



**Bharat
RASAYAN LIMITED**

UNIT-I

UNIT-II

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

Email & e-Uploading-NEAPS

BRL:F:651/611/1
September 30, 2015.

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 26th Annual General Meeting of the Company- Clause 35A of the Listing Agreement - BHARATRAS

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, given below are the details of the voting results in respect of the 26th Annual General Meeting of the Company held on 28th September, 2015 at 10:30 A.M. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087:

Details of Voting results ("Remote E-voting and Ballot/Poll voting):

Date of AGM	Monday, 28th September, 2015		
Total number of shareholders as on record date (i.e. 21 st September, 2015- Cutoff date for Voting purpose)	4276		
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	19	--	19
Total	29	--	29
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, 2015, the reports of the Board of Directors and Auditors 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 Rs.1.50 per Equity Share for the year ended on 31 st March, 2015.	Ordinary	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
3	To appoint a director in place of Shri M.P. Gupta (DIN No. 00014681), 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.

Handwritten signature and stamp of Bharat Rasayan Limited

Contd... 2/-



Bharat RASAYAN LIMITED

UNIT-I

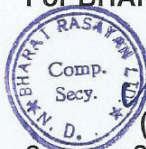
UNIT-II

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

Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of voting (show of hands/ Poll/Postal Ballot/ E-voting)	Remarks
4	To appoint a director in place of Shri R.P. Gupta (DIN No. 00048888), 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 and to fix their remuneration.	Ordinary	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
6	To reappoint Shri V.K. Sharma (DIN: 05106079) as Whole Time Director of the Company.	Special	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
7	To approve to make loan, give guarantee or security and to make investments.	Special	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
8	To ratify the remuneration being payable to M/s. M.K. Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for FY 2015-16.	Ordinary	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
9	To approve to make changes in payment of profit based Commission to the Directors of the Company.	Special	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.
10	To approve to make contribution to Charitable & other funds under Section 181 of the Companies Act, 2013.	Special	Remote e-voting, Ballot/Poll Voting at the Venue of the Meeting)	The resolution was passed with requisite majority.

The voting details are annexed herewith in the prescribed format.

Thanking You,
For BHARAT RASAYAN LIMITED



Nikita Bahl
(NIKITA BAHL)

Company Secretary cum Compliance Officer
ACS-32937

EMAIL

C.C. To,

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

- For your information

WORKS : UNIT-I: 2KM Stone, Madina-Mokhra Road, Village Mokhra, Distt. Rohtak (Haryana), Ph.: 01257-260755/756/757 • Fax: 260758
UNIT-II: Plot No. 42/4, Amod Road, GIDC, Dahej, District - Bharuch, Gujarat-392130, Ph.: +91-2641-291123, +91-2642-241100

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.brll@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, 2015, the reports of the Board of Directors and Auditors thereon.

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes Polled	No. of Votes in favor	No. of votes against	% of votes favor polled	% of votes against polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
Promoter and Promoter Group	2893618	2893618	100	2893618		100		--
Public Institutional Holders	---	---	---	---		---		--
Public-Others	6775	6775	100	6775		100		--
Total	2900393	2900393	100	2900393		100		--

RESOLUTION NO.2 To declare a final dividend of Rs.1.50 per Equity Share for the year ended on 31st March, 2015.

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes Polled	No. of Votes in favor	No. of votes against	% of votes favor polled	% of votes against polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
Promoter and Promoter Group	2893618	2893618	100	2893618		100		--
Public Institutional Holders	---	---	---	---		---		--
Public-Others	6775	6775	100	6775		100		--
Total	2900393	2900393	100	2900393		100		--

RESOLUTION NO.3 To appoint a director in place of Shri M.P. Gupta (DIN No. 00014681), who retires by rotation and being eligible, seeks re-appointment.

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes Polled	No. of Votes in favor	No. of votes against	% of votes favor polled	% of votes against polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
Promoter and Promoter Group	2893618	2893618	100	2893618		100		--
Public Institutional Holders	---	---	---	---		---		--
Public-Others	6775	6775	100	6775		100		--
Total	2900393	2900393	100	2900393		100		--



RESOLUTION NO.4 To appoint a director in place of Shri R.P. Gupta (DIN No. 000488888), 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 polled	% of votes against on votes polled	100	--
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	100	--
Promoter and Promoter Group	2893618	2893618	100	2893618	--	100	--	100	--
Public Institutional Holders	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	6775	--	100	--	100	--
Total	2900393	2900393	100	2900393	--	100	--	100	--

RESOLUTION NO.5 To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.									
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 polled	% of votes against on votes polled	100	--
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	100	--
Promoter and Promoter Group	2893618	2893618	100	2893618	--	100	--	100	--
Public Institutional Holders	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	6775	--	100	--	100	--
Total	2900393	2900393	100	2900393	--	100	--	100	--

RESOLUTION NO.6 To reappoint Shri V.K. Sharma (DIN: 05106079) as Whole Time Director 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 polled	% of votes against on votes polled	100	--
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	100	--
Promoter and Promoter Group	2893618	2893618	100	2893618	--	100	--	100	--
Public Institutional Holders	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	6775	--	100	--	100	--
Total	2900393	2900393	100	2900393	--	100	--	100	--


 V.K. SHARMA
 Director
 Rasayana
 Co. Ltd.
 S.S.

RESOLUTION NO.7	To approve to make loan, give guarantee or security and to make investments.									
	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes Polled	No. of Votes in favor	No. of votes against	% of votes favor on votes polled	No. of votes in favor on votes polled	% of votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2893618	2893618	(3)=[(2)/(1)]*100	100	2893618	(4)	(6)=[(4)/(2)]*100	100		
Public Institutional Holders	---	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	100	6775	---	---	100	---	---
Total	2900393	2900393	100	100	2900393	---	---	100	---	---


RESOLUTION NO.8	To ratify the remuneration being payable to M/s. M.K. Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for FY 2015-16.									
	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes Polled	No. of Votes in favor	No. of votes against	% of votes favor on votes polled	No. of votes in favor on votes polled	% of votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2893618	2893618	(3)=[(2)/(1)]*100	100	2893618	(4)	(6)=[(4)/(2)]*100	100		
Public Institutional Holders	---	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	100	6775	---	---	100	---	---
Total	2900393	2900393	100	100	2900393	---	---	100	---	---

RESOLUTION NO.9	To approve to make changes in payment of profit based Commission to the Directors of the Company.									
	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes Polled	No. of Votes in favor	No. of votes against	% of votes favor on votes polled	No. of votes in favor on votes polled	% of votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2893618	2893618	(3)=[(2)/(1)]*100	100	2893618	(4)	(6)=[(4)/(2)]*100	100		
Public Institutional Holders	---	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	100	6775	---	---	100	---	---
Total	2900393	2900393	100	100	2900393	---	---	100	---	---




RESOLUTION NO.10	To approve to make contribution to Charitable & other funds under Section 181 of the Companies Act, 2013.													
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes on Outstanding Shares	No. of Votes in favor	No. of votes against	% of votes favor polled	% of votes against polled	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2893618	2893618	100	2893618	---	100	---	---	---	---	---	---	---	---
Public Institutional Holders	---	---	---	---	---	---	---	---	---	---	---	---	---	---
Public-Others	6775	6775	100	6775	---	100	---	---	---	---	---	---	---	---
Total	2900393	2900393	100	2900393	---	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

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

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 12-08-2015 for the purpose of Scrutinizing the voting process in the Poll taken on the below mentioned resolutions at the 26th Annual General meeting of the Equity Shareholders of M/s Bharat Rasayan Limited held on Monday the 28th day of September, 2015 at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087 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. Vipul Jain and Mr. Kashish Jain, 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 financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended on that date together with the report 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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

b) **ORDINARY RESOLUTION**

Item No. 2: Declaration of Dividend

To declare a final dividend of Rs. 1.5/- per equity share for the year ended on 31st March, 2015. Seeking the approval of members.

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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

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

To appoint a Director in place of Shri M.P Gupta (DIN No. 00014681), 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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

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

To appoint a Director in place of Shri R.P Gupta (DIN No. 00048888), 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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

e) **ORDINARY RESOLUTION**

Item No. 5: Ratification of Appointment of Auditor

To ratify the appointment of Statutory Auditors of the Company for holding the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

f) **SPECIAL RESOLUTION**

Item No. 6: Re-appointment of Shri V.K. Sharma as Whole Time Director of the Company

To re-appoint Shri V.K. Sharma (DIN 05106079) as whole Time Director of the Company to hold office from 1st June, 2015 to 31st December, 2016, designated as "Executive Director" and "Key Managerial Person".

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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

g) **SPECIAL RESOLUTION**

Item No.7: Approval to make loan, give guarantee or security and to make investments

To authorize the Board of Directors of the Company to invest and/or make loan(s) in one or more tranches to any person or body corporate, and/or give any guarantee or provide security in connection with a loan to any person or body corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate(s) upto an amount not exceeding Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only) from time to time in one or more tranches.

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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	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 2015-16.

To ratify the remuneration payable to the M/s M.K Singhal & Co, as the 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, 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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

i) **SPECIAL RESOLUTION**

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

The Board of Directors of the Company accorded to pay the Commission based on Profit of the Company for a particular financial in addition to the monthly remunerations payable to Shri S.N Gupta, Chairman & Managing Director, Shri M.P Gupta and Shri R.P Gupta, Whole-Time Directors of the Company in the manner 25:25:50 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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

j) **ORDINARY RESOLUTION**

Item No. 10: Contribution to Charitable & other funds under Section 181 of the Companies Act, 2013

The Board of Directors (including Committee of Directors & and such other Committee as may formed thereof) of the Company accorded to contribute, donate from time to time to any national, bonafide charitable, benevolent, philanthropic, educational research or general and other funds not directly relating to the business of the Company or the welfare of its employees upto an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crores only) in any financial year, notwithstanding that the aggregate of the donation(s) may exceed the limit of 5% of the average net profits 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	13	982	100
- In Favour	13	982	100
- Against			
In-Valid Votes Casted	1	200	-
TOTAL	14	1182	100

3. **Recommendation:** All the 10 items specified in the Notice have been passed with requisite majority. You may accordingly declare the results of voting by Poll.

Place: New Delhi
Date: 30-09-2015



For Mamta Jain & Associates
Practicing Company secretaries

Mamta Jain
(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

To,
The Chairman
Bharat Rasayan Limited
1501, Vikram Tower
Rajendra Place
New Delhi

Reg.: Report 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 12-08-2015 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 26th Annual General Meeting dated 12-08-2015 on or before 03-09-2015 to the members, whose names appeared on the register of members /record of depositories as on 14-08-2015 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 or before 03-09-2015.
 - 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 Clause 35B(i) of the Listing agreement as entered into by the Company with the stock exchanges.
 - 2.3. The e-voting period remained opened from 25th September, 2015 (9:30 a.m.) to 27th September, 2015 (5:00 p.m.).
 - 2.4. On conclusion of the e-voting period, the votes were unblocked on 28-09-2015 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 26th 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 through electronic means is as mentioned hereunder:

a) **ORDINARY RESOLUTION**

Item No.1: Adoption of Accounts

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended on that date together with the report 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 Electronic Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

b) **ORDINARY RESOLUTION**

Item No. 2: Declaration of Dividend

To declare a final dividend of Rs. 1.50/- per equity share for the year ended on 31st March, 2015. Seeking approval of the members.

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 Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

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

To appoint a Director in place of Shri M.P. Gupta (DIN No. 00014681), 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 Means (E-Voting) – In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) – Against	-	-	-
Total	13	2899411	100%

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

To appoint a Director in place of Shri R.P. Gupta (DIN No. 00048888), 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 Means (E-Voting) – In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) – Against	-	-	-
Total	13	2899411	100%

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

To ratify appointment of Statutory Auditors of the Company for holding the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

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 Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

f) **SPECIAL RESOLUTION**

Item No. 6: Re-Appointment of Shri V.K. Sharma as Whole Time Director of the Company

To re-appoint Shri V.K. Sharma (DIN 05106079) as whole Time Director of the Company to hold office from 1st June, 2015 to 31st December, 2016, designated as "Executive Director" and "Key Managerial Person".

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 Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

g) **SPECIAL RESOLUTION**

Item No. 7: Approval to make loan, give guarantee or security and to make investments

To authorize the Board of Directors of the Company to invest and/or make loan(s) in one or more tranches to any person or body corporate, and/or give any guarantee or provide security in connection with a loan to any person or body corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate(s) upto an amount not exceeding Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only) from time to time in one or more tranches.

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 Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	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 2015-16

To ratify the remuneration payable to the M/s M.K Singhal & Co, as the 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, 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 Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

i) SPECIAL RESOLUTION

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

The Board of Directors of the Company accorded to pay the Commission based on Profit of the Company for a particular financial in addition to the monthly remunerations payable to Shri S.N Gupta, Chairman & Managing Director, Shri M.P Gupta and Shri R.P Gupta, Whole-Time Directors of the Company in the manner 25:25:50 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 Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

j) ORDINARY RESOLUTION

Item No. 10: Contribution to Charitable & other funds under Section 181 of the Companies Act, 2013

The Board of Directors (including Committee of Directors & and such other Committee as may formed thereof) of the Company accorded to contribute, donate from time to time to any national, bonafide charitable, benevolent, philanthropic, educational research or general and other funds not directly relating to the business of the Company or the welfare of its employees upto an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crores only) in any financial year, notwithstanding that the aggregate of the donation(s) may exceed the limit of 5% of the average net profits 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:

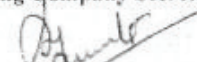
Type of Voting	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
Voting through Electronic Means (E-Voting) - In Favour	13	2899411	100 %
Voting through Electronic Means (E-Voting) - Against	-	-	-
Total	13	2899411	100%

3. **Recommendation:** All the 10 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: 30-09-2015



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

September 30, 2015

To
Chairman
Bharat Rasayan Limited
1591, Vikram Tower
Rajendra Place
New Delhi

Dear Sir,

Sub: Passing of Resolutions through Electronic voting and poll conducted at the 26th Annual General Meeting ("AGM") of the Equity Shareholders of M/s Bharat Rasayan Limited as on Monday, September 28, 2015 at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087 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 26th AGM of the Company held on the September 28, 2015.

The e-voting was held between 25th September, 2015 and 27th September, 2015.

The Company had appointed Central Depository Services (India) 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, 2015. M/S Link Intime India Pvt. Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The e-voting results were unblocked by me on September 28, 2015 in the presence of two witnesses. For further details kindly refer to my Scrutinizer's Report dated September 29, 2015 attached herewith.

At the 26th AGM of the Company held on September 28, 2015, 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 30, 2015.

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	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.2 of the Notice (as an Ordinary Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.3 of the Notice (as an Ordinary Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.4 of the Notice (as an Ordinary Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.5 of the Notice (as an Ordinary Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.6 of the Notice (as a Special Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.7 of the Notice (as a Special Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.8 of the Notice (as an Ordinary Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0

MAMTA JAIN & ASSOCIATES
Practicing Company Secretaries

Item No.9 of the Notice (as a Special Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0
Item No.10 of the Notice (as an Ordinary Resolution)	E-Voting	2899411	100	0	0
	Ballot Forms (Poll)	982	100	0	0
	TOTAL	2900393	100	0	0

All the Resolutions stands passed under e-voting and poll with the requisite majority.

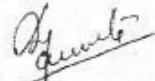
I hereby confirm that I have maintained the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and by poll by the shareholders of the Company. I am handing over these records to the Chairman of the Company or such person as authorized by him along with this report.

Place: New Delhi
Date: 30-09-2015



Thanking You.

For Mamta Jain & Associates
Practicing Company secretaries


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