

## Quarterly Compliance Report on Corporate Governance

1. Name of the Entity: Bharat Road Network Limited

2. Quarter Ending : 30th September, 2022

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)&	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)
Ms.	**Dr. Tuk Tuk Ghosh Kumar	06547361	Non-Executive - Independent Director	06.10.2016	06.10.2021	-	71	06.08.1955	1	1	Audit Committee – 3 Stakeholders Relationship Committee - 0	Audit Committee – 1 Stakeholders Relationship Committee – 0
Mr.	***Santanu Ray	00642736	Non-Executive - Independent Director	30.07.2019	-	-	38	30.06.1949	3	3	Audit Committee – 3 Stakeholders Relationship Committee - 1	Audit Committee – 1 Stakeholders Relationship Committee – 0
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 – 1	Audit Committee – 0 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)*	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> Brahm Dutt	05308908	Non-Executive - Independent Director, Chairperson	14.05.2020	-	-	28	05.07.1950	1	1	Audit Committee – 1 Stakeholders Relationship Committee – 1	Audit Committee – 1 Stakeholders Relationship Committee – 0
Mr.	<sup>^</sup> Praful Tayal	00826834	Non-Executive - Independent Director	14.05.2020	-	-	28	30.01.1955	1	1	Audit Committee – 2 Stakeholders Relationship Committee – 1	Audit Committee – 1 Stakeholders Relationship Committee – 1
Mr.	<sup>****</sup> Rakesh Kumar Gupta	06806891	Non-Executive - Non Independent Director	18.08.2022	-	30.05.2022	1.41	23.01.1961	1	1	NIL	NIL

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.

\*\*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. She was further re-appointed as an Independent Director for a second term of 5 consecutive years w.e.f. 06.10.2021.

\*\*\*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. 14.05.2020 for a period of 5 years and regularised at the AGM held on 25.09.2020.

^Mr. Praful Tayal was appointed as an Independent Director of the Company w.e.f. 14.05.2020 for a period of 5 years and regularised at the AGM held on 25.09.2020.

\*\*\*\*\*Mr. Rakesh Kumar Gupta was appointed as an Additional Director (Category: Independent) of the Company w.e.f. 18.08.2022 for a period of 5 years and regularised at the AGM held on 29.09.2022.

#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)<sup>&amp;</sup></b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>	Yes	Mr. Brahm Dutt	Chairman and Non-Executive - Independent Director	24.07.2020	-
		Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive - Independent Director	12.02.2019	-
		Prof. Santanu Ray	Non-Executive - Independent Director	10.11.2019	-
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	Prof. Santanu Ray	Chairman and Non-Executive - Independent Director	25.11.2019	-
		Dr. (Ms.) Tuk Tuk Ghosh Kumar	Non-Executive -Independent Director	29.05.2018	-
		Mr. Brahm Dutt	Non-Executive - Independent Director	24.07.2020	-
<b>3. Risk Management Committee</b>		N.A. to the Company, since the same is applicable to top 1000 listed entities pursuant to Regulation 21(5) of SEBI (LODR) Regulations, 2015.			
<b>4. Stakeholders Relationship Committee</b>	Yes	Mr. Praful Tayal	Chairman and Non-Executive - Independent Director	24.07.2020	-
		Mr. Bajrang Kumar Choudhary	Executive Director-Managing Director	24.07.2020	-
		Mr. Brahm Dutt	Non-Executive - Independent Director	24.07.2020	-

<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)<sup>&amp;</sup></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. Praful Tayal	Non-Executive - Independent Director	24.07.2020	-
<p><sup>&amp;</sup>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.</p> <p><sup>#</sup>Apart from the above, the Company also has a Committee of Directors.</p>					

<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>
27.04.2022	02.08.2022	Yes	5	4	63
	13.08.2022	Yes	5	4	
30.05.2022					
*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>					
13.08.2022	Yes	3	3	27.04.2022 30.05.2022	74

<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>					
13.08.2022	Yes	3	3	30.05.2022	74

<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>Stakeholders Relationship Committee</b>					
30.05.2022	Yes	3	2	-	-

<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>Corporate Social Responsibility Committee</b>					
28.05.2022	Yes	3	2	-	-

<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>Risk Management Committee</b>					

N.A.

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<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.
<p><b>Note:</b></p> <p>1. 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.</p> <p>2. If status is “No” details of non-compliance may be given here.</p>	
<b>VI. Affirmations:</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee - <b>Yes</b></p> <p>c. Stakeholders Relationship Committee – <b>Yes</b></p> <p>d. Risk Management Committee (applicable to the top 1000 listed entities) - <b>N.A.</b></p> <p>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 - <b>Yes</b></p> <p>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 – <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors- <b>Yes.</b></p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here- <b>No</b></p>	

**For Bharat Road Network Limited**

Sd/-  
**Bajrang Kumar Choudhary**  
**Managing Director**  
**DIN: 00441872**

**Compliance Report on Corporate Report on Corporate Governance for the Half Year Ended on 30th September, 2022**

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.</p> <p>2. If status is “No” details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here – N.A.</p>		
<b>Name &amp; Designation</b>		
Sd/-		
<b>Bajrang Kumar Choudhary</b> <b>Managing Director</b> <b>DIN: 00441872</b>		

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

**Half year ending 30th September, 2022**

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<p><b>Name &amp; Designation</b></p> <p>Sd/-</p> <p><b>Bajrang Kumar Choudhary</b>  <b>Managing Director</b>  <b>DIN: 00441872</b></p>			