



BHARAT ROAD NETWORK LIMITED

CIN: U45203WB2006PLC112235

Registered Office: 5B, North-East Block, Vishwakarma Building,
86C, Topsia Road (South), Kolkata – 700 046

Tel No. 033 – 6602 3609, **Fax No.** 033 – 6602 3243

Website: www.brnl.in **Email:** cs@brnl.in

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment, modification thereto or any re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the resolution appended below is proposed to be passed as a special resolution by way of postal ballot / e-voting for giving loans or extending guarantee or providing security or acquiring securities of any other body corporate in excess of the limit specified under sub-section (3) of Section 186 of the Companies Act, 2013.

The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out the relevant material facts and the reasons for the proposed Resolution is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed, postage pre-paid, Business Reply Envelope.

The Board of Directors of your Company at its meeting held on 2nd November, 2017 has appointed Mr. Arun Kumar Khandelia (FCS No. 3829, CP No. 2270), Partner of K. Arun & Co., Practicing Company Secretaries, Kolkata, who has given his consent, as the Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner.

Your Company is pleased to provide Electronic Voting (hereinafter referred to as “e-voting”) facility to its Members as an alternative mode to cast their votes electronically, instead of replying in physical Postal Ballot Form through post. The Company has engaged the services of M/s. Karvy Computershare Pvt. Ltd (Karvy) to provide e-voting facility. In case a member votes through e-voting facility, he/she is not required to send the physical Postal Ballot Form. If a member votes through e-voting facility and sends his vote through physical postal ballot as well, the vote casted through e-voting facility shall only be considered and the voting through physical Postal Ballot will not be considered by the Scrutinizer. The e-voting facility is available at Website <https://www.evoting.karvy.com>. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out under the section ‘**General information and instructions relating to e-voting**’ of this Notice.

The members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on 17th November, 2017 (“the cut-off date”) shall be entitled to vote on the appended Resolution. The e-voting period commences on Tuesday, 28th November, 2017 (9.00 A.M.) and ends on Wednesday, 27th December, 2017 (5.00 P.M.). A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

Thereafter, the e-voting module shall be disabled by Karvy. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

Members opting to vote by Postal Ballot are requested to carefully read the instructions printed on the backside of the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed, postage pre-paid, Business Reply Envelope, so as to reach the Scrutinizer on or before the close of working hours on 5 p.m. (IST) on Wednesday, December 27, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared by the Chairman or a person authorized by him on or before Friday, December 29, 2017 at 6.00 p.m. IST. The result would be displayed at the Registered Office of the Company and shall be made available on the Company’s website www.brnl.in and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and Karvy Computershare Private Limited (“Karvy” or “Registrar and Share Transfer Agents”) engaged by the Board of Directors of the Company for facilitating e-voting.

SPECIAL BUSINESS:

Item No. 1: Authorization to the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed u/s 186 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** in supersession of the earlier Resolution passed under Section 186 of the Companies Act, 2013 at the Annual General Meeting of the Company held on 30th September, 2015 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, Articles of Association of the Company and subject to such approvals, permissions, sanctions and consents as may be necessary and required under all applicable laws, rules and regulations from various statutory authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”, which expression shall include any Committee thereof and/or any person(s) authorised by the Board/such Committee (“Authorised Person(s)”) to approve (from time to time) the following on behalf of the Company:

- (a) Giving any guarantee in connection with any loan(s) to any other Bodies Corporate or Person;
- (b) Providing security in connection with any loan(s) to any other Body Corporate or person;
- (c) Giving of any loan(s) to any person or any Bodies Corporate;
- (d) Acquiring by way of subscription, purchase or otherwise, the securities of any other Body Corporate

whether in India or outside, subject to such limits, directly or indirectly in any form and on such terms and conditions as the Board may deem fit and proper, provided that the outstanding loans or guarantees given or security provided and/or investments so far made together with the loans or guarantees to be given or security to be provided and/or investment to be made by the Company shall not exceed a sum of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) at any point of time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including the power to transfer / dispose of the investments so made, from time to time.”

By Order of the Board
For **Bharat Road Network Limited**



Sanjay Banka
Chief Financial Officer and Company Secretary
FCS – 3537

Date : 02.11.2017

Place : Kolkata

NOTES:

- i. The Postal Ballot Notice (“Notice”) is being sent to the Members, whose names appear in the Register of Members/ Register of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (together “Depositories”) as on Friday, 17th November, 2017. The Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Depository Participants and in physical mode to the other Members who have not registered their e-mail addresses with the Depository Participants.
- ii. Members / Shareholders, whose names appear in the Register of Members/ Register of Beneficial Owners as on Friday, 17th November, 2017 will be entitled to vote by Postal Ballot or E-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- iii. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to the company or the Registrar at cs@brnl.in or einward.ris@karvy.com respectively. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholders.
- iv. Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.

- v. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms.

General information and instructions relating to e-voting:

E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-Voting facility as an alternate mode of voting for Shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice through the e-voting services provided by Karvy Computershare Private Limited. A person whose name is recorded in the Register of Members/ Register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, 17th November, 2017, only shall be entitled to avail the facility of e-voting.

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Depository Participants(s)], detailed instructions for e-voting are given below for ready reference:
- i. Use the following URL for e-voting: <https://evoting.karvy.com>
 - ii. Enter the login credentials i.e., user id and password mentioned in your email. In case of physical Folio, User ID will be EVEN [E-Voting Event Number] xxxx followed by folio number. In case of Demat Account, your DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and password for casting your vote.
 - iii. After entering the details appropriately click on "LOGIN".
 - iv. You will reach the 'password change' menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVENT i.e., BHARAT ROAD NETWORK LIMITED.
 - vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - ix. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at email karun@cskarun.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Bharat Road Network Limited Postal Ballot."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants(s)]:
- i). E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Postal Ballot Form.
 - ii). Please follow all steps mentioned in Point (A) from Sl. No. (i) to (x) above to cast your vote by electronic means.

Other Instructions:

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Mohd Mohsinuddin – Senior Manager (Unit: Bharat Road Network Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- ii. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013

Item No. 1: Authorization to the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed u/s 186 of the Companies Act, 2013

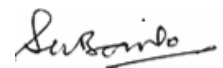
In terms of Section 186 of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014, no Company shall directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty per cent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more, unless prior approval by means of a Special Resolution is passed by the Members of the Company.

The Shareholders of the Company had, at their Annual General Meeting held on 30th September, 2015 approved an overall Investment limit of Rs. 1000 Crores (Rupees One Thousand Crores Only).

As part of requirement under various Contracts of the company and also to achieve long term strategic and business objectives, it is necessary to authorize and empower the Board of the Company to make/give from time to time any loan(s), guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, anybody corporate and/or to invest/acquire, from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, as the Board may think fit, to the extent of Rs. 2,500 Crores. Accordingly, the Board of Directors at its meeting held on 21st August, 2017 recommended increasing the aforesaid threshold from Rs. 1,000 Crore to Rs. 2,500 Crore, subject to approval of the Shareholders.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members. None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, present and/or future.

By Order of the Board
For **Bharat Road Network Limited**



Sanjay Banka
Chief Financial Officer and Company Secretary
FCS – 3537

Date : 02.11.2017
Place : Kolkata

**BHARAT ROAD NETWORK LIMITED**

CIN: U45203WB2006PLC112235

Registered Office: 5B, North-East Block, Vishwakarma Building,
86C, Topsia Road (South), Kolkata – 700 046**Tel No.** 033 – 6602 3609, **Fax No.** 033 – 6602 3243**Website:** www.brnl.in **Email:** cs@brnl.in**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before filling this form)

Postal Ballot No.

Sl. No.	Particulars		
1.	Name and Address of the Member	:	
2.	Name(s) of Joint holder(s), if any	:	
3.	Registered Folio No. / DPID No. / Client ID No.	:	
4.	Number of Equity Shares held	:	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 2nd November, 2017, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Description of Special Resolution	No. of shares for which votes cast	I/We assent to the Resolution (FOR) Please tick (✓)	I/ We dissent to the Resolution (AGAINST) Please tick (✓)
1.	Authorisation to the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed u/s 186 of the Companies Act, 2013 upto a sum of Rs. 2500 Crores.			

Place:**Date:**

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS(Please visit <https://evoting.karvy.com> to cast your vote online)

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9.00. a.m. (IST) on November 28, 2017	Upto 5.00 p.m. (IST) on December 27, 2017

Note:

- 1) Please read the instructions printed overleaf carefully before exercising the vote.
- 2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.
- 3) Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is 27th December, 2017 by 5:00 P.M.

IMPORTANT INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

For detailed instructions on e-voting, please refer to the captioned head “General information and instructions relating to e-voting” to the Postal Ballot Notice.

Process and manner for Members opting to vote by using the Postal ballot Form

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other Form is permitted to be used for the purpose) and send it so as to reach the Scrutinizer, Bharat Road Network Limited, 5th Floor North East Block, Vishwakarma Building, 86C, Topsia Road (South), Kolkata – 700 046 in the enclosed self-addressed postage prepaid envelope not later than 5:00 p.m. IST on 27th December, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member(s) (as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL), in respect of shares held in dematerialized form. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
3. The vote should be cast in favour of or against by putting tick (✓) mark in the column provide for assent or dissent. Unsigned/ incomplete/ incorrect ticked Postal Ballot form will be rejected. In the case of shares held by Institutions, Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature (s) of the duly authorised signatories. A Member may sign the Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
4. The Form shall be considered invalid -
 - i. if it not possible to determine without any doubt the assent or dissent of the member or neither assent or dissent is mentioned;
 - ii. If any competent authority has given direction in writing to the Company to freeze the voting rights of the member;
 - iii. if signed in a representative capacity, is not accompanied by a certified copy of relevant specific authority;
 - iv. if it is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - v. if the member has made any amendment to the resolution or imposed any condition while exercising his/her vote.
5. A Member seeking duplicate Postal Ballot Form can write to the Company or to the Registrar and Share Transfer Agents at Unit: Bharat Road Network Limited, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or download the same from the Company’s website www.brnl.in. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on 27th December, 2017.
6. The exercise of vote through Postal Ballot is not permitted through a proxy.
7. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s) in Register of Member/ Register of beneficial owners as received from NSDL/ CDSL on the cut-off date i.e. Friday, November 17, 2017.
8. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any other papers are found, the same will be destroyed by the scrutinizer.
9. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Members.
10. The Scrutinizer’s decision on the validity of a Postal Ballot Form will be final.
11. The results shall be declared by the Chairman or a person authorized by him on or before Friday, December 29, 2017 at 6.00 p.m. IST. The result would be displayed at the Registered Office of the Company and shall be made available on the Company’s website www.brnl.in and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and Karvy Computershare Private Limited (“Karvy” or “Registrar and Share Transfer Agents”) engaged by the Board of Directors of the Company for facilitating e-voting.