



BRNL/CS/2017-18 / 33
28th December, 2017

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)
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Dear Sir,

Sub: Result of Postal Ballot and E-voting

In continuation to our letter dated 27th November, 2017 regarding Postal Ballot Notice submitted under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith the following:-

1. Voting results as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of the Scrutinizer dated 28th December, 2017.

Based on the Scrutinizer's Report, we wish to inform you that the resolution mentioned in the said Postal Ballot Notice has been passed by the Members of the Company with requisite majority.

Voting Result along with the Scrutinizer's Report is available on the Company's website www.brnl.in.

You are requested to kindly take the above documents on record.

Thanking you

Yours faithfully,

For **Bharat Road Network Limited**



Naresh Mathur
Company Secretary and Compliance Officer
FCS- 4796

Encl: as above

Bharat Road Network Limited

CIN: U45203WB2006PLC112235

Registered Office : 5th Floor, 'Vishwakarma Building', 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 6602 3609 Fax: +91 33 6602 3243 Email: corporate@brnl.in

Website: www.brnl.in



Details of Postal Ballot Voting Results

Date of the AGM/EGM:	Not Applicable (Resolution passed through Postal Ballot on December 27, 2017)
Total number of shareholders on record date: (November 17, 2017)	17,778
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)

AGENDA WISE DISCLOSURE

The mode of voting for the resolution was Postal Ballot (including E- voting)

Given below is the resolution wise Consolidated Results of Postal Ballot (including E- voting) -

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Special Resolution – Authorisation to the Board of Directors of the Company for approving Loans, Guarantees and Investments in excess of limits prescribed under section 186 of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		(7)
Promoter and Promoter Group	E Voting	54649800	54149800	99.0851	54149800	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		500000	0.9149	500000	0	100.0000	-
	Total		54649800	54649800	100.00	54649800	0	100.0000
Public-Institutions	E Voting	2572602	554363	21.5487	554363	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		2572602	554363	21.5487	554363	0	100.0000
Public- Non Institutions	E Voting	26727598	4738267	17.7280	4738110	157	99.9967	0.0033
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		1861	0.0070	1861	0	100.0000	-
	Total		26727598	4740128	17.7350	4739971	157	99.9967
Total		83950000	59944291	71.4048	59944134	157	99.9997	0.0003

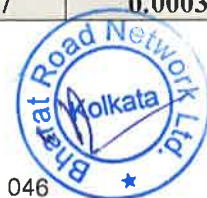
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K. ARUN & CO.

Company Secretaries

December 28, 2017

To,
The Chairman,
Bharat Road Network Limited,
CIN: U45203WB2006PLC112235,
5B, North-East Block, Vishwakarma Building,
86C, Topsia Road (South), Kolkata 700046

Dear Sir,

Sub: Scrutinizer's Report on voting through Remote E-voting and Postal Ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Arun Kumar Khandelia, Partner of K. Arun & Co., Practicing Company Secretaries, has been appointed by the Board of Directors of Bharat Road Network Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and Postal Ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolution mentioned in the Postal Ballot Notice dated 2nd November, 2017.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for the resolution proposed in the Postal Ballot Notice.

The Members holding Equity Shares as on the "cut off date" i.e. 17th November, 2017, were entitled to vote on the resolution proposed in the Postal Ballot Notice.

The Company had engaged the services of M/s. Karvy Computershare Pvt. Ltd (Karvy) for providing Remote E-voting facility and the service provider had set up the Remote E-voting facility on its website www.evoting.karvy.com.



I hereby submit my Report as under:

1. In terms of the aforesaid Postal Ballot Notice dated **2nd November, 2017**, dispatched to the Shareholders of the Company on 27th November, 2017 and the Public Notice published on 'Aajkal' and 'The Financial Express' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 28th November, 2017, the period for Remote E-voting commenced at 09:00 A.M (IST) on Tuesday, 28th November, 2017 and ended at 05.00 P.M (IST) on Wednesday, 27th December, 2017 for voting through E-voting and Postal Ballot forms. At the end of the E-voting period, the voting portal of Karvy was blocked on Wednesday, 27th December, 2017 at 5:00 P.M (IST).
2. The votes cast through Remote E-voting were unblocked in presence of 2 (two) witnesses, Ms. Ridhima Chachra and Mr. Suman Ghosh who are not in the employment of the Company. The results of Remote E-voting are based on the reports generated from Service Provider website www.evoting.karvy.com.
3. The Ballot Forms received were scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agent and the authorizations / power of attorney etc. lodged thereof. The votes were also scrutinized for the purpose of eliminating duplicate voting and the votes, if any, cast by a member(s) both through E-voting and Postal Ballot Form having been identified and votes cast through E-voting only were considered valid. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy, the Registrar and Transfer Agent of the Company.
4. My report on the results of the voting is based on the data downloaded from M/s. Karvy Computershare Pvt. Ltd (Karvy) and the votes cast through physical ballot forms received in respect of the resolution contained in the Notice of the Postal Ballot as processed and provided by Karvy / Company.

I hereby submit my report as per the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolution mentioned in the Postal Ballot Notice dated 2nd November, 2017 as detailed in Annexure A.



I hereby confirm that the Registers and Records generated from the E-voting platform of the Service Provider are being maintained in the electronic form.

The Register of Postal Ballot and all other records/ papers relating to Remote E-voting and Ballot Process shall remain in our custody till the Chairman considers, approves and signs the minutes of Postal Ballot and thereafter the same shall be handed over to the Company.

You may accordingly declare the result of voting in respect of the resolution mentioned in the Postal Ballot Notice as detailed in the attachment and marked as Annexure-A.

Thanking You.

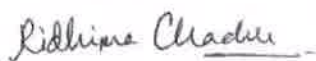
Place: Kolkata
Date: 28.12.2017



FOR K. ARUN & CO
Company Secretaries

(Arun Kumar Khandelia)
Partner
C.P. No. 2270

We, the undersigned witnesses that the votes in respect of Remote E-voting of shareholders of Bharat Road Network Limited were unblocked from e-voting website of M/s. Karvy Computershare Pvt. Ltd (Karvy) in our presence at 17:13:00 hours on 27th December, 2017.



Ms. Ridhima Chachra
2 Woodburn Park Road
Kolkata - 700020.



Mr. Suman Ghosh
Ashok Nagar, Nabajiban pally,
North 24 Parganas - 743233.

Countersigned by
For Bharat Road Network Limited



Naresh Mathur
Company Secretary and Compliance officer
FCS- 4796

ANNEXURE A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Postal Ballot	Number of votes casted by Postal Ballot	Total No. of Members voted through Remote E-voting and Postal Ballot	Total No. of votes cast through Remote E-voting and Postal Ballot	% of total number of valid votes cast
	1	2	3	4	5=(1) + (3)	6=(2) + (4)	7
Item No.1 : To authorise the Board of Directors of the Company for approving loans, guarantees and investments in excess of limits prescribed under Section 186 of Companies Act, 2013.							
Voted in favour of the resolution	36	59442273	24	501861	60	59944134	99.9997
Voted against the resolution	4	157	0	0	4	157	0.0003
Total	40	59442430	24	501861	64	59944291	100.00
Invalid / Abstain votes	-	-	2	146	2	146	-

Place: Kolkata

Date: 28.12.2017

For K ARUN & CO.

Company Secretaries



Arun Kumar Khandelia

Partner

C.P. No. 2270

