



Bharat
RASAYAN LIMITED

EMAIL & COURIER

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BRL:611:2
March 15, 2014.

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers ,
Dalal Street,
Mumbai – 400 023.

SUB: RESULT OF POSTAL BALLOT

REF: CLAUSE 31, 35 AND OTHER APPLICABLE PROVISIONS OF LISTING AGREEMENT

Dear Sir / Madam,

This is furtherance to our earlier letter no. BRL:651:2 dated 12.02.2014 which we had forwarded you the copies of the notice of postal ballot dated 7th February, 2014, sent to all the shareholders of the Company for obtaining their consent on the matters proposed therein.

On the basis of Scrutinizer's Report submitted to the Company, the result of the postal ballot have been declared that the Resolutions are passed by the shareholders with requisite majority.

In compliance of the relevant provisions of the Listing Agreement we enclosed herewith:

- a) Declaration of Result of Postal Ballot; and
- b) Proceedings of the Announcement of result.

You are requested to take the same on record.

Thanking you,

Yours faithfully
For **BHARAT RASAYAN LIMITED**


(SONALI SINGH)
Company Secretary

Encl: a/a

BRL:611:2

Protecting Prosperity



DECLARATION OF RESULT OF POSTAL BALLOT

It is hereby notified to all the shareholders of the Company and other concerned entities / authorities that the Company conducted the process of postal ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for obtaining the consent of the shareholders vide Notice dated February 07, 2014, for the following matters:

1. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for enhancing the borrowing powers of the Board of Directors upto an aggregate amount of ₹350 Crores.
2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorising the Board of Directors to mortgage and/or create charge, lien or hypothecation over the properties/assets of the Company upto an amount of Rs. 350 Crores, if approved vide Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing by the Company.

The Company appointed Mrs. Lakshmi Gurung, an Advocate at Delhi High Court, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and Rules made thereunder. The Scrutinizer has submitted her report on 15th March, 2014 which has been taken on record and accepted by Shri S.N.Gupta, Chairman & Managing Director of the Company.

The summary of the result of the Postal Ballot is as follows:

Description	No. of Postal Ballot Forms	No. of Shares
Total number of Postal Ballot Forms received	100	29,29,737
Total number of Rejected/Invalid Postal Ballot Forms received	17	2,360
Total number of Valid Postal Ballot Forms received	83	29.27,377

RESOLUTION NO.1: ENHANCEMENT OF BORROWING POWERS

(Passed as Special Resolution)

Category	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in FAVOUR (4)	No. of Votes - AGAINST (5)	% of Votes in FAVOUR on votes polled (6) = $\frac{(4)}{(4)+(5)} \times 100$	% of Votes AGAINST on votes polled (7) = $\frac{(5)}{(4)+(5)} \times 100$
(1)	Promoter and Promoter Group	3,179,349	2,911,118	91.5633%	2,911,118	Nil	100.0000%	Nil
(2)	Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(3)	Public – Others	1,069,391	15,959	1.4923%	15,459	500	96.8670%	3.1330%
	TOTAL	4,248,740	2,927,077	68.8928%	2,926,577	500	99.9829%	0.0171%

Result in FAVOUR : REQUIESITE MAJORITY

RESULT: Special Resolution No. 1 under Section 180(1)(c) of the Companies Act, 2013 for enhancing the borrowing powers of the Board of Directors upto an aggregate amount of ₹350 Crores, is passed as Special Resolution, as the Votes cast in FAVOUR of the resolution are more than three times the votes cast against the resolution.





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RESOLUTION NO.2: CREATION OF CHARGE
(Passed as Special Resolution)

Category	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 FAVOUR (4)	No. of Votes - AGAINST (5)	% of Votes in FAVOUR on votes polled (6) = [(4)/(2)]*100	% of Votes AGAINST on votes polled (7) = [(5)/(2)]*100
(1)	Promoter and Promoter Group	3,179,349	2,911,118	91.5633%	2,911,118	Nil	100.0000%	Nil
(2)	Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(3)	Public - Others	1,069,391	15,959	1.4923%	15,459	500	96.8670%	3.1330%
	TOTAL	4,248,740	2,927,077	68.8928%	2,926,577	500	99.9829%	0.0171%
Result in FAVOUR				:	REQUISITE MAJORITY			

RESULT: Special Resolution No. 2 under Section 180(1)(a) of the Companies Act, 2013 authorising the Board of Directors to mortgage and/or create charge, lien or hypothecation over the properties/assets of the Company upto an amount of Rs. 350 Crores, as approved vide Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing by the Company, **is passed as Special Resolution**, as the Votes cast in **FAVOUR** of the resolution are more than three times the votes cast against the resolution.

Place: New Delhi
Date: March 15, 2014



For BHARAT RASAYAN LIMITED


(S. N. GUPTA)
Chairman & Managing Director



PROCEEDINGS OF THE ANNOUNCEMENT OF RESULT OF THE POSTAL BALLOT ON SATURDAY, THE 15th DAY OF MARCH, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 1501, VIKRAM TOWER, RAJENDRA PLACE, NEW DELHI-110008.

The Chairman after receiving the report of Scrutinizer on the Postal Ballot conducted by the Company in accordance with Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 declared the result of Postal Ballot as under:

RESULT OF POSTAL BALLOT

Description	No. of Postal Ballot Forms	No. of Shares
Total number of Postal Ballot Forms received	100	29,29,737
Total number of Rejected/Invalid Postal Ballot Forms received	17	2,360
Total number of Valid Postal Ballot Forms received	83	29.27,377

RESOLUTION NO.1: ENHANCEMENT OF BORROWING POWERS

(Passed as Special Resolution)

Category	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 FAVOUR (4)	No. of Votes - AGAINST (5)	% of Votes in FAVOUR on votes polled (6) = $[(4)/(2)]*100$	% of Votes AGAINST on votes polled (7) = $[(5)/(2)]*100$
(1)	Promoter and Promoter Group	3,179,349	2,911,118	91.5633%	2,911,118	Nil	100.0000%	Nil
(2)	Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(3)	Public - Others	1,069,391	15,959	1.4923%	15,459	500	96.8670%	3.1330%
	TOTAL	4,248,740	2,927,077	68.8928%	2,926,577	500	99.9829%	0.0171%

Result in FAVOUR : REQUISITE MAJORITY

The Chairman declared that the following 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, **is passed as Special Resolution**, as the Votes cast in **FAVOUR** of the resolution are more than three times the votes cast against the resolution.

The following Resolution was passed 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



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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 authorized 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."

RESOLUTION NO.2: CREATION OF CHARGE
(Passed as Special Resolution)

Category	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 FAVOUR (4)	No. of Votes - AGAINST (5)	% of Votes in FAVOUR on votes polled (6) = [(4)/(2)]*100	% of Votes AGAINST on votes polled (7) = [(5)/(2)]*100
(1)	Promoter and Promoter Group	3,179,349	2,911,118	91.5633%	2,911,118	Nil	100.0000%	Nil
(2)	Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(3)	Public - Others	1,069,391	15,959	1.4923%	15,459	500	96.8670%	3.1330%
	TOTAL	4,248,740	2,927,077	68.8928%	2,926,577	500	99.9829%	0.0171%
Result in FAVOUR : REQUISITE MAJORITY								

The Chairman declared that the following Resolution under Section 180(1)(a) of the Companies Act, 2013 authorising 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. upto an amount of ₹350 Crores **is passed as Special Resolution**, as the Votes cast in **FAVOUR** of the resolution are more than three times the votes cast against the resolution.

The following Resolution was passed 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



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Contd..3/-



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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.”

The Chairman further directed that the all the aforesaid resolutions, duly passed by requisite majority be recorded in the minute book of the Members.

Place: New Delhi
Dated: March 15, 2014




(S.N.GUPTA)
Chairman

Protecting Prosperity