BRNL

BRNL/CS/2025-26/24
27th September, 2025

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: Consolidated Scrutinizer's Report of the 18th (Eighteenth) Annual General Meeting (AGM) of the Company – AGM dated 26th September 2025

We refer to our letter no. BRNL/CS/2025-26/23 dated 26th September 2025 wherein we had informed that the 18th (Eighteenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Friday, 26th September, 2025 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).

The proceedings of the Annual General Meeting (AGM), held on 26th September 2025 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), have also been duly filed with the Stock Exchanges on 26th September, 2025.

In view of the above, we are hereby submitting the consolidated Scrutinizer's Report, dated 27th September 2025, submitted by Mr. Mohan Ram Goenka, Practising Company Secretary (FCS No. 4515, CP No. 2551), who was appointed as the Scrutinizer to oversee the voting process (both remote e-voting and e-voting at the AGM through Insta Poll).

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, and Clause 8.6.2 of Secretarial Standard-2 (SS-2) on General Meetings, issued by the Institute of Company Secretaries of India (ICSI), the voting results along with the Scrutinizer's Consolidated Report are available on the company's website at www.brnl.in and on the website of our RTA, KFin Technologies Limited at https://evoting.kfintech.com.

Please note that the voting results are also displayed on the notice board at the company's registered office for the information of all stakeholders.

This is for your information and records.

Thanking You,

Yours faithfully,
For Bharat Road Network Limited
ANKITA RATHI
Digitally signed by ANKITA RATHI
Date: 2025.09.27 22:43:43 +05'30'
Ankita Rathi
Company Secretary and Compliance Officer
(ACS: 46263)

MR & Associates
COMPANY SECRETARIES
(Peer Reviewed Firm)
46, B. B. Ganguly Street, 406, Kolkata - 700 012
Tel No: 033 2237 9517 / 4007 7907
Email : mrasso1996@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 Eighteenth Annual General Meeting (AGM) of the Members of **Bharat Road Network Limited** (CIN: L45203WB2006PLC112235), held on Friday, 26th day of September, 2025 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 Eighteenth Annual General Meeting of the Members of the Company dated August 12, 2025 ("Notice") issued in accordance with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022, dated May, 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred as "MCA Circulars")and Securities and Exchange Board of India Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Circular No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No.

MR & Associates Company Secretaries

SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with 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 18th 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 Eighteenth AGM of the Company, based on the report provided by KFin Technologies 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 3 (Three) days from Tuesday, September 23, 2025 (9.00 a.m.) till Thursday, September 25, 2025 (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 KFintech.

4. The Members holding equity shares as on the "cut-off date" i.e. Friday, September 19, 2025 were entitled to vote on the resolutions proposed in the Notice calling the Eighteenth Annual General Meeting.

5. At the end of the remote e-voting period on Thursday, September 25, 2025 (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 26th day of September, 2025, 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

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Technologies Limited (KFintech) i.e. https://evoting.kfintech.com and based on such reports it can be concluded that-

.... Members have cast their votes through remote e-voting; and
.... Member has cast its vote 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:

To receive, consider and adopt –

a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon;

b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, 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	138	33339409	3	7	141	33339416	99.9976
Dissent	13	786	0	0	13	786	0.0024
Total	151	33340195	3	7	154	33340202	100.0000
Abstain / Invalid	0	0	--	--	--	--	--

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	134	33322379	3	7	137	33322386	99.9822
Dissent	14	5937	0	0	14	5937	0.0178
Total	148	33328316	3	7	151	33328323	100.0000
Abstain / Invalid	3	11889	--	--	--	--	--

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Item No. 3 - Ordinary Resolution:

Appointment of M/s. MR & Associates., Company Secretaries as the Secretarial Auditor of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	138	33339419	3	7	141	33339426	99.9976
Dissent	13	786	0	0	13	786	0.0024
Total	151	33340205	3	7	154	33340212	100.0000
Abstain / Invalid	0	0	--	--	--	--	--

Item No. 4 - Ordinary Resolution:

Approval for 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	130	6334346	3	7	133	6334353	38.8964
Dissent	15	9950836	0	0	15	9950836	61.1036
Total	145	16285182	3	7	148	16285189	100.00
Abstain / Invalid	7	17055033	--	--	--	--	--

Item No. 5 - Ordinary Resolution:

Approval of Related Party Transactions of subsidiaries of the Company

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting at e-AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	131	6334406	3	7	134	6334413	38.8966
Dissent	15	9950836	0	0	15	9950836	61.1034
Total	146	16285242	3	7	149	16285249	100.00
Abstain / Invalid	6	17054953	--	--	--	--	--

9. Based on the foregoing, Resolutions No. 1 to 3 are deemed to have been passed with the requisite majority, whereas Resolutions No. 4 and 5 have not secured the requisite majority and are therefore not passed.

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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.

For MR & Associates
Company Secretaries
A Peer Reviewed Firm
Peer Review Certificate No.: 5598/2024

Place : Kolkata
Date : 27.09.2025

MR & Associates Company Secretaries

[M R Goenka]
Partner
C P No.: 2551
UDIN No.: F004515G001368891

Countersigned by:-

ANKITA RATHI

Digitally signed by ANKITA RATHI
Date: 2025.09.27 22:44:17 +05'30'

Ankita Rathi
Company Secretary