



BRNL/CS/2024-25/23

30th August, 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: Submission of Scrutinizer's Report - Postal Ballot activity conducted by the Company vide Notice of Postal ballot dated 19th July, 2024

We refer to our letter No. BRNL/CS/2024-25/14 dated 19th July, 2024 whereby we had submitted a copy of Postal Ballot Notice dated 19th July, 2024 and also intimated the stock exchanges that the Company proposed to seek approval of the Members by way of postal ballot process in respect of the following businesses –

- Appointment of Mr. Rajesh Lihala (DIN: 00282891) as an Independent Director of the Company for a first term of 5 consecutive years (**Special Resolution**) and;
- Appointment of Mr. Jaydeep Chakraborty (DIN: 00907786) as an Independent Director of the Company for a first term of 5 consecutive years. (**Special Resolution**).

The remote e-voting period for casting the vote had commenced on Wednesday, 31st July, 2024 (9:00 A.M.) (IST) and ended on Thursday, 29th August, 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, Scrutinizer's Report dated 30th August, 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 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) (as amended from time to time), 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**

Digitally signed by
ANKITA RATHI
Date: 2024.08.30
16:48:10 +05'30'

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
(Peer Reviewed Firm)

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. July 26, 2024 were entitled to vote on the resolution proposed in the Notice of Postal Ballot.



4. In terms of the aforesaid Notice dated July 19, 2024, the manner of voting on the proposed resolution(s) is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms and the e-voting period commenced from Wednesday, July 31, 2024 (9.00 a.m. IST) and ended on Thursday, August 29, 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, August 29, 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, 208 members (including one shareholder who had exercise his partial vote in favour as well as against) 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 Appointment of Mr. Rajesh Lihala (DIN: 00282891) as an Independent Director of the Company for a first term of 5 consecutive years.

Particulars	No. of votes contained in				Percentage (%)
	E-Voting		Total		
	No. of shareholders (Ballots)	No. of Shares (votes)	No. of shareholders (Ballots)	No. of Shares (votes)	
Assent	189	37096351	189	37096351	99.9648
Dissent	16	13050	16	13050	0.0352
Total	205	37109401	205	37109401	100.00
Invalid / Abstain	4	249	4	249	-



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

Appointment of Mr. Jaydeep Chakraborty (DIN: 00907786) as an Independent Director of the Company for a first term of 5 consecutive years

Particulars	No. of votes contained in				Percentage (%)
	E-Voting		Total		
	No. of shareholders (Ballots)	No. of Shares (votes)	No. of shareholders (Ballots)	No. of Shares(votes)	
Assent	188	37096430	188	37096430	99.9652
Dissent	16	12920	16	12920	0.0348
Total	204	37109350	204	37109350	100.00
Invalid / Abstain	5	250	5	250	-

9. Based on the foregoing, I hereby certify that the Resolution 1& 2 as contained in the Postal Ballot Notice dated 19.07.2024 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.

Place : Kolkata
Date : 30.08.2024



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.: F004515F001085815

Countersigned by:-

ANKITA RATHI
Digitally signed by ANKITA RATHI
Date: 2024.08.30 17:54:40 +05'30'

Name: Ankita Rathi

Company Secretary and Compliance Officer