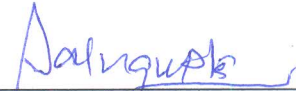

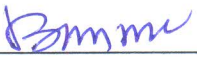



## **FORM A**

### **Format of Covering Letter of the Annual Report to be filed with the Stock Exchanges**

Sl. No.	Particulars	Remarks
1.	Name of the Company	Bharat Rasayan Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	No qualification
4.	Frequency of observation	Nil
5.	To be Signed By	
	Managing Director	 (Sh. S.N. Gupta)
	CFO	 (Sh. Rakesh Verma)
	Statutory Auditor of the Company	 (Sh. B.K. Goel)
	Audit Committee Chairman	 (Sh. Amit Gupta)



# **Bharat RASAYAN LIMITED**

*( ISO 9001 : 2008, 14001 : 2004 & OHSAS 18001 : 2007 CERTIFIED COMPANY )*



## **26TH ANNUAL REPORT 2014-2015**


**BOARD OF DIRECTORS**
**Promoter Directors**

**S. N. GUPTA** Chairman & Managing Director  
**M. P. GUPTA** Whole Time Director  
**R. P. GUPTA** Whole Time Director

**Other Directors**

**V. K. SHARMA** Director (Executive)  
**PANKAJ GUPTA** Director (Independent & Non-Executive)  
**RAM KANWAR** Director (Independent & Non-Executive)  
**AMIT GUPTA** Director (Independent & Non-Executive)  
**SUJATA AGARWAL** Director (Independent & Non-Executive)

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**NIKITA BAHL**

**CHIEF FINANCIAL OFFICER**

**RAKESH KUMAR VERMA**

**AUDITORS**

**M/S. B. K. GOEL & ASSOCIATES**  
Chartered Accountants  
P-16, N.D.S.E.-II, New Delhi - 110 049.

**COST AUDITORS**

**M/S. M. K. SINGHAL & CO.**  
Cost Accountants  
"Panchvati", Opp. M.M.College, Modinagar - 201 204 (U.P.).

**BANKERS**

- **STATE BANK OF INDIA** - **HDFC BANK LIMITED**  
- **AXIS BANK LIMITED** - **YES BANK LIMITED**

**REGISTERED OFFICE**

Address : 1501, Vikram Tower, Rajendra Place, New Delhi - 110 008.  
CIN : L24119DL1989PLC036264  
Email-Id : investors.brl@bharatgroup.co.in

**FACTORY**

**Unit-I** 2 KM Stone, Madina-Mokhra Road, Village Mokhra,  
Distt. Rohtak - 124 022 (Haryana).  
**Unit-II** 42/4, Amod Road, GIDC, Industrial Estate, Dahej,  
Distt. Bharuch - 392 130 (Gujarat)

**REGISTRAR & SHARE TRANSFER AGENT**

**M/S. LINK INTIME INDIA PVT. LIMITED**  
44, Community Centre, 2nd Floor, Naraina Industrial Area,  
Phase-I, Near PVR, Naraina, New Delhi - 110 028.  
Tel. Nos. : 91-11-41410592-94, Fax No : 91-11-41410591  
E-mail ID : delhi@linkintime.co.in

Members may please note that  
no gifts/coupons shall be  
distributed at the meeting

visit us at [www.bharatgroup.co.in](http://www.bharatgroup.co.in)

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## **NOTICE**

Notice is hereby given that **Twenty Sixth Annual General Meeting** of the Company will be held on Monday, the 28<sup>th</sup> day of September, 2015 at 10:30 A.M. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087, to transact the following business:

### **ORDINARY BUSINESS**

#### **Item No. 1: Adoption of Accounts**

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

#### **Item No. 2: Declaration of Dividend**

To declare a final dividend of ₹1.50 per equity share for the year ended on 31<sup>st</sup> March, 2015.

#### **Item No. 3: Rotation of Director**

To appoint a Director in place of Shri M.P.Gupta (DIN:00014681), who retires by rotation and being eligible, seeks re-appointment.

#### **Item No. 4: Rotation of Director**

To appoint a Director in place of Shri R.P.Gupta (DIN:00048888), who retires by rotation and being eligible, seeks re-appointment.

#### **Item No. 5: Ratification of Appointment of Auditors**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s B.K.Goel & Associates, Chartered Accountants (Firm Registration No. 016642N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company at such remuneration as may be determined by the Board of Directors of the Company.”

### **SPECIAL BUSINESS**

#### **Item No. 6: Re-appointment of Shri V.K.Sharma as Whole Time Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as **“Special Resolution”**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 164, 165, 167, 196 and Schedule-V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other provision of the Companies Act, 2013, applicable if any, and upon the recommendation and approval of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to reappoint Shri V.K.Sharma (DIN:05106079) as a Whole-Time Director of the Company designated as “Executive Director” and “Key Managerial Personnel” for a period starting from 1<sup>st</sup> June, 2015 to 31<sup>st</sup> December, 2016 subject to an approval of Company’s shareholders as required under applicable provisions of the Companies Act, 2013, read with Schedule-V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Shri V.K Sharma, Whole Time Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to ₹1,90,895/- per month (Rupees One Lakh Ninety Thousand Eight Hundred Ninety Five only) w.e.f. 1<sup>st</sup> June, 2015.



**RESOLVED FURTHER THAT** in addition to above mentioned remuneration, Shri V.K.Sharma will also be entitled to various perquisites, allowances and incentives which are within the permissible limits of the Companies Act, 2013, which are governed by following norms w.e.f. 1<sup>st</sup> June, 2015:

- i. Perquisites in the nature of Reimbursement of Medical Expenses, Books & Periodicals, Petrol and Driver's Salary/Helper Allowance subject to the maximum of ₹12,250/- per month.
- ii. The aggregate amount of Performance Incentives & others, if any, provided by the Company shall be valued as per Income Tax Act, 1961 and Rules framed thereunder and shall be restricted to ₹13,000/- per month.
- iii. Contribution to Employees Provident Fund (EPF) and Gratuity Fund or Superannuation Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- iv. Encashment of unavailed leaves as per the Rules of the Company, at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- v. The Company may provide Car for business of the Company. Provision of car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company and paid by him.
- vi. The Company may provide Mobile and Telephone facility at residence of Shri V.K.Sharma. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- vii. The Premium for a Floater Family Mediciclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum.

**RESOLVED FURTHER THAT** Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary to give effect to the above resolution."

**Item No. 7: Approval to make loan, give guarantee or security and to make investments**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as **"Special Resolution"**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to invest and/or make loan(s) in one or more trenches to any person or body corporate, and/or give any guarantee or provide security in connection with a loan to any person or body corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate(s) upto an amount not exceeding ₹5,00,00,00,000/- (Rupees Five Hundred Crores only) from time to time in one or more trenches.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is here by authorized to take all the necessary steps in this regard."

**Item No. 8: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2015-16**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **"Ordinary Resolution"**:





**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the remuneration payable to M/s M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016, amounting to ₹1,45,000/- (Rupees One Lakh Forty-five Thousand only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”

**Item No. 9: Approval to make changes in payment of Profit based Commission to the Directors of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **“Special Resolution”**:

**“RESOLVED THAT** in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Sections 197, 198, Schedule-V of the Companies Act, 2013, or any other applicable provision of the Companies Act, 2013, and the Rules framed thereunder, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to pay the Commission based on Profit of the Company for a particular financial year in addition to the monthly remunerations payable to Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company in the manner 25:25:50 respectively.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to this resolution.”

**Item No. 10: Contribution to Charitable & other funds under Section 181 of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **“Ordinary Resolution”**:

**“RESOLVED THAT**, in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 181 & other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (including Committee of Directors & and such other Committee as may formed thereof) to contribute, donate from time to time to any national, bonafide charitable, benevolent, philanthropic, educational research or general and other funds not directly relating to the business of the Company or the welfare of its employees upto an aggregate amount of ₹5,00,00,000/- (Rupees Five Crores only) in any financial year, notwithstanding that the aggregate of the donation(s) may exceed the limit of 5% of the average net profits of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion deem necessary and / or expedient for implementing and giving effect to this resolution.”

**Regd. Office:**

1501, Vikram Tower,  
Rajendra Place,  
New Delhi – 110008  
CIN: L24119DL1989PLC036264  
New Delhi  
August 12, 2015

By Order of the Board of Directors  
For **BHARAT RASAYAN LIMITED**

Sd/-  
(Nikita Bahl)  
Company Secretary



**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of matters covered pursuant "Special Business" is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend the meeting and vote on a poll, if any, instead of himself/herself and the proxy need not be a member of the Company. Proxy form duly filled must reach the registered office of the Company not less than forty-eight hours before the meeting. A blank proxy form is annexed to this notice.** A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 21<sup>st</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive) in terms of the provisions of the Companies Act, 2013, and the Listing Agreement with the Stock Exchange, where the equity shares of the Company are listed, for the purpose of Annual General Meeting. The dividend as recommended by the Board of Directors, if approved at the meeting, will be paid to those members whose names appear in the Register of Members or in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as on 21<sup>st</sup> September, 2015.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. M/s Link Intime India Pvt. Limited, for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
7. The soft copy of annual report, notice of annual general meeting, notice of e-voting etc. are being sent to the members who have registered their email-ids with their depository participant / Company's Registrar and Shares Transfer Agent (RTA). Members are requested to update their preferred e-mail-ids with the Company / Depository Participants / RTA which will be used for the purpose of sending the communications in future.
8. For convenience of Members, an attendance slip is annexed to the Proxy Form. Members/ Proxies are requested to affix their signatures at the space provided therein and thereafter handover the Attendance Slip at the venue of the meeting. The Proxy of a Member should mark on the Attendance Slip as "Proxy".
9. As per SEBI Circular No. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013, listed companies are required to use, either directly or through their RTA, any RBI approved electronic mode of payment like ECS, NECS, NEFT etc. for distribution of dividends or providing other cash benefits to the investors. Accordingly, the members, holding shares in physical form, are requested to update



their address or provide / update their bank mandate (including details of MICR, IFSC etc.) with the Company or its Registrars & Transfer Agents (RTA), Link Intime India Pvt. Limited and members holding shares in dematerialized form are requested to intimate any change in their address or to change / update bank mandate with their Depository Participants (DP) to enable the Company or RTA for making arrangements for electronic credit of dividend and other cash benefits to members.

10. For the security and safety of the members, no article/baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders/attendees are requested not to bring any article / baggage etc. at the venue of the Annual General Meeting.
11. Only bonafide members of the Company whose names appear on the Register of Members/ Proxy holders as on the record date and in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
12. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.
13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificate(s) will be returned to the member(s) after making requisite changes, thereon.
14. The Securities and Exchange Board of India (SEBI) vide Circular Ref No. MRD/DoP/CIR-05/2007 dated April 27, 2007, made Permanent Account Number (PAN) under Income Tax Act as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company/Registrar and Share Transfer Agent for registration of such transfer of shares.
15. The shareholders can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will be considered invalid.
16. The shareholders are requested to communicate all their correspondence to:

**The Compliance Officer,**  
Bharat Rasayan Limited,  
1501, Vikram Tower,  
Rajendra Place, New Delhi-110008  
Ph. No.: +91-11- 43661111, Fax No.: +91-11- 43661100

17. ***Shareholders who have not encashed/received dividends declared and paid by the Company for different financial years commencing from financial year 2007-08 may please approach the Company for payment of such unpaid dividend/s, failing which their unclaimed dividend shall be transferred to Investor Education Protection Fund in accordance with provisions contained in Section 205C of Companies Act, 1956.***
18. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is annexed to this notice.





## **EXPLANATORY STATEMENT**

*(In Compliance of Section 102 of the Companies Act, 2013)*

### **Item No. 6: Re-appointment of Shri V.K.Sharma as Whole Time Director of the Company**

Shri V.K.Sharma (DIN:05106079) was appointed as an Executive Director by the shareholders of the Company in their 25th Annual General Meeting held on 29<sup>th</sup> September, 2014 for a period commencing from 24<sup>th</sup> October, 2013 upto 31<sup>st</sup> May, 2015. The present term of Shri V.K.Sharma expired on 31<sup>st</sup> May, 2015, the Board of Directors of the Company in its meeting held on 29<sup>th</sup> May, 2015 accorded its approval for reappointment of Shri V.K.Sharma on the recommendation and approval of Nomination and Remuneration Committee for a period starting from 1<sup>st</sup> June, 2015 to 31<sup>st</sup> December, 2016 on the terms and conditions which are mentioned below subject to confirmation by the shareholders of the Company.

- i. Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to ₹1,90,895/- per month (Rupees One Lakh Ninety Thousand Eight Hundred Ninety Five only).
- ii. Perquisites in the nature of Reimbursement of Medical Expenses, Books & Periodicals, Petrol and Driver's Salary/ Helper Allowance subject to the maximum of ₹12,250/- per month (Rupees Twelve Thousand Two Hundred Fifty only).
- iii. The aggregate amount of Performance Incentives & others, if any, provided by the Company shall be valued as per Income Tax Act, 1961, and Rules framed thereunder and shall be restricted to ₹13,000/- per month (Rupees Thirteen Thousand only).
- iv. Contribution to Employees Provident Fund (EPF) and Gratuity Fund or Superannuation Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- v. Encashment of unavailed leaves as per the rules of the Company, at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- vi. The Company may provide Car for business of the Company. Provision of car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company and paid by him.
- vii. The Company may provide Mobile and Telephone facility at residence of Shri V.K.Sharma. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- viii. The Premium for a Floater Family Mediciclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousand only).

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 6.

Except Shri V.K.Sharma, no other Director or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution.

### **Item No. 7: Approval to make loan, give guarantee or security and to make investments**

As per Section 186 of the Companies Act, 2013, the Board of Directors shall not acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding the limit of 60% of the Paid-up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher, except with the consent of the shareholders accorded by way of a special resolution.

It is, therefore, necessary for the shareholders to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice, to



enable to the Board of Directors to invest and/or make loan(s) in one or more trenches to any person or body corporate, and/or give any guarantee or provide security in connection with a loan to any person or body corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate up to an amount not exceeding ₹5,00,00,00,000/- (Rupees Five Hundred Crores only) in aggregate, notwithstanding that the aggregate of the investment(s) and loan(s) so far made or to be made may exceed the limit of 60% of the Paid-up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 7.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution.

**Item No. 8: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2015-16**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought to ratify the remuneration being payable to the Cost Auditors.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 8.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution.

**Item No. 9: Approval to make changes in payment of Profit based Commission to the Directors of the Company**

The members of the Company in the Annual General Meeting held on 29<sup>th</sup> September, 2014 approved the payment of the Commission based on Profits of the Company for a particular year to Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company in the ratio 55:25:20 respectively. The Profit based Commission is payable to them in addition to their monthly remuneration approved by the members of the Company. With the increase in responsibilities of Shri R.P.Gupta, Whole Time Director of the Company, the Company with the approval of shareholders of the Company in the upcoming Annual General Meeting of the Company wants to change the ratio of profit sharing commission in the manner 25:25:50 of Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company respectively. The resolution provides only for re-distribution of Profit based Commission and does not propose any additional financial burden on the Company.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 9.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution except Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company to the extent of the Commission that may be payable to them each year.

**Item No. 10: Contribution to Charitable & other funds under Section 181 of the Companies Act, 2013**

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bonafide charitable and other funds, any amount the aggregate of which,



in any financial year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of the Companies Act, 2013, for the three immediately preceding financial year(s).

Approval of the members is necessary for any contribution to charitable and community development activity if such contribution in any financial year exceeds the limits prescribed in the Section.

With the view to conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same time addressing stakeholders' expectations, your Company wants to make contribution to charitable and community development activity.

The Board of Directors wish to contribute an amount exceeding the limits as provided in the law and for this purpose Shareholders' approval is sought to contribute/ donate upto an amount of ₹5.00 crores only in any financial year. The contribution/donations for the above said purposes will not be made for the purpose which is directly related to the business of the Company or for the welfare of its employees.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 10.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financial or otherwise) in this Resolution.

**Regd. Office:**

1501, Vikram Tower,  
Rajendra Place,  
New Delhi – 110008  
CIN: L24119DL1989PLC036264  
**New Delhi**  
**August 12, 2015**

By Order of the Board of Directors  
For **BHARAT RASAYAN LIMITED**

**Sd/-**  
**(Nikita Bahl)**  
**Company Secretary**



**Details of Directors seeking Re-appointment at the Annual General Meeting**

Particulars	Shri M.P.Gupta	Shri R.P.Gupta	Shri V.K.Sharma
<b>Date of Birth</b>	January 12, 1954	March 05, 1966	November 23, 1951
<b>Qualification</b>	B.Com.	B.Com.	Ph.D. in Chemical Technology
<b>Expertise in Functional Area</b>	<p>Shri M.P.Gupta has an experience of more than 38 years in the Corporate Sector. He has to his credit, vast experience in the field of Finance, Banking, Taxation, Accounts and General Administration.</p> <p>Shri M.P.Gupta is a Director in the Company since inception, i.e. May 15, 1989.</p>	<p>Shri R.P.Gupta has vast experience of 29 years (approx.) in varied fields like Manufacturing/ Production, Procurement &amp; General Administration. He has been instrumental in setting up the Company's Plant at Dahej (Gujarat) and is also involved in activities at other plant located at Rohtak (Haryana).</p> <p>Shri R.P.Gupta is associated with the Company since its inception, i.e. May 15, 1989.</p>	<p>Sh. V.K.Sharma has a rich experience of 30 years (approx.) in Agrochemical and Pharmaceutical Industries. He is actively involved in the areas of Production and General Administration of Company's Unit located at Dahej, Gujarat.</p> <p>Shri V.K.Sharma is associated with the Company as an Executive Director since October 24, 2011.</p>
<b>Directorship in Other Companies</b>	<ul style="list-style-type: none"> <li>-Bharat Insecticides Ltd.</li> <li>-B R Agrotech Ltd.</li> <li>-VikasTechnopack Pvt. Ltd.</li> <li>-Synochem Organics Pvt. Ltd.</li> <li>-Samhlo Farms Pvt. Ltd.</li> <li>-Kalyan Electoral Trust</li> <li>-Deep Capital Management Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Bharat Insecticides Ltd.</li> <li>- B R Agrotech Ltd.</li> <li>- Samhlo Farms Pvt. Ltd.</li> <li>- Kalyan Electoral Trust</li> </ul>	Nil
<b>Membership/ Chairmanship of Committees across all other Companies</b>	<p><b>Bharat Rasayan Limited</b></p> <ul style="list-style-type: none"> <li>-Corporate Social Responsibility Committee*</li> <li>-Stakeholder Relationship Committee#</li> <li>-Shares Transfer Committee*</li> <li>-Committee of Directors#</li> </ul> <p><b>Bharat Insecticides Limited</b></p> <ul style="list-style-type: none"> <li>-Audit Committee#</li> <li>-Nomination and Remuneration Committee#</li> <li>-Corporate Social Responsibility Committee#</li> </ul> <p><b>BR Agrotech Limited</b></p> <ul style="list-style-type: none"> <li>-Audit Committee#</li> <li>-Nomination and Remuneration Committee#</li> <li>-Corporate Social Responsibility Committee*</li> </ul>	<p><b>Bharat Rasayan Limited</b></p> <ul style="list-style-type: none"> <li>-Corporate Social Responsibility Committee#</li> <li>-Shares Transfer Committee#</li> <li>-Committee of Directors#</li> </ul>	Nil

\*Chairman #Member



## INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes through electronic means on all the resolutions set out in the Notice of Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

**E-Voting is optional and members shall have the option to vote either through e-Voting or in person at the General Meeting.**

2. **The process and instructions for Remote e-Voting are as under:**

- (i) The voting period begins on 25<sup>th</sup> September, 2015 from 9:30 A.M. and ends on 27<sup>th</sup> September, 2015 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" button.
- (v) Now Enter your User-ID
  - a. For CDSL: 16 digits Beneficiary-ID,
  - b. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <i>*Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on "Instructions for e-voting " slip indicated in the PAN field.</i>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein





they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "BHARAT RASAYAN LIMITED" to cast your vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User-ID and the Image Verification Code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Notes for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or may contact at Contact No : Toll free: **1800-200-5533** - Monday to Friday, 10:00 A.M. to 6:00 P.M.



### **3. General Instructions**

- i. The e-Voting period commences on 25<sup>th</sup> September, 2015 (9:30 am) and ends on 27<sup>th</sup> September, 2015 (5:00 pm). In case you have any queries or issues regarding e-Voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). During this period, the shareholders of the Company, holding shares either in physical mode or dematerialised mode, as on the cut-off date of September 21<sup>st</sup>, 2015, may cast their votes electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2015.
- iii. The Board of Directors of the Company has appointed Mrs. Mamta Jain, a Practicing Company Secretary as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-Voting period, unlock the votes in presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- v. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bharatgroup.co.in](http://www.bharatgroup.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolutions at the 26<sup>th</sup> Annual General Meeting of the Company and communicated to Stock Exchange where the Company's shares are listed.

By Order of the Board of Directors  
For **BHARAT RASAYAN LIMITED**

**Regd. Office:**

1501, Vikram Tower,  
Rajendra Place,  
New Delhi – 110008  
CIN: L24119DL1989PLC036264  
**New Delhi**  
**August 12, 2015**

**Sd/-**  
**(Nikita Bahl)**  
**Company Secretary**



## DIRECTORS' REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 26<sup>th</sup> Annual Report together with the Audited Statement of Accounts of **Bharat Rasayan Limited** ("the Company") for the year ended March 31, 2015.

### Financial Performance

The summarized standalone results of your Company are given in the table below.

(₹ in Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
Total Income	<b>43,962.97</b>	36,234.90
Total Expenses	<b>39,156.57</b>	33,228.44
Profit before Interest, Depreciation & Tax (EBITDA)	<b>8,222.88</b>	6,346.69
Provision for Income Tax (including for earlier years)	<b>1,631.49</b>	991.83
Net Profit after Tax	<b>3,174.91</b>	2,014.62
Earnings Per Share (EPS)	<b>74.73</b>	47.42

### Summary of Operations

During the year, your Company's profit after tax stood at ₹3174.91 Lacs vis-à-vis ₹2014.62 Lacs in the previous year, registering a growth of approx. 57.59%.

### Reserves

During the year, the Company has transferred ₹2,00,00,000/- (Rupees Two Crores only) to General Reserves of the Company.

### Dividend

Your Directors have recommended a dividend of ₹1.5 per equity share of ₹10 each for financial year 2014-15. The final dividend subject to the approval of the members at the Annual General Meeting will be paid to those members whose names appear in the Register of Members or in the records of the Depositories i.e. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on the record date.

### Details of Board Meetings

During the year, five (5) number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
30.05.2014	7
13.08.2014	7
30.09.2014	6
13.11.2014	7
12.02.2015	6



## Capital/ Finance

As on 31<sup>st</sup> March, 2015, the issued, subscribed and paid up share capital of your Company stood at ₹4,24,87,400/-, comprising 42,48,740 equity shares of ₹10/- each.

## Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013, ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is annexed as per **Annexure-I**.

## Committees of Board

The details of composition of the Committees formulated by the Board of Directors are as under:-

### a. Audit Committee

Sl. No.	Name	Chairman/ Members
1.	Shri Amit Gupta	Chairman
2.	Shri Pankaj Gupta	Member
3.	Smt. Sujata Agarwal	Member

During the year, the Committee had met on 30.05.2014, 13.08.2014, 13.11.2014 and 12.02.2015.

### b. Nomination & Remuneration Committee

Sl. No.	Name	Chairman/ Members
1.	Shri Amit Gupta	Chairman
2.	Shri Pankaj Gupta	Member
3.	Smt. Sujata Agarwal	Member

During the year, the Committee had met on 30.05.2014, 19.09.2014 and 12.02.2015.

### c. Corporate Social Responsibility Committee

Sl. No.	Name	Chairman/ Members
1.	Shri M.P.Gupta	Chairman
2.	Shri R.P.Gupta	Member
3.	Shri Amit Gupta	Member

During the year, the Committee had met on 22.10.2014 and 19.11.2014.

The Committee had approved the CSR policy and the Budget. The CSR policy is uploaded on Company's website. Further, the Report on CSR Activities/ Initiatives is enclosed as **Annexure-II**.

### d. Stakeholders Relationship / Shareholder Grievance Committee

Sl. No.	Name	Chairman/ Members
1.	Shri Pankaj Gupta	Chairman
2.	Shri M.P.Gupta	Member
3.	Shri Amit Gupta	Member

During the year, the Committee had met on 01.04.2014, 01.07.2014, 01.10.2014 and 02.01.2015.



**e. Share Transfer Committee**

Sl. No.	Name	Chairman/ Members
1.	Shri M.P.Gupta	Chairman
2.	Shri R.P.Gupta	Member
3.	Shri Amit Gupta	Member

During the year, the Committee had met on 11.04.2014, 21.04.2014, 30.04.2014, 09.05.2014, 20.05.2014, 30.05.2014, 10.06.2014, 20.06.2014, 30.06.2014, 10.07.2014, 18.07.2014, 29.07.2014, 08.08.2014, 20.08.2014, 10.09.2014, 19.09.2014, 27.09.2014, 10.10.2014, 20.10.2014, 30.10.2014, 10.11.2014, 20.11.2014, 28.11.2014, 09.12.2014, 19.12.2014, 30.12.2014, 07.01.2015, 14.01.2015, 21.01.2015, 30.01.2015, 09.02.2015, 20.02.2015, 28.02.2015, 07.03.2015, 16.03.2015, 20.03.2015 and 30.03.2015.

**f. Committee of Directors**

Sl. No.	Name	Chairman/ Members
1.	Shri S.N.Gupta	Chairman
2.	Shri M.P.Gupta	Member
3.	Shri R.P.Gupta	Member
4.	Shri Amit Gupta	Member

During the year, the Committee had met on 09.04.2014, 22.04.2014, 16.07.2014, 18.07.2014, 22.10.2014, 05.12.2014, 09.12.2014, 09.02.2015 and 20.03.2015.

**g. Directors' Responsibility Statement**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Statutory Auditors, their Report and Notes to Financial Statements**

In the last AGM held on 29<sup>th</sup> September, 2014, M/s. B.K.Goel and Associates, Chartered Accountants have been appointed Statutory Auditors of the Company for a period of four years. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.





Further, the report of the Statutory Auditors alongwith notes to Schedules is enclosed to this report. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

### Cost Audit

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. M.K.Singhal and Co., Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your Company for the financial year 2015-16. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

### Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, M/s. Mamta Jain and Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure-III** to this report. Directors' explanation on the comments of the Secretarial Auditor for the year ended 31<sup>st</sup> March, 2015 as set out in the Secretarial Audit Report dated 12<sup>th</sup> August, 2015 is as follows:

With reference to the said report wherein the Secretarial Auditor has mentioned about Non-filing of form MGT-15 in respect of Report on Annual General Meeting (held on 29.09.2014) under Section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014, the Board would like to inform you that the said non filing with the Ministry of Corporate Affairs shall be rectified at the earliest.

### Particulars of Loan, Guarantees or investments

#### i. Amount outstanding as at 31st March, 2015

Particulars	Amount (in ₹)
Loans Given	Nil
Guarantees Given	Nil
Investments Made in Mutual Funds	28,00,00,000

#### ii. Loan, Guarantee and Investments made during the Financial Year 2014-15

Name of Entity	Relation	Amount (in ₹)	Particulars of loan, guarantee and investments	Purpose for which the loans, guarantee and investments are proposed to be utilized
Mutual Funds (Short term)	-	5,00,00,000	Short Term Investments	Cash Management
Mutual Funds (Short term)	-	5,00,00,000	Short Term Investments	Cash Management
Mutual Funds (Short term)	-	5,00,00,000	Short Term Investments	Cash Management
Mutual Funds (Short term)	-	20,00,00,000	Short Term Investments	Cash Management
Mutual Funds (Short term)	-	28,00,00,000	Short Term Investments	Cash Management



### **Related party transactions**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure-IV** in Form AOC-2 and the same forms part of this report.

### **Human Resources**

Your Company treats its “human resources” as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

### **Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance for sexual harassment at workplace and has already adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the Rules framed thereunder.

During the financial year 2014-15, the Company has not received any complaint on sexual harassment.

### **Vigil Mechanism**

Pursuant to the requirement of the Act, the Company has established vigil mechanism, a channel through which the Directors and Employees of the Company have a secure mechanism to report genuine concerns including any unethical behavior, actual or suspected frauds taking place in M/s Bharat Rasayan Limited for appropriate action or reporting.

### **Board Evaluation**

The performance evaluation of the Board, its Committees and individual Directors was being conducted as per the requirement of Companies Act, 2013.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

A separate meeting of the Independent Directors (“Annual ID meeting”) was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman.

Some of the key criteria which were being considered for performance evaluation were as follows:

- Attendance at Board or Committee Meetings;
- Contribution at Board or Committee Meetings;
- Guidance/support to Management outside Board/Committee Meetings;
- Degree of fulfilment of key responsibilities;
- Board structure and composition; and
- Effectiveness of Board process;

### **Risk Management Policy**

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically.



The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

#### **Declaration by Independent Directors**

During the year Smt.Sujata Agarwal was being appointed as Non-Executive Independent Woman Director of the Company.

Shri Pankaj Gupta, Shri Ram Kanwar, Shri Amit Gupta and Smt. Sujata Agarwal are independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in section 149 of the Act and the Rules made thereunder about their status as Independent Directors of the Company.

#### **Company's policy on appointment and remuneration**

During the year under review the Company has duly adopted the Nomination and Remuneration Policy. This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and Clause 49(IV)(B)(1) of the Equity Listing Agreement ("Listing Agreement").

#### **Ratio of Remuneration of Director**

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company is enclosed as **Annexure-V** to the Directors' Report.

#### **Internal financial control**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews being made by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

#### **Statutory Auditor's Report**

The Auditor's Report does not contain any qualifications, reservations or adverse remarks.

#### **Directors and Key Managerial Personnel**

Shri M.P.Gupta and Shri R.P.Gupta, Directors of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Shri Pankaj Gupta, Shri Ram Kanwar, Shri Amit Gupta and Smt. Sujata Agarwal have been appointed as an Independent Directors for term of 5 years and Shri Ajay Gupta have resigned from the position of Directorship w.e.f. 6<sup>th</sup> June, 2014 and Shri Sandesh Jain and Shri Naresh Agarwal also ceased to be associated with the Company w.e.f. 14<sup>th</sup> August, 2014.

#### **Transfer of Amounts to Investor Education and Protection Fund**

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 29<sup>th</sup> September, 2014), with the Ministry of Corporate Affairs.



### **Deposits from public**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### **Management Discussion and Analysis Report**

As per Clause 49 of the Listing Agreement entered into with the stock exchange, Management Discussion and Analysis Report is annexed to Directors' Report, which forms part of this Annual Report.

### **Particulars of Employees**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees was in receipt of remuneration exceeding the limit specifies in the Act and the corresponding rules.

### **Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

#### **(a) Conservation of Energy**

Energy conservation has been an important thrust area of the management and is being continuously monitored and efforts to conserve and optimize the use of energy through improved operational methods and other means are being continued on an ongoing basis. We have persistent in our efforts to ensure reuse, recycling to the extent possible.

Wherever possible, energy conservation measures have already been implemented by your Company.

With growing concerns, there has been an exhaustive search made for means of alternative energy which may be considered for implementation in future and your Company would continue to explore alternative sources of energy in future. Sustainability is deeply rooted in all the operations of your Company.

The energy consumption and the cost of production are being kept under control.

#### **(b) Technology Absorption and Research and Development (R&D)**

##### **Technology Absorption, Adaptation & Innovation**

1. The Company has no technical collaboration and the processes are carried out on the standard known technology and efforts are made to improve upon the same on an ongoing basis.
2. The Company has been in a position to cater to the requirements of customers, both Indian and foreign.
3. The Company has not imported any technology so far.

##### **Research & Development (R&D)**

1. Company's In-house R&D facilities are recognized by the Ministry of Science and Technology, New Delhi.
2. R&D efforts of the Company are directed towards quality assurance and improvement of existing products quality.
3. Development of new processes for products is carried out on an ongoing basis. Several new products were developed during the year under review with special impetus on following aspects.



- Develop new products for contribution in growth of the Company.
- Competitive in terms of technical & commercial point of view.
- Enhanced effectiveness of products towards end use.
- More environment friendly process.
- More safe to manufacture.

4. Expenditure on R&D by Company's In-house R&D Unit:

- |   |               |
|---|---------------|
| • Capital   | : ₹11.00 lacs |
| • Recurring   | : ₹68.56 lacs |
| • Total   | : ₹79.56 lacs |
| • Total R&D expenditure (as % of total expenditure) | : 0.20%       |

**(c) Foreign exchange earnings and Outgo**

During the year, the total foreign exchange used was ₹15329.37 lacs and the total foreign exchange earned was ₹12089.78 lacs.

**Acknowledgement**

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board  
**M/s Bharat Rasayan Limited**

**Sd/-**  
**(S.N.Gupta)**  
**Chairman & Managing Director**  
**DIN: 00024660**

**New Delhi**  
**August 12, 2015**





**ANNEXURE- 'I' TO THE DIRECTORS' REPORT**

**FORM MGT-9**

**Extract of Annual Return as on the financial year ended on 31st March, 2015**

*[Pursuant to Section 92(3) of the Companies Act, 2013, and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS**

i)	<b>CIN</b>	L24119DL1989PLC036264
ii)	<b>Registration Date</b>	May 15, 1989
iii)	<b>Name of the Company</b>	BHARAT RASAYAN LIMITED
iv)	<b>Category/Sub-Category of the Company</b>	Public Company/Limited by shares, Company having share capital
v)	<b>Address of the Registered Office and contact details</b>	1501, Vikram Tower, Rajendra Place, New Delhi-110008 Ph. No.: +91-11-43661111 Fax No.: +91-11-43661100
vi)	<b>Whether Listed Company (Yes/No)</b>	Yes
vii)	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	M/s Link Intime India Pvt. Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi-110028 Tel. Nos.: 91-11-41410592-94 Fax No: 91-11-41410591

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

<b>Sr. No.</b>	<b>Name and description of main products / services</b>	<b>NIC Code of the product/service</b>	<b>% to total turnover of the Company</b>
1	Metaphenoxy Benzaldehyde	20219	14.97%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>Name and address of the company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of shares held</b>	<b>Applicable section</b>
— NOT APPLICABLE —					



#### IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity)

##### i. Category-wise shareholding

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (01.04.2014)				No. of shares held at the end of the year (31.03.2015)				% Change during the year
	Particulars	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	<b>Promoters</b>									
	<b>1 Indian</b>									
	a) Individual/HUF	2,807,128	-	2,807,128	66.0697%	28,04,128	-	28,04,128	65.9990%	(0.0707%)
	b) Central Govt.	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corporate	372,221	-	372,221	8.7607%	3,72,221	-	3,72,221	8.7607%	-
	e) Banks/FI	-	-	-	-	-	-	-	-	-
	f) Any Other	-	-	-	-	-	-	-	-	-
	<b>Sub-total (A) (1)</b>	<b>3,179,349</b>	<b>-</b>	<b>3,179,349</b>	<b>74.8304%</b>	<b>31,76,349</b>	<b>-</b>	<b>31,76,349</b>	<b>74.7598%</b>	<b>(0.0707%)</b>
	<b>2 Foreign</b>									
	a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
	b) Other-Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corporate	-	-	-	-	-	-	-	-	-
	d) Banks/FI	-	-	-	-	-	-	-	-	-
	e) Any Other	-	-	-	-	-	-	-	-	-
	<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>3,179,349</b>	<b>-</b>	<b>3,179,349</b>	<b>74.8304%</b>	<b>31,76,349</b>	<b>-</b>	<b>31,76,349</b>	<b>74.7598%</b>	<b>(0.0707%)</b>
B.	<b>Public shareholding</b>									
	<b>1 Institutions</b>									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks/FI	-	-	-	-	-	-	-	-	-
	c) Central Govt.	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (01.04.2014)				No. of shares held at the end of the year (31.03.2015)				% Change during the year
	Particulars	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) FIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others	-	-	-	-	-	-	-	-	-
	<b>Sub-total (B) (1)</b>	-	-	-	-	-	-	-	-	-
<b>2</b>	<b>Non- Institutions</b>									
	<b>a) Bodies Corporate</b>						-			
	i) Indian	565,987	2,600	568,587	13.3825%	541,175	2,600	543,775	12.7985%	(0.5840%)
	ii) Overseas	-	-	-	-	-	-	-	-	-
	<b>b) Individuals</b>									
	i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	210,105	287,753	497,858	11.7178%	261,367	264,653	526,020	12.3806%	0.6628%
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	-	-	-	-	-	-	-	-	-
	<b>c) Others (specify)</b>									
	I. Clearing Members	2475	-	2475	0.0582%	1,376	1,376	-	0.0324%	(0.0258%)
	II. NRI's	471	-	471	0.0111%	1,220	1,220	-	0.0287%	0.0176%
	III. HUF	-	-	-	-	-	-	-	-	-
	IV. Unclaimed Shares Suspense Account-Clause 5A	-	-	-	-	-	-	-	-	-
	<b>Sub-total (B) (2)</b>	<b>779,038</b>	<b>290,353</b>	<b>1,069,391</b>	<b>25.1696%</b>	<b>805,138</b>	<b>267,253</b>	<b>1,072,391</b>	<b>25.2402%</b>	<b>0.0706%</b>
	<b>Total Public Shareholding [(B)=(B)(1)+(B)(2)]</b>	<b>779,038</b>	<b>290,353</b>	<b>1,069,391</b>	<b>25.1696%</b>	<b>805,138</b>	<b>267,253</b>	<b>1,072,391</b>	<b>25.2402%</b>	<b>0.0706%</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>3,958,387</b>	<b>290,353</b>	<b>4,248,740</b>	<b>100.0000%</b>	<b>3,981,487</b>	<b>267,253</b>	<b>4,248,740</b>	<b>100.0000%</b>	-





**ii. Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Sat Narain Gupta	1,028,631	24.2102%	-	1,028,631	24.2102%	-	-
2	Rajesh Gupta	79,982	1.8825%	-	79,982	1.8825%	-	-
3	S.N. Gupta (HUF)	359,200	8.4543%	-	356,200	8.3837%	-	(0.0706%)
4	Mahabir Prasad Gupta	422,800	9.9512%	-	422,800	9.9512%	-	-
5	Savita Gupta	124,300	2.9256%	-	124,300	2.9256%	-	-
6	Vikas Gupta	194,300	4.5731%	-	194,300	4.5731%	-	-
7	Rajender Prasad Gupta	300,344	7.0690%	-	331,544	7.8033%	-	0.7343%
8	Manju Gupta	59,584	1.4024%	-	59,584	1.4024%	-	-
9	Sahil Gupta	45,700	1.0756%	-	45,700	1.0756%	-	-
10	Neha Gupta	31,200	0.7343%	-	-	-	-	(0.7343%)
11	R.P. Gupta (HUF)	146,089	3.4384%	-	146,089	3.4384%	-	-
12	Ram Narain (HUF)	14,998	0.3530%	-	14,998	0.3530%	-	-
13	Centum Finance Limited	101,000	2.3772%	-	101,000	2.3772%	-	-
14	BRL Finlease Limited	114,172	2.6872%	-	114,172	2.6872%	-	-
15	Weldon Fincap Pvt. Limited	157,049	3.6964%	-	157,049	3.6964%	-	-
	<b>Total</b>	<b>3,179,349</b>	<b>74.8304%</b>	<b>-</b>	<b>3,176,349</b>	<b>74.7598%</b>	<b>-</b>	<b>(0.0706%)</b>



**iii. Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year as on 01.04.2014		Cumulative Shareholding during the year (2014-15)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	<b>At the beginning of the year</b>	3,179,349	74.8304%	3,179,349	74.8304%
1	25/08/2014	(1,000)	(0.0235%)	3,178,349	74.8069%
2	04/09/2014	(31,200)	(0.7343%)	3,147,149	74.0725%
3	04/09/2014	31,200	0.7343%	3,178,349	74.8069%
4	11/09/2014	(2,000)	(0.0471%)	3,176,349	74.7598%
<b>At the end of the year</b>				<b>3,176,349</b>	<b>74.7598%</b>

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2014		Cumulative Shareholding during the year (2014-15)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total the shares of the company
(1)	(2)	(3)	(4)	(5)	(6)
1	<b>RITESH STOCK BROKING PVT LIMITED</b>				
	At the beginning of the year	210,590	4.9565%	210,590	4.9565%
	Bought during the Year	-	-	-	-
	Sold during the year	6,896	0.1623%	203,694	4.7942%
	At the end of the year	<b>203,694</b>	<b>4.7942%</b>		
2	<b>AMBA SECURITIES PVT LIMITED</b>				
	At the beginning of the year	210,000	4.9426%	210,000	4.9426%
	Bought during the Year	-	-		
	Sold during the year	-	-		
	At the end of the year	<b>210,000</b>	<b>4.9426%</b>		
3	<b>SHIV SHANKAR SECURITIES PVT LIMITED</b>				
	At the beginning of the year	81,628	1.9212%	81,628	1.9212%
	Bought during the Year	-	-		
	Sold during the year	-	-		
	At the end of the year	<b>81,628</b>	<b>1.9212%</b>		
4	<b>RITESH PROJECTS PRIVATE LIMITED</b>				
	At the beginning of the year	29,172	0.6866%	29,172	0.6866%
	Bought during the Year	-	-		





Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2014		Cumulative Shareholding during the year (2014-15)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total the shares of the company
(1)	(2)	(3)	(4)	(5)	(6)
	Sold during the year	8,553	0.2013%	20,619	0.4853%
	At the end of the year	<b>20,619</b>	<b>0.4853%</b>		
5	<b>INDIANIVESH SECURITIES PVT LIMITED</b>				
	At the beginning of the year	11,644	0.2741%	11,644	0.2741%
	Bought during the Year	-	-		
	Sold during the year	11,529	0.2714%	115	0.0027%
	At the end of the year	<b>115</b>	<b>0.0027%</b>		
6	<b>BALAJI NIKETAN PVT LIMITED</b>				
	At the beginning of the year	6,182	0.1455%	6,182	0.1455%
	Bought during the Year	-	-		
	Sold during the year	6,182	0.1455%	NIL	NIL
	At the end of the year	<b>NIL</b>	<b>NIL</b>		
7	<b>MAHESH KAUSHIK</b>				
	At the beginning of the year	5,981	0.1408%	5,981	0.1408%
	Bought during the Year	-	-		
	Sold during the year	164	0.0039%	5,817	0.1369%
	At the end of the year	<b>5,817</b>	<b>0.1369%</b>		
8	<b>GLOBE CAPITAL MARKET LIMITED</b>				
	At the beginning of the year	4,155	0.0978%	4,155	0.0978%
	Bought during the Year	-	-		
	Sold during the year	3,867	0.0910%	288	0.0068%
	At the end of the year	<b>288</b>	<b>0.0068%</b>		
9	<b>TEJINDER PAL SETIA</b>				
	At the beginning of the year	4,059	0.0955%	4,059	0.0955%
	Bought during the Year	-	-		
	Sold during the year	4,059	0.0955%	NIL	NIL
	At the end of the year	<b>NIL</b>	<b>NIL</b>		
10	<b>PRAMOD PRAKASH MITRA</b>				
	At the beginning of the year	3,900	0.0918%	3,900	0.0918%
	Bought during the Year	-	-		
	Sold during the year	2,400	0.0565%	1,500	0.0353%
	At the end of the year	<b>1,500</b>	<b>0.0353%</b>		

Note: The above details are given as on 31st March, 2015. The Company is listed and 93.7098% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders is due to market operations. Further, Company has not allotted /transferred or issued any bonus or sweat equity shares during the year.



**v. Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total the shares of the company
(1)	(2)	(3)	(4)	(5)	(6)
1	<b>SAT NARAIN GUPTA</b>				
	At the beginning of the year	1,028,631	24.2103%	1,028,631	24.2103%
	Bought during the Year	-	-		
	Sold during the Year	-	-		
	At the end of the year	<b>1,028,631</b>	<b>24.2103%</b>		
2	<b>MAHABIR PRASAD GUPTA</b>				
	At the beginning of the year	422,800	9.9512%	422,800	9.9512%
	Bought during the Year	-	-		
	Sold during the Year	-	-		
	At the end of the year	<b>422,800</b>	<b>9.9512%</b>		
3	<b>RAJENDER PRASAD GUPTA</b>				
	At the beginning of the year	300,344	7.0690%	300,344	7.0690%
	Bought during the Year	31,200	0.7343%	331,544	7.8033%
	Sold during the Year	-	-		
	At the end of the year	<b>331,544</b>	<b>7.8033%</b>		
4	<b>AMIT GUPTA</b>				
	At the beginning of the year	3,900	0.0918%	3,900	0.0918%
	Bought during the Year	-	-		
	Sold during the Year	-	-		
	At the end of the year	<b>3,900</b>	<b>0.0918%</b>		

**VI. Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Crores)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	107.27	46.22	6.00	159.49
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	0.57	-	-	0.57
<b>Total (i+ii+iii)</b>	<b>107.84</b>	<b>46.22</b>	<b>6.00</b>	<b>160.06</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0.05	-	-	0.05
Reduction	-	2.39	6.00	8.39
<b>Net Change</b>	<b>0.05</b>	<b>(2.39)</b>	<b>(6.00)</b>	<b>(8.34)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	107.89	43.83	-	151.72
ii) Interest due but not paid	-	-	-	-
iii) Interest Accrued but not due	0.47	5.96	-	6.43
<b>Total (i+ii+iii)</b>	<b>108.36</b>	<b>49.79</b>	<b>-</b>	<b>158.15</b>



## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Managing Director/Whole time Director/ Manager		
		Sh. S.N. Gupta (1)	Sh. M.P Gupta (2)	Sh. R.P. Gupta (3)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	21.00	15.00	12.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	12.00	-	-
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	111.80	111.80	223.60
	- Others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>144.80</b>	<b>126.80</b>	<b>235.60</b>

Sl. No.	Particulars of Remuneration	Name of Managing Director/Whole time Director/ Manager		
		Sh. V.K. Sharma (4)	Sh. Ajay Gupta (5)	TOTAL AMOUNT [(1) to (5)]
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	21.91	4.42	74.33
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	-	12.00
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			447.20
	- Others, specify			
5	Others, please specify	-	-	-
	<b>Total</b>	<b>21.91</b>	<b>4.42</b>	<b>533.53</b>
	<b>Ceiling as per Companies Act, 2013</b>			<b>534.05</b>



**B. Remuneration to key managerial personnel other than MD/Manager/WTD**

(₹ in Lacs)

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer (CEO)	*Chief Financial Officer (CFO).	Company Secretary (CS).	
			Sh. Rakesh Verma	Ms. Sonali Singh	
1	Gross Salary	N.A.	12.10	6.04	18.14
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961				
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	N.A.	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	N.A.	-	-	-
2	Stock Option	N.A.	-	-	-
3	Sweat Equity	N.A.	-	-	-
4	Commission				
	- as % of profit	N.A.	-	-	-
	- Others, specify	N.A.	-	-	-
5	Others, please specify	N.A.	-	-	-
	<b>Total(C)</b>	<b>N.A.</b>	<b>12.10</b>	<b>6.04</b>	<b>18.14</b>

**VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
<b>A. COMPANY - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT - Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



## ANNEXURE - 'II' TO THE DIRECTORS' REPORT

### REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES/ INITIATIVES

*[Pursuant to Section 135 of the Act & Rules made thereunder]*

**1. A brief outline of the Company's CSR Policy, including brief of the projects or programmes proposed to be undertaken**

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of the Directors, is available on the Company's website at [www.bharatgroup.co.in](http://www.bharatgroup.co.in).

The Company has identified the following causes from a Corporate Social Responsibility perspective:

- 1) Supporting Rural Children's Education including Promoting Education
- 2) Promoting Healthcare
- 3) Any other activities i.e., covered under Schedule-VII of the Companies Act, 2013.

**2. The composition of the CSR Committee**

The Corporate Social Responsibility Committee shall comprise of the following Directors:

- 1) Shri M.P.Gupta, Whole Time Director
- 2) Shri R.P.Gupta, Whole Time Director
- 3) Shri Amit Gupta, Independent Director

**3. Average Net Profit of the Company for last 3 financial years** : ₹1929.00 Lacs

**4. Prescribed CSR Expenditure (2% of Point No.3)** : ₹38.58 Lacs

**5. Details of CSR activities/projects undertaken during the year**

**a) Total amount to be spent for the financial year** : ₹38.58 Lacs

**b) Amount un-spent, if any** : N.A.

**c) Manner in which the amount spent during financial year is detailed below:**

Sr. No	CSR Project	Relevant Section of Schedule-VII in which Project is covered (Note 1)	Projects/ Programmes coverage	Amount outlay (budget) (in ₹)	Amount spent on the project/ programme (in ₹)	Cumulative expenditure upto 31 <sup>st</sup> March, 2015 (in ₹)	Amount spent Direct/ through implementing agency
1.	Promoting Health Care including preventive health care	(i)	Dehradun, Uttarakhand	40,00,000	40,00,000	40,00,000	Himalayan Institute Hospital Trust*
2.	Promotion of Education	(ii)	Gujarat	35,000	35,000	35,000	Direct

\* Himalayan Institute Hospital Trust having its office at Swami Ram Nagar, P.O. Doiwala, Dehradun-248140 (Uttarakhand), is recognized by the Scientific and Industrial Research Organizations (SIROs) under the Ministry of Science and Technology, Department of Science and Industrial Research, Government of India, New Delhi.



6. **A responsibility statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

**On behalf of the Board**

**Sd/-**

**(S.N.Gupta)**

**Chairman & Managing Director**

**DIN: 00024660**

**Sd/-**

**(M.P.Gupta)**

**Chairman of CSR Committee**

**DIN: 00014681**

**New Delhi,  
August 12, 2015**



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**ANNEXURE - III TO THE DIRECTORS' REPORT**

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**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

for the financial year ended 31st March, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

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To,

**The Members,  
Bharat Rasayan Limited  
1501, Vikram Tower, Rajendra Place,  
New Delhi-110008.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bharat Rasayan Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Bharat Rasayan Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;





- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable to the Company during the Audit Period)**
- (vi) Other laws including:
- (a) Insecticides Act, 1968;
  - (b) Factories Act, 1948 and Rules made thereunder;
  - (c) Industrial Employment (Standing Orders) Act, 1946 and Rules 1957 applicable to the Company as per the representations made by the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period.)
- (ii) The Listing Agreements entered into by the Company with Stock Exchange (NSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) Non-filing of form MGT-15 in respect of Report on Annual General Meeting (held on 29.09.2014) under Section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014.

**We further report that** subject to the observations made by us in above paragraph {point (a)}.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has:

- (a) Increased its borrowing limits upto ₹500 Crores under Section 180(1)(c) of the Companies Act, 2013.

For **MAMTA JAIN & ASSOCIATES**  
*Practicing Company Secretaries*  
Sd/-

**(Mamta Jain)**

FCS No.: 2794

C P No.:1686

**Delhi**

**August 12, 2015**

This Report is to be read with our letter of even date which is annexed as '**Appendix-A**' and forms an integral part of this report.



**'APPENDIX A'**

To,  
The Members,  
Bharat Rasayan Limited  
1501, Vikram Tower, Rajendra Place,  
New Delhi-110008.

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practice, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MAMTA JAIN & ASSOCIATES**

*Practicing Company Secretaries*

Sd/-

**(Mamta Jain)**

*FCS No.: 2794*

*C P No.:1686*

**Delhi**  
**August 12, 2015**



## ANNEXURE - 'IV' TO THE DIRECTORS' REPORT

### Form No. AOC-2

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013, INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO:**

#### **Details of material contracts or arrangement or transactions at arm's length basis**

Bharat Rasayan Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.

<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Duration of Contract</b>	<b>Salient terms of Contract</b>	<b>Amount (₹ in Crores)</b>
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#### **NATURE OF CONTRACT**

##### **1) Sale of Goods**

B R Agrotech Limited	Group Entity (Common Directorship)	Financial Year 2014-15	Based on Arm's length pricing	67.82
Bharat Insecticides Limited	Group Entity (Common Directorship)	Financial Year 2014-15	Based on Arm's length pricing	57.58

##### **2) Purchase of Goods**

Bharat Insecticides Limited	Group Entity (Common Directorship)	Financial Year 2014-15	Based on Arm's length pricing	4.08
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##### **3) Rent Paid**

Bharat Insecticides Limited	Group Entity (Common Directorship)	Continuing	Based on Arm's length pricing	0.23
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**ANNEXURE - 'V' TO THE DIRECTORS' REPORT**

**STATEMENT OF DISCLOSURE OF REMUNERATION**

*Under Section 197 of Companies Act, 2013, and Rule 5(1) of  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

- (a) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2014-15, the percentage variation in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2014-15.

Sl.	Name of Director/KMP	Designation	Ratio of Remuneration of each Director to median remuneration of Employees	Percentage variation in Remuneration
1	Shri S.N.Gupta	Chairman & Managing Director	6774:1	(9.73)
2	Shri M.P.Gupta	Whole Time Director	7736:1	73.86
3	Shri R.P.Gupta	Whole Time Director	12596:1	303.50
4	Shri V.K.Sharma	Whole Time Director	1170:1	13.02
5	Shri Ajay Gupta	Whole Time Director	—*	—
6	Shri Rakesh Verma#	Chief Financial Officer	Not Applicable	Not Applicable
7	Ms. Sonali Singh	Company Secretary	Not Applicable	Not Applicable

**Note:** Based on Salary of those persons who were employed during whole of the year.

\* Shri Ajay Gupta ceased to be Director w.e.f. 6<sup>th</sup> June, 2014.

# Shri Rakesh Verma has been appointed as CFO w.e.f. 13.08.2014.

- (b) The percentage increase in the median remuneration of Employees for the financial year was 11%.
- (c) The Company has 546 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2015.
- (d) Relationship between average increase in remuneration and Company's performance:

On an average, employees received an increase of 11%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is linked to organization performance.

- (e) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	₹ in Lacs
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	547.40
Revenue from operations	43875.86
Remuneration (as % of revenue)	1.25
Profit before tax (PBT)	4806.39
Remuneration (as % of PBT)	11.39



- (f) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

Particulars	As at 31.03.2015	As at 31.03.2014	Variation
Closing rate of share at NSE (A)	₹826.45	₹323.20	255.70%
EPS (B)	74.73	47.42	157.59%
Price Earnings Ratio (A/B)	11.06	6.82	162.17%
Market capitalization	₹351.14 Crores	₹137.32 Crores	255.70%

- (g) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average increase in salaries of employees other than managerial personnel in 2014-15 was 11%. Percentage increase in the managerial remuneration for the year was approx. 94%.

- (h) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

(₹ in Lacs)

Particulars	CFO	CS
Remuneration	12.10	6.02
Revenue	43875.86	43875.86
Remuneration (as a % of revenue)	0.03	0.14
Profit before Tax (PBT)	4806.39	4806.39
Remuneration (as a % of PBT)	0.25	0.12

- (i) The key parameters for any variable component of remuneration availed by the Directors:

The Board of Directors of the Company at their meeting held on 12<sup>th</sup> February, 2015 approved the percentage of distributions of net profits within the ceiling limits of the Companies Act, 2013, subject to the approval of shareholders in the upcoming AGM. The said commission is being distributed amongst the Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company.

- (j) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

— **Not applicable** —

- (k) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

**On behalf of the Board**  
**Sd/-**

**(S.N.Gupta)**

**Chairman & Managing Director**  
**DIN: 00024660**

**New Delhi,**  
**August 12, 2015**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDIAN AGROCHEMICAL INDUSTRY

Indian Economy has undergone a tremendous change over the past three decades. From being primarily agrarian it has continuously progressed towards secondary and tertiary sectors. Still agriculture continues to contribute extensively to the Indian GDP due to its significant implications on food security, employment and poverty.

The growth of agrochemical industry is directly proportional to the growth of the agriculture sector. Any improved situation like increased purchasing power with the farmers to buy more of agro-chemicals is a further to the industry. The scope of the agro-chemical industry in India is quite wide given the fact that there is still a considerable part of the country not touched by the modern technology and irrigation facilities.

The use of high-yielding variety seeds also has not been able to offset the decline in usage of irrigation and fertilizers. There is an urgent requirement of educating the farmers to understand the need of proper irrigation and use of agro-chemicals to enhance productivity. Since, the cultivable land cannot be further increased due to an aggressive industrial and residential demand due to urbanization, the only viable solution to bridge the demand-supply gap is through reduced crop losses through judicious and adequate use of agro-chemicals. Agrochemicals are manufactured as technical grades and converted into formulations for agricultural use. Technical grade Manufacturers, formulators producing the end products, distributors and end use customers constitute the Indian Agrochemical market. Technical grade manufacturers sell high purity chemicals in bulk to formulators. Formulators prepare the formulations by adding inert carriers, solvents, surface active agents etc. These formulations are then packed for retail sale, supplied to the distributors and finally sold to the end use customers (farmers).

India due to its inherent strength of low-cost manufacturing and qualified low-cost manpower is a net exporter of pesticides to countries such as USA & some European & African countries.

### KEY CHALLENGES FOR THE INDUSTRY

Amidst the wide scope of the industry in India, there are some formidable challenges that stand in the way of the Indian agro-chemical industry. While many companies in India as well as the World are able to apply their risk strategies to a considerable extent, some factors still make it difficult to be curtailed.

- **Monsoon:** The most apparent challenge is the advent and degree of monsoon that the country receives in a year. For both Kharif and Rabi cultivation, rain is the most important factor and a good rain is always conducive to a good harvest and good business for the agro-chemicals market.
- **Use of Bio Products:** The growing awareness amongst the farmers about the usage of bio-products is eating away the share of agro-chemicals from the Indian market.
- **R&D Investments:** The industry being a volatile offshoot of the wider chemicals market, mostly sees an advent of manufacturers from Global arena participate and produce generic products itself, which contributes to almost 65% of the business, globally. There is however, a lesser investment into new products as there is a huge R&D cost involved, which is not feasible for every small or middle cap player of the industry. Indian companies usually spend approx. 1-2% of their turnover on R&D while corresponding spend by MNC's is 12-15%.
- **Distribution Systems:** The smaller your reach, the poorer your market. The outreach of these companies has to be larger in view of the end users who are widespread. To this effect, these companies need to operate with good network of sellers and effective network. Most manufacturers operate with 400-1000 distributors catering to 25,000-30,000 retailers if they have a Pan India presence. Companies keep their stocks in warehouses or depots from where it is supplied to distributors.



## **OUTLOOK**

Regarding the Company's outlook, it can confidently claim that the Company will upgrade its manufacturing technology and add new molecules to its portfolio to further consolidate its position in the industry in future. Your Company has highly qualified and dedicated team of professionals in various work profile to focus on quality improvement in existing products, marketing the products to prevailing customers and exploring new domestic and overseas customers for the Company. We are pleased to inform that during the Financial Year 2014-15 the Company has achieved turnover of ₹43875.86 Lacs. Apart from loyal customer base that the Company is enjoying since last several years now, many more new domestic as well as overseas customers are added to the portfolio of the Company during the year & same is expecting to increase in near future due to Company's commitment of supplying high quality product in a time bound manner.

## **RISKS AND CONCERNS**

- **Consumer Preference Risk:** Agriculture production has to be beneficial to the demand pattern in order to be useful. Due to which the Company may be under the risk of change in consumer preferences. However, the Company has been pioneering in adapting itself quickly to the observed and expected changes in the demand pattern through a drift in production.
- **Natural Risks:** The Company has diversified its operations to different and diverse varieties of Agrochemicals that could serve the farmer at different times as per the climatic conditions.
- **Raw Material Risks:** Rising raw material prices or input prices have therefore, been bit easier to be passed on to the farmers due to non-aggressive pricing mechanism.
- **Technology Risk:** This risk has always been on the top priority for the Company as it has been focusing on the R&D and Technology upgrading and adoption since its inception. The Company is trying to broaden the product basket in order to minimize this risk.
- **Foreign Exchange Risk:** Due to its International supply mechanisms, there is a foreign exchange risk to the Company; however it mitigates it through suitable hedging mechanisms.

In order to minimize the risk, a comprehensive and integrated risk management framework is followed by the Company.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has created internal control systems which are commensurate with the size, scale and complexity of its operations. The Company has also identified entity level controls for the organization, covering integrity and ethical values, adequacy of audit and control mechanisms and effectiveness of internal and external communication, thereby strengthening the internal controls systems and processes with clear documentation on key control points. The internal controls are formulated and implemented by the management with an objective to achieve efficiency in operations, optimum utilization of resources and effective monitoring and compliance with applicable laws.

## **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The highlights of Company's performance during the year under review are as follows:

- Increase in Gross sales from ₹38596.86 lacs to ₹46729.23 lacs, thereby registering a growth of 21.07%.
- Increase in Profit before Tax from ₹3006.46 lacs to ₹4806.39 lacs, thereby registering a growth of 59.87%.





## **HUMAN RESOURCES DEVELOPMENT**

The Company invested in a strong workforce and working environment to report sustainable growth, reflected in the continuous improvement in operating processes and new product introduction. The Company believes in a performance-driven culture.

The Company organized training programmes based on emerging requirements, covering technical, behavioral, customer orientation, safety, code of ethics, product training and other needs. The Company continued to recruit skilled scientific, technical and managerial personnel.

## **CAUTIONARY STATEMENT**

*Certain Statements made in this report relating to Company's objectives, outlook, future plans etc. may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual performance may differ materially from such estimates or projections, whether express or implied. Important factors that could make a difference to the Company's operations; include Government Regulations, Tax regimes, Economic developments within India and countries in which the Company conducts business and other allied factors.*



## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit. Good Governance practices stem from the dynamic culture and positive mindset of the organization. The Company believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value. In this pursuit, the Company's Corporate Governance philosophy is to ensure fairness, transparency and integrity of the management.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all. In addition, the Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement entered into with the stock exchanges with regard to corporate governance.

### 2. BOARD OF DIRECTORS

The Board of Directors (the Board) which consists of eminent persons with considerable professional expertise and experience provides leadership and guidance to the management, thereby enhancing stakeholders' value.

#### (A) Composition of the Board

The Board of Directors, as on 31<sup>st</sup> March 2015, comprises of Eight Directors out of whom four are Executive Directors and four are Non-Executive and Independent Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees. The composition of the Board of Directors is in full conformity with Clause 49(IIA) of the Listing Agreement executed by the Company with the Stock Exchange.

All Directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013, from Independent Directors. All requisite declarations have been placed before the Board.

The composition of the Board of Directors, attendance at the Meetings of Board and last Annual General Meeting (AGM) held during the year along with the number of Directorships and Committee positions held by them in our Company as well as in other Companies during the year under review are given herein below:

Name of the Directors	Attendance at the Meeting held during the year 2014-15		Number of Board Memberships <sup>1</sup>	Number of Committee Positions Held as	
	Board Meeting Out of 5 held	Last AGM Held on 29.09.2014		Chairman	Member
<b>Executive Directors</b>					
Shri S.N. Gupta, Chairman & Managing Director	5	Yes	4	1	Nil



Name of the Directors	Attendance at the Meeting held during the year 2014-15		Number of Board Memberships <sup>1</sup>	Number of Committee Positions Held as	
	Board Meeting Out of 5 held	Last AGM Held on 29.09.2014		Chairman	Member
Shri M.P.Gupta Whole Time Director	5	Yes	3	2	2
Shri R.P.Gupta Whole Time Director	2	Yes	3	Nil	3
Shri Ajay Gupta <sup>2</sup>	NIL	No	Nil	Nil	Nil
Shri V.K.Sharma	2	No	1	Nil	Nil
<b>Non-Executive &amp; Independent Directors</b>					
Shri Sandesh Jain <sup>2</sup>	2	No	N.A.	N.A.	N.A.
Shri Naresh Agarwal <sup>2</sup>	Nil	No	N.A.	N.A.	N.A.
Shri Pankaj Gupta	5	Yes	3	1	2
Shri Ram Kanwar	5	No	1	Nil	Nil
Shri Amit Gupta	5	Yes	1	2	4
Smt. Sujata Agarwal <sup>3</sup>	2	No	2	Nil	2

**Notes:**

1. Number of Directorships includes Board Memberships held in our Company as well as in other companies excluding alternate directorship, directorship in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.
2. Shri Ajay Gupta ceased to be a Director w.e.f. 06.06.2014.  
Shri Sandesh Jain ceased to be a Director w.e.f. 14.08.2014.  
Shri Naresh Agarwal ceased to be a Director w.e.f. 14.08.2014.
3. Smt. Sujata Agarwal was appointed as an Additional Director on the Board w.e.f. 01.09.2014.

**(B) Board Meetings**

The Board meets at regular intervals to review the performance of the Company. The Board of Directors met five times during the year ended March 31, 2015. The dates of the said Board Meetings were May 30, 2014, August 13, 2014, September 30, 2014, November 13, 2014 and February 12, 2015 respectively. In compliance of Clause 41(II)(D) of Listing Agreement, it was ensured that the gap between any two Board Meetings did not exceed four months.

**(C) Code of Conduct**

The Board of Directors of the Company has adopted a Code of Conduct that set out the fundamental standards to be followed in all actions carried out on behalf of the Company, copy of which is also available on the Company's website, i.e. [www.bharatgroup.co.in](http://www.bharatgroup.co.in).

All the Directors and Senior Management Personnel of the Company are bound by the Code of Conduct and have affirmed compliance with the said Code for the year ended March 31, 2015. A declaration to this effect signed by the Chairman & Managing Director also forms part of this report.



### 3. BOARD COMMITTEES

#### 3.1 Committee of Board of Directors

The Board is authorised to constitute Committees and delegate to them few powers and duties with respect to specific purposes as defined in various Sections of the Companies Act, 2013. The Board has constituted one such Committee, i.e. Committee of Directors under the Chairmanship of Shri S.N.Gupta, Chairman & Managing Director of the Company. The meetings of the said Committee are held as and when need arises.

##### (A) Composition

As on March 31, 2015, the Committee comprises of Shri S.N. Gupta as its Chairman and Shri M.P. Gupta, Shri R.P. Gupta, and Shri Amit Gupta as its members.

##### (B) Terms of Reference

The major role and terms of reference of the Committee is to deliberate and decide upon all such urgent matters, which cannot wait till convening of next Board Meeting. All decisions of the Committee are placed before the Board for noting and ratification by the Board in its next meeting.

##### (C) Meetings and Attendance

During the year 2014-15, nine meetings of the Committee of Board of Directors were held. The dates of the said meetings were April 9, 2014, April 22, 2014, July 16, 2014, July 18, 2014, October 22, 2014, December 5, 2014, December 9, 2014, February 9, 2015 and March 20, 2015. The requisite quorum was present at every meeting of the Committee of Board of Directors.

The composition of the Committee of Board of Directors and attendance at the meetings held during the year are given herein below:

S. No.	Name of the Members	Meetings Attended (out of 9 held)
1.	Shri S.N.Gupta	8
2.	Shri M.P.Gupta	9
3.	Shri R.P.Gupta	8
4.	Shri Sandesh Jain*	4
5.	Shri Amit Gupta	9

\*Shri Sandesh Jain ceased to be a Director w.e.f. 14.08.2014.

#### 3.2 Audit Committee

##### (A) Composition

During the year under review, the Audit Committee comprised of three Non-Executive and Independent Directors with Shri Amit Gupta as the Chairman of the Committee alongwith Shri Pankaj Gupta and Smt. Sujata Agarwal as its members. The Chairman and all members of the Committee are financially literate and have relevant financial and accounting expertise.

The Company Secretary of the Company acts as the Secretary to the Audit Committee.

##### (B) Terms of Reference

The Audit Committee is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and inter alia performs the following functions:



- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending the appointment, remuneration and terms of appointment of auditors of the Company and approving the payment to statutory auditors for any other services rendered by the statutory auditors;
- c) Reviewing, with the management, the annual financial statements and Independent Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of Clause (c) of sub-section 3 of Section 134 of the Act 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications, if any, in the audit report.
- d) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- e) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- f) Approving or subsequently modifying any transactions of the Company with related parties;
- g) Scrutinizing the inter-corporate loans and investments;
- h) Reviewing valuation of undertakings or assets of the Company, wherever it is necessary;
- i) Evaluating internal financial controls and risk management systems;
- j) Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- k) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- l) Discussing with internal auditors of any significant findings and follow up thereon;
- m) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- n) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- o) Reviewing the functioning of the Whistleblower Mechanism;
- p) Approving the appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications and experience; and
- q) In addition, reviewing of such other functions as envisaged under Section 177 of the Act 2013, and



Clause 49 of the Listing Agreement.

The matters reviewed and recommended in the meetings of the Audit Committee were apprised to the Board by the Chairman of the Audit Committee, for its approval. All the recommendations were accepted by the Board.

**(C) Meetings and Attendance**

During the year 2014-15, four meetings of the Audit Committee were held. The dates of the said meetings were May 30, 2014, August 13, 2014, November 13, 2014 and February 12, 2015 respectively. The requisit equorum was present at every meeting of the Audit Committee. The attendances of the members at the said meetings are as follows:

S. No.	Name of the Members	Meetings Attended (out of 4 held)
1.	Shri Pankaj Gupta	4
2.	Shri Amit Gupta	4
3.	Smt. Sujata Agarwal#	2
4.	Shri Sandesh Jain*	2

# Smt Sujata Agarwal has been appointed as an Additional Director w.e.f. 01.09.2014

\*Shri Sandesh Jain ceased to be a Director w.e.f. 14.08.2014.

**3.3. Nomination & Remuneration Committee**

**(A) Composition**

The Nomination and Remuneration Committee of Directors (NRC) comprises of Shri Pankaj Gupta, Shri Amit Gupta and Smt. Sujata Agarwal as Members of the Committee.

The Company Secretary of the Company acts as the Secretary to the Committee.

**(B) Terms of Reference**

- Guiding the Board for laying down the terms and conditions in relation to appointment and removal of Director(s), Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company.
- Evaluating the performance of the Director(s) and providing necessary report to the Board for its further evaluation and consideration.
- Retaining, motivating and promoting talent among the employees and ensuring long term sustainability of talented SMP by creation of competitive advantage through a structured talent review.
- Devising a policy on diversity in the Board.
- Develop a succession plan for the Board and SMP.

**(C) Meetings and Attendance**

During the year under review, three meetings of Nomination & Remuneration Committee were held on May 30, 2014, September 19, 2014 and February 12, 2015 respectively. The attendances of the members at the said meetings are as follows:



S. No.	Name of the Members	Meetings Attended (out of 3 held)
1.	Shri Sandesh Jain*	1
2.	Shri Pankaj Gupta	3
3.	Shri Amit Gupta	3
4.	Smt. Sujata Agarwal#	2

\*Shri Sandesh Jain ceased to be a Director w.e.f. 14.08.2014.

# Smt Sujata Agarwal has been appointed as an Additional Director w.e.f. 01.09.2014

#### **(D) Nomination and Remuneration Policy**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013, read along with the applicable Rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### **3.4. Stakeholders Relationship Committee**

#### **(A) Composition**

The Stakeholders Relationship Committee has been constituted under the Chairmanship of a Non-Executive & Independent Director to look into the redressal of complaints of investors such as delay in transfer and/ or transmission of shares or non-receipt of dividend etc. The said Committee comprises of Shri Pankaj Gupta as its Chairman and Shri M.P. Gupta and Shri Amit Gupta as its Members. The Company Secretary acts as the Compliance Officer of the Company.

#### **(B) Meetings and Attendance**

During the financial year ended March 31, 2015, the Committee met four times April 1, 2014, July 1, 2014, October 1, 2014 and January 2, 2015. The attendance of the members at the meetings is as follows:

S. No.	Name of the Members	Meetings Attended (out of 4 held)
1.	Shri Pankaj Gupta	4
2.	Shri M.P. Gupta	4
3.	Shri Amit Gupta	4

#### **(C) Terms of Reference**

The Stakeholders Relationship Committee, inter-alia, looks into Investors' Complaints/ Grievances relating to the transfer/transmission of shares, non-receipt of dividend, non-receipt of share certificates, issue of duplicate share certificates and other miscellaneous requests/ complaints. The Committee also oversees and review performance of the Registrar and Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

#### **(D) Details of Complaints received and resolved**

During the year under review, the Committee noted that a total of 11 Complaints were received from the investors and all of them were immediately resolved to the full satisfaction of the investors of the Company as a result of which there were no outstanding complaints at the end of the financial year 2014-15.





The Committee addresses all the complaints, suggestions and grievances expeditiously and replies are sent/issues are resolved within 15 days of their receipt except in case of dispute over facts or other legal constraints. The Company ensures timely and prompt submission of its response to the queries/clarifications sought by the Stock Exchanges, Investors and the Securities and Exchange Board of India (SEBI) from time to time.

**(E) Transfer of Unclaimed Dividend to IEPF**

Pursuant to provisions of Section 205A(5) of the Companies Act, 1956 no amount was transferred to Investors Education and Protection Fund (IEPF) during the previous year.

**3.5. Share Transfer Committee**

**(A) Composition and Meetings**

For instant processing of investors request relating to the transfer, transmission and dematerialization of shares, the Board has constituted a Share Transfer Committee. The said Committee comprises of Shri M.P.Gupta as its Chairman and Shri R.P.Gupta and Shri Amit Gupta as its Members. The Committee meets as often as required to transact the cases related to transfer, transmission and dematerialization of shares.

**(B) Terms and Reference**

The role and terms of reference of the Share Transfer Committee is to give approval of request for transfer and transmission of physical shares, deletion of name in case of joint shareholder of physical Equity Shares of the Company and also to deals with the request of dematerialization & rematerialisation of shares lodged with the Company/ Registrar and Share Transfer Agent.

During the year, the Committee had met on 11.04.2014, 21.04.2014, 30.04.2014, 09.05.2014, 20.05.2014, 30.05.2014, 10.06.2014, 20.06.2014, 30.06.2014, 10.07.2014, 18.07.2014, 29.07.2014, 08.08.2014, 20.08.2014, 10.09.2014, 19.09.2014, 27.09.2014, 10.10.2014, 20.10.2014, 30.10.2014, 10.11.2014, 20.11.2014, 28.11.2014, 09.12.2014, 19.12.2014, 30.12.2014, 07.01.2015, 14.01.2015, 21.01.2015, 30.01.2015, 09.02.2015, 20.02.2015, 28.02.2015, 07.03.2015, 16.03.2015, 20.03.2015 and 30.03.2015.

**3.6. Corporate Social Responsibility (CSR) Committee**

**(A) Composition of CSR Committee and its meetings**

As required under the provisions of the new Companies Act, 2013, the Board of Directors of the Company constituted a Corporate Social Responsibility (CSR) Committee.

Shri M.P.Gupta, Shri R.P.Gupta and Shri Amit Gupta are members of CSR Committee. During the year the members of committee met twice in a year i.e. on 22.10.2014 & 19.11.2014.

**(B) Terms of Reference**

- To formulate and recommend to the Board, a CSR Policy and the activities to be undertaken by the Company as per Schedule VII of the Companies Act, 2013;
- To recommend amount of expenditure on CSR activities;
- To monitor CSR Policy of the Company.

**3.7. Independent Director's Meeting**

As required under the provisions of the new Companies Act, 2013, the Independent Directors of the Company i.e. Shri Pankaj Gupta, Shri Ram Kanwar, Shri Amit Gupta and Smt. Sujata Agarwal met once in a year i.e. on 12.02.2015 to evaluate the performance of Non-Independent Directors including Chairman of the Board.



#### 4. GENERAL BODY MEETINGS

The details of the Annual General Meetings held during the past three years and the Special Resolutions passed thereat are given below:

Financial Year ended	Date and Time	Venue	Special Resolution(s) passed
March 31, 2014	29.09.2014 12:30P.M.	Hotel Regent Grand 2/6, East Patel Nagar, New Delhi-110008.	<ul style="list-style-type: none"> <li>• Amendment in Articles of Association of the Company</li> <li>• Re-appointment of Shri S.N.Gupta as Chairman and Managing Director of the Company</li> <li>• Re-appointment of Shri M.P.Gupta as Whole-Time Director of the Company</li> <li>• Re-appointment of Shri R.P.Gupta as Whole-Time Director of the Company</li> <li>• Re-appointment of Shri V.K.Sharma as Executive Director of the Company</li> <li>• Revision in remuneration of Shri V.K.Sharma, Executive Director of the Company</li> <li>• Enhancement of Borrowing Powers</li> <li>• Creation of Charge</li> </ul>
March 31, 2013	26.09.2013 10:30A.M.	Satyam Banquets 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087.	None
March 31, 2012	29.09.2012 10:30A.M.	Satyam Banquets 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi-110087.	None

#### 5. VIGIL MECHANISM/ WHISTLEBLOWER POLICY

The Company has adopted a Whistleblower Policy, to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.



## 6. DISCLOSURES

### (A) Materially Significant Related Party Transactions

Your Company has not entered into any transactions of material nature with any of its related parties that may have any potential conflict with interests of the Company. Suitable Disclosures as required by Accounting Standard-18 (Related Party Transactions) have been made in Annual Report.

### (B) Compliance

The Company has complied with all the requirements of the Listing Agreement executed with the Stock Exchange and applicable SEBI regulations and guidelines. During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any statutory authorities on matters related to capital markets.

### (C) Accounting Standards

The financial statements have been prepared following the prescribed Accounting Standards notified under Section 133 of the Companies Act, 2013, and there has been no deviation in the accounting treatment during the year.

### (D) Risk Management

The Company has a well-defined risk management framework in place, which helps the management to identify and monitor the business risks on a continuous basis and initiate appropriate risk mitigation steps as and when deemed necessary. The Company periodically places before the Board for review, the risk assessment and minimization procedures being followed by the Company.

### (E) Compliance with mandatory requirements /adoption of non-mandatory requirements

The Company has complied with all the mandatory requirements laid under Clause 49 of the Listing Agreement. The status of compliance with the non-mandatory recommendation is provided below:

**The Board:** The Chairman of the Board is an Executive Director and accordingly no separate Chairman's office has been maintained. Further, the Company ensures that the persons appointed as Independent Directors on the Board possess requisite qualifications and experience that may prove beneficial to the Company.

**Shareholders' Rights:** The shareholders are kept informed about the financial performance of the Company and of the significant events, if any, in the Company. The annual report, financial results of the Company and other requisite information for the knowledge of the shareholders are also made available on the Company's website [www.bharatgroup.co.in](http://www.bharatgroup.co.in).

**Audit Qualifications:** During the year under review, there was no audit qualification in the Company's financial statements. It is always the Company's endeavor to present unqualified financial statements.

### (F) Proceeds from public issues, right issues, preferential issues etc.

The Company did not have any of the above issues during the year under review.

### (G) Secretarial Audit Report

The Company has obtained Secretarial Audit Report on quarterly/Annual basis from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Agreement, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the Annual Secretarial Audit Report is annexed elsewhere as **Annexure-III**.



## (H) Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

## (I) CEO/ CFO Certification

Certificate from Managing Director and CEO for the financial year ended on 31<sup>st</sup> March, 2015 is annexed at the end of this report.

## 7. MEANS OF COMMUNICATION

(a) Information to Stock Exchanges and Newspapers Publicity	Quarterly, Half-Yearly & Annual Results of the Company are published in the newspapers in terms of Listing Agreement. These results are promptly submitted to Stock Exchange. Additionally, in strict compliance of Listing Agreement requirements, the Company has always promptly reported dates of various Board Meetings, General Meetings, Book Closures/ Record Date to the Stock Exchanges and also published the information pertaining thereto in a leading Financial daily for information of shareholders and also <a href="http://www.bharatgroup.co.in">www.bharatgroup.co.in</a> significant information about important developments to stakeholders.
(b) Company's Website	The Company regularly posts important information such as Quarterly/ Annual Audited Financial Results, Shareholding Pattern etc. on Company's website <a href="http://www.bharatgroup.co.in">www.bharatgroup.co.in</a> at the earliest.  The Company by way of press releases in leading financial newspapers also informs significant information about important developments to stakeholders.
(c) NSE Electronic Application Processing System (NEAPS)	The Shareholding Pattern, Report on Corporate Governance etc. for every quarter/year are filed electronically on NEAPS which is a web based application designed by National Stock Exchange of India Limited for corporates.
(d) SEBI Complaints Redress Systems (SCORES)	The investors complaints are now processed in a centralized web based complaints redress system termed as SEBI Complaints Redress Systems (SCORES). The Action taken reports are submitted online by the Company and resolved to the satisfaction of the investor through SCORES.
(e) Designated Exclusive E-mail ID	The Company has designated an E-mail-ID <a href="mailto:investors.brl@bharatgroup.co">investors.brl@bharatgroup.co</a> , in for invest or servicing.

## 8. GENERAL SHAREHOLDERS' INFORMATION

### (i) 26<sup>th</sup> Annual General Meeting

Date & Time	September 28, 2015, Monday, 10:30 A.M.
Venue	Satyam Banquets 6, Bhera Enclave, Outer Ring Road, Paschim Vihar, New Delhi -110087
Book Closure	September 21, 2015 to September 28, 2015



- (ii) **Financial calendar** : April to March every year  
(iii) **Dividend** : ₹1.50 per equity share of ₹10 each  
**Dividend Payment Date** : On or before October 27, 2015

**(iv) Listing on Stock Exchange and Stock Code**

Stock Exchange	Stock Code	Equity ISIN
National Stock Exchange of India Ltd. (NSE)	BHARATRAS	INE838B01013

**(v) Market Price Information**

Market price data - monthly high / low of NSE depicting liquidity of the Company's Ordinary Shares on the said.

Month and Year	NSE Market Price Data		NSE [CNX Nifty] Indices	
	High(₹)	Low(₹)	High	Low
April, 2014	340.15	285.00	6869.85	6650.40
May, 2014	415.00	285.20	7563.50	6638.55
June, 2014	395.00	309.60	7700.05	7239.50
July, 2014	465.35	351.00	7840.95	7422.15
August, 2014	708.80	432.20	7968.25	7540.10
September, 2014	780.75	607.60	8180.20	7841.80
October, 2014	725.00	605.00	8330.75	7723.85
November, 2014	964.90	724.90	8617.00	8290.25
December, 2014	940.00	761.00	8626.95	7961.35
January, 2015	1469.95	942.00	8996.60	8065.45
February, 2015	1283.00	925.15	8941.10	8470.50
March, 2015	1058.00	732.00	9119.20	8269.15

**(vi) Registrar and Share Transfer Agent(RTA):**

**M/s Link Intime India Pvt. Ltd.** having its office at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, New Delhi-110028.  
Tel. Nos.:091-11-41410592-94, Fax No.:091-11-41410591, E-mail:delhi@linkintime.co.in

**(vii) Share Transfer System**

Shareholders may submit their request for share transfer or transmission along with the requisite documents at the Registered Office of the Company or to M/s. Link Intime India Pvt. Limited, Company's RTA. The share transfer / transmission requests are processed by the RTA and after processing the same is forwarded to the Company for approval of the Share Transfer Committee.

In terms of Clause-47C of the Listing Agreement entered into between the Company & Stock Exchange, a practicing Company Secretary has been appointed by the Company to examine the records and processing of share transfers and for thereafter issuance of half yearly certificate which is sent to the Stock Exchanges. Also, in accordance with SEBI's requirement, a practicing Company Secretary has been appointed by the Company who on quarterly basis conducts Secretarial Audit for reconciliation of total issued share capital with depositories and in physical mode.



**(viii) Shareholding Pattern as on March 31, 2015**

Category of Shareholder	Number of Shares	% of Shareholding
<b>Total Promoter and Promoter Group Holding (A)</b>	<b>31,76,349</b>	<b>74.7598%</b>
<b>Public Shareholding</b>		
Bodies Corporate	5,43,775	12.7985%
Individuals	5,26,020	12.3806%
NRIs	1,220	0.0287%
Clearing Members	1,376	0.0324%
<b>Total Public Shareholding (B)</b>	<b>10,72,391</b>	<b>25.2402%</b>
<b>TOTAL(A+B)</b>	<b>42,48,740</b>	<b>100.0000%</b>

**(ix) Distribution of Shareholding as on March 31, 2015**

Shareholding of Nominal Value (₹)	No. of Shareholders	% to total Shareholders	No. of Shares	Share Amount (₹)	% of Shareholding
Upto 2,500	4,000	93.1966%	3,60,301	36,03,010	8.4802%
2,501 - 5,000	190	4.4268%	74,320	7,43,200	1.7492%
5,001 - 10,000	54	1.2582%	41,066	4,10,660	0.9665%
10,001 - 20,000	19	0.4427%	28,146	2,81,460	0.6625%
20,001 - 30,000	5	0.1165%	13,143	1,31,430	0.3093%
30,001 - 40,000	2	0.0466%	7,200	72,000	0.1695%
40,001 - 50,000	—	—	—	—	—
50,001-1,00,000	4	0.0932%	30,819	3,08,190	0.7254%
1,00,001 & above	18	0.4194%	36,93,745	3,69,37,450	86.9374%
<b>TOTAL</b>	<b>4,292</b>	<b>100.0000%</b>	<b>42,48,740</b>	<b>4,24,87,400</b>	<b>100.0000%</b>

**(x) Dematerialization of shares**

The Company's shares are compulsorily traded in dematerialized form and through M/s. Link Intime India Pvt. Limited, the Registrar & Share Transfer Agent. We have established connectivity with both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE838B01013.

As on March 31, 2015, 93.71% of the paid up equity share capital of the Company has been dematerialized.

**(xi) Plants Location**

S.No.	Unit	Address
1	Unit-I	2KM Stone, Madina-Mokhra Road, Village Mokhra, Distt. Rohtak-124022 (Haryana).
2	Unit-II	42/4, Amod Road, GIDC Industrial Estate, Dahej, Distt. Bharuch-392130 (Gujarat).



**(xii) Correspondence Address**

**M/s Bharat Rasayan Limited**

Secretarial Department

1501, Vikram Tower, Rajendra Place, New Delhi-110008

Phone No.: 091-11-43661111

Fax No.: 091-11-43661100

E-mail ID: investors.brl@bharatgroup.co.in

**(xiii) Other Material Information**

In an effort to improve our services & to minimize investor grievances, we seek co-operation of our esteemed shareholders/members in the following matters:

- (a) Green Initiative:** Ministry of Corporate Affairs ("MCA"), Government of India, vide its circulars dated April 21, 2011 and April 29, 2011, has taken a "Green Initiative in the Corporate Governance", thereby allowing Companies to serve documents to its members through electronic mode. Subsequently, SEBI has also vide its circular dated October 05, 2011, amended the Equity Listing Agreement and directed the listed entities to supply soft copy of Annual Reports to all those shareholders who have registered their email address for the purpose. Accordingly members are requested to register their Email-IDs by sending request to the Company/RTA/concerned DPs (in case of Demat Holding). We solicit your valuable co-operation and support in our endeavor to contribute our bit to the Environment.
- (b) Mandatory to submit PAN Card Copy (For Shares held in Physical mode):** The Securities and Exchange Board of India (SEBI) has vide its circulars dated May 20, 2009 and January 07, 2010, made it mandatory to submit a copy of PAN Card alongwith other documents for effecting transfer, transmission, transposition and name deletion of deceased holder from share certificate (in case of joint holding) in respect of shares held in physical mode. Shareholders are therefore requested to ensure submission of a copy of their PAN Card, as in the absence of the said document, the above said requests in respect of shares held in physical mode will stand rejected by the Company/RTA.
- (c) Change of Address:** In case of change in postal address or any incompleteness/incorrectness in address mentioned in any correspondence by the Company, the shareholders are requested to intimate the correct/complete postal address (including PIN Code) to the Company at the earliest to ensure proper delivery of documents. If the shares are held in dematerialized mode, information may be sent to the DP concerned.
- (d) Depository System:** By virtue of SEBI Circular dated 29th May, 2000 shares of the Company are subject to compulsorily trading in dematerialized mode on the Stock Exchanges. For shareholder's convenience, the process for getting shares dematerialized is as follows:
- Shareholder shall submit original share certificate(s) alongwith De-materialization Request Form (DRF) to the Depository Participant (DP);
  - DP shall process the DRF, generate a Unique De-materialization Request No. (DRN) and forward the DRF alongwith the share certificate(s) to the Registrar and Share Transfer Agent (RTA);
  - RTA after processing the DRF will confirm/reject the request to depositories;
  - If confirmed by RTA, depositories will credit shareholder's account maintained with DP.





The entire process shall take approximately 15-20 days from the date of receipt of DRF. All shareholders who hold shares of the Company in physical mode may get their shares dematerialized to enjoy paperless and easy trading of shares.

New Delhi  
August 12, 2015

On behalf of the Board of Directors  
**For Bharat Rasayan Limited**  
Sd/-  
(S.N. Gupta)  
Chairman & Managing Director  
DIN: 00024660



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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS &  
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

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In compliance with the Clause 49(II)(E)(2) of the Listing Agreement entered into with the Stock Exchange, I hereby confirm that all the Company's Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2015.

New Delhi  
April 1, 2015

On behalf of the Board of Directors  
**For Bharat Rasayan Limited**  
Sd/-

(S.N. Gupta)  
Chairman & Managing Director  
DIN: 00024660

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

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To the Members of  
**BHARAT RASAYAN LIMITED**

We have examined the compliance of conditions of Corporate Governance by Bharat Rasayan Limited for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been in the manner described in the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on our reliance upon the representations made by the Directors & Management, that there were no transactions of material nature with the management for by relatives that may have potential conflict with the interest of the Company at large, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

The Share Transfer Agent of the Company has certified the number of complaints received from the investors and the number of complaints resolved during the financial year and that there are no complaints pending as at the year-end as stated in the Company's Report on Corporate Governance.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B.K.GOEL & ASSOCIATES**  
CHARTERED ACCOUNTANTS

New Delhi  
August 12, 2015

Sd/-  
(B.K.GOEL)  
Proprietor  
Membership No.082081  
[Firm Regn. No. 016642N]



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**CEO & CFO Certification**

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To,  
The Board of Directors,  
BHARAT RASAYAN LIMITED  
New Delhi.

**Reg.: CEO & CFO Certification in terms of Clause 49(IX)  
of the Listing Agreement (Financial Year 2014-15)**

Dear Sir,

- a. We have reviewed the Balance Sheet, Statement of Profit and Loss alongwith its Schedules and Notes to Accounts, as well as the Cash Flow Statement as at March 31, 2015, and certify that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements read together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, based on our most recent evaluation, to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Statutory Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**NEW DELHI**  
**MAY 29, 2015**

**Sd/-**  
**(Rakesh Kumar Verma)**  
*Chief Financial Officer*  
PAN : ABZPV9075C

**Sd/-**  
**(S.N.Gupta)**  
*Chairman & Managing Director*  
DIN : 00024660



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## INDEPENDENT AUDITOR'S REPORT

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**To the Members of  
BHARAT RASAYAN LIMITED**

**Report on the Financial Statements:**

We have audited accompanying financial statements of BHARAT RASAYAN LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended as on 31<sup>st</sup> March, 2015, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013, ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over the financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide basis for our audit opinion on the financial statements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and



give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profits and its cash flows for the year ended on that date.

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the Company.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) In our opinion, there are no financial transactions or other matters which have an adverse effect on the functioning of the Company.
  - (f) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as Director in terms of Section 164(2) of the Act.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (I) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
    - (II) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **B.K.GOEL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**New Delhi**  
**May 29, 2015**

**Sd/-**  
**(B.K.GOEL)**  
*Proprietor*  
*Membership No.082081*  
*[Firm Regn. No. 016642N]*



## **ANNEXURE TO THE AUDITOR'S REPORT**

Referred to in paragraph 1 under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

- (I) a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b. As informed to us, the fixed assets have been physically verified by the Management at reasonable intervals and the discrepancies noticed during such physical verification were not material and the same have been properly dealt with in the books of accounts.
- (II) a. Physical verification of inventory has been conducted at reasonable intervals by the Management. In our opinion, the frequency of verification is reasonable.
  - b. The procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. The Company is maintaining proper records of inventory and as informed to us no material discrepancies were noticed on physical verification.
- (III) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
- (IV) In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (V) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 73 to 76 and other relevant provisions of the Companies Act, 2013, and the Rules framed thereunder, wherever applicable with regards to the deposits accepted from the public. According to the information and explanations given to us, no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the said deposits.
- (VI) The Central Government has specified maintenance of cost records under sub-section (1) of Section 148 of the Act, and we are of the opinion that prima facie such accounts and records are made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (VII) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and any other statutory dues with the appropriate authorities. According to information and explanation given to us, no other undisputed amounts payable in respect of statutory dues were in arrears, as at 31<sup>st</sup> March, 2015 for a period than six months from the date they become payable.
  - (b) According to information and explanation given to us, there are no disputed amounts of excise duty, value added tax, service tax and income tax are pending for payment.
  - (c) The amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made thereunder have been transferred to such fund within time.



- (VIII) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately preceding financial year;
- (IX) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers/ Financial Institutions. The Company did not have any outstanding debentures during the year;
- (X) As informed to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions;
- (XI) In our opinion, the term loans were applied for the purpose for which the loans were obtained;
- (XII) According to information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **B.K.GOEL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**New Delhi**  
**May 29, 2015**

**Sd/-**  
**(B.K.GOEL)**  
*Proprietor*  
*Membership No.082081*  
*[Firm Regn. No. 016642N]*



**BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	As at 31.03.2015 (in ₹)	As at 31.03.2014 (in ₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	21	42,487,400	42,487,400
(b) Reserves and Surplus	22	1,088,870,661	779,316,135
		1,131,358,061	821,803,535
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	23	682,713,945	920,400,430
(b) Deferred tax liabilities (Net)	24	83,811,494	73,401,289
(c) Long-term provisions	25	4,211,643	3,510,330
		770,737,082	997,312,049
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	26	729,063,785	511,844,585
(b) Trade payables	27	378,563,473	374,253,407
(c) Other current liabilities	28	298,019,122	361,164,002
(d) Short-term provisions	29	32,244,878	6,750,814
<b>Total</b>		<b>3,339,986,401</b>	<b>3,073,128,392</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) <u>Fixed assets</u>	2.10		
(i) Tangible assets		1,365,068,570	1,421,435,788
(ii) Intangible assets		1,100,878	1,210,397
(iii) Capital Work-in-Progress (Tangible)		16,743,589	5,668,125
		1,382,913,037	1,428,314,310
(b) Non-current investments	2.11	3,816,673	2,642,548
(c) Long-term loans and advances	2.12	6,922,504	6,242,086
		1,393,652,214	1,437,198,944
<b>2) Current assets</b>			
(a) Current Investments	2.13	280,000,000	-
(b) Inventories	2.14	573,861,616	674,291,101
(c) Trade receivables	2.15	795,320,178	604,070,963
(d) Cash and cash equivalents	2.16	46,447,701	48,954,031
(e) Short-term loans and advances	2.17	215,205,623	284,573,892
(f) Other current assets	2.18	35,499,069	24,039,461
<b>Total</b>		<b>3,339,986,401</b>	<b>3,073,128,392</b>

Significant Accounting Policies and Notes to Accounts 1 & 2

The Notes referred to above form an integral part of Balance Sheet

Annexure to our report of even date

**for B.K. GOEL & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

**Sd/-**

**B.K.GOEL**

*Proprietor*

*Membership No. 082081*

*Firm Regn. No.: 016642N*

**NEW DELHI**

**MAY 29 , 2015**

**FOR & ON BEHALF OF THE BOARD**

**Sd/-**

**S.N. GUPTA**

*Chairman & Managing Director*

DIN: 00024660

**Sd/-**

**R.P. GUPTA**

*Whole Time Director*

DIN : 00048888

**Sd/-**

**M.P.GUPTA**

*Whole Time Director*

DIN: 00014681

**Sd/-**

**RAKESH VERMA**

*Chief Financial Officer*

PAN: ABZPV9075C





**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Note No.	Year ended 31.03.2015 (in ₹)	Year ended 31.03.2014 (in ₹)
I. Revenue from operations	2.19	4,387,586,072	3,613,804,526
II. Other Income	2.20	8,710,849	9,685,364
III. <b>Total Revenue (I+II)</b>		<b>4,396,296,921</b>	<b>3,623,489,890</b>
IV. <u>Expenses</u>			
Cost of materials consumed	2.21	2,810,860,123	2,563,366,594
Purchase of Stock-in-Trade	-	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.22	61,416,834	(212,538,277)
Employee benefit expense	2.23	285,676,863	237,800,797
Financial costs	2.24	164,380,442	155,655,390
Depreciation & amortization expense	2.10	177,268,100	178,338,733
Other expenses	2.25	415,981,775	396,898,004
<b>Total Expenses</b>		<b>3,915,584,137</b>	<b>3,319,521,241</b>
V. <b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>480,712,784</b>	<b>303,968,649</b>
VI. Exceptional Items	2.26	73,500	3,322,979
VII. <b>Profit before tax</b>		<b>480,639,284</b>	<b>300,645,670</b>
VIII. <u>Tax expense</u>			
(1) Current tax		152,738,696	85,139,994
(2) Deferred tax		10,410,205	14,043,473
IX. <b>Profit for the period (VII-VIII)</b>		<b>317,490,383</b>	<b>201,462,203</b>
X. <u>Earning per equity share</u>			
(1) Basic		74.73	47.42
(2) Diluted		74.73	47.42

Significant Accounting Policies and Notes to Accounts 1 & 2

The Notes referred to above form an integral part of Statement of Profit & Loss

Annexure to our report of even date

**for B.K. GOEL & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

**Sd/-**

**B.K.GOEL**

*Proprietor*

*Membership No. 082081*

*Firm Regn. No.: 016642N*

**NEW DELHI**

**MAY 29 , 2015**

FOR & ON BEHALF OF THE BOARD

**Sd/-**

**S.N. GUPTA**

*Chairman & Managing Director*

DIN: 00024660

**Sd/-**

**R.P. GUPTA**

*Whole Time Director*

DIN : 00048888

**Sd/-**

**M.P.GUPTA**

*Whole Time Director*

DIN: 00014681

**Sd/-**

**RAKESH VERMA**

*Chief Financial Officer*

PAN: ABZPV9075C



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Year ended 31.03.2015 (₹ in Lacs)	Year ended 31.03.2014 (₹ in Lacs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before income tax & extraordinary items	4,806.39	3,006.46
<b>Adjustments for</b>		
Depreciation	1,781.09	1,790.88
(Profit) / Loss on sale of fixed assets	(0.04)	0.03
Interest received	(43.09)	(31.43)
Interest paid	1,643.80	1,471.96
(Profit)/Loss on sale of Investments (Profit)	(1.10)	-
<b>Operating Profit before working Capital Changes</b>	<b>8,187.05</b>	<b>6,237.90</b>
<b>Adjustments for</b>		
(Increase)/Decrease in Sundry Debtors	(1,912.49)	(1,539.16)
(Increase)/Decrease in Inventories	1,004.29	(3,017.04)
(Increase)/Decrease in Loans & Advances	686.88	(614.32)
(Increase)/Decrease in Other Current Assets	(114.60)	(106.57)
(Increase)/Decrease in Current Liabilities and Provision	(579.60)	2,809.01
<b>Cash generated from operations</b>	<b>7,271.53</b>	<b>3,769.82</b>
Direct Taxes Paid	(1,300.95)	(917.72)
<b>Net cash from operating activities</b>	<b>5,970.58</b>	<b>2,852.10</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Net Investment in Shares & Units	(2,811.74)	1.10
Addition to fixed assets (Project)	(1,335.02)	(2,569.32)
Proceeds from sale of fixed assets	5.09	0.59
(Profit)/Loss on sale of Investments (Profit)	1.10	-
Interest received	43.09	31.43
<b>Net Cash used in Investing Activities</b>	<b>(4,097.48)</b>	<b>(2,536.20)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Proceed/Repayment of borrowings	(204.64)	1,207.39
Dividend paid	(42.49)	-
Dividend Distribution tax paid	(7.22)	-
Interest paid	(1,643.80)	(1,471.97)
<b>Net Cash used in financing activities</b>	<b>(1,898.16)</b>	<b>(264.58)</b>
<b>Net increase in cash &amp; cash equivalents (A+B+C)</b>	<b>(25.06)</b>	<b>51.32</b>
<b>Cash and cash equivalents as at 01.04.2014</b>	<b>489.54</b>	<b>438.22</b>
<b>Cash and cash equivalents as at 31.03.2015</b>	<b>464.47</b>	<b>489.54</b>

Significant Accounting Policies and Notes to Accounts 1 & 2

The Notes referred to above form an integral part of Cash Flow Statement

**Notes:** 1) Previous year's figure have been regrouped to conform with those of current year.

2) Cash and Cash Equivalents

Cash and Bank Balances	194.23	89.00
Margin Deposits	270.24	400.54
	<b>464.47</b>	<b>489.54</b>

Annexure to our report of even date

for **B.K. GOEL & ASSOCIATES**

CHARTERED ACCOUNTANTS

Sd/-

**B.K.GOEL**

Proprietor

Membership No. 082081

Firm Regn. No.: 016642N

**NEW DELHI**

**MAY 29 , 2015**

FOR & ON BEHALF OF THE BOARD

Sd/-

**S.N. GUPTA**

Chairman & Managing Director

DIN: 00024660

Sd/-

**R.P. GUPTA**

Whole Time Director

DIN : 00048888

Sd/-

**M.P.GUPTA**

Whole Time Director

DIN: 00014681

Sd/-

**RAKESH VERMA**

Chief Financial Officer

PAN: ABZPV9075C



## **NOTE NO. 1. SIGNIFICANT ACCOUNTING POLICIES**

The Management has followed appropriate accounting policies consistently. Judgments and estimates are prudently and reasonably used so as to give a true and fair view of the state of affairs of the Company as at 31.03.2015 and of the profit of the Company for the year ended on that date.

### **1.1 Basis of Preparation of Financial Statements**

The financial statements are prepared on accrual basis and under the historical cost convention in accordance with the generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The previous year figures have been reworked, regrouped, rearranged and reclassified wherever necessary and also to comply with the requirements of Schedule III under Section 129 of the Companies Act, 2013.

### **1.2 Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities as on date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

### **1.3 Own Fixed Assets (Both Tangible and Intangible)**

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. Net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized. Assets which are not ready for their intended use are disclosed under capital working progress.

### **1.4 Depreciation and Amortization**

Depreciation on fixed assets is provided to the extent of depreciable amount on Written Down Value (WDV) method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

### **1.5 Impairment of Assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and the Management periodically assesses using, external and internal sources, whether there is an indication of impairment of any assets. The Company foresees no such impairment indication as on the balance sheet date.

### **1.6 Foreign Currency Transactions**

Export/Import Invoices in foreign currencies are recorded at the rate of exchange in force at the time of transactions. Provisions have been made as per Accounting Standard AS-11 issued by the Institute of Chartered Accountants of India for overseas debtors/creditors and other foreign currency commitments / foreign currency in hand for exchange rate difference at the end of the year.

### **1.7 Investments**

All Investments are stated at cost and the same is consistently being followed. Investments in gratuity funds held with Life Insurance Corporation of India and Reliance Life Insurance Co. Ltd. are shown at net fund value as on date after netting off from provisions made as per actuarial valuation against its estimated liability. Excess of fund value ₹29,40,273/- as on 31.03.2015 over its total liability towards Gratuity Provision as per actuarial valuation is shown as long term Investment.



### **1.8 Inventories**

As per practice consistently followed, the consumption of raw materials is net of Cenvat Credit availed.

Items of inventories are measured after providing for obsolescence, if any. Inventory has been valued at lower of cost or net realizable value. All Materials are valued on the basis of FIFO. In the case of finished goods cost comprises material, labour and factory overheads. Goods in process have been valued at raw material cost incurred up to the stage of production plus conversion cost apportioned. All stocks have been certified by the management.

The Company's manufacturing units are continuous processing units and are located at a remote areas i.e far away from local markets. It needs uninterrupted 24 hours operations of its plants and hence all major spare parts, accessories, components for its huge plants has to be kept in reserve/stock to ensure the uninterrupted 24 hours operation of the plant. With the passage of time and due to fast changing technology, some very old/obsolete Engineering stores and other spares out of it has rare possibility of its use and has a market price at almost scrap value. Keeping in view the above, Engineering stores and other spares are valued at cost or market price whichever is less. This practice is consistently being followed from year after year.

### **1.9 Revenue Recognition**

Sales have been accounted for exclusive of sales tax and are net of returns and discounts. Exports benefits have been accounted for separately. The Export benefits are accrued on the date of export.

The Company follows the Accrual System of Accounting and on assumptions of an ongoing concern. Revenue is recognized only when it can be reliably measured.

Sales does not includes captive consumption and stock transfer

### **1.10 Employee Benefits**

- (i) Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year based on report of Actuarial Valuation.
- (ii) Long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year based on report of Actuarial Valuation. The expenses are recognized at the present value of the amounts payable determined using actuarial valuation techniques.

### **1.11 Borrowing Costs**

The Company incurred No Borrowing cost attributable to the acquisition or construction of any qualifying assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

### **1.12 Provision for Current and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.



### 1.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### 1.14 Operating Cycle

The Normal Operating cycle cannot be identified. It is assumed to have a duration of twelve months as operating cycle.

### 1.15 Segment Reporting

Based on the guiding principles given in Accounting Standard AS-17 "Segment Reporting" notified in Companies (Accounting Standards) Rules 2006, the Company's business segments includes only manufacturing of pesticides-technical, formulations and its Intermediates, hence constitutes one single segment.

	As at 31/03/2015 (in ₹)	As at 31/03/2014 (in ₹)
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#### **NOTE NO. - 2.1**

#### **SHARE CAPITAL**

##### **Authorised Share Capital**

2,00,00,000 Equity Shares of ₹10/- each	<b>20,00,00,000</b>	20,00,00,000
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##### **Issued, Subscribed and Paid-up Capital**

42,48,740 Equity Shares of ₹10/- each fully Paid-up	<b>4,24,87,400</b>	4,24,87,400
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##### **a) Reconciliation of Number of Shares**

Equity Shares	(Nos.)	(₹)	(Nos.)	(₹)
Balance as at the beginning of the year	42,48,740	4,24,87,400	42,48,740	4,24,87,400
Changes during the year	-	-	-	-
Balance as at the end of the year	42,48,740	4,24,87,400	42,48,740	4,24,87,400

##### **b) Rights, preferences and restrictions attached to Equity shares**

The Company has one class of equity shares having a par value of ₹10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

##### **c) Details of Equity shareholders holding more than 5% of the aggregate Paid-up Share Capital\***

Name	(Nos.)	(%)	(Nos.)	(%)
Shri Sat Narain Gupta	10,28,631	24.21%	10,28,631	24.21%
M/s. S.N.Gupta (HUF)	3,56,200	8.38%	3,59,200	8.45%
Shri Mahabir Prasad Gupta	4,22,800	9.95%	4,22,800	9.95%
Shri Rajender Prasad Gupta	3,31,544	7.80%	3,00,344	7.07%

\* Company has issued only Equity shares.



	As at 31/03/2015 (in ₹)	As at 31/03/2014 (in ₹)
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**NOTE NO. - 2.2**

**RESERVES & SURPLUS**

**(A) General Reserve**

- As at commencement of the year	35,65,16,577	35,65,16,577
- Transferred from Statement of Profit and Loss	<u>2,00,00,000</u>	<u>-</u>
<b>Sub-Total (A)</b>	<u><b>37,65,16,577</b></u>	<u><b>35,65,16,577</b></u>

**(B) Surplus in Statement of Profit & Loss**

- As at commencement of the year	42,27,99,558	22,63,08,168
- Surplus in Statement of Profit & Loss for the year	<u>31,74,90,383</u>	<u>74,02,89,941</u>
		20,14,62,203
		42,77,70,371
<b>Less:</b>		
Transfer to General Reserve	2,00,00,000	-
Proposed Dividend	63,73,110	42,48,740
Dividend Distribution Tax on Proposed Dividend	12,74,248	7,22,073
Adjustment of Depreciation (New Companies Act)	<u>2,88,499</u>	<u>2,79,35,857</u>
		-
Balance as at end of the year <b>Sub-Total (B)</b>	<u><b>71,23,54,084</b></u>	<u><b>42,27,99,558</b></u>
<b>Total (A+B)</b>	<u><b>1,08,88,70,661</b></u>	<u><b>77,93,16,135</b></u>

**NOTE NO. - 2.3**

**LONG TERM BORROWINGS**

**A) Secured Loans**

Long Term Loans - From Banks

i) **Rupee Term Loan-State Bank of India**

(Total sanctioned Term Loan is ₹32.50 Crore which is repayable in 20 quarterly installments of ₹1.625 Crore each, starting from 31.03.2013)	16,25,00,000	24,37,50,000
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ii) **ECB Loan - Axis Bank Limited**

[USD 27.50 Lacs (Prev. Year USD 40 Lacs) Total sanctioned ECB -TL was \$ 50.00 Lacs which is repayable in 20 quarterly installments of \$2.50 Lacs each, starting from 04.04.2013]	17,18,75,000	24,04,00,000
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	As at 31/03/2015 (in ₹)	As at 31/03/2014 (in ₹)
iii) <b>Corporate Loan - State Bank of India</b> (Sanctioned Corporate Loan is ₹15.00 Crore which is repayable in 16 quarterly installments of ₹0.9375 Crore each, starting from 31.03.2014)	<b>10,31,25,000</b>	14,06,25,000
	<b>43,75,00,000</b>	62,47,75,000
INSTALMENTS OF LONG TERM DEBTS	<b>(16,50,00,000)</b>	(16,26,00,000)
	<b>27,25,00,000</b>	46,21,75,000
<b>B) Unsecured Loans</b>		
Long Term Loans - Others		
i) From Directors & Body Corporates	<b>40,00,00,000</b>	44,50,00,000
ii) Security Deposits	<b>1,02,13,945</b>	1,32,25,430
	<b>68,27,13,945</b>	92,04,00,430

**NOTE NO. - 2.4**

**DEFERRED TAX LIABILITIES (NET)**

(Net Liability due to timing difference)	<b>8,38,11,494</b>	7,34,01,289
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As per Accounting Standard AS-22 on Accounting for taxes on income, the Company has recorded the cumulative net deferred tax liability up to 31.03.2014 of ₹7,34,01,289/-. For the current year the Company has recorded the Cumulative Net Deferred Tax Liability of ₹ 8,38,11,494/- and the difference of ₹1,04,10,205/- has been charged to Statement of Profit & Loss.

Computation of Deferred Tax Liability/Assets

Difference in Tax and Book Depreciation-WDV	<b>25,54,76,906</b>	22,36,97,619
Less : Bonus Payable Disallowed U/s 43 B	<b>37,33,034</b>	34,56,187
: Leave Encashment Payable disallowed U/s 43B	<b>51,66,957</b>	42,91,774
	<b>24,65,76,915</b>	21,59,49,658
Tax on above difference	<b>8,38,11,494</b>	7,34,01,289
Less: Deferred Tax Liability 31.03.2014	<b>7,34,01,289</b>	5,93,57,816
<b>Deferred Tax (Assets)/Liability for the Year</b>	<b>1,04,10,205</b>	1,40,43,473

**NOTE NO. - 2.5**

**LONG TERM PROVISIONS**

For Employees Benefit (Leave Encashment)	<b>42,11,643</b>	35,10,330
Provision for Gratuity	<b>1,36,75,974</b>	1,11,85,970
Contribution made to Group Gratuity Funds		
in Life Insurance Corporation of India & Reliance Life Insurance Co. Ltd.	<b>(1,36,75,974)</b>	(1,11,85,970)
	<b>42,11,643</b>	35,10,330



	As at 31/03/2015 (in ₹)	As at 31/03/2014 (in ₹)
<b>1) Employees' Benefits</b> (on the basis of actuarial valuation)		
<i>Leave Encashment and Group Gratuity</i>		
i) <u>Current (Short Term)</u>		
- Leave Encashment	9,55,314	7,81,444
- Gratuity	3,83,037	13,38,351
ii) <u>Non Current (Long Term)</u>		
- Leave Encashment	42,11,643	35,10,330
- Gratuity	1,36,75,974	1,78,87,617
<b>Total</b>	<b>1,92,25,968</b>	<b>1,43,42,952</b>
<b>2) Retirement Benefits</b> - Contributions are made to Approved Employees' Provident Fund. In respect of Gratuity, the Company has opted for Group Gratuity Life Insurance Scheme of the Life Insurance Corporation of India and Reliance Life Insurance Company Limited.		
<b>NOTE NO. - 2.6</b>		
<b>SHORT TERM BORROWINGS</b>		
<b>A) Secured Loans</b>		
Short Term Loans - From Banks		
*Bills Discount, Buyers' Credit and others	6,44,96,371	15,09,74,970
*Cash Credit Accounts	57,68,92,434	64,13,88,805
(*Charge on Current and Non-Current Assets of factories)		29,69,13,177
<b>B) Unsecured Loans</b>		
Short Term Loans - Others		
From related parties	6,52,33,680	6,06,24,009
Inter Corporate Deposits	2,24,41,300	8,76,74,980
	<b>72,90,63,785</b>	<b>51,18,44,585</b>
<b>NOTE NO. - 2.7</b>		
<b>TRADE PAYABLES</b>		
Trade Creditors	37,85,63,473	37,42,53,407
<b>NOTE NO. - 2.8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Expenses Payable	8,48,59,499	5,13,68,357
Unclaimed Dividend	11,48,704	9,75,273
Statutory Liabilities	1,03,68,658	89,03,505
Other Payables	20,16,42,261	29,99,16,867
	<b>29,80,19,122</b>	<b>36,11,64,002</b>
<b>NOTE NO. - 2.9</b>		
<b>SHORT TERM PROVISIONS</b>		
For Taxation	2,36,42,207	9,98,557
For Dividend Distribution Tax	12,74,247	7,22,073
For Dividend	63,73,110	42,48,740
For Leave Encashment	9,55,314	7,81,444
For Gratuity	3,83,037	11,34,792
Investment in Gratuity Funds	(3,83,037)	(11,34,792)
	<b>3,22,44,878</b>	<b>67,50,814</b>



**NOTE NO. - 2.10**  
**FIXED ASSETS**

(in ₹)



Particulars	Gross Block (At Cost)						Depreciation					Net Block	
	As at 01.04.2014	Additions	Sale	P & L	Adjust- ment	As at 31.03.2015	As on 01.04.2014	for the Year	Adjust- ment	As on 31.03.2015	C R	As at 31.03.2015	As at 31.03.2014
<b>A) Tangible Assets</b>													
Land	9,93,09,285	-	-	-	-	9,93,09,285	-	-	-	-	-	9,93,09,285	9,93,09,285
Building	64,21,74,200	1,33,60,858	-	-	-	65,55,35,058	8,78,76,863	5,42,04,850	-	14,20,81,713	-	51,34,53,345	55,42,97,337
Plant & Machinery	1,06,42,19,996	10,48,80,843	(4,78,370)	-	-	1,16,86,22,469	31,41,79,606	11,73,21,984	-	43,15,01,590	-	73,71,20,879	75,00,40,390
Furniture & Fixtures	83,94,757	8,83,891	-	-	-	92,78,648	37,06,314	14,01,518	-	51,07,832	1,34,351	40,36,465	46,88,443
Office Equipments	57,28,390	5,07,959	-	-	-	62,36,349	23,42,078	11,16,900	-	34,58,978	-	27,77,371	33,86,312
Computer Hardwares	88,38,136	14,47,618	(1,100)	-	-	1,02,84,654	71,91,841	16,34,035	-	88,25,876	1,52,513	13,06,265	16,46,295
Vehicles	68,40,663	-	(30,000)	3,973	(2,23,662)	65,90,974	32,73,936	12,34,254	(2,23,662)	4,284,528	1,635	23,04,811	35,66,727
R&D Equipments	76,42,920	11,00,000	-	-	-	87,42,920	31,41,921	8,40,850	-	39,82,771	-	47,60,149	45,00,999
<b>Total-A</b>	<b>1,84,31,48,347</b>	<b>12,21,81,169</b>	<b>(5,09,470)</b>	<b>3,973</b>	<b>(2,23,662)</b>	<b>1,96,46,00,357</b>	<b>42,17,12,559</b>	<b>17,77,54,391</b>	<b>(2,23,662)</b>	<b>59,92,43,288</b>	<b>2,88,499</b>	<b>1,36,50,68,570</b>	<b>1,42,14,35,788</b>
<b>B) Intangible Assets</b>													
Computer Softwares	27,11,107	2,45,040	-	-	-	29,56,147	15,00,710	3,54,559	-	18,55,269	-	11,00,878	12,10,397
<b>Total-B</b>	<b>27,11,107</b>	<b>2,45,040</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29,56,147</b>	<b>15,00,710</b>	<b>3,54,559</b>	<b>-</b>	<b>18,55,269</b>	<b>-</b>	<b>11,00,878</b>	<b>12,10,397</b>
<b>C) Capital Work-in-Progress (Tangible)</b>	<b>56,68,125</b>	<b>1,10,75,464</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,67,43,589</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,67,43,589</b>	<b>56,68,125</b>
<b>Total-C</b>	<b>56,68,125</b>	<b>1,10,75,464</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,67,43,589</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,67,43,589</b>	<b>56,68,125</b>
<b>Grand Total (A+B+C)</b>	<b>1,85,15,27,579</b>	<b>13,35,01,673</b>	<b>(5,09,470)</b>	<b>3,973</b>	<b>(2,23,662)</b>	<b>1,98,43,00,093</b>	<b>42,32,13,269</b>	<b>17,81,08,950</b>	<b>(2,23,662)</b>	<b>60,10,98,557</b>	<b>2,88,499</b>	<b>1,38,29,13,037</b>	<b>1,42,83,14,310</b>
<b>Previous Year</b>	<b>1,59,46,85,430</b>	<b>25,69,28,700</b>	<b>55,810</b>	<b>3,000</b>	<b>27,741</b>	<b>1,85,15,27,579</b>	<b>24,41,52,742</b>	<b>17,90,88,268</b>	<b>27,741</b>	<b>42,32,13,269</b>	<b>-</b>	<b>1,42,83,14,310</b>	<b>1,35,05,32,688</b>

1. Depreciation has been provided for on written down value method as per Schedule II of the Companies Act, 2013.
2. **Impairment of Assets (AS 28)** : The Management periodically assess using, external and internal sources, whether there is an indication of impairment of any assets and Company foresee no such impairment indication as on the balance sheet date.
3. Land includes leasehold lands by GIDC (Gujarat): (i) Factory land located at Dahej (Gujarat) valued ₹7,43,16,189/- (lease period starts from 11.08.2010 and is valid till 99 years); and (ii) Residential Plot at Atali, Dahej (Gujarat), valued ₹78,49,604/- (lease period for 99 years)



	As at 31/03/2015 (in ₹)	As at 31/03/2014 (in ₹)
<b>NOTE NO. - 2.11</b>		
<b>NON-CURRENT INVESTMENTS</b>		
<b>Long Term Investment</b>		
<b>Investment in unquoted Equity Instruments - at Cost</b>		
a) 69930 Equity Shares of ₹10/- each Fully Paid-up of Pattancheru Enviro-Tech Ltd.	6,99,300	6,99,300
b) 1761 Equity Shares of ₹100/- each Fully Paid-up of Jeedimetla Effluent Treatment Ltd.	1,76,100	1,76,100
c) National Saving Certificates	1,000	1,000
d) <u>Contribution made to Group Gratuity Funds (NET)</u>		
- in Life Insurance Corporation of India	1,57,86,376	1,30,50,419
- in Reliance Insurance Co. Ltd.	12,12,908	10,36,491
	1,69,99,284	1,40,86,910
Less : Long Term Gratuity Liability	(1,36,75,974)	(1,11,85,970)
: Short Term Gratuity Liability	(3,83,037)	(11,34,792)
	29,40,273	17,66,148
	<u>38,16,673</u>	<u>26,42,548</u>
<b>NOTE NO. - 2.12</b>		
<b>LONG-TERM LOANS &amp; ADVANCES</b>		
Security Deposit (Unsecured, Considered Good)	69,22,504	62,42,086
<b>NOTE NO. - 2.13</b>		
<b>CURRENT INVESTMENTS</b>		
Short Term Investment in SBI Mutual Funds	28,00,00,000	-
<b>NOTE NO. - 2.14</b>		
<b>INVENTORIES</b>		
Raw Materials and others	17,64,56,120	21,54,68,771
Work-in-Progress	14,85,44,696	15,86,09,905
Finished Goods	24,88,60,800	30,02,12,425
	<u>57,38,61,616</u>	<u>67,42,91,101</u>
<b>NOTE NO. - 2.15</b>		
<b>TRADE RECEIVABLES</b>		
<u>Debtors outstanding for a period exceeding six months</u>		
- Considered Good	1,51,97,964	13,04,671
<u>Other Debtors</u>		
- Considered Good	78,01,22,214	60,27,66,292
	<u>79,53,20,178</u>	<u>60,40,70,963</u>
Balances of Sundry Debtors, Advances to Suppliers and Creditors and Advances from Customers are subject to confirmation.		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment disclosed separately.		



	As at 31/03/2015 (in ₹)	As at 31/03/2014 (in ₹)
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**NOTE NO. - 2.16**

**CASH & CASH EQUIVALENTS**

Cash in Hand	10,40,577	4,29,134
Balance with Scheduled Banks		
- In Current Accounts	1,68,11,711	74,95,347
- Foreign Currency in Hand	4,21,952	-
- In Fixed Deposit Accounts (Margin Money)	2,70,24,757	4,00,54,277
- In Dividend Accounts	11,48,704	4,85,24,897
	<u>4,64,47,701</u>	<u>4,89,54,031</u>

**NOTE NO. - 2.17**

**SHORT-TERM LOANS & ADVANCES**

**Unsecured Advances**

Service Tax, VAT & Income Tax	1,18,21,264	2,88,62,441
Export Incentives Receivables	1,41,01,032	1,00,84,131
Central Excise and Custom Duties	13,44,36,210	18,12,76,180
Prepaid Expenses	50,01,631	42,73,346
Advance for Capital Goods & Services	1,79,47,521	2,15,22,129
Other Receivables	3,18,97,965	3,85,55,665
	<u>21,52,05,623</u>	<u>28,45,73,892</u>

**NOTE NO. - 2.18**

**OTHER CURRENT ASSETS**

Engineering Spares & other Stores	3,54,99,069	2,40,39,461
	<u>Year ended 31/03/2015 (in ₹)</u>	<u>Year ended 31/03/2014 (in ₹)</u>

**NOTE NO. - 2.19**

**REVENUE FROM OPERATIONS**

**Sales/Income from operation**

Gross Sales	4,67,29,22,864	3,85,95,85,941
Less : Excise Duty	<u>37,14,07,989</u>	<u>30,08,64,307</u>
Net Sales	4,30,15,14,875	3,55,87,21,634
Job Work Income	5,13,68,160	4,35,28,83,035
	<u>4,35,28,83,035</u>	<u>2,64,29,779</u>
Other Operating Income		
Export Incentives	3,47,03,037	2,86,53,113
	<u>4,38,75,86,072</u>	<u>3,61,38,04,526</u>



	Year ended 31/03/2015 (in ₹)	Year ended 31/03/2014 (in ₹)
<b>NOTE NO. - 2.20</b>		
<b>OTHER INCOMES</b>		
Bad Debts Recovered	7,50,002	15,00,000
Exchange Difference (Net)	35,37,951	-
Interest received	43,09,197	31,43,406
Sales Tax Refund	-	50,41,958
Short Term Capital Gain (Mutual Funds)	1,09,726	-
Profit/Loss on Fixed Assets	3,973	-
	<b>87,10,849</b>	<b>96,85,364</b>

**NOTE NO. - 2.21**

**COST OF MATERIALS CONSUMED**

**Raw Material (RM) Consumed**

Opening Stock: Raw Materials & others	21,54,68,771		12,63,03,306	
Purchases: Raw Materials & others	2,77,18,47,472	2,98,73,16,243	2,65,25,32,059	2,77,88,35,365
Less : Closing Stock: Raw Materials & others		17,64,56,120		21,54,68,771
		<b>2,81,08,60,123</b>		<b>2,56,33,66,594</b>

Cost of goods consumed/sold includes cost of raw materials, consumable stores, fuels/oils, packing materials & utilities.

**NOTE NO. - 2.22**

**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

Opening Stock

Finished Goods	30,02,12,425		11,70,52,810	
Stock-in-Process	15,86,09,905	45,88,22,330	12,92,31,243	24,62,84,053

Less: Closing Stock

Finished Goods	24,88,60,800		30,02,12,425	
Stock-in-Process	14,85,44,696	39,74,05,496	15,86,09,905	45,88,22,330

<b>(Increase)/Decrease in Stock</b>		<b>6,14,16,834</b>		<b>(21,25,38,277)</b>
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**NOTE NO. - 2.23**

**EMPLOYEES BENEFIT EXPENSE**

Salary, Wages & Bonus	20,11,94,025		17,75,31,301	
Provision for Leave Encashment	31,83,065		17,17,675	
Directors' Remuneration	5,34,04,365		3,34,05,074	
Diwali Expenses	12,35,780		9,96,814	
Premium for Group Gratuity	14,80,654		29,41,773	
Employer's contribution to Provident Fund, ESI, LWF	68,45,204		53,28,714	
Staff and Labour Welfare Expenses	82,51,688		75,46,894	
Staff Bus Expenses	90,82,082		83,32,552	
Keyman Insurance Premium	10,00,000		-	
	<b>28,56,76,863</b>		<b>23,78,00,797</b>	



	Year ended 31/03/2015 (in ₹)	Year ended 31/03/2014 (in ₹)
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**NOTE NO. - 2.24**

**FINANCIAL COSTS**

Interest on Working Capital Loan	4,19,51,576	2,44,75,627
Interest on Others	12,24,28,866	13,11,79,763
	<b>16,43,80,442</b>	<b>15,56,55,390</b>

**NOTE NO. - 2.25**

**OTHER EXPENSES**

**Manufacturing Expenses**

Environment, Health & Safety Expenses	1,42,47,444	1,54,10,713
Factory & Machinery Maintenance	10,31,79,644	7,07,22,777
Freight & Cartage Inward	4,99,84,261	3,89,48,471
Job Work Expenses	1,38,300	7,28,080
Laboratory Expenses	44,37,132	32,47,722
Power & Electricity	10,35,16,694	9,75,29,925
Testing Expenses	4,97,409	5,99,127
	<b>27,60,00,884</b>	<b>22,71,86,815</b>

**Administrative, Operative & Selling Expenses**

Advertisement & Publicity	31,34,089	31,83,343
AGM Expenses	58,549	15,200
Analysis / Registration Expenses	17,09,386	78,40,200
Bank Charges	1,05,88,769	99,92,016
Book Periodicals & Subscription	8,72,099	10,24,488
Building Repairs & Maintenance	61,60,935	38,09,141
Business Promotion Expenses	16,77,873	13,93,103
Cash Discount	1,02,48,980	99,54,201
Commission paid	1,29,11,606	1,41,92,967
Computer Expenses	7,18,008	6,10,662
Conveyance Expenses	21,43,303	23,58,980
Contribution for Research Activities U/s 35(1)(ii)	40,00,000	2,00,00,000
Electricity Charges	5,27,328	4,48,516
Exchange Difference (Net)	-	1,86,17,028
Filing Fees	49,600	16,500
Freight & Forwarding Outward	2,86,94,431	2,64,36,193
General / Misc. Expenses	21,94,246	19,61,563
Hire Charges	64,00,692	53,94,913
Insurance Charges	30,37,023	38,31,230
Legal & Professional Fee	1,49,20,230	89,94,071



	Year ended 31/03/2015 (in ₹)	Year ended 31/03/2014 (in ₹)
Listing Fee	1,19,434	38,849
Office Expenses	16,68,756	9,81,209
Payment to Auditors	8,15,000	6,90,000
Postage & Telephone expenses	30,52,476	26,19,597
Printing & Stationery expenses	18,39,395	17,89,684
R & D Expenses*	68,55,914	56,66,681
Rates & Taxes	34,75,052	47,05,601
Rebates & Short / Excess	2,52,032	5,71,139
Rent paid	5,79,310	13,01,675
Sales Tax paid	79,995	3,58,530
Security Expenses	51,19,946	48,34,961
Service Tax Paid	1,00,067	92,949
Tour & Travelling Expenses	51,90,038	50,50,716
Vehicle Running & Maintenance	7,86,329	13,99,80,891
	<b>41,59,81,775</b>	<b>39,68,98,004</b>

**\*Note: R&D Expenses:** The Company is registered as Research & Development Unit (R&D) with Ministry of Science & Technology, Govt. of India, Department of Scientific & Industrial Research, New Delhi, hence eligible for weighted deduction U/S 35(2AB) of the Income Tax Act on expenditure incurred for the purpose. Total expenditure of ₹79,55,914/- (Revenue Expense of ₹68,55,914/- and Capital Expenditure of ₹11,00,000/-) are eligible for weighted deduction U/S 35(2AB) of the Income Tax Act, 1961.

#### **NOTE NO. - 2.26**

##### **EXCEPTIONAL ITEMS**

Donations	73,500	16,25,000
Loss-in-transit - Export Consignment#	-	16,94,979
Loss on sale of Fixed Assets	-	3,000
	<b>73,500</b>	<b>33,22,979</b>

**#Note:** Loss in transit-Export Consignment : The Company had exported goods to China in August, 2012. The Cargo carrying the goods met wild fire in transit and the vessel carrying the goods was forced to detain in transit. The exported goods of the Company in the vessel however could be saved from fire which could not land the port of destination in time. The same could land the port of destination only on 17/07/2013. The difference of ₹1562976/- in market rates thereof on 31.03.2013 over the billing price was written off in the financial year 2012-2013. However further slide in market rates (Keeping in view the deterioration of quality in transit of the landed goods) ₹1694979/- ( Being excess of market rates as on 31.03.2013 over mutually agreed rates by the consignee for its disposal have been written off in financial year 2013-14).



	Year ended 31/03/2015 (in ₹)	Year ended 31/03/2014 (in ₹)
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**NOTE NO. - 2.27**

**DETAILS OF PAYMENT TO AUDITORS**

To Statutory Auditors	6,20,000	5,65,000
To Cost Auditors and Secretarial Auditor	1,95,000	1,25,000
	<u>8,15,000</u>	<u>6,90,000</u>

**NOTE NO. - 2.28**

**CONTINGENT LIABILITIES AND COMMITMENTS  
NOT PROVIDED FOR IN RESPECT OF**

	As at 31.03.2015 (Rs. in Lacs)	As at 31.03.2014 (Rs. in Lacs)
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i) Guarantees Given to:

- Addl. Excise & Taxation Commissioner, Panchkula	-	5.00
- Dakshin Gujarat Vij Company Limited, Dahej, Gujarat	80.83	80.83
- Gujarat Pollution Control Board, Dahej, Gujarat	12.00	12.00

ii) Surety given to Dy. Excise & Taxation Commissioner (S.T. Rohtak)	8.16	8.16
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iii) Surety given to Customs and Central Excise Commissioner, Jammu (J&K)	1,400.00	250.00
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**NOTE NO. - 2.29 :** The Company is liable to pay income tax of ₹15,27,38,697/- under normal tax provisions of Act for the year which was much more than the liability under MAT provisions. The Company has set off full amount of brought forward MAT credit of ₹76,63,597/- during the year.

**NOTE NO. - 2.30 : RELATED PARTY TRANSACTIONS**

As per Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India, the Company's related parties with whom transactions executed during the year, are disclosed below :

**a) Key Management Personnel & their Relatives**

i) Shri S.N.Gupta	Chairman & Managing Director	
ii) Shri M.P.Gupta	Whole Time Director	
iii) Shri R.P.Gupta	Whole Time Director	
iv) Shri Ajay Gupta	Executive Director	
v) Shri V.K.Sharma	Executive Director	
vi) Smt. Sweety Gupta	Wife of Shri S.N.Gupta	
vii) Shri Dinesh Gupta	Son of Shri S.N.Gupta	
viii) Smt. Savita Gupta	Wife of Shri M.P.Gupta	
ix) Shri Vikas Gupta	Son of Shri M.P.Gupta	-
x) Smt. Manju Gupta	Wife of Shri R.P.Gupta	-
xi) Shri Sahil Gupta	Son of Shri R.P.Gupta	



**b) Related Entities**

- i) Bharat Insecticides limited
- ii) B R Agrotech Limited
- iii) BRL Finlease Limited
- iv) Centum Finance Limited
- v) Synochem Organics Pvt. Limited
- vi) S.N.Gupta & Sons (HUF)
- vii) M.P. Gupta & Sons (HUF)
- viii) R.P. Gupta & Sons (HUF)

**c) Transactions with Related Parties**

(in ₹)

Name of Related Party	Nature of Transaction	Amount Credited/Paid	
		Year ended 31.03.2015	Year ended 31.03.2014
Shri S.N.Gupta	Managerial Remuneration	1,44,79,922	1,60,44,075
	Loan taken	10,58,11,000	9,89,60,000
	Loan repaid	5,03,80,000	47,40,000
	Interest on loan	1,76,82,460	37,54,646
Shri M.P.Gupta	Managerial Remuneration	1,26,79,922	72,92,761
	Loan taken	5,19,00,000	7,23,00,000
	Loan repaid	9,71,00,000	1,70,00,000
	Interest on loan	78,44,218	27,72,651
Shri R.P.Gupta	Managerial Remuneration	2,35,76,343	58,43,570
	Loan taken	4,04,50,000	2,55,00,000
	Loan repaid	3,18,50,000	-
	Interest on loan	40,13,837	4,31,671
Shri Ajay Gupta	Managerial Remuneration	4,76,686	22,85,216
Shri V.K.Sharma	Managerial Remuneration	21,91,492	19,39,452
B R Agrotech Limited	Sales	67,81,75,338	24,10,73,222
Bharat Insecticides limited	Material purchased	4,08,02,593	1,98,00,836
	Rent paid	2,29,200	2,42,400
	Job Work (Income)	5,63,852	-
	Job Work (Paid)	1,38,300	-
	Sales	57,58,42,893	40,35,68,601





(in ₹)

Name of Related Party	Nature of Transaction	Amount Credited/Paid	
		Year ended 31.03.2015	Year ended 31.03.2014
Synochem Organics Pvt. Limited	Sales (DEPB)	-	3,57,428
Smt. Sweety Gupta	Loan received	-	1,40,000
	Loan repaid	1,06,98,211	6,30,000
	Interest paid on Loan	11,34,856	10,90,335
Shri Dinesh Gupta	Loan received	-	1,80,000
	Loan Repaid	2,11,012	15,97,058
	Interest Paid on Loan	22,570	49,072
M.P.Gupta & Sons (HUF)	Loan received	1,20,50,000	41,00,000
	Loan Repaid	45,98,536	-
	Interest Paid on Loan	11,92,427	67,003
Smt. Savita Gupta	Loan received	3,55,00,000	65,00,000
	Interest Paid on Loan	10,98,338	97,315
	Loan Repaid	1,31,75,253	-
Mr. Vikas Gupta	Loan received	-	1,50,00,000
	Interest Paid on Loan	9,68,326	2,66,301
	Loan Repaid	1,61,11,164	-
R.P.Gupta & Sons (HUF)	Loan received	43,00,000	55,00,000
	Interest Paid on Loan	7,95,275	56,055
	Loan Repaid	60,49,220	-
Smt. Manju Gupta	Loan received	80,00,000	60,00,000
	Interest Paid on Loan	10,19,877	90,740
	Loan Repaid	67,89,644	-
Mr. Sahil Gupta	Loan received	74,00,000	30,00,000
	Interest Paid on Loan	6,85,846	48,658
	Loan Repaid	33,53,150	-
Ms Neha Gupta	Loan received	21,50,000	-
	Interest Paid on Loan	1,08,723	-
	Loan Repaid	3,50,000	-
S.N. Gupta & Sons (HUF)	Loan Received	22,00,000	8,40,000
	Loan Repaid	29,40,882	9,45,000
	Interest Paid on Loan	1,59,852	55,256
	Rent paid	12,00,000	12,00,000



Details of outstanding balances as at March 31, 2015 and March 31, 2014: (in ₹)

<b>Name of Related Party</b>	<b>Year ended 31.03.2015</b>	<b>Year ended 31.03.2014</b>
Shri S.N.Gupta	<b>18,34,08,558</b>	11,20,63,344
Shri M.P.Gupta	<b>2,45,31,030</b>	6,26,71,234
Smt. Sweety Gupta	-	96,76,841
Shri Dinesh Gupta	-	1,90,699
S.N.Gupta & Sons (HUF)	-	5,97,015
M.P.Gupta & Sons (HUF)	<b>1,26,84,951</b>	41,60,303
Smt. Savita Gupta	<b>2,99,00,835</b>	65,87,583
Mr. Vikas Gupta	-	1,52,39,671
Shri R.P.Gupta	<b>3,81,00,957</b>	2,58,88,504
R.P.Gupta & Sons (HUF)	<b>45,16,976</b>	55,50,449
Smt. Manju Gupta	<b>82,09,912</b>	60,81,666
Mr. Sahil Gupta	<b>77,07,903</b>	30,43,792
Ms. Neha Gupta	<b>18,97,851</b>	-
B R Agrotech Limited	<b>67,41,231</b>	5,21,90,580
Bharat Insecticides Limited	<b>9,42,611</b>	2,91,05,589

**Note:** Related Party Transactions are as identified by the Company and relied upon by the Auditors.

**NOTE NO. - 2.31 :** As per Accounting Standard AS-20 on earning per share, issued by the Institute of Chartered Accountants of India, the earning per share of the Company is ₹74.73 (Last Year ₹47.42).

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## **Bharat RASAYAN LIMITED**

**Regd. Office:** 1501, Vikram Tower, Rajendra Place, New Delhi - 110 008

**Phone No.:** 091-11-43661111, **Fax No.:** 091-11-43661100

**Email-ID:** investors.brl@bharatgroup.co.in, **Website:** www.bharatgroup.co.in

**CIN :** L24119DL1989PLC036264

### **PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and

Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./DP ID & Client ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
2. Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
3. Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 28<sup>th</sup> day of September, 2015 at 10:30 A.M. at Satyam Banquets, 6, Bhera Enclave, PaschimVihar, Outer Ring Road, New Delhi-110087, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	No. of Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b>ORDINARY BUSINESS</b>				
1.	Adoption of Accounts			
2.	Declaration of Dividend			
3.	Rotation of Director			
4.	Rotation of Director			
5.	Ratification of Appointment of Auditors			
<b>SPECIAL BUSINESS</b>				
6.	Re-appointment of Shri V.K.Sharma as Whole Time Director of the Company			
7.	Approval to make loan, give guarantee or security and to make investments			
8.	Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2015-16			

Item No.	Description	No. of Shares heldby me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
9.	Approval to make changes in payment of Profit based Commission to the Directors of the Company			
10.	Contribution to Charitable & other funds under Section 181 of the Companies Act, 2013			

Signed this .....day of .....2015.

Please  
affix  
Revenue  
Stamp

**(Signature of the shareholder)**

Signature of Proxy holder(s) .....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the **FOR/AGAINST** column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he or she may deem appropriate.

## **Bharat RASAYAN LIMITED**

**Regd. Office:** 1501, Vikram Tower, Rajendra Place, New Delhi - 110 008

**Phone No.:** 091-11-43661111, **Fax No.:** 091-11-43661100

**Email-ID:** investors.brl@bharatgroup.co.in, **Website:** www.bharatgroup.co.in

**CIN :** L24119DL1989PLC036264

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### **ATTENDANCE SLIP**

**26<sup>th</sup> ANNUAL GENERAL MEETING**

**MONDAY, 28<sup>th</sup> SEPTEMBER, 2015, AT 10:30 A.M. AT**

**SATYAM BANQUETS**

**6, BHERA ENCLAVE, PASCHIM VIHAR, OUTER RING ROAD, NEW DELHI-110087**

Name of the Shareholder/Proxy*	
Folio No. / DP ID & Client ID*	
Address	
No. of shares held	

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

**Place :**

**Dated :**

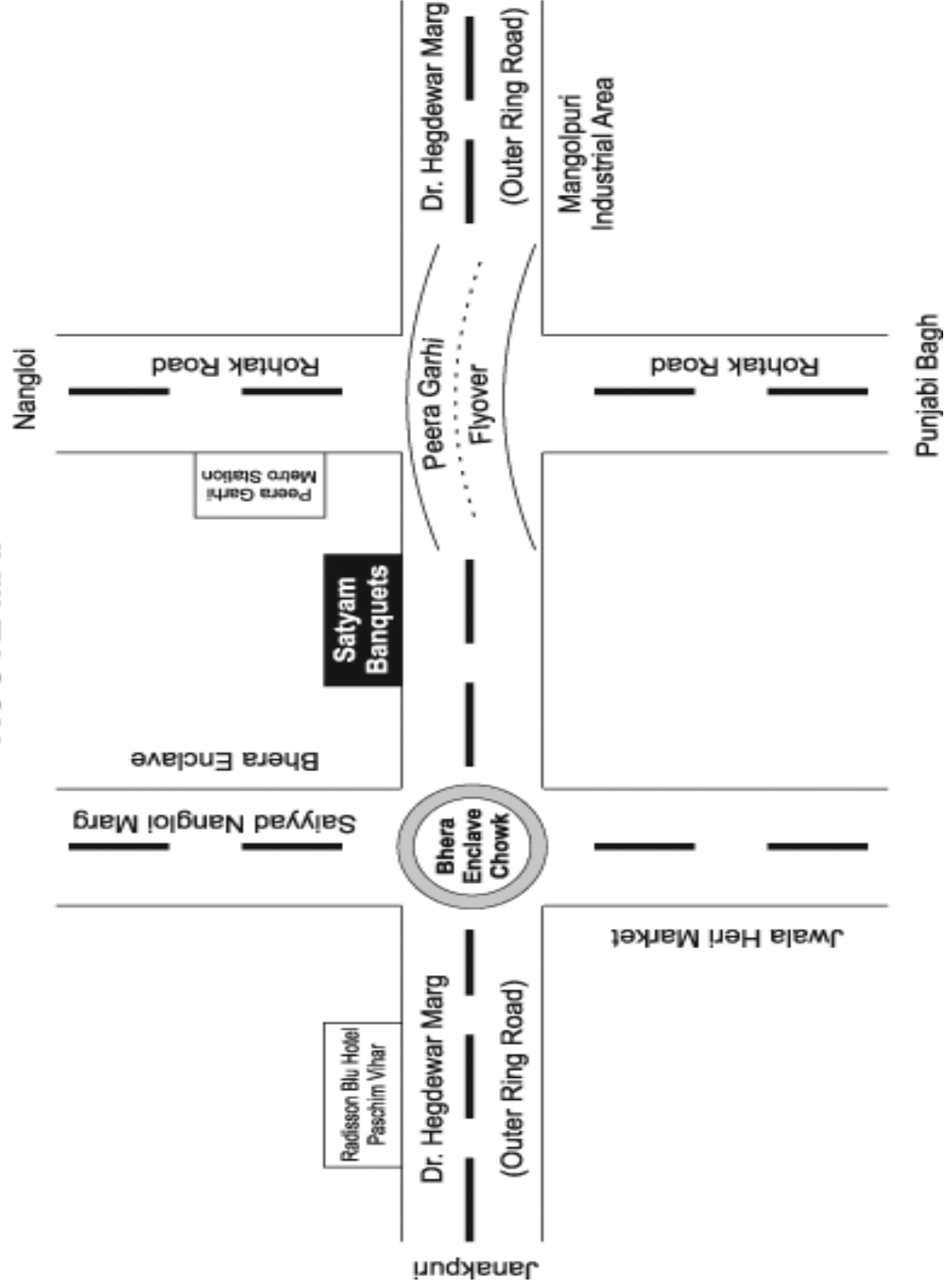
\_\_\_\_\_  
(Signature of the shareholder/proxy\*  
to be signed at the attendance counter)

\*Delete whichever is not applicable

#### **Note :**

Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and handover at the entrance gate. Only Members or their Proxies are entitled to be present at the Meeting.

## ROUTE MAP







**Registered Post**

*If undelivered, please return to :*

**BHARAT RASAYAN LIMITED**

1501, Vikram Tower, Rajendra Place,  
New Delhi - 110 008.