



NOTICE

Notice is hereby given that **Twenty Ninth Annual General Meeting (AGM)** of the Company will be held on Friday, the 28th day of September, 2018 at 10:30 A.M. at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063, to transact the following business:

ORDINARY BUSINESS

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, 2018, the reports of the Board of Directors and Auditors thereon.

Item No. 2: Declaration of Dividend

To declare a final dividend of ₹1.50 per equity share for the year ended on 31st March, 2018.

Item No. 3: Rotation of Director

To appoint a Director in place of Shri Ajay Gupta (DIN: 02187741), who retires by rotation and being eligible, seeks re-appointment.

Item No. 4: Rotation of Director

To appoint a Director in place of Shri Abhaykumar Rajendrakumar Sharma (DIN: 07780742), who retires by rotation and being eligible, seeks re-appointment.

Item No. 5: Ratification of Appointment of Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s R.D.Garg & Co., Chartered Accountants (Firm Registration No. 001776N), as 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."

SPECIAL BUSINESS

Item No. 6: Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any other applicable provision of the Companies Act, 2013, if any and in accordance with SEBI (LODR) Regulations, 2015 and upon the recommendation and approval of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to increase the monthly remuneration of Shri Ajay Gupta (DIN:02187741), Whole Time Director / Executive Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Dahej (Gujarat) w.e.f. 1st January, 2018.

RESOLVED FURTHER THAT Shri Ajay Gupta, Whole Time Director / Executive Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance and Special Allowance aggregating to ₹3,18,258/- per month (Rupees Three Lacs Eighteen Thousand Two Hundred Fifty Eight only) w.e.f. 1st January, 2018.



RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Ajay Gupta will also be entitled to various perquisites, allowances and incentives which are within the permissible limits of the Companies Act, 2013, which are governed by following norms w.e.f. 01.01.2018:

- i) Contribution to Employees Provident Fund (EPF) and Gratuity Fund or Superannuation Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- ii) The aggregate amount of Performance Incentives and/or other incentives, if any, provided by the Company shall be valued as per Income Tax Act, 1961 and Rules framed thereunder.
- iii) Ex-Gratia and/or Bonus and encashment of unavailed leaves as per the rules of the Company.
- iv) The Company may provide mobile/telephone at his residence to Shri Ajay Gupta. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- v) The Premium for a Floater Family Mediclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to provide increment as and when required subject to the provisions of the Companies Act, 2013 and corresponding rules read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Directors of the Company be and are hereby severally authorized to take all necessary steps in this regard."

Item No. 7: Revision in the Remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Whole Time Director/ Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any other applicable provision of the Companies Act, 2013, if any and in accordance with SEBI (LODR) Regulations, 2015 and upon the recommendation and approval of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to increase the monthly remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742), Whole Time Director / Executive Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Mokhra (Haryana) w.e.f. 1st January, 2018.

RESOLVED FURTHER THAT Shri Abhaykumar Rajendrakumar Sharma, Whole Time Director / Executive Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance and Special Allowance aggregating to ₹2,49,016/- per month (Rupees Two Lacs Forty Nine Thousand Sixteen only) w.e.f. 1st January, 2018.

RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Abhaykumar Rajendrakumar Sharma will also be entitled to various perquisites, allowances and incentives which are within the permissible limits of the Companies Act, 2013, which are governed by following norms w.e.f. 01.01.2018:



- i) Contribution to Employees Provident Fund (EPF) and Gratuity Fund or Superannuation Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- ii) The aggregate amount of Performance Incentives and/or other incentives, if any, provided by the Company shall be valued as per Income Tax Act, 1961 and Rules framed thereunder.
- iii) Ex-Gratia and/or Bonus and encashment of unavailed leaves as per the rules of the Company.
- iv) The Company may provide mobile/telephone at his residence to Shri Abhaykumar Rajendrakumar Sharma. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- v) The Premium for a Floater Family Mediciclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to provide increment as and when required subject to the provisions of the Companies Act, 2013 and corresponding rules read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Directors of the Company be and are hereby severally authorized to take all necessary steps in this regard."

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 2018-19

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, 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, 2019, amounting to ₹1,45,000/- (Rupees One Lac Forty-five Thousand only) and also the payment of tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Directors of the Company be and are hereby severally authorized to take all the necessary steps in this regard."

Regd. Office:
1501, Vikram Tower,
Rajendra Place,
New Delhi - 110008
CIN: L24119DL1989PLC036264
NEW DELHI,
AUGUST 14, 2018

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

Sd/-
NIKITA BAHL
Company Secretary



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of matters covered pursuant "Special Business" is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director, are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend the meeting and vote on a poll, if any, instead of himself/herself and the proxy need not be a member of the Company. Proxy form duly filled must reach the registered office of the Company not less than forty-eight hours before the meeting. A blank proxy form is annexed to this notice which forms part of Annual Report.** A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 22nd September, 2018 to 28th September, 2018 (both days inclusive) in terms of the provisions of the Companies Act, 2013, and the Listing Agreement entered with the Stock Exchange, where the equity shares of the Company are listed, for the purpose of Annual General Meeting. The dividend as recommended by the Board of Directors, if approved at the meeting, will be paid to those members whose names appear in the Register of Members or in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on 21st September, 2018.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. While members holding shares in physical form may write to the Company's Registrar and Transfer Agent i.e. M/s Link Intime India Pvt. Limited, for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
7. The soft copy of annual report, notice of annual general meeting, notice of e-voting etc. are being sent to the members who have registered their email-ids with their depository participant/Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / Depository Participants / RTA which will be used for the purpose of sending the communications in future.
8. For convenience of Members, an attendance slip is annexed to the Proxy Form. Members/ Proxies are requested to affix their signatures at the space provided therein and thereafter handover the Attendance Slip at the venue of the meeting. The Proxy of a Member should mark on the Attendance Slip as "Proxy".
9. As per SEBI Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, listed companies are required to use, either directly or through their RTA, any RBI approved electronic mode of payment like ECS, NECS, NEFT etc. for distribution of dividends or providing other cash benefits to the investors. Accordingly, the members, holding shares in physical form, are requested to update their address or provide / update their bank mandate (including details of MICR, IFSC etc.) with



the Company or its Registrars and Transfer Agents (RTA), M/s. Link Intime India Pvt. Limited and members holding shares in dematerialized form are requested to intimate any change in their address or to change / update bank mandate with their Depository Participants (DP) to enable the Company or RTA for making arrangements for electronic credit of dividend and other cash benefits to members.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
11. For the security and safety of the members, no article/baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The shareholders/attendees are requested not to bring any article/ baggage etc. at the venue of the Annual General Meeting.
12. Only bonafide members of the Company whose names appear on the Register of Members/ Proxy holders as on the record date and in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.
14. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Registrar & Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificate(s) will be returned to the member(s) after making requisite changes, thereon.
15. The Securities and Exchange Board of India (SEBI) vide Circular Ref No. MRD/DoP/CIR-05/2007 dated April 27, 2007, made Permanent Account Number (PAN) under Income Tax Act as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar & Transfer Agent for registration of such transfer of shares.
16. The shareholders can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will be considered invalid.
17. The shareholders are requested to communicate all their correspondence to:

The Compliance Officer,

Bharat Rasayan Limited,

1501, Vikram Tower,

Rajendra Place, New Delhi-110008

Ph. No.: +91-11- 43661111, Fax No.: +91-11- 43661100

18. **Shareholders who have not encashed/received dividends declared and paid by the Company for different financial years commencing from financial year 2011-12 may please approach the Company for payment of such unpaid dividend/s, failing which their unclaimed dividend/s shall be transferred to Investor Education Protection Fund in accordance with provisions contained in Section 125 of Companies Act, 2013 erstwhile Section 205C of Companies Act, 1956.**



EXPLANATORY STATEMENT

(In Compliance of Section 102 of the Companies Act, 2013)

Item No. 6: Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive Director of the Company

In the 28th Annual General Meeting of the Company held on September 27, 2017, Shri Ajay Gupta was appointed as Executive Director/ Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Dahej (Gujarat) for a period of two years w.e.f. 1st April, 2017.

The Board, in view of his contributions to the Company's business and experience he holds and on recommendation of Nomination and Remuneration Committee, recommends the increase in monthly remuneration of Shri Ajay Gupta, Whole Time Director/ Executive Director and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance and Special Allowance aggregating to ₹3,18,258/- per month (Rupees Three Lacs Eighteen Thousand Two Hundred Fifty Eight only) w.e.f. 1st January, 2018.

The remuneration payable to him commensurate with responsibilities conferred to him. The remuneration has been approved by Nomination & Remuneration Committee as per Schedule V of the Companies Act, 2013.

The Board of Directors recommends passing by the Ordinary Resolution at Item No. 6 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Ajay Gupta, in the resolution set out at Item No. 6.

Item No. 7: Revision in the Remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Whole Time Director/ Executive Director of the Company

In the 28th Annual General Meeting of the Company held on September 27, 2017, Shri Abhaykumar Rajendrakumar Sharma was appointed as Executive Director/ Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Mokhra (Haryana) for a period of two years w.e.f. 1st April, 2017.

The Board, in view of his contributions to the Company's business and experience he holds and on recommendation of Nomination and Remuneration Committee, recommends the increase in monthly remuneration of Shri Ajay Gupta, Whole Time Director/ Executive Director and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance and Special Allowance aggregating to ₹2,49,016/- per month (Rupees Two Lacs Forty Nine Thousand Sixteen only) w.e.f. 1st January, 2018.

The remuneration payable to him commensurate with responsibilities conferred to him. The remuneration has been approved by Nomination & Remuneration Committee as per Schedule V of the Companies Act, 2013.

The Board of Directors recommends passing by the Ordinary Resolution at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Abhaykumar Rajendrakumar Sharma, in the resolution set out at Item No. 7.

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 2018-19.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), to conduct the audit of the cost records of the Company for the financial year ending on 31st



March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought to ratify the remuneration being payable to the Cost Auditors.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 8.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

Regd. Office:

1501, Vikram Tower,
Rajendra Place,
New Delhi - 110008
CIN: L24119DL1989PLC036264
NEW DELHI,
AUGUST 14, 2018

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

Sd/-
NIKITA BAHL
Company Secretary



Details of Directors who are retiring by rotation and seeking Re-appointment at the Annual General Meeting

Particulars	Shri Ajay Gupta	Shri Abhaykumar-Rajendrakumar Sharma
Date of Birth	August 26, 1961	May 24, 1963
Qualification	- B.Tech Chemical Engg. - DIM (Diploma in Management)	B.E.(Chemical)
Expertise in Functional Area	Shri Ajay Gupta has vast experience of 35 years in Agro Industries.	Shri Abhaykumar Rajendrakumar Sharma has vast experience of over 31 years in the fields of Manufacturing, handling various Projects, Exhibition and Techno Commercial.
Directorship in Other Companies	Nil	Nil
Membership/Chairmanship of Committees across all other Companies	Nil	Nil



INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes through electronic means on all the resolutions set out in the Notice of Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

E-Voting is optional and members shall have the option to vote either through e-Voting or in person at the General Meeting.

2. The process and instructions for Remote e-Voting are as under:

- (i) The voting period begins on 25th September, 2018 from 9:30 A.M. and ends on 27th September, 2018 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iv) Click on "Shareholders"/"Members".
- (v) Now Enter your User-ID
 - a. For CDSL: 16 digits Beneficiary-ID,
 - b. For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <i>*Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on "Instructions for e-voting" slip indicated in the PAN field.</i>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "BHARAT RASAYAN LIMITED" to cast your vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed login password then Enter the User-ID and the Image Verification Code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Notes for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or may contact at Contact No. : **Toll free: 1800-225-533** - Monday to Friday, 10:00 A.M. to 6:00 P.M.

3. General Instructions

- (i) The e-Voting period commences on 25th September, 2018 (9:30 A.M.) and ends on 27th September, 2018 (5:00 P.M). In case you have any queries or issues regarding e-Voting, please contact helpdesk.evoting@cdslindia.com. During this period, the shareholders of the Company, holding shares either in physical mode or dematerialised mode, as on the cut-off date of September 21st, 2018, may cast their votes electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018.
- (iii) The Board of Directors of the Company has appointed Mrs. Mamta Jain, a Practicing Company Secretary as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-Voting period, unlock the votes in presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (v) The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bharatgroup.co.in and on the website of CDSL e-Voting www.evotingindia.com within two days of passing of the Resolutions at the 29th Annual General Meeting of the Company and communicated to Stock Exchange where the Company's shares are listed.

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

Regd. Office:

1501, Vikram Tower,
Rajendra Place,
New Delhi – 110008
CIN: L24119DL1989PLC036264
NEW DELHI
AUGUST 14, 2018

Sd/-
(NIKITA BAHL)
Company Secretary

Bharat RASAYAN LIMITED

Regd. Office : 1501, Vikram Tower, Rajendra Place, New Delhi - 110 008

Phone No. : 011-43661111, **Fax No. :** 011-43661100

Email-ID : investors.brl@bharatgroup.co.in, **Website :** www.bharatgroup.co.in

CIN : L24119DL1989PLC036264

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./DP ID & Client ID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- Name : _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him/her
- Name : _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him/her
- Name : _____ Address: _____
E-mail ID: _____ Signature: _____

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 10:30 A.M. at Apsara Grand Banquets, A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	No. of Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
ORDINARY BUSINESS				
1.	Adoption of Accounts			
2.	Declaration of Dividend			
3.	Rotation of Director			
4.	Rotation of Director			
5.	Ratification of appointment of Auditors			
SPECIAL BUSINESS				
6.	Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive Director of the Company			
7.	Revision in the Remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Whole Time Director/ Executive Director of the Company			

Item No.	Description	No. of Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
8.	Ratification of remuneration payable to M/s. M.K. Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2018-19			

Please
affix
Revenue
Stamp

Signed thisday of2018.

(Signature of the shareholder)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the **FOR/AGAINST** column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he or she may deem appropriate.

Bharat RASAYAN LIMITED

Regd. Office : 1501, Vikram Tower, Rajendra Place, New Delhi - 110 008

Phone No. : 011-43661111, **Fax No. :** 011-43661100

Email-ID : investors.brl@bharatgroup.co.in, **Website :** www.bharatgroup.co.in

CIN : L24119DL1989PLC036264

ATTENDANCE SHEET

29th ANNUAL GENERAL MEETING

FRIDAY, 28th SEPTEMBER, 2018, AT 10:30 A.M. AT

APSARA GRAND BANQUETS

A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063

Name of the Shareholder/Proxy*	
Folio No. / DP ID & Client ID*	
Address	
No. of shares held	

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

**(Signature of the shareholder/proxy*
to be signed at the attendance counter)**

*Delete whichever is not applicable

Note : Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and handover at the entrance gate. Only Members or their Proxies are entitled to be present at the Meeting.

ROUTE MAP

