



UNIT-I



UNIT-II

**Bharat
RASAYAN LIMITED**

Regd. Off. : 1501, Vikram Tower, Rajendra Place, New Delhi - 110008
Ph. : +91-11-43681111 (30 lines) • Fax : +91-11-43681100, 41538600
E-mail : info@bharatgroup.co.in • Website : www.bharatgroup.co.in
CIN : L24119DL1989PLC036264

NEAPS - e-Uploading

BRL/2019-20/1
September 26, 2019.

The Secretary
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, 5th Floor, Plot No. C-1, 'G' Block,
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

Dear Sir,

Sub.: Issuance of Commercial Paper - BHARATRAS

We hereby inform you that the Company has issued Commercial Paper of ₹20.00 Crores (Rupees Twenty Crores only) value dated 26th September, 2019, having maturity on 23rd December, 2019, which have been rated "CARE A1+" by a leading rating agency.

The Company has appointed HDFC Bank Limited as "Issuing & Paying Agent" for this issuance.

Further, we would like to inform you that we have approved the limit to avail working capital facilities by issue of commercial paper or such other instrument from the Board of Directors and the issuance is done within the limits passed. The limit of issuance of commercial paper is within the limit of borrowings approved by shareholders of the Company. The following referred Board of Directors / Committee of Board of Directors Resolutions and Shareholders' Resolution Certified Copies has been attached for your reference purpose.

1. **Resolution of Committee of Board of Directors** dated 31.12.2018: ₹150/- crores limit to avail working capital facilities by issue of Commercial Paper or such other instrument.
2. **Resolution of Committee of Board of Directors** dated 08.06.2018: ₹100/- crores limit to avail working capital facilities by issue of Commercial Paper or such other instrument.
3. **Resolution of Board of Directors** dated 29.03.2017: ₹80/- crores limit to avail working capital facilities by issue of Commercial Paper or such other instrument.
4. **Resolution of Committee of Board of Directors** dated 03.05.2016: ₹50/- crores limit to avail working capital facilities by issue of Commercial Paper or such other instrument.
5. **Shareholders' Resolution** dated 29.09.2014: ₹500/- crores under Section 180(1)(c) of the Companies Act, 2013.

Please treat this as compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to take the same on your record.

Thanking You,

Yours faithfully,

For BHARAT RASAYAN LIMITED

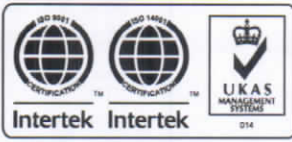
Nikita Chadha
(NIKITA CHADHA)
Company Secretary



Enclosed: As above.



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CERTIFIED TRUE COPY OF THE EXTRACT OF MINUTES OF THE MEETING OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF BHARAT RASAYAN LIMITED HELD ON 31st DAY OF DECEMBER, 2018, AT THE REGISTERED OFFICE OF THE COMPANY AT 1501, VIKRAM TOWER, RAJENDRA PLACE, NEW DELHI-110008.

AUTHORISATION TO AVAIL THE WORKING CAPITAL FACILITIES BY ISSUE OF COMMERCIAL PAPERS

"RESOLVED THAT, in supersession of earlier resolution passed by the Board of Directors in their meeting held on 08.06.2018, the consent of the members of the Committee of Board of Directors be and is hereby accorded to avail working capital facilities by issue of Commercial Paper or such other instrument upto the amount of ₹150.00 Crores (Rupees One Hundred Fifty Crore only), from time to time, and that the said amount would be within the overall limit of borrowing any sum or sums of money, i.e. ₹500.00 Crores (Rupees Five Hundred Crores only), under Section 180(1)(c) and/or 180(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, as passed by the shareholders of the Company in their Annual General Meeting held on 29th September, 2014.

RESOLVED FURTHER THAT the consent of the Committee of Board of Directors is further accorded to appoint HDFC Bank Limited as IPA (Issuance and Paying Agency) for the purpose of issuance of Commercial Papers.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Directors of the Company be and are hereby severally authorized to sign all necessary application, forms, documents, deeds and other necessary documents as may be required to give effect to this resolution and that the Common Seal of the Company be affixed wherever necessary in the presence of:

any one of the following Directors viz.

- (i) Shri Sat Narain Gupta, Chairman & Managing Director,
- (ii) Shri Mahabir Prasad Gupta, Director
- (iii) Shri Rajender Prasad Gupta, Director

and

Ms. Nikita Bahl, Company Secretary

OR

any two of the following Directors viz.

- (i) Shri Sat Narain Gupta, Chairman & Managing Director,
- (ii) Shri Mahabir Prasad Gupta, Director
- (iii) Shri Rajender Prasad Gupta, Director of the company

in terms of Article No. 120 of Articles of Association of the Company."

**CERTIFIED TRUE COPY
For Bharat Rasayan Limited**

Nikita Bahl
Company Secretary



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CERTIFIED TRUE COPY OF THE EXTRACT OF MINUTES OF THE MEETING OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF BHARAT RASAYAN LIMITED HELD ON 8th DAY OF JUNE, 2018, AT THE REGISTERED OFFICE OF THE COMPANY AT 1501, VIKRAM TOWER, RAJENDRA PLACE, NEW DELHI-110008.

AUTHORISATION TO AVAIL THE WORKING CAPITAL FACILITIES BY ISSUE OF COMMERCIAL PAPERS

"RESOLVED THAT, in supersession of earlier resolution passed by the Board of Directors in their meeting held on 29.03.2017, the consent of the members of the Committee of Board of Directors be and is hereby accorded to avail working capital facilities by issue of Commercial Paper or such other instrument upto the amount of ₹100.00 Crores (Rupees One Hundred Crore only), from time to time, and that the said amount would be within the overall limit of borrowing any sum or sums of money, i.e. ₹500.00 Crores (Rupees Five Hundred Crores only), under Section 180(1)(c) and/or 180(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, as passed by the shareholders of the Company in their Annual General Meeting held on 29th September, 2014.

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CERTIFIED TRUE COPY OF THE EXTRACT OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BHARAT RASAYAN LIMITED HELD ON 29th DAY OF MARCH, 2017, AT THE REGISTERED OFFICE OF THE COMPANY AT 1501, VIKRAM TOWER, RAJENDRA PLACE, NEW DELHI-110008.

AUTHORISATION TO AVAIL THE WORKING CAPITAL FACILITIES BY ISSUE OF COMMERCIAL PAPERS

"RESOLVED THAT, in supersession of earlier resolution passed by the Committee of Board of Directors in their meeting held on 03.05.2016, the consent of the Board of Directors be and is hereby accorded to avail working capital facilities by issue of Commercial Paper or such other instrument upto the amount of ₹80.00 Crores (Rupees Eighty Crores only), from time to time, and that the said amount would be within the overall limit of borrowing any sum or sums of money, i.e. ₹500.00 Crores (Rupees Five Hundred Crores only), under Section 180(1)(c) and/or 180(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, as passed by the shareholders of the Company in their Annual General Meeting held on 29th September, 2014.

RESOLVED FURTHER THAT the consent of the Board of Directors is further accorded to appoint HDFC Bank Limited as IPA (Issuance and Paying Agency) for the purpose of issuance of Commercial Papers.

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and

Ms. Nikita Bahl, Company Secretary

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- (iii) Shri Rajender Prasad Gupta, Director of the company

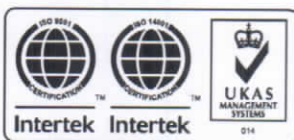
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Company Secretary



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CERTIFIED TRUE COPY OF THE EXTRACT OF MINUTES OF THE MEETING OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF BHARAT RASAYAN LIMITED HELD ON 3rd DAY OF MAY, 2016, AT THE REGISTERED OFFICE OF THE COMPANY AT 1501, VIKRAM TOWER, RAJENDRA PLACE, NEW DELHI-110008.

TO AVAIL WORKING CAPITAL FACILITIES BY ISSUE OF COMMERCIAL PAPERS

"RESOLVED THAT the consent of the Committee of the Board of Directors be and is hereby accorded to avail working capital facilities by issue of Commercial Paper or such other instrument upto the amount of Rs. 50.00 Crores (Rupees Fifty Crores only), from time to time, and that the said amount would be within the overall limit of borrowing any sum or sums of money, i.e. Rs. 500.00 Crores (Rupees Five Hundred Crores only), under Section 180(1)(c) and/or 180(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, as passed by the shareholders of the Company in their Annual General Meeting held on 29th September, 2014.

RESOLVED FURTHER THAT the consent of the Committee of the Board of Directors is further accorded to appoint HDFC Bank Limited as IPA (Issuance and Paying Agency) for the purpose of issuance of Commercial Papers.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Directors of the Company be and are hereby severally authorized to sign all necessary application, forms, documents, deeds and other necessary documents as may be required to give effect to this resolution and that the Common Seal of the Company be affixed wherever necessary in the presence of:

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OR

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF BHARAT RASAYAN LIMITED IN THEIR 25th ANNUAL GENERAL MEETING HELD ON MONDAY, THE 29th DAY OF SEPTEMBER, 2014, AT 12:30 P.M. AT HOTEL REGENT GRAND, 2/6, EAST PATEL NAGAR, NEW DELHI-110008.

ENHANCEMENT OF BORROWING POWERS

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board") for borrowing any sum or sums of money from time to time from anyone or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate, banks or financial institutions, whether in India or abroad and whether unsecured or secured by creating a mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable or of stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit), sundry debtors and work-in-progress and all or any of the undertaking of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of ₹500 Crores (Rupees Five Hundred Crores only) and the Board of Directors (including any Committee(s) thereof) are hereby authorised to execute such deeds and documents relating to debenture trust, mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and any other deeds and instruments or writings containing such conditions and covenants as the Directors may deem fit."

EXPLANATORY STATEMENT

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

Section 180(1)(c) of the Companies Act, 2013, provides for power to the Board of Directors of the Company to borrow money up to an amount, which is equivalent to the aggregate of paid-up capital of the Company and its free reserves. In a situation where the borrowings are likely to exceed the said limit, a prior consent is required from the Company in General Meeting. Accordingly, the shareholders by way of postal ballot held in March, 2014 had authorized the Board to borrow money up to an amount of ₹350 Crores. Keeping in view the substantially increased orders in hand as well as orders likely to be bagged in near future, there would be a substantial increase in requirement of funds for meeting not only the future growth plans to cater to the increased demand for Company's products but also for expansion of existing facilities. Such heavy requirements would entail raising of long term funds.

In view of the reasons stated above, the shareholders are requested to accord their approval for enhancing the borrowing powers of the Board of Directors up to aggregate amount of ₹500 Crores (Rupees Five Hundred Crores only).

The Board of Directors recommends the resolution for shareholders' approval at Item No. 16.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP is in any way concerned or interested in the said resolution.

**CERTIFIED TRUE COPY
For Bharat Rasayan Limited**

Nikula Bala
Company Secretary