



BRNL/CS/2023-24/47
22nd March, 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: Scrutinizer's Report for declaration of voting results of Postal Ballot under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with

We refer to our letter dated February 20, 2024 whereby we had submitted a copy of Postal Ballot Notice dated February 06, 2024 and also intimated the stock exchanges that the Company proposed to seek approval of the Members by way of postal ballot process for the following businesses –

- Approval for continuation of Directorship of Prof. Santanu Ray (DIN:00642736) as a Non-Executive Independent Director of the Company who will attain the age of 75 years on 30.06.2024 (**Special Resolution**);
- Re-appointment of Prof. Santanu Ray (DIN: 00642736) as a Non-Executive Independent Director of the Company for a second term of five consecutive years (**Special Resolution**) and;
- Appointment of Dr. (Ms.) Manta Dey (DIN:10234816) as a Non-Executive Independent Director of the Company (**Special Resolution**).

The remote e-voting period for casting the vote had commenced from Wednesday, 21st February, 2024 (9:00 A.M.) (IST) and ended on Thursday, 21st March, 2024 (5:00 P.M.) (IST).

We are pleased to inform you that the above-mentioned Resolutions have been passed by the Members with requisite majority.

We are enclosing herewith, the Scrutinizer's Report dated 21st March, 2024 submitted by Mr. Mohan Ram Goenka of M/s. M. R. & Associates, Practising Company Secretary, Kolkata (FCS No. 4515, CP No. 2551), Scrutinizer appointed to conduct the remote e-voting process.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management & Administration) Rules, 2014 and Clause 8.6.2 of Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the Voting Result alongwith the Scrutinizer's Consolidated Report is available on the Company's website www.brnl.in and on the website of KFin Technologies Limited <https://evoting.kfintech.com> for information of all concerned.

The results are also placed on the notice board of the Company at its Registered Office.

This is for your information and Record.

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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Bharat Road Network Limited
Plot No. X1 - 2 & 3, Ground Floor, Block - EP, Sector - V,
Salt Lake City, Kolkata - 700 091

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) (CIN: L45203WB2006PLC112235) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) and rules made thereunder as amended (including any statutory modification(s) or reenactment(s) thereof for the time being in force and including any circulars and notifications as issued from time to time) 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 Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot. My responsibility as a Scrutinizer 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" or "against" on the resolution proposed in the Notice of the Postal Ballot.
3. The Members holding equity shares as on the "cut-off date" i.e. February 16, 2024 were entitled to vote on the resolution proposed in the Notice of Postal Ballot.
4. In terms of the aforesaid Notice dated February 06, 2024, the Company dispatched Notice of Postal Ballot to the Shareholders on 20th February, 2024 and the Public Notice was published in 'Aajkal' and 'The Financial Express' on 21st February, 2024 pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014. The e-voting period commenced from Wednesday, February 21, 2024 (9.00 a.m. IST) and ended on Thursday, March 21, 2024 (5.00 p.m. IST) for voting through remote e-voting. The e-voting facility was provided by KFin Technologies Limited (KFintech).



5. At the end of the e-voting period on Thursday, March 21, 2024 (5.00 p.m. IST), the voting portal of the service provider was blocked forthwith..
6. The votes were unblocked in the presence of 2 (two) witnesses, neither of whom are in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of KFin Technologies Limited (KFintech) i.e. <https://evoting.kfintech.com>.
7. My report on the results of the voting is based on the data downloaded from KFintech.
8. Based on the results made available to me, 157 members have cast their votes through remote e-voting platform based on the data downloaded from KFintech. The brief analysis of the results of the voting through Remote e-voting, based on the report generated by KFintech are as under:

Item No. 1**Special Business : Special Resolution:**

Approval for continuation of Directorship of Prof. Santanu Ray (DIN:00642736) as a Non-Executive Independent Director of the Company who will attain the age of 75 years on 30.06.2024

Particulars	No. of votes contained in						Percent age (%)
	E-Voting		Physical Ballot Paper		Total		
Assent	144	43011241	0	0	144	43011241	99.9710
Dissent	13	12495	0	0	13	12495	0.0290
Total	157	43023736	0	0	157	43023736	100.00
Invalid / Abstain	-	225	0	0	-	225	-

Item No. 2**Special Business : Special Resolution:**

Re-appointment of Prof. Santanu Ray (DIN: 00642736) as Non-Executive Independent Director of the Company for a second term of 5 consecutive years.

Particulars	No. of votes contained in						Percent age (%)
	E-Voting		Physical Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	143	43011285	0	0	143	43011285	99.9711
Dissent	14	12436	0	0	14	12436	0.0289
Total	157	43023721	0	0	157	43023721	100.00
Invalid / Abstain	-	240	0	0	-	240	-



Item No. 3**Special Business : Special Resolution:**

Appointment of Dr. (Ms.) Manta Day (DIN: 10234816) as a Non-Executive Independent Director of the Company for a first term of 5 consecutive years

Particulars	No. of votes contained in						Percent age (%)
	E-Voting		Physical Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	146	43013116	0	0	146	43013116	99.9753
Dissent	11	10610	0	0	11	10610	0.0247
Total	157	43023726	0	0	157	43023726	100.00
Invalid / Abstain	-	235	0	0	-	235	-

9. Based on the foregoing, I hereby certify that the Resolution 1, 2 & 3 as contained in the Postal Ballot Notice dated 06.02.2024 has been passed with requisite majority.
10. All other relevant records / electronic data relating to the e-voting is under my safe custody until the Chairman considers, approved and signs the minutes of the Postal Ballot and the same shall be handed over / emailed thereafter to the Chairman or to the person authorised by the Chairman for preserving safely.

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

**Place : Kolkata
Date : 21.03.2024**



[Signature]

[M R Goenka]
Partner
C P No.: 2551

UDIN No.: F004515E003618037

Countersigned by:-



Bharat Road Network Limited

[Signature]
Company Secretary
ACS-46263