

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L45203WB2006PLC112235

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCB0921B

(ii) (a) Name of the company

BHARAT ROAD NETWORK LIM

(b) Registered office address

Plot No. X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt  
Lake City, NA  
Kolkata  
Parganas North  
West Bengal  
700091

(c) \*e-mail ID of the company

cs@brnl.in

(d) \*Telephone number with STD code

03366662700

(e) Website

www.brnl.in

(iii) Date of Incorporation

22/12/2006

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

Annual General Meeting is scheduled to be held on 29th September, 2023 at 2:30 P.M.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SOLAPUR TOLLWAYS PRIVATE	U45400WB2012PTC174135	Subsidiary	100
2	ORISSA STEEL EXPRESSWAY PF	U45400OR2010PTC014681	Subsidiary	59.38
3	GURUVAYOOR INFRASTRUCTU	U45200WB2005PTC249104	Subsidiary	73.99
4	KURUKSHETRA EXPRESSWAY P	U45400HR2010PTC040303	Associate	35.89
5	MAHAKALESHWAR TOLLWAYS	U45203MP2008PTC021157	Associate	45.67

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	83,950,000	83,950,000	83,950,000
Total amount of equity shares (in Rupees)	1,000,000,000	839,500,000	839,500,000	839,500,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000,000	83,950,000	83,950,000	83,950,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	839,500,000	839,500,000	839,500,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	83,950,000	83950000	839,500,000	839,500,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<b>At the end of the year</b>	0	83,950,000	83950000	839,500,000	839,500,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>	<input style="width: 100px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 100px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 100px;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

267,378,936.44

(ii) Net worth of the Company

7,426,543,050.17

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	16,630,000	19.81	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	28,499,800	33.95	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	45,129,800	53.76	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	7,085,641	8.44	0	
	(ii) Non-resident Indian (NRI)	138,125	0.16	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	31,295,138	37.28	0	
10.	Others NBFCs Registered with RBI, (	301,295	0.36	0	
	<b>Total</b>	38,820,200	46.24	0	0

**Total number of shareholders (other than promoters)**

21,822

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

21,826

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS ARBITRA	160 162 BD MACDONALD PARIS		FR	1	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	21,904	21,822
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	1	6	0.1	0
(i) Non-Independent	1	0	1	2	0.1	0
(ii) Independent	0	5	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>5</b>	<b>1</b>	<b>6</b>	<b>0.1</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BAJRANG KUMAR CH	00441872	Managing Director	9,589	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BRAHM DUTT	05308908	Director	0	
SANTANU RAY	00642736	Director	0	
PRAFUL TAYAL	00826834	Director	0	
DR. MS. TUKTUK GHO	06547361	Director	0	
RAKESH KUMAR GUP	06806891	Director	0	
SHREE RAM TEWARI	07698268	Director	0	
ARINDAM BHOWMICK	AGXPB2497B	CFO	0	
ANKITA RATHI	BGNPR4228P	Company Secretar	25	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

11

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIPIN KUMAR SAXENA	08889866	Director	30/05/2022	CESSATION
CHATHANUR KRISHN	AADPR0887R	CFO	30/07/2022	CESSATION
NARESH MATHUR	AHYPM8893Q	Company Secretar	30/09/2022	CESSATION
RAKESH KUMAR GUP	06806891	Additional director	18/08/2022	APPOINTMENT
RAKESH KUMAR GUP	06806891	Director	29/09/2022	CHANGE IN DESIGNATION
BAJRANG KUMAR CH	00441872	Managing Director	31/10/2022	CESSATION AS MANAGING DIREC
BAJRANG KUMAR CH	00441872	Managing Director	22/12/2022	APPOINTMENT AS MANAGING DIF
SHREE RAM TEWARI	07698268	Additional director	01/11/2022	APPOINTMENT
SHREE RAM TEWARI	07698268	Director	17/12/2022	CHANGE IN DESIGNATION
ARINDAM BHOWMICK	AGXPB2497B	CFO	23/01/2023	APPOINTMENT
ANKITA RATHI	BGNPR4228P	Company Secretar	23/01/2023	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/09/2022	21,482	57	65.46

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2022	6	5	83.33
2	30/05/2022	5	5	100
3	02/08/2022	5	5	100
4	13/08/2022	5	5	100
5	20/10/2022	6	6	100
6	01/11/2022	6	6	100
7	12/11/2022	7	7	100
8	23/01/2023	7	7	100

**C. COMMITTEE MEETINGS**

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CORPORATE	25/05/2022	3	3	100
2	CORPORATE	23/01/2023	3	3	100
3	STAKEHOLDER	30/05/2022	3	3	100
4	NOMINATION	30/05/2022	3	3	100
5	NOMINATION	13/08/2022	3	3	100
6	NOMINATION	20/10/2022	3	3	100
7	NOMINATION	01/11/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	NOMINATION	23/01/2023	3	3	100
9	AUDIT COMM	27/04/2022	3	3	100
10	AUDIT COMM	30/05/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	BAJRANG KU	8	8	100	9	9	100	
2	BRAHM DUTI	8	8	100	11	11	100	
3	SANTANU RA	8	8	100	16	16	100	
4	PRAFUL TAY,	8	8	100	9	9	100	
5	DR. MS. TUK	8	8	100	12	12	100	
6	RAKESH KUM	4	4	100	5	5	100	
7	SHREE RAM	2	2	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BAJRANG KUMAR	MANAGING DIR	21,856,405	0	0	110,000	21,966,405
	Total		21,856,405	0	0	110,000	21,966,405

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHATHANUR KRIS	CFO	1,662,335	0	0	0	1,662,335

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	NARESH MATHUR	Company secret	2,548,778	0	0	0	2,548,778
3	ARINDAM BHOWM	CFO	575,817	0	0	0	575,817
4	ANKITA RATHI	Company secret	226,120	0	0	0	226,120
	Total		5,013,050	0	0	0	5,013,050

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BRAHM DUTT	INDEPENDENT	0	0	0	595,000	595,000
2	SANTANU RAY	INDEPENDENT	0	0	0	645,000	645,000
3	PRAFUL TAYAL	INDEPENDENT	0	0	0	500,000	500,000
4	DR. MS. TUKTUK K	INDEPENDENT	0	0	0	605,000	605,000
5	SHREE RAM TEWA	INDEPENDENT	0	0	0	100,000	100,000
6	RAKESH KUMAR C	NON EXECUTIV	0	0	0	250,000	250,000
	Total		0	0	0	2,695,000	2,695,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MOHAN RAM GOENKA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2551

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

00441872

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

**List of attachments**

Draft MGT-8.pdf  
Clarifications to be attached to MGT-7.pdf

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





**Bharat Road Network Limited**

**Clarification to be attached to the Annual Return of the Company for the Financial Year 2022-23**

**1. IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**C. COMMITTEE MEETINGS**

Number of meetings held

19

Sl. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the Meeting	Attendance	
				Number of Members attended	% of Attendance
11	Audit Committee	13/08/2022	3	3	100
12		12/11/2022	3	3	100
13		23/01/2023	3	3	100
14	Committee of Directors	11.04.2022	3	3	100
15		09.09.2022	4	4	100
16		02.11.2022	4	4	100
17		29.12.2022	4	4	100
18		17.01.2023	4	4	100
19		15.03.2023	4	4	100

**2. X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered:**

Sl. No.	Name	Designation	Gross Salary (in Rs.)	Commission (in Rs.)	Stock Option/ Sweat Equity	Others (in Rs.)	Total Amount (in Rs.)
1.	Bajrang Kumar Choudhary	Managing Director	21856405	-	-	110,000	21,966,405

Please note that Mr. Bajrang Kumar Choudhary ceased to be the Managing Director (MD) on 31st October, 2022. From 1st November, 2022, he continued as a Non Executive Director. He was appointed as MD on 22nd December, 2022. The "Others" category in the table reflects sitting fees paid to him for the Board / Committee meetings duly attended by him during the period 1st November, 2022 - 21st December, 2022, as a Non-Executive Director.

**Bharat Road Network Limited**

CIN: L45203WB2006PLC112235

**Registered Office:** Plot No. X1 – 2 & 3, Ground Floor, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091

**Tel.:** +91 33 6666 2700 **Email:** corporate@brnl.in

**Website:** www.brnl.in



**Number of CEO, CFO and Company secretary whose remuneration details to be entered:**

- Please note that Mr. Chathanur Krishnan Ranganathan was appointed as the Chief Financial Officer (CFO) w.e.f. close of business hours on 29th June, 2021 and he had resigned as the CFO w.e.f. close of business hours on 30th July, 2022.

Remuneration provided under the heading “*Number of CEO, CFO and Company Secretary whose remuneration details to be entered*” for Mr. Chathanur Krishnan Ranganathan is for the period 1st April, 2022 – 30th July, 2022.

- Please note that Mr. Naresh Mathur Company Secretary retired as Company Secretary of the Company w.e.f. 30th September, 2022.

Remuneration provided under the heading “*Number of CEO, CFO and Company Secretary whose remuneration details to be entered*” for Mr. Chathanur Krishnan Ranganathan is for the period 1st April, 2022 – 30th September, 2022.

- Please note that Mr. Arindam Bhowmick was appointed as the Chief Financial Officer (CFO) w.e.f. 23rd January, 2023.

Remuneration provided under the heading “*Number of CEO, CFO and Company secretary whose remuneration details to be entered*” for Mr. Arindam Bhowmick is for the period 23rd January, 2023 till 31st March, 2023.

- Please note that Ms. Ankita Rathi was appointed as the Company Secretary (CS) w.e.f. w.e.f. 23rd January, 2023.

Remuneration provided under the heading “*Number of CEO, CFO and Company secretary whose remuneration details to be entered*” for Ms. Ankita Rathi is for the period 23rd January, 2023 till 31st March, 2023.

**Number of other directors whose remuneration details to be entered:**

- Please note that the amount provided against the name of Independent Directors and Non-Executive Directors is the amount of sitting fees which has been paid to them during the Financial Year 2022-23.
3. The Company has acquired 13.11% in the paid-up Equity Share Capital of Kurukshetra Expressway Private Limited vide Shares Purchase Agreement dated October 27, 2016, which is pending for transfer. Post the said transfer, the total shareholding of the Company shall be 49%.
  4. Shareholding has been consolidated based on PAN of the shareholders. Therefore, shareholders who are holding the shares in more than one folio / demat account are counted as one shareholder for the purpose of field no.VI of MGT -7.

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# *MR & Associates*

**Company Secretaries**  
46, B. B. Ganguly Street,  
4<sup>th</sup> Floor, Room No. 6  
Kolkata- 700012  
Phone No: 2237 9517, Cell: 9831074332  
Email: [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)

## **Draft Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of Bharat Road Network Limited having CIN L45203WB2006PLC112235 and having registered office at Plot No. X1-2 & 3, Ground Floor, Block-EP, Sector-V, Salt Lake City, NA Kolkata Parganas North WB 700091 (hereinafter referred to as 'the Company') (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act;
  2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable, within/beyond the prescribed time.
  4. Calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. Closure of Register of Members/ Security holders during the year, wherever applicable;
  6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act, as applicable;
  7. contracts/arrangements with related parties as specified in section 188 of the Act, as applicable;
  8. issue or allotment or transfer or transmission of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue

of security certificates in all instances;- No such events took place during the period except some transfer of shares.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; No such events took place during the period.
10. declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the relevant applicable section of the Act, as applicable; - Not applicable during the period under review.
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration, commission paid to them as the case may be;
13. appointment / reappointment of auditors as per the provisions of section 139 of the Act;
14. approvals to the extent required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, as applicable under the various provisions of the Companies Act, 2013;
15. acceptance/ renewal/ repayment of deposits, if any, as applicable;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect as required, wherever applicable;- except that the Company has defaulted in payment of interest to one of the financial institution (NBFC). Interest accrued but not paid for the period July 01, 2018 to June 30, 2019 amounts to Rs 870.00 lakhs. Further company has not provided and paid interest from July 01, 2019 to March 31, 2023 amounting to Rs. 3,349.93 lakhs.
17. loans and investments or guarantees given or securities provided to other bodies corporate or persons falling under the provisions of section 186 of the Act;- The company has granted loans to its subsidiaries and associates to the tune of Rs. 6,092.17 Lakhs, wherein schedule of repayment of principal and payment of interest has not been stipulated.
18. alteration of the provisions of the Memorandum and Articles of Association of the Company. No such events during the year.

**For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020**

**Place: Kolkata**

**Date:**

**[CS M R Goenka]  
Partner  
FCS No.:4515  
C P No.:2551  
UDIN No.**