



# **Bharat RASAYAN LIMITED**

*( ISO 9001 : 2008, 14001 : 2004 & OHSAS 18001 : 2007 CERTIFIED COMPANY )*



## **26TH ANNUAL REPORT 2014-2015**



**BOARD OF DIRECTORS**

**Promoter Directors**

**S. N. GUPTA** Chairman & Managing Director  
**M. P. GUPTA** Whole Time Director  
**R. P. GUPTA** Whole Time Director

**Other Directors**

**V. K. SHARMA** Director (Executive)  
**PANKAJ GUPTA** Director (Independent & Non-Executive)  
**RAM KANWAR** Director (Independent & Non-Executive)  
**AMIT GUPTA** Director (Independent & Non-Executive)  
**SUJATA AGARWAL** Director (Independent & Non-Executive)

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**NIKITA BAHL**

**CHIEF FINANCIAL OFFICER**

**RAKESH KUMAR VERMA**

**AUDITORS**

**M/S. B. K. GOEL & ASSOCIATES**  
Chartered Accountants  
P-16, N.D.S.E.-II, New Delhi - 110 049.

**COST AUDITORS**

**M/S. M. K. SINGHAL & CO.**  
Cost Accountants  
"Panchvati", Opp. M.M.College, Modinagar - 201 204 (U.P.).

**BANKERS**

- **STATE BANK OF INDIA** - **HDFC BANK LIMITED**  
- **AXIS BANK LIMITED** - **YES BANK LIMITED**

**REGISTERED OFFICE**

Address : 1501, Vikram Tower, Rajendra Place, New Delhi - 110 008.  
CIN : L24119DL1989PLC036264  
Email-Id : investors.brl@bharatgroup.co.in

**FACTORY**

**Unit-I** 2 KM Stone, Madina-Mokhra Road, Village Mokhra,  
Distt. Rohtak - 124 022 (Haryana).  
**Unit-II** 42/4, Amod Road, GIDC, Industrial Estate, Dahej,  
Distt. Bharuch - 392 130 (Gujarat)

**REGISTRAR & SHARE TRANSFER AGENT**

**M/S. LINK INTIME INDIA PVT. LIMITED**  
44, Community Centre, 2nd Floor, Naraina Industrial Area,  
Phase-I, Near PVR, Naraina, New Delhi - 110 028.  
Tel. Nos. : 91-11-41410592-94, Fax No : 91-11-41410591  
E-mail ID : delhi@linkintime.co.in

Members may please note that  
no gifts/coupons shall be  
distributed at the meeting

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## **NOTICE**

Notice is hereby given that **Twenty Sixth Annual General Meeting** of the Company will be held on Monday, the 28<sup>th</sup> day of September, 2015 at 10:30 A.M. at Satyam Banquets, 6, Bhera Enclave, Paschim Vihar, Outer Ring Road, New Delhi-110087, 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, 2015, 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 31<sup>st</sup> March, 2015.

#### **Item No. 3: Rotation of Director**

To appoint a Director in place of Shri M.P.Gupta (DIN:00014681), who retires by rotation and being eligible, seeks re-appointment.

#### **Item No. 4: Rotation of Director**

To appoint a Director in place of Shri R.P.Gupta (DIN:00048888), 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 B.K.Goel & Associates, Chartered Accountants (Firm Registration No. 016642N), 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: Re-appointment of Shri V.K.Sharma as Whole Time Director of the Company**

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 Sections 152, 164, 165, 167, 196 and Schedule-V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other provision of the Companies Act, 2013, applicable if any, 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 reappoint Shri V.K.Sharma (DIN:05106079) as a Whole-Time Director of the Company designated as “Executive Director” and “Key Managerial Personnel” for a period starting from 1<sup>st</sup> June, 2015 to 31<sup>st</sup> December, 2016 subject to an approval of Company’s shareholders as required under applicable provisions of the Companies Act, 2013, read with Schedule-V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Shri V.K Sharma, Whole Time Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to ₹1,90,895/- per month (Rupees One Lakh Ninety Thousand Eight Hundred Ninety Five only) w.e.f. 1<sup>st</sup> June, 2015.



**RESOLVED FURTHER THAT** in addition to above mentioned remuneration, Shri V.K.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. 1<sup>st</sup> June, 2015:

- i. Perquisites in the nature of Reimbursement of Medical Expenses, Books & Periodicals, Petrol and Driver's Salary/Helper Allowance subject to the maximum of ₹12,250/- per month.
- ii. The aggregate amount of Performance Incentives & others, if any, provided by the Company shall be valued as per Income Tax Act, 1961 and Rules framed thereunder and shall be restricted to ₹13,000/- per month.
- iii. 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.
- iv. Encashment of unavailed leaves as per the Rules of the Company, at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- v. The Company may provide Car for business of the Company. Provision of car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company and paid by him.
- vi. The Company may provide Mobile and Telephone facility at residence of Shri V.K.Sharma. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- vii. The Premium for a Floater Family Mediciam Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum.

**RESOLVED FURTHER THAT** Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary to give effect to the above resolution."

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

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 186 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to invest and/or make loan(s) in one or more trenches 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 ₹5,00,00,00,000/- (Rupees Five Hundred Crores only) from time to time in one or more trenches.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is here by authorized to take all the 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 2015-16**

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 31<sup>st</sup> March, 2016, amounting to ₹1,45,000/- (Rupees One Lakh Forty-five Thousand only) as also the payment of service 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** the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”

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

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

**“RESOLVED THAT** in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Sections 197, 198, Schedule-V of the Companies Act, 2013, or any other applicable provision of the Companies Act, 2013, and the Rules framed thereunder, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to pay the Commission based on Profit of the Company for a particular financial year 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.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to this resolution.”

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

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

**“RESOLVED THAT**, in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 181 & other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (including Committee of Directors & and such other Committee as may formed thereof) 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 ₹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.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion deem necessary and / or expedient for implementing and giving effect to this resolution.”

**Regd. Office:**

1501, Vikram Tower,  
Rajendra Place,  
New Delhi – 110008  
CIN: L24119DL1989PLC036264  
**New Delhi**  
**August 12, 2015**

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.
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.** 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 21<sup>st</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive) in terms of the provisions of the Companies Act, 2013, and the Listing Agreement 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 on 21<sup>st</sup> September, 2015.
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 Share 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 Shares 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 21<sup>st</sup> 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 & Transfer Agents (RTA), 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. 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.
11. 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.
12. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.
13. 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 Share 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.
14. 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 and Share Transfer Agent for registration of such transfer of shares.
15. 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.
16. 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

17. ***Shareholders who have not encashed/received dividends declared and paid by the Company for different financial years commencing from financial year 2007-08 may please approach the Company for payment of such unpaid dividend/s, failing which their unclaimed dividend shall be transferred to Investor Education Protection Fund in accordance with provisions contained in Section 205C of Companies Act, 1956.***
18. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is annexed to this notice.



## **EXPLANATORY STATEMENT**

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

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

Shri V.K.Sharma (DIN:05106079) was appointed as an Executive Director by the shareholders of the Company in their 25th Annual General Meeting held on 29<sup>th</sup> September, 2014 for a period commencing from 24<sup>th</sup> October, 2013 upto 31<sup>st</sup> May, 2015. The present term of Shri V.K.Sharma expired on 31<sup>st</sup> May, 2015, the Board of Directors of the Company in its meeting held on 29<sup>th</sup> May, 2015 accorded its approval for reappointment of Shri V.K.Sharma on the recommendation and approval of Nomination and Remuneration Committee for a period starting from 1<sup>st</sup> June, 2015 to 31<sup>st</sup> December, 2016 on the terms and conditions which are mentioned below subject to confirmation by the shareholders of the Company.

- i. Basic Salary, House Rent Allowance, Transport Allowance, Special Allowance aggregating to ₹1,90,895/- per month (Rupees One Lakh Ninety Thousand Eight Hundred Ninety Five only).
- ii. Perquisites in the nature of Reimbursement of Medical Expenses, Books & Periodicals, Petrol and Driver's Salary/ Helper Allowance subject to the maximum of ₹12,250/- per month (Rupees Twelve Thousand Two Hundred Fifty only).
- iii. The aggregate amount of Performance Incentives & others, if any, provided by the Company shall be valued as per Income Tax Act, 1961, and Rules framed thereunder and shall be restricted to ₹13,000/- per month (Rupees Thirteen Thousand only).
- iv. 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.
- v. Encashment of unavailed leaves as per the rules of the Company, at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- vi. The Company may provide Car for business of the Company. Provision of car for use on Company's business will not be considered as perquisites. Use of Car for private purpose shall be billed by the Company and paid by him.
- vii. The Company may provide Mobile and Telephone facility at residence of Shri V.K.Sharma. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- viii. The Premium for a Floater Family Mediciclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousand only).

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 6.

Except Shri V.K.Sharma, no other Director or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution.

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

As per Section 186 of the Companies Act, 2013, the Board of Directors shall not acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding the limit of 60% of the Paid-up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher, except with the consent of the shareholders accorded by way of a special resolution.

It is, therefore, necessary for the shareholders to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice, to





enable to the Board of Directors to invest and/or make loan(s) in one or more trenches 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 up to an amount not exceeding ₹5,00,00,00,000/- (Rupees Five Hundred Crores only) in aggregate, notwithstanding that the aggregate of the investment(s) and loan(s) so far made or to be made may exceed the limit of 60% of the Paid-up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 7.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this 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**

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 31<sup>st</sup> March, 2016. 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 or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution.

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

The members of the Company in the Annual General Meeting held on 29<sup>th</sup> September, 2014 approved the payment of the Commission based on Profits of the Company for a particular year 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 ratio 55:25:20 respectively. The Profit based Commission is payable to them in addition to their monthly remuneration approved by the members of the Company. With the increase in responsibilities of Shri R.P.Gupta, Whole Time Director of the Company, the Company with the approval of shareholders of the Company in the upcoming Annual General Meeting of the Company wants to change the ratio of profit sharing commission in the manner 25:25:50 of Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company respectively. The resolution provides only for re-distribution of Profit based Commission and does not propose any additional financial burden on the Company.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 9.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in this Resolution except Shri S.N.Gupta, Chairman & Managing Director, Shri M.P.Gupta and Shri R.P.Gupta, Whole Time Directors of the Company to the extent of the Commission that may be payable to them each year.

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

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bonafide charitable and other funds, any amount the aggregate of which,



in any financial year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of the Companies Act, 2013, for the three immediately preceding financial year(s).

Approval of the members is necessary for any contribution to charitable and community development activity if such contribution in any financial year exceeds the limits prescribed in the Section.

With the view to conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same time addressing stakeholders' expectations, your Company wants to make contribution to charitable and community development activity.

The Board of Directors wish to contribute an amount exceeding the limits as provided in the law and for this purpose Shareholders' approval is sought to contribute/ donate upto an amount of ₹5.00 crores only in any financial year. The contribution/donations for the above said purposes will not be made for the purpose which is directly related to the business of the Company or for the welfare of its employees.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 10.

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

**Regd. Office:**

1501, Vikram Tower,  
Rajendra Place,  
New Delhi – 110008  
CIN: L24119DL1989PLC036264  
**New Delhi**  
**August 12, 2015**

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

**Sd/-**  
**(Nikita Bahl)**  
**Company Secretary**