



Bharat RASAYAN LIMITED

UNIT-I

UNIT-II

NEAPS - e-Uploading

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

BRL/e-Voting/2019/1
September 27, 2019.

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 30th 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 30th Annual General Meeting of the Company held on 25th September, 2019 at 10:30 A.M. at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063:

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

Date of AGM		Wednesday, 25th September, 2019	
Total number of shareholders as on record date (i.e. 18 th September, 2019 – Cut-off date for Voting purpose)		7942	
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	10	--	10
Public	39	--	39
Total	49	--	49
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, 2019, 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 31 st March, 2019.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.



Nikula Bahu

Contd...2/-



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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 Sat Narain Gupta (DIN: 00024660), 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 Mahabir Prasad Gupta (DIN: 00014681), 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	Ratification of Appointment of Auditors [M/s. R.D.Garg & Co., Chartered Accountants (Firm Registration No. 001776N)], as 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 Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Former Whole Time Director/ Executive 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	Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive Director of the Company.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
8	Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
9	Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681), 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.
10	Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888), 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.
11	Reappointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) 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.
12	Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Whole Time Director / Executive Director of the Company.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.



Vikubalo

Contd...3/-



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Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
13	Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat).	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
14	Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides Limited.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
15	Approval for Material Related Party Transaction(s) with M/s B R Agrotech Limited.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
16	Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN: 08394485)	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
17	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.
18	Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
19	Approval to make changes in payment of Profit based Commission to the Directors of the Company.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
20	Approval of Reappointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive Independent Director of the Company.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
21	Approval of Reappointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.



W. K. Bhalu

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Item No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
22	Approval of Reappointment of Smt. Sujata Agarwal (DIN:06958738) as Non-Executive Independent Director of the Company.	Special	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
23	Approval of Amendment of Articles of Association of the Company.	Special	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**

Nikita Chadha
(NIKITA CHADHA)

Company Secretary & Compliance Officer
FCS-10121



COURIER

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

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RESOLUTION NO.1 To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, 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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	--	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--

RESOLUTION NO.2 Declaration of final dividend (₹1.50 per equity share of ₹10/- each) for the year ended on 31st March, 2019.

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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	--	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--

RESOLUTION NO.3 Appointment of Director in place of Shri Sat Narain Gupta (DIN: 00024660), 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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	--	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--

Contd...2/-



RESOLUTION NO.4							
Appointment of Director in place of Shri Mahabir Prasad Gupta (DIN: 00014681), 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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	----	----	--	----	----	--	----
Public-Others	13188	13188	100	9152	4036	99.86	0.14
Total	2952506	2952506	100	2948470	4036	99.86	0.14
RESOLUTION NO.5							
Ratification of Appointment of Auditors [M/s. R.D.Garg & Co., Chartered Accountants (Firm Registration No. 001776N)], as 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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	----	----	--	----	----	--	----
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--
RESOLUTION NO.6							
Revision in the Remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Former Whole Time Director/ Executive 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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	----	----	--	----	----	--	----
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--
							Contd 3/-

Contd...3/-



RESOLUTION NO.7		Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive 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	2939318	2939318	100	2939318		100	--	
Public Institutional Holders	---	---	--	---	---	---	---	
Public-Others	13188	13188	100	13188		100	--	
Total	2952506	2952506	100	2952506		100	--	
RESOLUTION NO.8		Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years.						
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	2939318	2939318	100	2939318		100	--	
Public Institutional Holders	---	---	---	---	---	---	---	
Public-Others	13188	13188	100	13188		100	--	
Total	2952506	2952506	100	2952506		100	--	
RESOLUTION NO.9		Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681), 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	2939318	2939318	100	2939318		100	--	
Public Institutional Holders	---	---	--	---	---	---	---	
Public-Others	13188	13188	100	9152	4036	99.86	0.14	
Total	2952506	2952506	100	2948470	4036	99.86	0.14	

Contd...4/-



RESOLUTION NO.10	Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888), 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	2939318	2939318	100	2939318	--	100	--	
Public Institutional Holders	---	---	---	---	---	---	---	
Public-Others	13188	13188	100	9268	3920	99.87	0.13	
Total	2952506	2952506	100	2948586	3920	99.87	0.13	
RESOLUTION NO.11	Reappointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) 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	2939318	2939318	100	2939318	--	100	--	
Public Institutional Holders	---	---	---	---	---	---	---	
Public-Others	13188	9152	100	9152	--	100	--	
Total	2952506	2948470	100	2948470	--	100	--	
RESOLUTION NO.12	Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Whole Time Director / Executive 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	2939318	2939318	100	2939318	--	100	--	
Public Institutional Holders	---	---	---	---	---	---	---	
Public-Others	13188	13188	100	13188	--	100	--	
Total	2952506	2952506	100	2952506	--	100	--	

Contd...5/-



RESOLUTION NO.13								Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat).			
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	2939318	2939318	100	2939318	--	100	--				
Public Institutional Holders	---	---	---	---	---	---	---				
Public-Others	13188	13188	100	9152	4036	99.86	0.14				
Total	2952506	2952506	100	2948470	4036	99.86	0.14				
RESOLUTION NO.14								Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides 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	2939318	2939318	100	2939318	--	100	--				
Public Institutional Holders	---	---	---	---	---	---	---				
Public-Others	13188	13188	100	9152	4036	99.86	0.14				
Total	2952506	2952506	100	2948470	4036	99.86	0.14				
RESOLUTION NO.15								Approval for 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	2939318	2939318	100	2939318	--	100	--				
Public Institutional Holders	---	---	---	---	---	---	---				
Public-Others	13188	13188	100	9152	4036	99.86	0.14				
Total	2952506	2952506	100	2948470	4036	99.86	0.14				

Contd...6/-



RESOLUTION NO.16 Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN: 08394485)							
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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	---	---	--	--	--
Public-Others	13188	13188	100	13185	3	100	--
Total	2952506	2952506	100	2952503	3	100	--
RESOLUTION NO.17 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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	---	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--
RESOLUTION NO.18 Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20.							
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	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	---	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--

Contd....7/-



Approval to make changes in payment of Profit based Commission to the Directors of the Company.							
RESOLUTION NO.19	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
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	---	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--
Approval of Reappointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive Independent Director of the Company.							
RESOLUTION NO.20	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
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	---	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--
Approval of Reappointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years.							
RESOLUTION NO.21	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
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	---	---	--	--	--
Public-Others	13188	13188	100	13188	4039	99.86	0.14
Total	2952506	2952506	100	2948467	4039	99.86	0.14

Contd...8/-



RESOLUTION NO.22	Approval of Reappointment of Smt. Sujata Agarwal (DIN:06958738) as Non-Executive Independent Director of the Company.						
Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No of votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	--	---	--	--	--
Public-Others	13188	13188	100	13185	3	100	--
Total	2952506	2952506	100	2952503	3	100	--
RESOLUTION NO.23	Approval of Amendment of Articles of Association of the Company.						
Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No of votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	2939318	2939318	100	2939318	--	100	--
Public Institutional Holders	---	---	--	---	--	--	--
Public-Others	13188	13188	100	13188	--	100	--
Total	2952506	2952506	100	2952506	--	100	--

For BHARAT RASAYAN LIMITED



Company Secretary

(NIKITA CHADHA)

Company Secretary & Compliance Officer
FCS-10121

MAMTA JAIN & ASSOCIATES

Practicing Company Secretaries

D-32 Kamla Nagar, New Delhi – 110 007

Telefax : 2384 5069 Email : sandeshjain@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,

Sub: Passing of Resolutions through Electronic voting and poll conducted at the 30th Annual General Meeting ("AGM") of the Equity Shareholders of M/s Bharat Rasayan Limited as on Wednesday, September 25, 2019 at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063 at 10.30 A.M.

The Company had appointed me as the Scrutinizer to scrutinize the e-voting process together with voting through the Poll conducted at the 30th AGM of the Company held on the September 25, 2019.

The e-voting was held between 22nd September, 2019 at 9.30 A.M. to 24th September, 2019 at 5.00 P.M.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from September 22, 2019 till September 24, 2019. 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 25, 2019 in the presence of two witnesses. For further details kindly refer to my Scrutinizer's Report dated September 25, 2019 attached herewith.

At the 30th AGM of the Company held on September 25, 2019, 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 25, 2019.

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



	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	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.2 of the Notice (as an Ordinary Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.3 of the Notice (as an Ordinary Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.4 of the Notice (as an Ordinary Resolution)	E-Voting	2947172	99.86	4036	0.14
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948470		4036	
Item No.5 of the Notice (as an Ordinary Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.6 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.7 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.8 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.9 of the Notice (as a Special Resolution)	E-Voting	2947172	99.86	4036	0.14
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948470		4036	
Item No.10 of the Notice (as a Special Resolution)	E-Voting	2947288	99.87	3920	0.13
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948586		3920	
Item No.11 of the Notice (as a Special Resolution)	E-Voting	2947172	99.86	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948470		0	



Item No.12 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.13 of the Notice (as a Special Resolution)	E-Voting	2947172	99.86	4036	0.14
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948470		4036	
Item No.14 of the Notice (as an Ordinary Resolution)	E-Voting	2947172	99.86	4036	0.14
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948470		4036	
Item No.15 of the Notice (as an Ordinary Resolution)	E-Voting	2947172	99.86	4036	0.14
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948470		4036	
Item No.16 of the Notice (as an Ordinary Resolution)	E-Voting	2951205	100	3	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952503		3	
Item No.17 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.18 of the Notice (as an Ordinary Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.19 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.20 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	
Item No.21 of the Notice (as a Special Resolution)	E-Voting	2947169	99.86	4039	0.14
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2948467		4039	
Item No.22 of the Notice (as a Special Resolution)	E-Voting	2951205	100	3	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952503		3	
Item No.23 of the Notice (as a Special Resolution)	E-Voting	2951208	100	0	0
	Ballot Forms (Poll)	1298	100	0	0
	TOTAL	2952506		0	

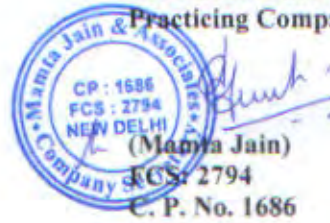


All the Resolutions stands passed under e-voting and poll with the requisite majority.

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: 27-09-2019

For Mamta Jain & Associates
Practicing Company Secretaries



MAMTA JAIN & ASSOCIATES

Practicing Company Secretaries

D-32 Kamla Nagar, New Delhi – 110 007

Telefax : 2384 5069 Email : sandeshjain@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 14-08-2019 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 30th Annual General Meeting dated 25.09.2019 on 26.08.2019 to the members, whose names appeared on the register of members /record of depositories as on 16.08.2019 and in respect of those member whose e-mail address are available with the Company or downloaded from the Depositories, the Company had sent an e-mail to these member on 21.08.2019.
 - 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 22nd September, 2019 from 9:30 A.M. and ended on 24th September, 2019 at 5:00 P.M.
 - 2.4. On conclusion of the e-voting period, the votes were unblocked on 25-09-2019 in the presence of two witnesses who are not in employment of 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 30th Annual General Meeting of the Company that were put to vote were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. (<https://www.evotingindia.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 Central Depository Services (India) Limited (CDSL) , 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, 2019 including the reports of the Board of Directors and Auditor's 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	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, 2019.

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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 3: Rotation of Director

To appoint a Director in place of Shri Sat Narain Gupta (DIN: 00024660), 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 4: Rotation of Director

Appointment of Director in place of Shri Mahabir Prasad Gupta (DIN: 00014681), 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	17	2947172	99.86 %
Voting through Electronic Means (E-Voting) – Against	3	4036	0.14 %
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 5: Ratification of Appointment of Auditors

Ratification of Appointment of Auditors [M/s.R.D.Garg & Co., Chartered Accountants (Firm Registration No. 001776N)], as Statutory Auditors 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%



SPECIAL RESOLUTION

Item No. 6 : Revision in Remuneration of Director

Revision in the Remuneration of Shri Abhaykumar Rajendra kumar Sharma
(DIN:07780742), Former Whole Time Director/ Executive 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 7: Revision in Remuneration of Director

Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 8: Reappointment and Fixation of Remuneration of Director

Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years

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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%



SPECIAL RESOLUTION

Item No. 9: Reappointment and Fixation of Remuneration of Director

Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681),
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	17	2947172	99.86 %
Voting through Electronic Means (E-Voting) – Against	3	4036	0.14%
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 10: Reappointment and Fixation of Remuneration of Director

Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888),
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	18	2947288	99.86 %
Voting through Electronic Means (E-Voting) – Against	2	3920	0.14 %
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 11: Reappointment of Director

Reappointment of Shri Abhaykumar Rajendra Kumar Sharma (DIN:07780742) 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	17	2947172	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Abstained	3	0	0
Total	20	2947172	100%

SPECIAL RESOLUTION

Item No. 12: Revision in Remuneration of Director

Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Whole Time Director / Executive 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 13: Reappointment of Director as KMP

Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat).

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	17	2947172	99.86 %
Voting through Electronic Means (E-Voting) – Against	3	4036	0.14 %
Total	20	2951208	100%



ORDINARY RESOLUTION

Item No. 14: Approval of Material Related Party Transaction

Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides 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	17	2947172	99.86 %
Voting through Electronic Means (E-Voting) – Against	3	4036	0.14 %
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 15: Approval of Material Related Party Transaction

Approval for 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	17	2947172	99.86 %
Voting through Electronic Means (E-Voting) – Against	3	4036	0.14 %
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 16: Regularisation of Additional Director

Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN: 08394485)

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	19	2951205	100 %
Voting through Electronic Means (E-Voting) – Against	1	3	-
Total	20	2951208	100%



SPECIAL RESOLUTION

Item No. 17: Appointment of Director KMP

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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 18: Rectification of Remuneration payable to Cost Auditor

Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20.

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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 19: Change in Profit Based Commission

Approval to make changes in payment of Profit based Commission to the Directors 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 20: Reappointment of Non-Executive, Independent Director

Approval of Reappointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	0	0	-
Total	20	2951208	100%

ORDINARY RESOLUTION

Item No. 21: Reappointment of Non-Executive, Independent Director

Approval of Reappointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years.

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	16	2947169	99.86 %
Voting through Electronic Means (E-Voting) – Against	4	4039	0.14 %
Total	20	2951208	100%



SPECIAL RESOLUTION

Item No. 22: Reappointment of Non-Executive, Independent Director

Approval of Reappointment of Smt. Sujata Agarwal (DIN:06958738) as Non-Executive 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	19	2951205	100 %
Voting through Electronic Means (E-Voting) – Against	1	3	-
Total	20	2951208	100%

SPECIAL RESOLUTION

Item No. 23: Amendment to Articles of Association

Approval of Amendment of Articles of Association 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	20	2951208	100 %
Voting through Electronic Means (E-Voting) – Against	20	0	-
Total	20	2951208	100%

- 3 Recommendation:** All the 23 items specified in the Notice have been passed with, requisite majority. You may accordingly declare the results of voting by E-Voting.

Place: New Delhi
Date: 27-09-2019

For Mamta Jain & Associates
Practicing Company secretaries



(Signature)
(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 : sandeshjain@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)

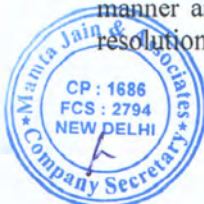
To,

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 14-08-2019 for the purpose of Scrutinizing the voting process in the Poll taken on the below mentioned resolutions at the 30th Annual General meeting of the Equity Shareholders of M/s Bharat Rasayan Limited held on Wednesday, the 25th day of September, 2019 at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063 at 10.30 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 Sandesh Jain and CA Shubham Jain, 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 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, 2019 including the reports of the Board of Directors and Auditor's 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	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, 2019.

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%



ORDINARY RESOLUTION
Item No. 3: Rotation of Director

To appoint a Director in place of Shri Sat Narain Gupta (DIN: 00024660), 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

ORDINARY RESOLUTION
Item No. 4: Rotation of Director

Appointment of Director in place of Shri Mahabir Prasad Gupta (DIN: 00014681), 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

ORDINARY RESOLUTION
Item No. 5: Ratification of Appointment of Auditors

Ratification of Appointment of Auditors [M/s.R.D.Garg & Co., Chartered Accountants (Firm Registration No. 001776N)], as Statutory Auditors 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%



SPECIAL RESOLUTION

Item No. 6 : Revision in Remuneration of Director

Revision in the Remuneration of Shri Abhaykumar Rajendra kumar Sharma
(DIN:07780742), Former Whole Time Director/ Executive 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 7: Revision in Remuneration of Director

Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 8: Reappointment and Fixation of Remuneration of Director

Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 9: Reappointment and Fixation of Remuneration of Director

Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681),
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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

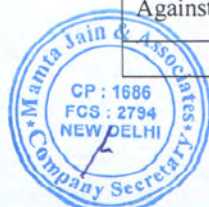
Item No. 10: Reappointment and Fixation of Remuneration of Director

Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888),
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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%



SPECIAL RESOLUTION

Item No. 11: Reappointment of Director

Reappointment of Shri Abhaykumar Rajendra Kumar Sharma (DIN:07780742) 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 12: Revision in Remuneration of Director

Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Whole Time Director / Executive 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:

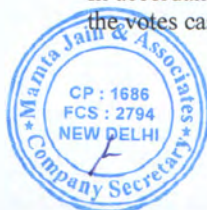
Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot – In Favour	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 13: Reappointment of Director as KMP

Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat).

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

ORDINARY RESOLUTION

Item No. 14: Approval of Material Related Party Transaction

Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

ORDINARY RESOLUTION

Item No. 15: Approval of Material Related Party Transaction

Approval for 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%



ORDINARY RESOLUTION

Item No. 16: Regularisation of Additional Director

Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN: 08394485)

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 17: Appointment of Director KMP

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

ORDINARY RESOLUTION

Item No. 18: Rectification of Remuneration payable to Cost Auditor

Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20.

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%



SPECIAL RESOLUTION

Item No. 19: Change in Profit Based Commission

Approval to make changes in payment of Profit based Commission to the Directors 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 20: Reappointment of Non-Executive, Independent Director

Approval of Reappointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive 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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%

ORDINARY RESOLUTION

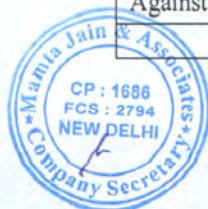
Item No. 21: Reappointment of Non-Executive, Independent Director

Approval of Reappointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years.

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	23	1298	100 %
Voting through Ballot – Against	0	0	-
Total	23	1298	100%



SPECIAL RESOLUTION

Item No. 22: Reappointment of Non-Executive, Independent Director

Approval of Reappointment of Smt. Sujata Agarwal (DIN:06958738) as Non-Executive 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	23	1298	100 %
Voting through Ballot - Against	0	0	-
Total	23	1298	100%

SPECIAL RESOLUTION

Item No. 23: Amendment to Articles of Association

Approval of Amendment of Articles of Association 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:

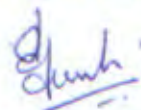
Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Ballot - In Favour	23	1298	100 %
Voting through Ballot - Against	0	0	-
Total	23	1298	100%

- 3 **Recommendation:** All the 23 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: 27-09-2019

For Mamta Jain & Associates
Practicing Company secretaries




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