>28.2187</b>	-	<b>9768</b>		

Resolution No.		3									
Resolution required: (Ordinary/ Special)		ORDINARY - To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.									
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	4,51,29,800	2,84,99,800	63.1507	2,84,99,800	-	100.0000	-	-	-	
	Poll		1,66,30,000	36.8493	1,66,30,000	-	100.0000	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (A)</b>	<b>4,51,29,800</b>	<b>4,51,29,800</b>	<b>100.0000</b>	<b>4,51,29,800</b>	-	<b>100.0000</b>	-	-	-	
Public- Institutions	E-Voting	921	-	-	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (B)</b>	<b>921</b>	-	-	-	-	-	-	-	-	
Public- Non Institutions	E-Voting	3,88,19,279	1,38,44,647	35.6644	1,38,35,648	9,001	99.9349	0.0650	-	175	
	Poll		2	-	2	-	100.0000	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (C)</b>	<b>3,88,19,279</b>	<b>1,38,44,649</b>	<b>35.6644</b>	<b>1,38,35,648</b>	<b>9,001</b>	<b>99.9350</b>	<b>0.0650</b>	-	<b>175</b>	
<b>Total (A+B+C)</b>	<b>8,39,50,000</b>	<b>5,89,74,449</b>	<b>70.2495</b>	<b>5,89,65,448</b>	<b>9,001</b>	<b>99.9847</b>	<b>0.0153</b>	-	<b>175</b>		

Resolution No.		4									
Resolution required: (Ordinary/ Special)		SPECIAL - Re-appointment of Mr. Bajrang Kumar Choudhary (DIN: 00441872) as the Managing Director (MD) of the Company, liable to retire by rotation									
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	4,51,29,800	2,84,99,800	63.1507	2,84,99,800	-	100.0000	-	-	-	
	Poll		1,66,30,000	36.8493	-	1,66,30,000	-	100.0000	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (A)</b>	<b>4,51,29,800</b>	<b>4,51,29,800</b>	<b>100.0000</b>	<b>2,84,99,800</b>	<b>1,66,30,000</b>	<b>63.1507</b>	<b>36.8493</b>	-	-	
Public- Institutions	E-Voting	921	-	-	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-	-		
	<b>Total (B)</b>	<b>921</b>	-	-	-	-	-	-	-		
Public- Non Institutions	E-Voting	3,88,19,279	1,38,35,054	35.6396	1,38,25,930	9,124	99.9340	0.0659	-	9,768	
	Poll		2	-	2	-	100.0000	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (C)</b>	<b>3,88,19,279</b>	<b>1,38,35,056</b>	<b>35.6396</b>	<b>1,38,25,932</b>	<b>9,124</b>	<b>99.9341</b>	<b>0.0659</b>	-	<b>9768</b>	
<b>Total (A+B+C)</b>		<b>8,39,50,000</b>	<b>5,89,64,856</b>	<b>70.2381</b>	<b>4,23,25,732</b>	<b>1,66,39,124</b>	<b>71.7813</b>	<b>28.2187</b>	-	<b>9768</b>	

Resolution No.		5									
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of Mr. Rakesh Kumar Gupta (DIN: 06806891) as a Director (Category – Non-Executive and Non-Independent) of the Company liable to retire by rotation									
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	4,51,29,800	2,84,99,800	63.1507	2,84,99,800	-	100.0000	-	-	-	
	Poll		-	-	-	-	-	-	-	1,66,30,000	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (A)</b>	<b>4,51,29,800</b>	<b>2,84,99,800</b>	<b>63.1507</b>	<b>2,84,99,800</b>	-	<b>100.0000</b>	-	-	<b>16630000</b>	
Public- Institutions	E-Voting	921	-	-	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-	-		
	<b>Total (B)</b>	<b>921</b>	-	-	-	-	-	-	-		
Public- Non Institutions	E-Voting	3,88,19,279	1,38,44,643	35.6643	1,38,44,519	124	99.9991	0.0008	-	179	
	Poll		2	-	2	-	100.0000	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	
	<b>Total (C)</b>	<b>3,88,19,279</b>	<b>1,38,44,645</b>	<b>35.6643</b>	<b>1,38,44,521</b>	<b>124</b>	<b>99.9991</b>	<b>0.0009</b>	-	<b>179</b>	
<b>Total (A+B+C)</b>		<b>8,39,50,000</b>	<b>4,23,44,445</b>	<b>50.4401</b>	<b>4,23,44,321</b>	<b>124</b>	<b>99.9997</b>	<b>0.0003</b>	-	<b>16630179</b>	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of 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	Votes Invalid	Votes Abstained
<b>Promoter and Promoter Group</b>	E-Voting	4,51,29,800	70,49,800	15.6212	70,49,800	-	100.0000	-	-	2,14,50,000
	Poll		-	-	-	-	-	-	-	1,66,30,000
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	<b>Total (A)</b>	<b>4,51,29,800</b>	<b>70,49,800</b>	<b>15.6212</b>	<b>70,49,800</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	<b>-</b>	<b>38080000</b>
<b>Public- Institutions</b>	E-Voting	921	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	<b>Total (B)</b>	<b>921</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-Voting	3,88,19,279	1,38,35,154	35.6399	1,38,26,080	9,074	99.9344	0.0655	-	9,668
	Poll		2	-	2	-	100.0000	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-
	<b>Total (C)</b>	<b>3,88,19,279</b>	<b>1,38,35,156</b>	<b>35.6399</b>	<b>1,38,26,082</b>	<b>9,074</b>	<b>99.9344</b>	<b>0.0656</b>	<b>-</b>	<b>9668</b>
<b>Total (A+B+C)</b>	<b>8,39,50,000</b>	<b>2,08,84,956</b>	<b>24.8779</b>	<b>2,08,75,882</b>	<b>9,074</b>	<b>99.9566</b>	<b>0.0434</b>	<b>-</b>	<b>38089668</b>	



# MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

## CONSOLIDATED SCRUTINIZER'S REPORT

**(Voting through Remote e-voting, and e-voting at e-AGM)**

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

To,

The Chairman of the Fifteenth Annual General Meeting (AGM) of the Members of Bharat Road Network Limited (CIN: L45203WB2006PLC112235), held on Thursday, 29th day of September, 2022 at 2.30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & 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 e-voting at e-AGM 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 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 e-voting at e-AGM for the resolutions proposed in the Notice of Fifteenth Annual General Meeting of the Members of the Company dated August 19, 2022 ("Notice") issued in accordance with General Circular No. 02/2022 dated May, 05, 2022, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 15th AGM of the Company is being conducted through



VC/OAVM. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and e-voting at the Annual General Meeting 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" and / or "against" and / or "abstained from voting" on the resolutions proposed in the Notice of the Fifteenth AGM of the Company, based on the report provided by KFin Technologies Private Limited (KFintech), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

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 4 (Four) days from Sunday, September 25, 2022 (9.00 a.m.) till Wednesday, September 28, 2022 (5.00 p.m.) 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 KFin Technologies Limited (KFintech).
4. The Members holding equity shares as on the "cut-off date" i.e. September 22, 2022 were entitled to vote on the resolutions proposed in the Notice calling the Fourteenth Annual General Meeting.
5. At the end of the remote e-voting period on Wednesday, September 28, 2022 (5.00 p.m.), the voting portal of the service provider was blocked forthwith for the purpose of remote e-voting.
6. After transacting the business at the meeting, the Chairman ordered for e-voting through Insta Poll for those Members who could not cast their vote through remote e-voting.
7. After the conclusion of e-voting at e-AGM on the 29<sup>th</sup> day of September, 2022, the votes cast were unblocked in the presence of two witness 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" and / or "against" and / or "abstained from voting" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of KFin Technologies Limited (KFintech) i.e. <https://evoting.kfintech.com> and based on such reports-

104 Members have cast their votes through remote e-voting;  
3 Members have cast their votes through e-voting at e-AGM.



The brief analysis of the results of the voting through Remote e-voting and e-voting at e-AGM Meeting are as under:

**Item No. 1 - Ordinary Resolution :**

Adoption of –

- a) The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon;
- b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	102	42344619	2	2	104	42344621	100.00
Dissent	1	1	0	0	1	1	0.00
Total	103	42344620	2	2	105	42644622	100.00
Abstain / Invalid	1	2	1	16630000	2	16630002	-

**Item No. 2 - Ordinary Resolution :**

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

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	94	42325730	2	2	96	42325732	71.7813
Dissent	4	9124	1	16630000	5	16639124	28.2187
Total	98	42334854	3	16630002	101	58964856	100.00
Abstain / Invalid	6	9768	0	0	6	9768	-

**Item No. 3 - Ordinary Resolution :**

To Re-appoint M/s. S.S. KOTHARI MEHTA & Co., Chartered Accountants as the Statutory auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	99	42335446	3	16630002	102	58965448	99.9847
Dissent	2	9001	0	0	2	9001	0.0153
Total	101	42344447	3	16630002	104	58974449	100.00
Abstain / Invalid	3	175	0	0	3	175	-



**Item No. 4 - Special Resolution :**

Re-appointment of Mr. Bajrang Kumar Choudhary (DIN: 00441872) as the Managing Director (MD) of the Company, liable to retire by rotation.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	94	42325730	2	2	96	42325732	71.7813
Dissent	4	9124	1	16630000	5	16639124	28.2187
Total	98	42334854	3	16630002	101	58964856	100.00
Abstain / Invalid	6	9768	0	0	6	9768	-

**Item No. 5 - Ordinary Resolution :**

Appointment of Mr. Rakesh Kumar Gupta (DIN: 06806891) as a Director (Category – Non-Executive and Non-Independent) of the Company liable to retire by rotation.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	97	42344319	2	2	99	42344321	99.9997
Dissent	3	124	0	0	3	124	0.0003
Total	100	42344443	2	2	102	42344445	100.00
Abstain / Invalid	4	179	1	16630000	5	16630179	-

**Item No. 6 - Ordinary Resolution :**

Approval of Related Party Transactions

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	93	13826080	2	2	95	13826082	99.9344
Dissent	3	9074	0	0	3	9074	0.0656
Total	96	13835154	2	2	98	13835156	100.00
Abstain / Invalid	8	28509468	1	16630000	9	45139468	-

9. Based on the foregoing, the resolution no.(s) 1, 2, 3,5 & 6 shall be deemed to have been passed with requisite majority and resolution no. 4 had not been passed with requisite majority.

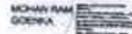


10. All the relevant records / electronic data relating to the e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Place : Kolkata  
Date : 29/09/2022



For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020



[M R Goenka]  
Partner  
C P No.: 2551  
UDIN No.: F004515D001082856

Countersigned by:-

Bharat Road Network Limited

  
Company Secretary