



Bharat RASAYAN LIMITED

Regd. Off. : 1501, Vikram Tower, Rajendra Place, New Delhi - 110008
Phones : 91-11-43661111 (30 Lines), Fax : 91-11-43661100, 41538600
E-mail : info@bharatgroup.co.in Website : www.bharatgroup.co.in.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

To
The Members of
Bharat Rasayan Limited

Notice is hereby given that the proposed resolutions appended below are circulated by way of Postal Ballot, for the consent of the shareholders of the Company in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The Company has appointed Ms. Lakshmi Gurung, an Advocate at Delhi High Court, as "Scrutinizer" for conducting the postal ballot process in a fair and transparent manner and in accordance with the provisions of the Act and Rules made thereunder.

You are requested to:-

- (i) carefully read all the instructions printed in the Postal Ballot Form;
- (ii) record your assent / dissent therein; and
- (iii) return the form duly completed in the attached self-addressed reply envelope for which the postage will be paid by the Company;

so as to reach the Scrutinizer on or before Thursday, 13th March, 2014. **Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.**

The Scrutinizer shall submit her report to the Chairman & Managing Director of the Company, who has been authorized by the Board of Directors, after completion of the scrutiny and the results thereof will be announced at the registered office of the Company at 1501, Vikram Tower, Rajendra Place, New Delhi-110 008, and will also be communicated to the Stock Exchange where the Company's shares are listed.

ITEM NO.1: ENHANCEMENT OF BORROWING POWERS

To consider and if thought fit to pass with or without modification(s) the following Resolution as "**Special Resolution**".

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Company hereby accords its consent to Board of Directors hereinafter referred to as "the Board" which term shall be deemed to include Committee of Board of Directors thereof) for borrowing any sum or sums of money from time to time from anyone or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate, banks or financial institutions, whether in India or abroad and whether unsecured or secured by creating a mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable or of stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit), sundry debtors and work-in-progress and all or any of the undertaking of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the

Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of ₹350 Crores (Rupees Three Hundred Fifty Crores only) and the Board of Directors (including any Committee(s) thereof) are hereby authorised to execute such deeds and documents relating to mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and any other deeds and instruments or writings containing such conditions and covenants as the Directors may deem fit."

ITEM NO. 2: CREATION OF CHARGE

To consider and if thought fit to pass with or without modification(s) the following Resolution as "**Special Resolution**":

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Committee of Board of Directors thereof) to mortgage and/or charge such immovable and movable properties of the Company in addition to the existing mortgage charges and hypothecations created by the Company on the assets of the Company, both present and future and wheresoever situated, as deemed fit by them from time to time in favour of banks, financial institutions, other investing agencies and trustees for the holders of securities for securing the credit facilities including term loan, working capital loan or loan in any other form etc. provided that the total amount of credit facilities shall not, at any time exceed ₹350 Crores (Rupees Three Hundred Fifty Crores only) and the Board of Directors (including any Committee(s) thereof) are hereby authorized to execute such deeds and documents, instruments or writings containing such conditions and covenants as the Directors may deem fit."

**By the Order of the Board
For BHARAT RASAYAN LIMITED**

**Place: New Delhi
Date: 07.02.2014**

**S. N. GUPTA
(Chairman & Managing Director)**

Notes:

1. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of Special Business specified above is annexed hereto.
2. The Board of Directors of the Company at the meeting held on 7th February, 2014, has, inter alia, appointed Ms. Lakshmi Gurung, an Advocate at Delhi High Court as "Scrutinizer" for conducting the entire postal ballot process in accordance with the law and in a fair and transparent manner.
3. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send the self-addressed Business Reply Letter to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot(s), if sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes containing the Postal Ballot should reach the Company on or before Thursday, 13th March, 2014. If the ballots are received thereafter they shall be deemed to be not received. **Facility of voting through electronic mode is not being provided by the Company.**
4. The Scrutinizer will submit the report to the Chairman & Managing Director of the Company after completion of scrutiny of the Postal Ballot Forms.
5. The result of the Postal Ballot will be announced by the Chairman & Managing Director of the Company



Bharat RASAYAN LIMITED

Regd. Off. : 1501, Vikram Tower, Rajendra Place, New Delhi - 110008
Phones : 91-11-43661111 (30 Lines), Fax : 91-11-43661100, 41538600
E-mail : info@bharatgroup.co.in Website : www.bharatgroup.co.in.

POSTAL BALLOT FORM

SR. NO. :

1.	Name & Registered Address of the sole/first named Shareholder / Beneficiary (in BLOCK Letters)	
2.	Name(s) of the joint holder(s), if any (in BLOCK Letters)	
3.	Registered Folio No./DP ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Share(s) held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Special Resolutions, by placing the tick (✓) mark at the appropriate box below:

S.No.	Description	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Item No. 1: Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for enhancing the borrowing powers of the Board of Directors up to an aggregate amount of ₹350 Crores.			
2	Item No. 2: Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to mortgage and/or create charge, lien or hypothecation over the properties/assets of the Company up to a maximum ceiling as permitted under Section 180(1)(c) of the Companies Act, 2013 for borrowing by the Company i.e. up to an amount of ₹350 Crores.			

Place:
Date:

(Signature of the Shareholder / Beneficiary)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A shareholder desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form and send it in the attached self-addressed, postage pre-paid envelope. However, envelopes containing postal ballots deposited in person or sent by courier/Registered Post at the expense of the shareholder will also be accepted.
2. A shareholder has to convey his/her assent or dissent through the Postal Ballot Form only. The assent or dissent received in any other form or by any other means shall not be considered valid and will be rejected.
3. The Company has appointed Ms. Lakshmi Gurung, an Advocate at Delhi High Court, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
4. The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named shareholder and in the absence of such shareholder, by the next named joint-holder.
5. The Votes should be cast by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) mark in both the columns will render the form invalid.
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be signed by the authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution authorising the signatory to sign the Postal Ballot Form.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of postal ballot will be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on **Thursday, 13th March, 2014**. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbefore.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballots will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer will submit the report to the Chairman & Managing Director of the Company after completion of the scrutiny and the result of the voting of the Postal Ballot will be announced on **Saturday, 15th March, 2014** at the Registered Office of the Company.
12. The Resolutions, if assented by requisite majority, shall be considered as passed on **Saturday, 15th March, 2014**.
13. Voting rights in a postal ballot cannot be exercised by a proxy.

at the Registered Office of the Company situated at 1501, Vikram Towers, Rajendra Place, New Delhi-110 008 and the Resolutions will be taken as passed effectively on the date of announcement of the result. If the result of the Postal Ballot indicates that the requisite majority of the shareholders/beneficiaries had assented to the Resolution(s). The result of the Postal Ballot shall also be intimated to stock exchanges where the shares of the Company are listed and displayed on the Company's website www.bharatgroup.co.in along with publication in the newspapers.

6. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
7. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
9. The voting rights of Members shall be in proportion to their shares of the paid up equity capital of the Company.
10. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 10 AM to 2 PM up to 13th March, 2014.
11. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT

(In Compliance of Section 102(2) of Companies Act, 2013 read with Section 192A of the Companies Act, 1956)

ITEM NO. 1: ENHANCEMENT OF BORROWING POWERS

Section 180(1)(c) of Companies Act, 2013 provides for power to Board of Directors of the Company to borrow money up to an amount, which is equivalent to the aggregate of paid-up capital of the Company and its free reserves. In a situation where the borrowings are likely to exceed the said limit, a prior consent is required from the Company in General Meeting. Accordingly, the shareholders in their 24th Annual General Meeting held on 26th September, 2013 had authorized the Board to borrow money up to an amount of ₹ 200 Crores. Keeping in view the substantially increased orders in hand as well as orders likely to be bagged in near future, there would be a substantial increase in requirement of funds for meeting not only the future growth plans to cater to the increased demand for Company's products but also for expansion of existing facilities. Such heavy requirements would entail raising of long term funds.

In view of the reasons stated above, the shareholders are requested to accord their approval for enhancing the borrowing powers of the Board of Directors up to aggregate amount of ₹350 Crores (Rupees Three Hundred Fifty Crores only).

The Board recommends passing of the above resolution in the interest of the Company.

None of the Directors, other Key Managerial Personnel or their relatives are concerned or interested in this Resolution.

ITEM NO. 2 : CREATION OF CHARGE

As explained in Item No. 1 above, the Company requires substantial amount of additional funds in order to meet the growing business demands. To avail the long term funds from the lenders, the Company would be required to secure the loans from time to time either by way of mortgage over immovable property/(ies) and/ or by way of charges/lien/hypothecation or otherwise on the Company's assets in favour of lenders/security trustees.

In view of the said reasons the shareholders are requested to accord their approval in compliance of Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to mortgage and/or create charges, liens or hypothecation over the properties/assets of the Company up to a maximum ceiling as permitted under Section 180(1)(c) of the Companies Act, 2013 for borrowing by the Company i.e. up to an amount of ₹350 Crores (Rupees Three Hundred Fifty Crores only).

The Board recommends passing of the above resolution in the interest of the Company.

None of the Directors, other Key Managerial Personnel or their relatives are concerned or interested in this Resolution.

**By the Order of the Board
For BHARAT RASAYAN LIMITED**

**Place: New Delhi
Date: 07.02.2014**

**S. N. GUPTA
(Chairman & Managing Director)**