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SCRUTINIZER'S REPORT

To
The Chairman & Managing Director
M/s BHARAT RASAYAN LIMITED
1501, Vikram Tower,
Rajendra Place,
New Delhi-110008

Dear Sir,

1. The Board of Directors of the Company at its meeting held on January 09, 2012, appointed me as the Scrutinizer for conducting the Postal Ballot voting process, in accordance with Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.
2. I submit my report as under:
 - (i) The Company has on January 11, 2012, completed the dispatch of Postal Ballot Forms alongwith the postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on January 06, 2012.
 - (ii) The Company has published a notice in the Financial Express and Jansatta on January 13, 2012, regarding dispatch of Postal Ballot Forms to the members of the Company.
 - (iii) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
 - (iv) The Postal Ballot Forms were kept under the safe custody in a sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
 - (v) The ballot box was opened in my presence on February 09, 2012 and February 11, 2012.
 - (vi) The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the

Register of Members of the Company/list of beneficiaries as on January 13, 2012, which is the cut off date for the purpose of Postal Ballot.

- (vii) All the Postal Ballot Forms received up to the close of the working hours on February 10, 2012, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- (viii) Envelopes containing Postal Ballot Forms received after 10.02.2012, aggregating to 4 (in No.) are not considered for my scrutiny and are kept separately.
- (ix) Envelopes containing Postal Ballot Forms returned undelivered aggregated to 153 (in No.). These envelopes are also not considered for my scrutiny.
- (x) I did not find any defaced or mutilated ballot paper.
- (xi) A summary of the votes exercised by the members of the Company in respect of the Resolutions No. 1, 2 & 3, as mentioned in the notice to the Postal Ballot dated January 09, 2012, is given below:

| Description | No. of Postal Ballot Forms | No. of Shares |
|---|----------------------------|------------------|
| Total number of Postal Ballot Forms received | 53 | 29,23,629 |
| Total number of invalid Postal Ballot Forms received | 15 | 2,400 |
| Total number of valid Postal Ballot Forms received | 38 | 29,21,229 |

“RESOLUTION NO.1: ORDINARY RESOLUTION for Sale, lease or otherwise dispose of the whole or substantially the whole of the Company's unit located at Mambapur/Gummadidala Village, Jinnaram Mandal, Distt. Medak-502313, Andhra Pradesh, under Section 293(1)(a) of the Companies Act, 1956”

| Particulars | No. of Postal Ballot Forms | No. of Shares |
|--|----------------------------|------------------|
| Votes cast in favour of the Resolution | 37 | 29,21,129 |
| Votes cast against the Resolution | 1 | 100 |
| Total | 38 | 29,21,229 |



"RESOLUTION NO.2: ORDINARY RESOLUTION for authorization to the Board of Directors to borrow money in excess of the limit prescribed under Section 293(1)(d) of the Companies Act, 1956, "

| Particulars | No. of Postal Ballot Forms | No. of Shares |
|--|----------------------------|------------------|
| Votes cast in favour of the Resolution | 35 | 29,20,329 |
| Votes cast against the Resolution | 3 | 900 |
| Total | 38 | 29,21,229 |

"RESOLUTION NO.3: ORDINARY RESOLUTION for authorization to the Board of Directors to make contribution to Charitable and other Funds not directly relating to the business of the Company, pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956."

| Particulars | No. of Postal Ballot Forms | No. of Shares |
|--|----------------------------|------------------|
| Votes cast in favour of the Resolution | 34 | 29,20,214 |
| Votes cast against the Resolution | 4 | 1,015 |
| Total | 38 | 29,21,229 |

3. I am handing over the Postal Ballot Forms, Register and other related papers and records for safe custody to you the Chairman authorized by the Board to supervise the Postal Ballot Process.
4. You may accordingly declare the results of the voting held by way of Postal Ballot.

Thanking You,

Place : *New Delhi*
Date : *15.02.2012*



LAKSHMI GURUNG
SCRUTINIZER



Bharat RASAYAN LIMITED

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DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, approval of the Members was sought by means of Postal Ballot vide notice dated January 09, 2011, for the following matters:

1. Ordinary Resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the Company's unit located at Mambapur/Gummadidala Village, Jinnaram Mandal, Distt. Medak-502313, Andhra Pradesh, pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956;
2. Ordinary Resolution for authorization to the Board of Directors to borrow money in excess of the limit prescribed under Section 293(1)(d) of the Companies Act, 1956;
3. Ordinary Resolution for authorization to the Board of Directors to make contribution to Charitable and other Funds not directly relating to the business of the Company, pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956.

The Company appointed Ms. Lakshmi Gurung, a Corporate Lawyer practicing Advocate at Delhi High Court, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and requested her to submit a report on completion of the scrutiny.

On receipt of the Scrutinizer's report, Shri S. N. Gupta, Chairman & Managing Director of the Company, declared the result of the Postal ballot as follows:

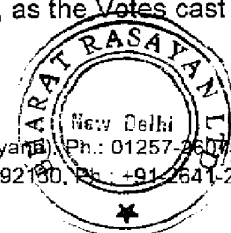
| Description | No. of Postal Ballot Forms | No. of Shares |
|---|----------------------------|------------------|
| Total number of Postal Ballot Forms received | 53 | 29,23,629 |
| Total number of invalid Postal Ballot Forms received | 15 | 2,400 |
| Total number of valid Postal Ballot Forms received | 38 | 29,21,229 |

"RESOLUTION NO.1: ORDINARY RESOLUTION"

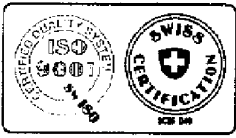
| Particulars | No. of Postal Ballot Forms | No. of Shares | % of Votes Received |
|--|----------------------------|------------------|---------------------|
| Votes cast in favour of the Resolution | 37 | 29,21,129 | 99.997% |
| Votes cast against the Resolution | 1 | 100 | 0.003 |
| Total | 38 | 29,21,229 | 100.00% |
| Result in favour | Requisite Majority | | |

Result: Ordinary Resolution No. 1 for Sale, lease or otherwise dispose of the whole or substantially the whole of the Company's unit located at Mambapur/Gummadidala Village, Jinnaram Mandal, Distt. Medak-502313, Andhra Pradesh, under Section 293(1)(a) of the Companies Act, 1956, **is passed as an Ordinary Resolution**, as the Votes cast in favour of the resolution are more than the votes cast against the resolution.

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Contd...2/-



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"RESOLUTION NO.2: ORDINARY RESOLUTION"

| Particulars | No. of Postal Ballot Forms | No. of Shares | % of Votes Received |
|--|----------------------------|------------------|---------------------|
| Votes cast in favour of the Resolution | 35 | 29,20,329 | 99.97% |
| Votes cast against the Resolution | 3 | 900 | 0.03% |
| Total | 38 | 29,21,229 | 100.00% |
| Result in favour | Requisite Majority | | |

Result: Ordinary Resolution No. 2 for authorization to the Board of Directors to borrow money in excess of the limit prescribed under Section 293(1)(d) of the Companies Act, 1956, is passed as an Ordinary Resolution, as the Votes cast in favour of the resolution are more than the votes cast against the resolution.

"RESOLUTION NO.3: ORDINARY RESOLUTION"

| Particulars | No. of Postal Ballot Forms | No. of Shares | % of Votes Received |
|--|----------------------------|------------------|---------------------|
| Votes cast in favour of the Resolution | 34 | 29,20,214 | 99.965% |
| Votes cast against the Resolution | 4 | 1,015 | 0.035% |
| Total | 38 | 29,21,229 | 100.000% |
| Result in favour | Requisite Majority | | |

Result: Ordinary Resolution No. 3 for authorization to the Board of Directors to make contribution to Charitable and other Funds not directly relating to the business of the Company, pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956, is passed as an Ordinary Resolution, as the Votes cast in favour of the resolution are more than the votes cast against the resolution.

Place: New Delhi
 Date: February 15, 2012


 BHARAT RASAYAN LIMITED
 (S. N. GUPTA)
 CHAIRMAN & MANAGING DIRECTOR