



**BRNL/CS/2024-25/31**  
**30th September, 2024**

**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 17th (Seventeenth) Annual General Meeting (AGM) of the Company – AGM dated 28th September 2024**

We refer to our letter no. BRNL/CS/2024-25/29 dated 28th September 2024 wherein we had informed that the 17th (Seventeenth) Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, 28th September, 2024 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 28th September 2024 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), have also been duly filed with the Stock Exchanges on 28th September, 2024.

In view of the above, we are hereby submitting the consolidated Scrutinizer's Report, dated 30th September 2024, 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).

Please note that in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results have been uploaded in the prescribed format.

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](http://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**  
**Company Secretary and Compliance Officer**  
**(ACS: 46263)**

**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



# MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@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 Seventeenth Annual General Meeting (AGM) of the Members of **Bharat Road Network Limited** (CIN: L45203WB2006PLC112235), held on Saturday, 28th day of September, 2024 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 Seventeenth Annual General Meeting of the Members of the Company dated August 27, 2024 ("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, and General Circular No. 09/2023 dated September 25, 2023 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India 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. 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 17th 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 Seventeenth 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 4 (Four) days from Tuesday, September 24, 2024 (9.00 a.m.) till Friday, September 27, 2024 (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. Saturday, September 21, 2024 were entitled to vote on the resolutions proposed in the Notice calling the Seventeenth Annual General Meeting.
5. At the end of the remote e-voting period on Friday, September 27, 2024 (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 28<sup>th</sup> day of September, 2024, 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



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

160 Members have cast their votes through remote e-voting; and  
1 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 :**

Adoption of –

a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, 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, 2024, 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	150	36969096	1	18128	151	36987224	99.9977
Dissent	10	857	0	0	10	857	0.0023
Total	160	36969953	1	18128	161	36988081	100.0000
Abstain / Invalid	0	0	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	148	36968530	1	18128	149	36986658	99.9962
Dissent	12	1423	0	0	12	1423	0.0038
Total	160	36969953	1	18128	161	36988081	100.0000
Abstain / Invalid	0	0	0	0	--	--	--



**Item No. 3 - Ordinary Resolution :****Approval of 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*	144	9973232	1	18128	145	9991360	99.9864
Dissent	11	1357	0	0	11	1357	0.0136
<b>Total</b>	<b>155</b>	<b>9974589</b>	<b>1</b>	<b>18128</b>	<b>156</b>	<b>9992717</b>	<b>100.0000</b>
Abstain / Invalid	5	26995364	0	0	--	--	

\*The votes of SREI VENTURE CAPITAL TRUST A/C, a part of promoter group of the company, being related party,, have not been considered for the said resolution.

9. Based on the foregoing, the resolution no.(s) 1, 2 & 3 shall be deemed to have been passed with requisite majority.
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.

Place : Kolkata  
Date : 30.09.2024



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

[M R Goenka]

Partner

C P No.: 2551

UDIN No.: F004515F001373951

Countersigned by:-

**ANKITA RATHI** Digitally signed  
by ANKITA RATHI  
Date: 2024.09.30  
16:00:15 +05'30'

**Ankita Rathi**  
**Company Secretary**