Bharat RASAYAN LIMITED

Regd. Off. : 1501, Vikram Tower, Rajendra Place, New Delhi - 110008
Ph. : +91-11-43661111 (30 lines) • Fax : +91-11-43661100, 41538600
E-mail : info@bharatgroup.co.in • Website : www.bharatgroup.co.in
CIN : L24119DL1989PLC036264

NEAPS - e-Uploading

BRL:F:e-Voting/2022-23/1
September 15, 2022.

The Manager (Listing)
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.

Sub.: Details of Voting Results of the 33rd Annual General Meeting of the Company- Regulation 44(3) of the SEBI (LODR) Regulations, 2015 - BHARATRAS

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, given below are the details of the voting results in respect of the 33rd Annual General Meeting of the Company held on 13th September, 2022 at 11:00 A.M. at Hotel Golden Grand, W-1/10, West Patel Nagar, New Delhi-110008.

Details of Voting results ("Remote E-voting and Ballot/Poll voting):

Date of AGM			**Tuesday, 13th September, 2022**
Total number of shareholders as on record date (i.e. 6th September, 2022 – Cut-off date for Voting purpose)			16,789
No. of Shareholders present in the meeting either in person or through proxy:			
Shareholders	Present in Person	Present through proxy	Total
Promoters and Promoter Group	08	--	08
Public	32	--	32
Total	**40**	**--**	**40**
No. of Shareholders attended the meeting through Video Conferencing:			
Shareholders			--
Promoters and Promoter Group			--
Public			--
Total			--

AGENDA-WISE

Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
1	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
2	Declaration of final dividend (₹1.50 per equity share of ₹10/- each) for the year ended on 31st March, 2022	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.

Contd…2/-

BHARAT RASAYAN Company Secretary New Delhi

Bharat RASAYAN LIMITED

Regd. Off. : 1501, Vikram Tower, Rajendra Place, New Delhi - 110008
Ph. : +91-11-43661111 (30 lines) • Fax : +91-11-43661100, 41538600
E-mail : info@bharatgroup.co.in • Website : www.bharatgroup.co.in
CIN : L24119DL1989PLC036264

Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
3	Appointment of Director in place of Shri Rajender Prasad Gupta (DIN:00048888), who retires by rotation and being eligible, seeks re-appointment	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
4	Appointment of Director in place of Shri Ajay Gupta (DIN:02187741), who retires by rotation and being eligible, seeks re-appointment	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
5	Appointment of Statutory Auditors of the Company	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
6	Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Executive Director/ Whole Time Director of the Company	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
7	Re-appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Executive Director / Whole Time Director designated as Director (Operations) and Key Managerial Personnel of the Company for its unit located at Mokhra (Haryana)	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
8	To approve existing as well as new material related party transaction(s) with M/s. B R Agrotech Limited	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
9	Approval for material related party transaction(s) with M/s. Bharat Certis Agriscience Limited	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
10	To approve and ratify the limit of managerial remuneration payable to Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Director in excess of 5% of the Net Profit of the Company for financial year 2021-22	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
11	Approval to make changes in payment of Profit based Commission to the Directors of the Company w.e.f. financial year 2022-23 and onwards	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.

Contd...3/-

BHARAT RASAYAN LTD. Company Secretary New Delhi

WORKS : UNIT-I: 2KM Stone, Madina-Mokhra Road, Village Mokhra, Distt. Rohtak (Haryana), Ph.: 01257-260755/756/757 • Fax: 260758
UNIT-II: Plot No. 42/4, Amod Road, GIDC, Dahej, District - Bharuch, Gujarat-392130, Ph.: +91-2641-291123, +91-2642-241100

Bharat
RASAYAN LIMITED

Regd. Off. : 1501, Vikram Tower, Rajendra Place, New Delhi - 110008
Ph. : +91-11-43661111 (30 lines) • Fax : +91-11-43661100, 41538600
E-mail : info@bharatgroup.co.in • Website : www.bharatgroup.co.in
CIN : L24119DL1989PLC036264

Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
12	Appointment of Shri Ankit Aggarwal (DIN:01037530) as an Independent Director of the Company	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
13	Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2022-23	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.

The voting details alongwith Scrutinizer's Report [e-Voting, Poll (MGT-13)] and Combined Scrutinizer Report for e-Voting and Poll are annexed herewith in the prescribed format.

Thanking You,
For BHARAT RASAYAN LIMITED

BHARAT RASAYAN LTD. Company Secretary New Delhi

(NIKITA CHADHA)
Company Secretary &
Compliance Officer

FCS-10121

E-mail

C.C. To,

The Secretary,
BOMBAY STOCK EXCHANGE LIMITED
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 023.

- Enclosed as above.

BHARAT RASAYAN LIMITED

CIN: L24119DL1989PLC036264

Regd. Office: 1501, Vikram Tower, Rajendra Place, New Delhi – 110008

Ph: +91-11-43661111; Fax: +91-11-43661100; Website: www.bharatgroup.co.in; Email: investors.brl@bharatgroup.co.in

RESOLUTION NO. 1	**To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon**						
Promoter/Public	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in favor**	**No of votes against**	**% of votes in favor on votes polled**	**% of votes against on votes polled**
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100	114750	--	100.00	--
Public-Others	2928	2928	100	2928	--	100.00	--
Total	**2999208**	**2999208**	**100**	**2999208**	**--**	**100.00**	**--**

RESOLUTION NO.2	Declaration of final dividend (₹1.50 per equity share of ₹10/- each) for the year ended on 31st March, 2022						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100	98687	16063	86.00	14.00
Public-Others	2928	2928	100	2928	--	100.00	--
Total	**2999208**	**2999208**	**100**	**2983145**	**16063**	**99.46**	**0.54**

RESOLUTION NO.3	Appointment of Director in place of Shri Rajender Prasad Gupta (DIN:00048888), who retires by rotation and being eligible, seeks re-appointment						
Promoter/Public	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in favor**	**No of votes against**	**% of votes in favor on votes polled**	**% of votes against on votes polled**
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100	107138	7612	93.37	6.63
Public-Others	2928	2928	100	2927	1	99.96	0.04
Total	**2999208**	**2999208**	**100**	**2991595**	**7613**	**99.75**	**0.25**

Contd...2/-

BHARAT RASAYAN LTD. Company Secretary New Delhi

RESOLUTION NO.4	Appointment of Director in place of Shri Ajay Gupta (DIN:02187741), who retires by rotation and being eligible, seeks re-appointment						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	106958	7792	93.21	6.79
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	**2999208**	**2999208**	**100.00**	**2991416**	**7792**	**99.74**	**0.26**

RESOLUTION NO.5	Appointment of Statutory Auditors of the Company						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	91075	23675	79.37	20.63
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	**2999208**	**2999208**	**100.00**	**2975533**	**23675**	**99.21**	**0.79**

RESOLUTION NO.6	Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Executive Director/ Whole Time Director of the Company						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	106958	7792	93.21	6.79
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	**2999208**	**2999208**	**100.00**	**2991416**	**7792**	**99.74**	**0.26**

Contd...3/-

BHARAT RASAYANI LTD. Company Secretary New Delhi

RESOLUTION NO.7	Re-appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Executive Director / Whole Time Director designated as Director (Operations) and Key Managerial Personnel of the Company for its unit located at Mokhra (Haryana)						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	106958	7792	93.21	6.79
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	2999208	2999208	100.00	2991416	7792	99.74	0.26

RESOLUTION NO.8	To approve existing as well as new material related party transaction(s) with M/s. B R Agrotech Limited						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	114750	--	100.00	--
Public-Others	2928	2928	100.00	2927	1	99.96	0.04
Total	2999208	2999208	100.00	2999207	1	99.99	0.01

RESOLUTION NO.9	Approval for material related party transaction(s) with M/s. Bharat Certis Agriscience Limited						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	114750	--	100.00	--
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	2999208	2999208	100.00	2999208	--	100.00	--

Contd...4/-

BHARAT RASAYAN LTD. Company Secretary New Delhi

RESOLUTION NO.10	To approve and ratify the limit of managerial remuneration payable to Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Director in excess of 5% of the Net Profit of the Company for financial year 2021-22						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	106958	7792	93.21	6.79
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	2999208	2999208	100.00	2991416	7792	99.74	0.26

RESOLUTION NO.11	Approval to make changes in payment of Profit based Commission to the Directors of the Company w.e.f. financial year 2022-23 and onwards						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	106958	7792	93.21	6.79
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	2999208	2999208	100.00	2991416	7792	99.74	0.26

RESOLUTION NO.12	Appointment of Shri Ankit Aggarwal (DIN:01037530) as an Independent Director of the Company						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	114750	--	100.00	--
Public-Others	2928	2928	100.00	2927	1	99.96	0.04
Total	2999208	2999208	100.00	2999207	1	99.99	0.01

BHARAT RASAYAN LTD. Company Secretary New Delhi

RESOLUTION NO.13	Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2022-23						
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=](5)/(2)]*100
Promoter and Promoter Group	2881530	2881530	100.00	2881530	--	100.00	--
Public Institutional Holders	114750	114750	100.00	114750	--	100.00	--
Public-Others	2928	2928	100.00	2928	--	100.00	--
Total	**2999208**	**2999208**	**100.00**	**2999208**	--	**100.00**	--

BHARAT RASAYAN LTD. Company Secretary New Delhi

MAMTA JAIN & ASSOCIATES

Practicing Company Secretaries
D-32 Kamla Nagar, New Delhi – 110 007
Telefax : 2384 5069 Email : csmamtajain@gmail.com

To,

The Chairman,
Bharat Rasayan Limited
1501, Vikram Tower
Rajendra Place
New Delhi-110008

Reg. : The result of the Scrutinizer on E-Voting

Dear Sir,

1. I, Mamta Jain, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors in its meeting held on 09-08-2022 for the purpose of scrutinizing the E-voting process.

2. I submit my report as under:

   2.1. The Company has completed the dispatch of Notice of the 33rd Annual General Meeting dated 09.08.2022 to the members, whose names appeared on the register of members / record of depositories as on 05-08-2022 and who have specifically requested for physical dispatch of the Annual Accounts and in respect of those members whose e-mail address are available with the Company or downloaded from the Depositories, the Company had sent an e-mail to these members on 17-08-2022

   2.2. The Company provided the facility of voting through electronic means in accordance with Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

   2.3. The e-voting period remained opened from 10th September, 2022 from 9:30 A.M. and ended on 12th September, 2022 at 5:00 P.M.

   2.4. At the conclusion of the e-voting period, the votes were unblocked on 14-09-2022 in the presence of two witnesses who are not in employment with the Company.

   2.5. The detail containing list of shareholders who voted "in Favour" or "against" on the resolutions as set out in the notice of the 33rd Annual General Meeting of the Company that were put to vote were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. (https://www.evoting.nsdl.com).

   2.6. I have scrutinized the votes casted through electronic means for the purpose of this report.

   2.7. The particular of all electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for this purpose.

   2.8. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as a scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of votes cast "in Favour" or "against" the resolutions based on the reports generated from the votes cast electronically on e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facility, engaged by the Company.

   2.9. The results of the voting through electronic means is as mentioned hereunder:

ORDINARY RESOLUTION

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, 2022, the reports of the Board of Directors and Auditors thereon.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	64	2996995	100%
Voting through Electronic Means (E-Voting) – Against	-	-	-
Total	64	2996995	**100%**

ORDINARY RESOLUTION

Item No. 2: Declaration of Dividend: To declare a final dividend of Rs.1.50 per equity share for the year ended on 31st March, 2022.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	63	2980932	99.46%
Voting through Electronic Means (E-Voting) – Against	1	16063	0.54%
Total	64	2996995	**100.00%**

ORDINARY RESOLUTION

Item No. 3: Rotation of Director - To appoint a Director in place of Shri Rajender Prasad Gupta (DIN:00048888), who retires by rotation and being eligible, seeks re-appointment.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2989382	99.75%
Voting through Electronic Means (E-Voting) – Against	9	7613	0.25%
Total	**64**	**2996995**	**100.00%**

ORDINARY RESOLUTION
Item No. 4: Rotation of Director - To appoint a Director in place of Shri Ajay Gupta (DIN:02187741), who retires by rotation and being eligible, seeks re-appointment.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2989203	99.74%
Voting through Electronic Means (E-Voting) – Against	9	7792	0.26%
Total	64	2996995	100.00%

ORDINARY RESOLUTION
Item No. 5: Appointment of Statutory Auditors of the Company - Appointment of M/s. B.K.Goel & Associates, Chartered Accountants (Membership No. 082081 / Firm Registration No. 016642N)

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2973320	99.21%
Voting through Electronic Means (E-Voting) – Against	9	23675	0.79%
Total	**64**	**2996995**	**100.00%**

SPECIAL RESOLUTION
Item No. 6: Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Executive Director/ Whole Time Director of the Company

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2989203	99.74%
Voting through Electronic Means (E-Voting) – Against	9	7792	0.26%
Total	64	2996995	100.00%

SPECIAL RESOLUTION
Item No. 7: Re-appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Executive Director / Whole Time Director designated as Director (Operations) and Key Managerial Personnel of the Company for its unit located at Mokhra (Haryana)

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2989203	99.74%
Voting through Electronic Means (E-Voting) – Against	9	7792	0.26%
Total	64	2996995	100.00%

SPECIAL RESOLUTION
Item No. 8 : To approve existing as well as new material related party transaction(s) with M/s. B R Agrotech Limited

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	63	2996994	99.99%
Voting through Electronic Means (E-Voting) – Against	1	1	0.01%
Total	**64**	**2996995**	**100.00%**

SPECIAL RESOLUTION
Item No. 9 : Approval for material related party transaction(s) with M/s. Bharat Certis Agriscience Limited

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	64	2996995	100.00%
Voting through Electronic Means (E-Voting) – Against	0	0	0
Total	**64**	**2996995**	**100.00%**

SPECIAL RESOLUTION
Item No. 10: To approve and ratify the limit of managerial remuneration payable to Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Director in excess of 5% of the Net Profit of the Company for financial year 2021-22

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2989203	99.74%
Voting through Electronic Means (E-Voting) – Against	9	7792	0.26%
Total	64	2996995	100.00%

SPECIAL RESOLUTION
Item No. 11: Approval to make changes in payment of Profit based Commission to the Directors of the Company w.e.f. financial year 2022-23 and onwards

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	55	2989203	99.74%
Voting through Electronic Means (E-Voting) – Against	9	7792	0.26%
Total	64	2996995	100.00%

ORDINARY RESOLUTION

Item No. 12: Appointment of Shri Ankit Aggarwal (DIN:01037530) as an Independent Director of the Company

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	63	2996994	99.99%
Voting through Electronic Means (E-Voting) – Against	1	1	0.01%
Total	**64**	**2996995**	**100.00%**

ORDINARY RESOLUTION

Item No. 13: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2022-23

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the e-votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) – In Favour	64	2996995	100.00%
Voting through Electronic Means (E-Voting) – Against	0	0	0
Total	**64**	**2996995**	**100.00%**

Recommendation: All the 13 items specified in the Notice have been passed with, requisite majority. You may accordingly declare the results of voting by e-Poll.

Place: New Delhi
Date: 15-09-2022

For Mamta Jain & Associates
Practicing Company Secretaries

SD
(Mamta Jain)
FCS: 2794
C. P. No. 1686

MAMTA JAIN & ASSOCIATES

Practicing Company Secretaries
D-32 Kamla Nagar, New Delhi – 110 007
Telefax : 2384 5069 Email : csmamtajain@gmail.com

FORM No. MGT-13
Report of Scrutinizer
(*Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2015***)**

To,

The Chairman,
Bharat Rasayan Limited
1501, Vikram Tower
Rajendra Place
New Delhi-110008

Reg. : Report of the Scrutinizer on Voting Through Poll

Dear Sir,

1. I, Mamta Jain, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors in its meeting held on 09.08.2022 for the purpose of Scrutinizing the voting process in the Poll taken on the below mentioned resolutions at the 33rd Annual General Meeting of the Equity Shareholders of M/s Bharat Rasayan Limited held on Tuesday, the 13th day of September, 2022 at Hotel Golden Grand, W-1/10 West Patel Nagar, New Delhi -110008 at 11.00 a.m.

2. I submit my report as under:

   2.1. After the time fixed for closing of the Poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

   2.2. The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses, CA Namit Sacheti and Ms Misha Sharma, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / RTA of the Company and the authorizations / proxies lodged with the Company.

   2.3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

   2.4. I have scrutinized the votes casted through Poll for the purpose of this report.

   2.5. The particular of all votes cast by the members through the Poll process have been recorded in a register separately maintained for this purpose.

   2.6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through Poll on the resolutions contained in the Notice. My responsibility as a scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of votes cast "in Favour" or "against" the resolutions based on the reports generated from the votes cast.

2.7. The result of the voting through Poll is as mentioned hereunder:

ORDINARY RESOLUTION
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, 2022, the reports of the Board of Directors and Auditors thereon.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

ORDINARY RESOLUTION
Item No. 2: Declaration of Dividend: To declare a final dividend of Rs. 1.50 per equity share for the year ended on 31st March, 2022.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

ORDINARY RESOLUTION
Item No. 3: Rotation of Director - To appoint a Director in place of Shri Rajender Prasad Gupta (DIN:00048888), who retires by rotation and being eligible, seeks re-appointment.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

ORDINARY RESOLUTION
Item No. 4: Rotation of Director - To appoint a Director in place of Shri Ajay Gupta (DIN:02187741), who retires by rotation and being eligible, seeks re-appointment.

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

ORDINARY RESOLUTION
Item No. 5: Appointment of Statutory Auditors of the Company - Appointment of M/s. B.K.Goel & Associates, Chartered Accountants (Membership No. 082081 / Firm Registration No. 016642N)

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

SPECIAL RESOLUTION
Item No. 6: Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Executive Director/ Whole Time Director of the Company

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

SPECIAL RESOLUTION

Item No. 7: Re-appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Executive Director / Whole Time Director designated as Director (Operations) and Key Managerial Personnel of the Company for its unit located at Mokhra (Haryana)

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

SPECIAL RESOLUTION

Item No. 8 : To approve existing as well as new material related party transaction(s) with M/s. B R Agrotech Limited

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

SPECIAL RESOLUTION

Item No. 9 : Approval for material related party transaction(s) with M/s. Bharat Certis Agriscience Limited

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

SPECIAL RESOLUTION
Item No. 10: To approve and ratify the limit of managerial remuneration payable to Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Director in excess of 5% of the Net Profit of the Company for financial year 2021-22

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

SPECIAL RESOLUTION
Item No. 11: Approval to make changes in payment of Profit based Commission to the Directors of the Company w.e.f. financial year 2022-23 and onwards

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

ORDINARY RESOLUTION
Item No. 12: Appointment of Shri Ankit Aggarwal (DIN:01037530) as an Independent Director of the Company

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

ORDINARY RESOLUTION

Item No. 13: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2022-23

In accordance with the basis of acceptance and basis of rejection and on proper scrutiny of all the votes casted, I report the result as under:

Voted in Favour / against the resolution:

Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	32	2,213	100 %
Voting through Ballot – Against	0	0	-
Total	32	2,213	**100%**

Recommendation: All the 13 items specified in the Notice have been passed with, requisite majority. You may accordingly declare the results of voting by Poll.

Place: New Delhi
Date: 15-09-2022

For Mamta Jain & Associates
Practicing Company Secretaries

SD
(Mamta Jain)
FCS: 2794
C. P. No. 1686

MAMTA JAIN & ASSOCIATES

Practicing Company Secretaries
D-32 Kamla Nagar, New Delhi – 110 007
Telefax : 2384 5069 Email : csmamtajain@gmail.com

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR BHARAT RASAYAN LIMITED

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

Dear Sir,

Subject: Passing of Resolutions through electronic voting and poll conducted at the 32nd Annual General Meeting ("AGM") of the Equity Shareholders of M/s Bharat Rasayan Limited as on Tuesday, Sept 13, 2022 at Hotel Golden Grand, W-1/10 West Patel Nagar, New Delhi - 110008 at 11.00 AM

The Company had appointed me as the Scrutinizer to scrutinize the e-voting process together with voting through the poll conducted at the 33rd AGM of the Company held on September 13, 2022.

The e-voting was held between 10th September, 2022 from 9.30 AM to 12th September, 2022 till 5.00 PM

The Company had appointed **National Securities Depository Limited** as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from September 10, 2022 till September 12, 2022. M/S Link Intime India Pvt. Ltd. is the Registrar and Transfer Agent (RTA) of the Company. The e-voting results were unblocked by me on September 14, 2022 in the presence of two witnesses. For further details kindly refer to my Scrutinizer's Report dated September 15, 2022 attached herewith.

At the 33rd AGM of the Company held on September 13, 2022, the Chairman of the Company had suo-moto i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act 2013, requested the members present in the Annual General Meeting to cast their vote through the poll process. The Chairman of the Company had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers Report in Form MGT-13 dated September 15, 2022.

The results of the E-voting, together with the votes casted through assent/dissent form and with that of the Poll are as under:

Practicing Company SecretariesItem No. of the Notice	**Particulars of Business**	**Votes In Favour of the Resolution**		**Votes Against the Resolution**	
		Nos.	**%age**	**Nos.**	**%age**
Item No.1 of the Notice (as an Ordinary Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2996995 2213 2999208	100 100	0 0 0	0 0
Item No.2 of the Notice (as an Ordinary Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2980932 2213 2983145	99.46 100	16063 0 16063	0.54 0
Item No.3 of the Notice (as an Ordinary Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2989382 2213 2991595	99.75 100	7613 0 7613	0.25 0
Item No.4 of the Notice (as an Ordinary Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2989203 2213 2991416	99.74 100	7792 0 7792	0.26 0
Item No.5 of the Notice (as an Ordinary Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2973320 2213 2975533	99.21 100	23675 0 23675	0.79 0
Item No.6 of the Notice (as a Special Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2989203 2213 2991416	99.74 100	7792 0 7792	0.26 0
Item No.7 of the Notice (as a Special Resolution)	E-Voting Ballot Forms (Poll) TOTAL	2989203 2213 2991416	99.74 100	7792 0 7792	0.26 0

Practicing Company SecretariesItem No. of the Notice	**Particulars of Business**	**Votes In Favour of the Resolution**		**Votes Against the Resolution**	
		Nos.	**%age**	**Nos.**	**%age**
Item No.8 of the Notice (as a Special Resolution)	E-Voting	2996994	99.99	1	0.01
	Ballot Forms (Poll)	2213	100	0	0
	TOTAL	2999207		1	
Item No.9 of the Notice (as a Special Resolution)	E-Voting	2996995	100	0	0
	Ballot Forms (Poll)	2213	100	0	0
	TOTAL	2999208		0	
Item No.10 of the Notice (as a Special Resolution)	E-Voting	2989203	99.74	7792	0.26
	Ballot Forms (Poll)	2213	100	0	0
	TOTAL	2991416		7792	
Item No.11 of the Notice (as a Special Resolution)	E-Voting	2989203	99.74	7792	0.26
	Ballot Forms (Poll)	2213	100	0	0
	TOTAL	2991416		7792	
Item No.12 of the Notice (as an Ordinary Resolution)	E-Voting	2996994	99.99	1	0.01
	Ballot Forms (Poll)	2213	100	0	0
	TOTAL	2999207		1	

Item No.13 of the Notice (as an Ordinary Resolution)	E-Voting	2996995	100	0	0
	Ballot Forms (Poll)	2213	100	0	0
	TOTAL	2999208		0	

All the Resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and by poll by the shareholders of the Company. I am handing over these records to the Chairman of the Company or such person as authorized by him along with this report.

Place: New Delhi
Date: 15-09-2022
UDIN : F002794D000974380

For Mamta Jain & Associates
Practicing Company Secretaries

SD
(Mamta Jain)
FCS: 2794
C. P. No. 1686