



UNIT-I



UNIT-II

**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:e-Voting/2016/
September 28, 2016

To

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Sub: Proceedings of 27th Annual General Meeting of Bharat Rasayan Limited

Dear Sir/Madam,

In respect of the 27th Annual General Meeting of the Shareholders of the Company held today i.e. on Wednesday, the 28th September, 2016 at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063, please find enclosed the following:

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-I**;
- (2) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the Shareholders as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking You,

Yours Sincerely,
For **BHARAT RASAYAN LIMITED**

Nikita Bahl
(NIKITA BAHL)

Company Secretary cum Compliance Officer

Enclosed: As above

COURIER

C.C. To,

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



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PROCEEDINGS OF THE 27th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, 28th SEPTEMBER, 2016 AT APSARA GRAND BANQUETS, A-1/20B, PASCHIM VIHAR, ROHTAK ROAD, NEW DELHI-110063.

As per the Notice dated 11th August, 2016, the 27th Annual General Meeting (AGM) of the Company was held on Wednesday, 28th September, 2016 at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063.

Shri S.N.Gupta, Chairman & Managing Director of the Company presided over the proceedings and welcomed the Members to the 27th AGM of the Company and introduced the persons sitting at the Dias.

The Chairman explained that Shri V.K.Sharma and Shri Ram Kanwar, Directors of the Company, were pre-occupied with other commitments and therefore could not attend the AGM.

The quorum being preset, the Chairman declared the meeting open.

Thereafter the Notice of Annual General Meeting, Board's Report and Statutory Auditor's Report were taken as read by the Shareholders of the Company.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2016 and its future outlook.

The Company Secretary informed the Shareholders that the Company had provided Remote e-Voting facility to all the Shareholders entitled to cast their vote (i.e. persons who were Shareholders on 21st September, 2016, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 25th September, 2016 to 27th September, 2016 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. She further informed that Smt. Mamta Jain, a Practicing Company Secretary was appointed as the Scrutinizer for conducting the remote e-Voting process in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the Listing Agreement, Shareholders attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM by physical polling, on all the 9 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Smt. Mamta Jain, a Practicing Company Secretary was also being appointed as the Scrutinizer for independently carrying out the poll at the venue of the AGM.

The Members were informed that the Results would be declared after considering the Remote E-voting and Voting by Ballot by Members present in the AGM. They also informed that the Results would be submitted to the Stock Exchange within two days from the date of Annual General Meeting and would be placed on the website of the Company.

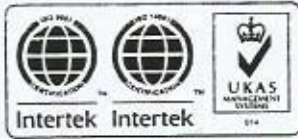
The objective and implications of the Resolutions before putting them to vote at the Meeting were being explained.

A) ORDINARY BUSINESS

1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon;
2. Declaration of Dividend on Equity Shares (₹1.20/- per Equity Share of ₹10/- each);
3. Appointment of Director in place of Shri S.N.Gupta (DIN No. 00024660), who retires by rotation and being eligible, seeks re-appointment;



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4. Appointment of Director in place of Shri V.K. Sharma (DIN No. 05106079), who retires by rotation and being eligible, seeks re-appointment;
5. Ratification of Appointment of Auditors M/s B.K.Goel & Associates Chartered Accountants (Firm registration no. 016642N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company at such remuneration as may be determined by the Board of Directors of the Company;

B) SPECIAL BUSINESS

6. Appointment of Shri Suresh Kumar Garg (DIN: 02254899) as Independent Director of the Company;
7. Approval to make changes in remuneration of Shri V.K.Sharma (DIN: 05106079), Whole Time Director of the Company;
8. Ratification of remuneration being payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2016-17;
9. Approval to make changes in payment of Profit based Commission to the Directors of the Company.

During the course of Meeting, on one occasion, the Chairman being interested in respect of Item No. 9, which pertained to changes in payment of profit based commission to the Directors of the Company, entrusted the conduct of the proceedings to one of the Disinterested Director and resumed the Chair after the respective item of business was transacted.

Before ordering the Poll, the Shareholders were being invited for their queries and observations.

Thereafter the Poll was ordered requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard by putting a tick mark in the Column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and drop it in the Ballot Box as kept in the Banquet.

Smt. Mamta Jain, a Practicing Company Secretary who was appointed as the Scrutinizer was being requested for an orderly conduct of voting. The Scrutinizer demonstrated the empty Ballot Box to the Shareholders and locked and sealed it in the presence of the Shareholders of the Company.

The Chairman thanked the Shareholders and others for attending the Meeting.

The Company Secretary proposed a Vote of Thanks to the Chair and the Meeting ended with no other business being left to be transacted.

This is for your information and records.

Thanking You,

Yours Sincerely,

For BHARAT RASAYAN LIMITED

Nikita Bahl
 (Nikita Bahl)

Company Secretary cum Compliance Officer