



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:F:651/611/1
 September 30, 2016.

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 27th 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 27th Annual General Meeting of the Company held on 28th September, 2016 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, 28th September, 2016	
Total number of shareholders as on record date (i.e. 21 st September, 2016 – Cut-off date for Voting purpose)		4376	
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	24	01	25
Total	34	01	35
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, 2016, the reports of the Board of Directors and Auditor's thereon.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
2	To declare a final dividend of ₹1.20/- per equity share for the year ended on 31 st March, 2016.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.

Contd...2/-



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-:2:-

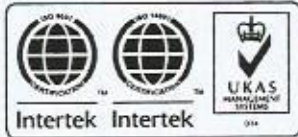
Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
3	To appoint a Director in place of Shri S.N.Gupta (DIN:00024660), who retires by rotation and being eligible, seeks re-appointment.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
4	To appoint a Director in place of Shri V.K.Sharma (DIN:05106079), 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	To ratify the appointment of Statutory 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.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
6	To appoint Shri Suresh Kumar Garg (DIN:02254899) as an Independent Director of the Company to hold office for five consecutive years for a term upto May 29, 2021.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
7	To increase the monthly remuneration of Shri V.K.Sharma (DIN:05106079), designated as "Executive Director" and "Key Managerial Personnel" and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to ₹2,09,985/- per month (Rupees Two Lakh Nine Thousand Nine Hundred Eighty Five only) w.e.f. 1 st June, 2016.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
8	To ratify the remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 st March, 2017, amounting to ₹1,45,000/- (Rupees One Lakh Forty-five Thousand only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.	Ordinary	Remote e-voting, Ballot/ Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.

Contd...3/-

*W. K. Bahl*



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 CIN : L24119DL1989PLC036264

Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
9	To pay the Commission based on Profit of the Company for a particular financial year in addition to the monthly remunerations payable to Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company in the manner 25:75 respectively.	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 Bahl
 (NIKITA BAHL)
 Company Secretary cum Compliance Officer
 ACS-32937

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

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.br@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, 2016, the reports of the Board of Directors and Auditor's 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	6829	6829	100	6829	--	100	--	
Total	2946147	2946147	100	2946147	--	100	--	

RESOLUTION NO.2	To declare a final dividend of ₹1.20/- per equity share for the year ended on 31 st March, 2016.						
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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

RESOLUTION NO.3	To appoint a Director in place of Shri S.N.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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

Contd....2/-




RESOLUTION NO.4	To appoint a Director in place of Shri V.K.Sharma (DIN:05106079), 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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

RESOLUTION NO.5							
To ratify the appointment of Statutory 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.							
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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

RESOLUTION NO.6	To appoint Shri Suresh Kumar Garg (DIN:02254899) as an Independent Director of the Company to hold office for five consecutive years for a term upto May 29, 2021.						
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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

Contd...3/-



RESOLUTION NO.7	To increase the monthly remuneration of Shri V.K.Sharma (DIN:05106079), designated as "Executive Director" and "Key Managerial Personnel" and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to ₹2,09,985/- per month (Rupees Two Lakh Nine Thousand Nine Hundred Eighty Five only) w.e.f. 1 st June, 2016.						
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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

RESOLUTION NO.8		To ratify the remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 st March, 2017, amounting to ₹1,45,000/- (Rupees One Lakh Forty-five Thousand only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.						
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	6829	6829	100	6829	--	100	--	
Total	2946147	2946147	100	2946147	--	100	--	

Contd...4/-



RESOLUTION NO.9	To pay the Commission based on Profit of the Company for a particular financial year in addition to the monthly remunerations payable to Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company in the manner 25:75 respectively.						
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	6829	6829	100	6829	--	100	--
Total	2946147	2946147	100	2946147	--	100	--

Thanking You,

Yours faithfully,

For BHARAT RASAYAN LIMITED



(NIKITA BAHL)

Company Secretary cum Compliance Officer

ACS-32937

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 11.08.2016 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 27th Annual General Meeting dated 11.08.2016 on 02.09.2016 to the members, whose names appeared on the register of members /record of depositories as on 12.08.2016 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 02.09.2016.
 - 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 25th September, 2016 from 9:30 A.M. and ends on 27th September, 2016 at 5:00 P.M.
 - 2.4. On conclusion of the e-voting period, the votes were unblocked on 28-09-2016 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 27th 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 trough electronic means is as mentioned hereunder:



a) **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, 2016 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	18	2945313	100 %
Voting through	-	-	-
Total	18	2945313	100%

b) **ORDINARY RESOLUTION**
Item No. 2: Declaration of Dividend

To declare a final dividend of Rs.1.20/- per equity share for the year ended on 31st March, 2016.

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	18	2945313	100 %
Voting through	-	-	-
Total	18	2945313	100%

c) **ORDINARY RESOLUTION**
Item No. 3: Rotation of Director

To appoint a Director in place of Shri S.N.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	18	2945313	100 %
Voting through Electronic	-	-	-
Total	18	2945313	100%



d) **ORDINARY RESOLUTION**
Item No. 4: Rotation of Director

To appoint a Director in place of Shri V.K.Sharma (DIN: 05106079), 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	18	2945313	100 %
Voting through	-	-	-
Total	18	2945313	100%

e) **ORDINARY RESOLUTION**
Item No. 5: Ratification of Appointment of Auditors

To ratify the appointment of Statutory 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.

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	18	2945313	100 %
Voting through	-	-	-
Total	18	2945313	100%

f) **ORDINARY RESOLUTION**
Item No. 6: Appointment of Shri Suresh Kumar Garg as an Independent Director of the Company

To appoint Shri Suresh Kumar Garg (DIN: 02254899) as an Independent Director of the Company to hold office for five consecutive years for a term upto May 29, 2021.

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	18	2945313	100 %
Voting through Electronic	-	-	-
Total	18	2945313	100%



g) **ORDINARY RESOLUTION**

Item No. 7: Approval to make changes in remuneration of Shri V.K.Sharma, Whole Time Director of the Company

To to increase the monthly remuneration of Shri V.K.Sharma (DIN:05106079), designated as "Executive Director" and "Key Managerial Personnel" and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to '2,09,985/- per month (Rupees Two Lakh Nine Thousand Nine Hundred Eighty Five only) w.e.f. 1st June, 2016.

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	18	2945313	100 %
Voting through Electronic	-	-	-
Total	18	2945313	100%

h) **ORDINARY RESOLUTION**

Item No. 8: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2016-17

To ratify the remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, amounting to '1,45,000/- (Rupees One Lakh Forty-five Thousand only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

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	18	2945313	100 %
Voting through Electronic	-	-	-
Total	18	2945313	100%

i) **SPECIAL RESOLUTION**

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

To pay the Commission based on Profit of the Company for a particular financial year in addition to the monthly remunerations payable to Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company in the manner 25:75 respectively.



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:

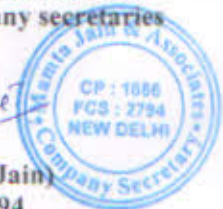
Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic	18	2945313	100 %
Voting through Electronic	-	-	-
Total	18	2945313	100%

- 3 **Recommendation:** All the 9 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: 29-9-2016

For Mamta Jain & Associates
Practicing Company secretaries


(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 rule 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 11-08-2016 for the purpose of Scrutinizing the voting process in the Poll taken on the below mentioned resolutions at the 27th Annual General meeting of the Equity Shareholders of M/s Bharat Rasayan Limited held on Wednesday, the 28th day of September, 2016 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, Mr. Raju Balodi and Ms. Puja Singh, 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:

a) **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, 2016 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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

b) ORDINARY RESOLUTION

Item No. 2: Declaration of Dividend

To declare a final dividend of Rs.1.20/- per equity share for the year ended on 31st March, 2016.

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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

c) ORDINARY RESOLUTION

Item No. 3: Rotation of Director



To appoint a Director in place of Shri S.N.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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

d) ORDINARY RESOLUTION

Item No. 4: Rotation of Director

To appoint a Director in place of Shri V.K.Sharma (DIN: 05106079), 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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

e) ORDINARY RESOLUTION

Item No. 5: Ratification of Appointment of Auditors



To ratify the appointment of Statutory 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.

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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

f) ORDINARY RESOLUTION

Item No. 6: Appointment of Shri Suresh Kumar Garg as an Independent Director of the Company

To appoint Shri Suresh Kumar Garg (DIN: 02254899) as an Independent Director of the Company to hold office for five consecutive years for a term upto May 29, 2021.

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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

g) ORDINARY RESOLUTION



Item No. 7: Approval to make changes in remuneration of Shri V.K.Sharma, Whole Time Director of the Company

To to increase the monthly remuneration of Shri V.K.Sharma (DIN:05106079), designated as "Executive Director" and "Key Managerial Personnel" and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to '2,09,985/- per month (Rupees Two Lakh Nine Thousand Nine Hundred Eighty Five only) w.e.f. 1st June, 2016.

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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

h) ORDINARY RESOLUTION

Item No. 8: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2016-17

To ratify the remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, amounting to '1,45,000/- (Rupees One Lakh Forty-five Thousand only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

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:

	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In	12	834	100



Favour			
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

i) **SPECIAL RESOLUTION**

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

To pay the Commission based on Profit of the Company for a particular financial year in addition to the monthly remunerations payable to Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company in the manner 25:75 respectively.

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:

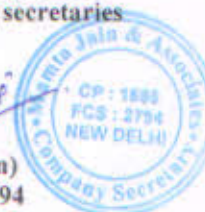
	Number of members present & voting (in person & by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Valid Votes Casted	12	834	100
In Favour	12	834	100
Against	0	0	0
In-Valid Votes Casted	3	117	-
TOTAL	15	951	100

- 3 **Recommendation:** All the 9 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: 29-9-2016

For Mamta Jain & Associates
Practicing Company secretaries

(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

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 27th Annual General Meeting ("AGM") of the Equity Shareholders of M/s Bharat Rasayan Limited as on Wednesday, September 28, 2016 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 27th AGM of the Company held on the September 28, 2016.

The e-voting was held between 25th September, 2016 at 9.30 A.M. to 27th September, 2016 at 5.00 P.M.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from September 25, till September 27, 2016. 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 28, 2016 in the presence of two witnesses. For further details kindly refer to my Scrutinizer's Report dated September 29, 2016 attached herewith.

At the 27th AGM of the Company held on September 28, 2016, 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 29, 2016.

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



Item 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	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.2 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.3 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.4 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.5 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.6 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.7 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0
Item No.8 of the Notice (as an Ordinary Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	0



Item No.9 of the Notice (as a Special Resolution)	E-Voting	2945313	100	0	0
	Ballot Forms (Poll)	834	100	0	0
	TOTAL	2946147	100	0	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.

Thanking You,

Place: New Delhi
Date: 29-09-2016

For Mamta Jain & Associates
Practicing Company Secretaries


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

