

## Quarterly Compliance Report on Corporate Governance

1. Name of the Entity: **Bharat Road Network Limited**

2. Quarter Ending : **30th June, 2020**

### I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) <sup>&amp;</sup>	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.	<sup>%</sup> Pradeep Singh	00304825	Non-Executive - Independent Director	25.09.2015		-	57	13.05.1952	1	1	Audit Committee – 1  Stakeholders Relationship Committee – 1	Audit Committee – 0  Stakeholders Relationship Committee – 1
Ms.	<sup>**</sup> Dr. Tuk Tuk Ghosh Kumar	06547361	Non-Executive - Independent Director	06.10.2016	-	-	44	06.08.1955	1	1	Audit Committee – 2 Stakeholders Relationship Committee - 1	Audit Committee – 0  Stakeholders Relationship Committee – 0
Prof.	<sup>***</sup> Santanu Ray	00642736	Non-Executive - Independent Director	30.07.2019	-	-	11	30.06.1949	7	7	Audit Committee – 7  Stakeholders Relationship Committee - 3	Audit Committee – 5  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) <sup>&amp;</sup>	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 – 0	Audit Committee – 0 Stakeholders Relationship Committee – 0
Mr.	+Brahm Dutt	05308908	Non-Executive - Independent Director, Chairperson	14.05.2020	-	-	2	05.07.1950	1	1	Audit Committee – 0 Stakeholders Relationship Committee – 0	Audit Committee – 0 Stakeholders Relationship Committee – 0
Mr.	^Praful Tayal	00826834	Non-Executive - Independent Director	14.05.2020	-	-	2	03.01.1955	1	1	Audit Committee – 0 Stakeholders Relationship Committee – 0	Audit Committee – 0 Stakeholders Relationship Committee – 0

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

<sup>§</sup>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.

%Mr. Pradeep Singh was appointed as an Independent Director of the Company w.e.f. 25.09.2015 for a period of 5 years and regularised at the AGM held on 30.09.2015.

\*\*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.

\*\*\*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. 14.05.2019 for a period of 5 years.

^Mr. Praful Tayal was appointed as an Independent Director of the Company w.e.f. 14.05.2019 for a period of 5 years.

#Listed entities have been identified from the Corporate Identification Number (CIN) as available on the Ministry of Corporate Affairs' (MCA) website.

<b>II. Composition of Committees*</b>					
<b>#Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)&amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>	Yes	Mr. Santanu Ray	Chairman and Non-Executive - Independent Director	10.11.2019	-
		Mr. Pradeep Singh	Non-Executive - Independent Director	29.05.2018	-
		Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	12.02.2019	-
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	Mr. Pradeep Singh	Chairman and Non-Executive - Independent Director	25.11.2019	-
		Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive -Independent Director	29.05.2018	-
		Mr. Santanu Ray	Non-Executive - Independent Director	25.11.2019	-
<b>3. Risk Management Committee</b>	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.				
<b>4. Stakeholders Relationship Committee</b>	Yes	Mr. Pradeep Singh	Chairman and Non-Executive - Independent Director	17.10.2016	-
		Dr.(Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	12.02.2020	-
		Mr. Santanu Ray	Non-Executive - Independent Director	12.02.2020	-

<b>II. Composition of Committees*</b>					
<b>#Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)&amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>5. Corporate Social Responsibility</b>	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. Santanu Ray	Non-Executive - Independent Director	10.11.2019	-
&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.					

<b>III. Meetings of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12.02.2020	14.05.2020	Yes	6	5	91
*to be filled in only for the current quarter meetings					

<b>IV. Meetings of Committees</b>					
<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>
<b>Audit Committee</b>					
-	-	-	-	12.02.2020	0

<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>
<b>Nomination and Remuneration Committee</b>					
14.05.2020	Yes	3	3	11.02.2020	92

<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>
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**Stakeholders Relationship Committee**

NIL

<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>
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**Corporate Social Responsibility Committee**

<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>
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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**

<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:**

- 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.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations:**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**

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- **N.A.**

**Name & Designation**

Sd/-

**Naresh Mathur**

**Company Secretary and Compliance Officer**

**FCS: 4796**

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.