

30th ANNUAL REPORT 2018-2019



Bharat RASAYAN LIMITED

(ISO 9001 : 2015, 14001 : 2015 & OHSAS 45001 : 2018 CERTIFIED COMPANY)



BOARD OF DIRECTORS

Promoter Directors

Shri Sat Narain Gupta	Chairman & Managing Director
Shri Mahabir Prasad Gupta	Whole Time Director
Shri Rajender Prasad Gupta	Whole Time Director

Other Directors

Shri Ajay Gupta	Director (Executive)
Shri Kamleshwar Prasad Uniyal	Director (Executive)
Shri Pankaj Gupta	Director (Independent & Non-Executive)
Shri Ram Kanwar	Director (Independent & Non-Executive)
Smt. Sujata Agarwal	Director (Independent & Non-Executive)
Shri Suresh Kumar Garg	Director (Independent & Non-Executive)
Shri Rajesh Gupta	Director (Independent & Non-Executive)

SENIOR MANAGEMENT

Mr. Rakesh Verma	Chief Financial Officer
Ms. Nikita Chadha	Company Secretary

STATUTORY AUDITORS

M/S. R. D. GARG & CO.
Chartered Accountants
20, Ansari Road, Darya Ganj, New Delhi - 110 002.

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
- YES BANK LIMITED

REGISTERED OFFICE

Address : 1501, Vikram Tower, Rajendra Place,
New Delhi - 110 008.
CIN : L24119DL1989PLC036264
Email-Id : investors.br1@bharatgroup.co.in
Website : www.bharatgroup.co.in

FACTORIES

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 & TRANSFER AGENT

M/S. LINK INTIME INDIA PVT. LIMITED
Noble Heights, 1st Floor, Plot NH 2,
C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058.
Tel. Nos. : 91-11-41410592-94, Fax No : 91-11-41410591
E-mail ID : delhi@linkintime.co.in



Contents

From the Desk of Chairman	1
Financial Highlights	3
Notice	4
Board's Report	36
Secretarial Audit Report	58
Management Discussion & Analysis Report	63
Corporate Governance Report	67
Independent Auditors' Report	86
Balance Sheet	94
Statement of Profit & Loss	96
Cash Flow Statement	98
Notes to the Financial Statements	102
Notes to Accounts	111



FROM THE DESK OF CHAIRMAN

Dear Members,

I have great pleasure in extending you all a warm welcome to our 30th Annual General Meeting of Bharat Rasayan Limited. On behalf of the Board of Directors and my colleagues, I thank you all for your kind presence here today. The Meeting called to order. Notice of the Annual General Meeting alongwith Explanatory Statement with the consent of the members taken as read. The Audited Financial Statements including Balance Sheet as at 31st March, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date with the consent of the members taken as read. Corporate Governance Report, Board's and Auditor's Report for the year ended 31st March, 2019 with the consent of the members taken as read.

It's a pleasure to share with you the highlights of the progress being made by the Company since we met approximately twelve months back.

Business Performance

FY 2018-19 was a challenging year, attributed to external and internal factors. Externally, environmental crackdowns in China continued and disrupted operations of several upstream suppliers, some of whom even shut down. This triggered a raw material scarcity and led to price hikes. Closer home, erratic monsoon, uneven rainfall distribution and its prolonged withdrawal in certain locations led to a drastic shifting in crop and pest load, along with rural distress.

Amidst a challenging scenario, our strong portfolio, distribution network and brand equity enabled us to deliver a steady performance. It gives me great pleasure to share with you an update on the overall performance of your Company which performed well and delivered another year of profit. I am glad to inform you that your Company continues to perform well on a sustained basis. Your Company achieved a turnover of ₹ 992.18 crores registering an increase of about 22.43% over previous year turnover of ₹810.40 crores and earned a Profit before Tax (PBT) of ₹ 155.13 crores and Profit after Tax (PAT) of ₹ 111.52 crores.

Our international business performed well. Disruptions in China led to customers looking for better avenues for consistent and reliable supply of agro chemical products. A proven track record, worked in our favour. We added new customers, achieved new product registrations and also retained existing customers through strong customer relations management.

We are making the right investments to scale this business higher. We have already made investments towards expanding our manufacturing capacities, setting up new capacities for critical inputs as part of backward integration, acquiring more product registrations and thrust on R&D for developing relevant products for key markets.

Agro Economy Overview

Agrochemicals are chemicals that help boost crop productivity through prevention of destruction of crops by pests such as insects, weeds, fungus, etc. The global economy, in general, and Indian, in particular, is facing a multitude of challenges such as to feed an ever growing population, reducing arable land bank and dealing with adverse climatic changes. Under such circumstances, the traditional methods of growing more crops are rendered inadequate. There is a growing acceptance to launch advanced agrochemical solutions to achieve higher field productivity.

Agriculture which contributes to 16% of the GDP and provides employment to nearly half of the country's population, plays an important role in the Indian economy. India is a leading farm producer as well as an exporter of many agro commodities. Its agro economy faces multiple challenges which is reflected in the relatively lower productivity compared to the advanced economies of the world. Science provides solutions to address some of these challenges and in turn, these provide opportunities for businesses involved in agriculture inputs.



Indian agriculture is on a growth path, with an increase in investments and private funding in the past few years. The sector is expected to grow with better momentum in the next few years, owing to an increase in investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. Factors such as reduced transaction costs, time, better port gate management and fiscal incentives will also contribute to this upward trend. Furthermore, the increased use of genetically modified crops is also expected to better the yield of the Indian farmers.

Dividend

Considering the consistent profits being made by the Company, your Directors have recommended a dividend of ₹ 1.50 (i.e. 15%) per equity share for the financial year 2018-19.

Health, Safety and Environment

Your Company continues to conduct business with a strong commitment for environment preservation, sustainable development, safe workplaces and enrichment of the quality of life of its stakeholders and the community at large by maintaining the required ISO standards Certification.

Acknowledgement

Before I conclude, I would like to place on record my appreciation to all my colleagues on the Board, past and present, for their valuable contribution in the growth of the Company. Finally, I would like to thank you, our valued shareholders, for your unwavering support in our journey to deliver value to all our stakeholders.

Thank you, ladies and gentlemen.

SAT NARAIN GUPTA

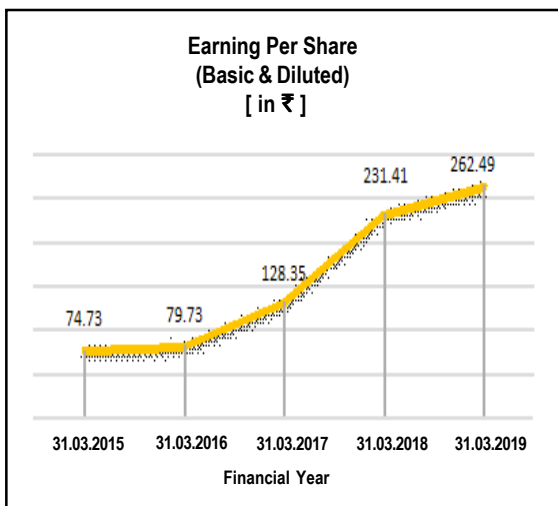
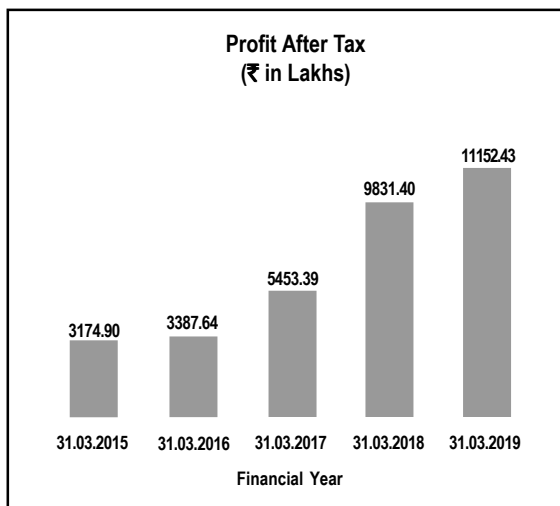
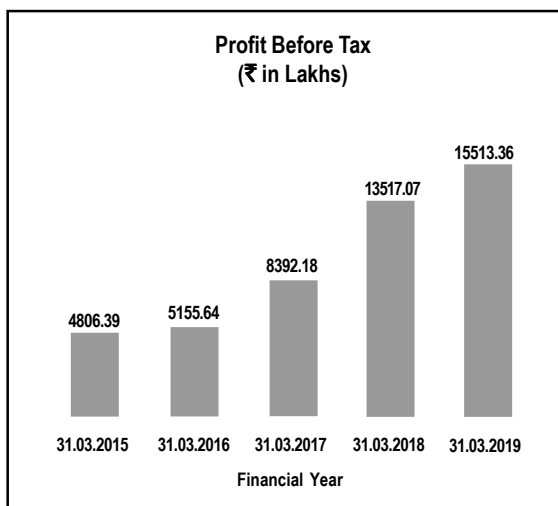
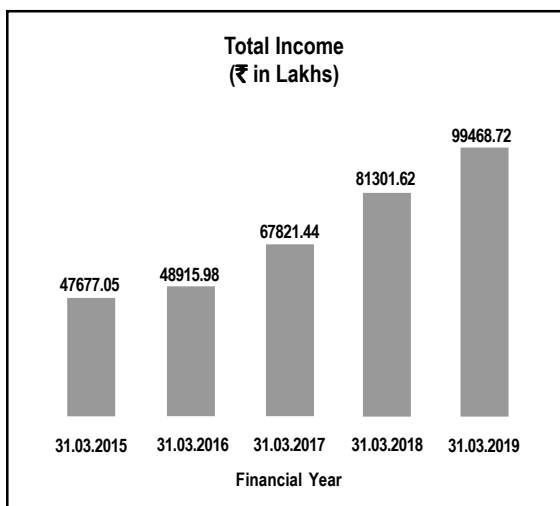
Chairman & Managing Director



FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	Financial Year ended				
	31.03.2015	31.03.2016	31.03.2017	31.03.2018	31.03.2019
Total Income	47,677.05	48,915.98	67,821.44	81,301.62	99,468.72
Profit Before Tax	4,806.39	5,155.64	8,392.18	13,517.07	15,513.36
Profit After Tax	3,174.90	3,387.64	5,453.39	9831.40	11,152.43
EPS (Basic & Diluted) [Face Value ₹10] (in ₹)	74.73	79.73	128.35	231.41	262.49





NOTICE

Notice is hereby given that **Thirtieth Annual General Meeting** of the Company will be held on Wednesday, the 25th day of September, 2019 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, 2019, 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, 2019.

Item No. 3: Rotation of Director

To appoint a Director in place of Shri Sat Narain Gupta (DIN:00024660), who retires by rotation and being eligible, seeks re-appointment.

Item No. 4: Rotation of Director

To appoint a Director in place of Shri Mahabir Prasad Gupta (DIN:00014681), 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 Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Former 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, 203 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon the recommendation 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), Former Whole Time Director / Executive Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Mokhra (Haryana).

RESOLVED FURTHER THAT Shri Abhaykumar Rajendrakumar Sharma, Former Whole Time Director / Executive Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance, Special Allowance and Washing Allowance aggregating to ₹3,48,918/- per month (Rupees Three Lakh Forty Eight Thousand Nine Hundred Eighteen only) w.r.e.f. 1st September, 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.r.e.f. September 1, 2018:

- i) Contribution to Employees Provident Fund (EPF) and Gratuity 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 the residence of 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 Mediclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as a Whole Time Director / Executive Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 27.09.2017 shall remain unchanged.

RESOLVED FURTHER THAT upon recommendation 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 provide increment as and when required subject to the provisions of the Companies Act, 2013 and the 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, Whole Time 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: 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, 203 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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).

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 ₹3,86,383/- per month (Rupees Three Lakh Eighty Six Thousand Three Hundred Eighty Three only) w.r.e.f. 1st September, 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.r.e.f. September 1, 2018:

- i) Contribution to Employees Provident Fund (EPF) and Gratuity 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 the residence of 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 except for the aforesaid revision in salary, all other terms and conditions of his appointment as a Whole Time Director / Executive Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 27.09.2017 shall remain unchanged.

RESOLVED FURTHER THAT upon recommendation 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 provide increment as and when required subject to the provisions of the Companies Act, 2013 and the 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, Whole Time 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. 8: Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years

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 Articles of Association of the Company and pursuant to Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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 for the re-appointment of Shri Sat Narain



Gupta (DIN:00024660) as Chairman & Managing Director and Key Managerial Personnel of the Company for a further period of five (5) years with effect from 1st April, 2019 to 31st March, 2024 at a monthly basic salary of ₹1,75,000/- (Rupees One Lakh Seventy Five Thousands only) along with various perquisites.

RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Sat Narain Gupta will also be entitled to the commission and various perquisites which are within the permissible limits of the Companies Act, 2013 with effect from 1st April, 2019:

PERQUISITES

- 1) Contribution to Employees Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites and will not be taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- 2) **Housing** - In case the hired accommodation is provided by the Company, the expenditure by the Company on hiring unfurnished accommodation for him will be subject to the ceiling of sixty percent of his salary over and above ten percent payable by him.
- 3) The Premium for a Floater Family Mediciclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).
The aggregate monetary value of the above perquisites shall not exceed his annual salary.
- 4) The Company shall provide car with driver and mobile/landline telephone at his residence. However, provision of car for use on Company's business and mobile/telephone at residence will not be considered as perquisites. Personal long distance calls on mobile/telephone and use of car for private purpose shall be billed by the Company and paid by him.

RESOLVED FURTHER THAT upon recommendation 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 provide increment as and when required subject to the provisions of the Companies Act, 2013 and the corresponding rules read with Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 203 of the Companies Act, 2013 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders of the Company be and is hereby granted for continuation of holding of office of Chairman and Managing Director by Shri Sat Narain Gupta (DIN:00024660) who has attained the age of 70 (Seventy) years on April 5, 2018 for a further period of five (5) years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

Item No. 9: Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681), Whole Time 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 Articles of Association of the Company and pursuant to Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies



(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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 for the re-appointment of Shri Mahabir Prasad Gupta (DIN:00014681) as Whole Time Director and Key Managerial Personnel of the Company for a further period of five (5) years with effect from 1st April, 2019 to 31st March, 2024 at a monthly basic salary of ₹78,125/- (Rupees Seventy Eight Thousands One Hundred Twenty Five only) along with various perquisites.

RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Mahabir Prasad Gupta will also be entitled to the commission and various perquisites which are within the permissible limits of the Companies Act, 2013, with effect from 1st April, 2019:

PERQUISITES

- 1) He shall be entitled to House Rent Allowance @60% of his basic salary amounting to ₹46,875/- (Rupees Forty Six Thousand Eight Hundred Seventy Five only) per month.
- 2) Contribution to Employees Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites and will not be taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- 3) The Premium for a Floater Family Mediciam Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).
The aggregate monetary value of the above perquisites shall not exceed his annual salary.
- 4) The Company shall provide car with driver and mobile/landline telephone at his residence. However, provision of car for use on Company's business and mobile/telephone at residence will not be considered as perquisites. Personal long distance calls on mobile/telephone and use of car for private purpose shall be billed by the Company and paid by him.

RESOLVED FURTHER THAT upon recommendation 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 provide increment as and when required subject to the provisions of the Companies Act, 2013 and the corresponding rules read with Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

Item No. 10: Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888), Whole Time 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 Articles of Association of the Company and pursuant to Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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 for the re-appointment of Shri Rajender Prasad Gupta (DIN:00048888) as Whole Time Director and Key Managerial Personnel of the Company for a further period of five (5) years with effect from 1st April, 2019 to 31st March, 2024 at a monthly



basic salary of ₹62,500/- (Rupees Sixty Two Thousands Five Hundred only) along with various perquisites.

RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Rajender Prasad Gupta will also be entitled to the commission and various perquisites which are within the permissible limits of the Companies Act, 2013, with effect from 1st April, 2019:

PERQUISITES

- 1) **Housing** - He shall be entitled to house rent allowance @ 60% of his basic salary, amounting to ₹37,500/- (Rupees Thirty Seven Thousand Five Hundred only).
- 2) Contribution to Provident Fund and Employees Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites and will not be taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- 3) The Premium for a Floater Family Medclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).
The aggregate monetary value of the above perquisites shall not exceed his annual salary.
- 4) The Company shall provide car with driver and mobile/landline telephone at his residence. However, provision of car for use on Company's business and mobile/telephone at residence will not be considered as perquisites. Personal long distance calls on mobile/telephone and use of car for private purpose shall be billed by the Company and paid by him.

RESOLVED FURTHER THAT upon recommendation 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 provide increment as and when required subject to the provisions of the Companies Act, 2013 and the corresponding rules read with Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

Item No. 11: Reappointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Mokhra (Haryana)

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 Article of Association of the Company and pursuant to Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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 for the re-appointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) as an 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 further period of two years with effect from 1st April, 2019, on the terms and conditions as approved by the resolution passed by the shareholders of the Company in the Notice of Annual General Meeting at Item No. 6.



RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time 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. 12: 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, 203 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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), Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat) with retrospective effect from 1st January, 2019.

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/Washing Allowance and Special Allowance aggregating to ₹4,21,157/- per month (Rupees Four Lakh Twenty One Thousand One Hundred Fifty Seven only) with retrospective effect from 1st January, 2019.

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 with retrospective effect from 1st January, 2019:

- i) Contribution to Employees Provident Fund (EPF) and Gratuity 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 the residence of 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 upon recommendation 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 provide increment as and when required subject to the provisions of the Companies Act, 2013 and the 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, Whole Time 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. 13: Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat)

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 Articles of Association of the Company and pursuant to Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of Nomination and Remuneration Committee, the approval of the shareholders of the Company to reappoint Shri Ajay Gupta (DIN:02187741) as an 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 further period of two years with effect from 1st April, 2019, on the terms and conditions as approved by the resolution passed by the shareholders of the Company in the Notice of Annual General Meeting at Item No. 12.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time 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. 14: Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides Limited

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with M/s Bharat Insecticides Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, to enter into one or more Material Related Party Transactions upto a maximum amount of ₹60 crore from the financial year 2018-19 and onward with yearly increase of upto 20% every year in the value of such transactions subject to the conditions that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents any writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to Committee of Directors of the Company as it may consider appropriate in order to give effect to above Resolution."



Item No. 15: Approval for Material Related Party Transaction(s) with M/s B R Agrotech Limited

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party Transactions [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with M/s B R Agrotech Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, to enter into one or more Material Related Party Transactions upto a maximum amount of ₹250 crore from the financial year 2018-19 and onward with yearly increase of upto 20% every year in the value of such transactions subject to the conditions that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents any writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to Committee of Directors of the Company as it may consider appropriate in order to give effect to above Resolution."

Item No. 16: Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN: 08394485)

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 Sections 152, 161 and any other applicable provisions 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) and in accordance with SEBI (LODR) Regulations, 2015, Shri Kamleshwar Prasad Uniyal (DIN:08394485), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time 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. 17: Appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Mokhra (Haryana)

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 Articles of Association of the Company and pursuant to Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation 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 for the appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an 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 from 30th March, 2019 to 15th June, 2020.

RESOLVED FURTHER THAT Shri Kamleshwar Prasad Uniyal, Executive Director / Whole Time Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance, Special Allowance and Washing Allowance aggregating to ₹2,24,800/- per month (Rupees Two Lakh Twenty Four Thousand Eight Hundred only) w.e.f. 30.03.2019.

RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Kamleshwar Prasad Uniyal 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. 30.03.2019:

- i) 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.
- ii) Ex-Gratia and/or Bonus and encashment of unavailed leaves as per the rules of the Company.
- iii) The Company may provide a car to Shri Kamleshwar Prasad Uniyal. However, provision of car for use on Company's business will not be considered as perquisites. Cost of petrol and repair & maintenance of car shall be billed by the Company and paid by him.
- iv) The Company may provide mobile or telephone at the residence of Shri Kamleshwar Prasad Uniyal. 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 upon recommendation 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 provide increment as and when required subject to the provisions of Companies Act, 2013 and the 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, Whole Time 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. 18: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20

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, 2020, amounting to ₹1,55,000/- (Rupees One Lakh Fifty Five Thousands only) as 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, Whole Time Directors of the Company be and are hereby severally authorized to take all the necessary steps in this regard."

Item No. 19: 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 a "**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 including monthly remunerations payable to Shri Sat Narain Gupta (DIN:00024660), Shri Mahabir Prasad Gupta (DIN:00014681) and Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Directors of the Company in the manner 2.5%:2.5%:5.0% of Net Profit respectively w.e.f. the financial year 2018-19.

RESOLVED FURTHER THAT the Board of 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 above resolution."

Item No. 20: Approval of Reappointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive Independent 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 Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule-IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to approve the re-appointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive Independent Director of the Company for a period of five years with effect from 1st July, 2019 and whose office shall not be liable to retire by rotation.



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

Item No. 21: Approval of Reappointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years

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 Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule-IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to approve the re-appointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company for a period of five years with effect from 1st July, 2019 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any other applicable law, the continuation of Directorship of Shri Ram Kanwar (DIN: 02277237) w.r.e.f. 23rd May, 2019 for the previous term of his office till 30th June, 2019 as an Independent Director and also for a period of five years with effect from 1st July, 2019 as an Independent Director, be and is hereby approved.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time 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. 22: Approval of Reappointment of Smt. Sujata Agarwal (DIN:06958738) as Non-Executive Independent 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 Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule-IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to approve the re-appointment of Smt. Sujata Agarwal (DIN: 06958738) as Non-Executive Independent Director of the Company for a period of five years with effect from 1st September, 2019 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time 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. 23: Approval of Amendment of Articles of Association 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 14 and all other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, replacement and substitution of the existing Articles of Association of the Company with the Articles of Association, be and is hereby approved, and the substituted Articles be adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Regd. Office:

1501, Vikram Tower,
Rajendra Place,
New Delhi - 110008
CIN: L24119DL1989PLC036264
NEW DELHI,
AUGUST 14, 2019

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

Sd/-
NIKITA CHADHA
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.** 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 19th September, 2019 to 25th September, 2019 (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 18th September, 2019.
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 Registrar & Transfer Agent (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 (DPs) 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 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 (IEPF) in accordance with provisions contained in Section 125 of the Companies Act, 2013 erstwhile Section 205C of the Companies Act, 1956.**
19. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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: Revision in the Remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742), Former 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 Abhaykumar Rajendrakumar Sharma, Whole Time Director/ Executive Director and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance, Special Allowance and Washing Allowance aggregating to ₹3,48,918/- per month (Rupees Three Lakh Forty Eight Thousand Nine Hundred Eighteen only) w.r.e.f. 1st September, 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 the resolution for shareholders' approval at Item No. 6.

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. 6.

Item No. 7: 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 ₹3,86,383/- per month (Rupees Three Lakh Eighty Six Thousand Three Hundred Eighty Three only) w.r.e.f. 1st September, 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 the resolution for shareholders' approval at Item No.7.

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. 7.

Item No. 8: Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years

Shri Sat Narain Gupta (DIN:00024660) has been working as Chairman & Managing Director of the Company for last many years. The present term of Shri Sat Narain Gupta expired on 31st March,



2019. Keeping in view the enormous progress that the Company has made in last many years under the leadership and guidance of Shri Sat Narain Gupta, the Board of Directors of the Company in its meeting held on 14th February, 2019 accorded its approval for re-appointment of Shri Sat Narain Gupta for a further period of five years with effect from 1st April, 2019 upon recommendation of Nomination and Remuneration Committee, on the same terms and conditions as mentioned below subject to a confirmation by the shareholders of the Company. The existing principle terms and conditions of Shri Sat Narain Gupta's re-appointment are as follows:

Period of Agreement - from 01.04.2019 to 31.03.2024

(A) BASIC SALARY

₹1,75,000/- (Rupees One Lakh Seventy Five Thousands only) with authority to the Board to re-fix his salary from time to time within the Agreement period, keeping into view his performance and the ceilings, if any, fixed by statute.

Shri Sat Narain Gupta will also be entitled to the commission and various perquisites which are within the permissible limits of the Companies Act, 2013 with effect from 1st April, 2019.

(B) PERQUISITES

- 1) Contribution to Employees Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites and will not be taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- 2) **Housing** - In case the hired accommodation is provided by the Company, the expenditure by the Company on hiring unfurnished accommodation for him will be subject to the ceiling of sixty percent of his salary over and above ten percent payable by him.
- 3) The Premium for a Floater Family Mediclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).
The aggregate monetary value of the above perquisites shall not exceed his annual salary.
- 4) The Company shall provide car with driver and mobile/landline telephone at his residence. However, provision of car for use on Company's business and mobile/telephone at residence will not be considered as perquisites. Personal long distance calls on mobile/telephone and use of car for private purpose shall be billed by the Company and paid by him.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April, 2014 and also for an abundant precaution and as per the requirement of the Schedule-V Part I (c) of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of their term of appointment under the provisions of Sections 196, 197 and 203 of the Companies Act, 2013. Therefore approval of shareholders is required to continue Shri Sat Narain Gupta office after attaining the age of 70 years for a period of five years effective from 01.04.2019 till 31.03.2024.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Sat Narain Gupta, in the resolution set out at Item No. 8.

Item No. 9: Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681), Whole Time Director of the Company

Shri Mahabir Prasad Gupta (DIN:00014681) has been working as a Whole-time Director of the Company since last many years. As Shri Mahabir Prasad Gupta's term of five years expired on 31st March, 2019, the Board of Directors of the Company in its meeting held on 14th February, 2019, reappointed him for a further period of five years with effect from 1st April, 2019, upon recommendation of Nomination



and Remuneration Committee, on the same terms and conditions as mentioned below, subject to the consent of the shareholders in the general meeting. The principal terms and conditions of Shri Mahabir Prasad Gupta's re-appointment are as follows:

Period of Agreement - from 01.04.2019 to 31.03.2024

(A) MONTHLY BASIC SALARY

₹78,125/- (Rupees Seventy Eight Thousand One Hundred Twenty Five only) per month

Shri Mahabir Prasad Gupta will also be entitled to the commission and various perquisites which are within the permissible limits of the Companies Act, 2013, with effect from 1st April, 2019.

(B) PERQUISITES

- 1) He shall be entitled to House Rent Allowance @60% of his basic salary amounting to ₹46,875/- (Rupees Forty Six Thousand Eight Hundred Seventy Five only) per month.
- 2) Contribution to Employees Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites and will not be taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- 3) The Premium for a Floater Family Mediclaim Policy and Group Accident Policy shall not to exceed ₹10,000/- per annum (Rupees Ten Thousands only).
The aggregate monetary value of the above perquisites shall not exceed his annual salary.
- 4) The Company shall provide car with driver and mobile/landline telephone at his residence. However, provision of car for use on Company's business and mobile/telephone at residence will not be considered as perquisites. Personal long distance calls on mobile/telephone and use of car for private purpose shall be billed by the Company and paid by him.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Mahabir Prasad Gupta, in the resolution set out at Item No. 9.

Item No. 10: Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Director of the Company

Shri Rajender Prasad Gupta (DIN:00048888) has been working as a Whole-time Director of the Company since last many years. As Shri Rajender Prasad Gupta's term of five years expired on 31st March, 2019, the Board of Directors of the Company in its meeting held on 14th February, 2019 reappointed him for a further period of five years with effect from 1st April, 2019 upon recommendation of Nomination and Remuneration Committee, on the same terms and conditions as mentioned below, subject to the consent of the shareholders in the general meeting. The principal terms and conditions of Shri Rajender Prasad Gupta's re-appointment are as follows:

Period of Agreement - from 01.04.2019 to 31.03.2024

(A) MONTHLY BASIC SALARY

₹62,500/- (Rupees Sixty Two Thousand Five Hundred only) per month.

Shri Rajender Prasad Gupta will also be entitled to the commission and various perquisites which are within the permissible limits of the Companies Act, 2013, with effect from 1st April, 2019.

(B) PERQUISITES

- 1) **Housing** - He shall be entitled to house rent allowance @ 60% of his basic salary, amounting to ₹37,500/- (Rupees Thirty Seven Thousand Five Hundred only).
- 2) Contribution to Provident Fund and Employees Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites and will not



be taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.

- 3) The Premium for a Floater Family Mediclaim Policy and Group Accident Policy shall not to exceed to ₹10,000/- per annum (Rupees Ten Thousands only).

The aggregate monetary value of the above perquisites shall not exceed his annual salary.

- 4) The Company shall provide car with driver and mobile/landline telephone at his residence. However, provision of car for use on Company's business and mobile/telephone at residence will not be considered as perquisites. Personal long distance calls on mobile/telephone and use of car for private purpose shall be billed by the Company and paid by him.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Rajender Prasad Gupta, in the resolution set out at Item No. 10.

Item No. 11: Reappointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Mokhra (Haryana)

Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) has been working as a Whole-time Director of the Company. As Shri Abhaykumar Rajendrakumar Sharma's term of two years expired on 31st March, 2019, the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee, in its meeting held on 14th February, 2019 reappointed him for a further period of two years with effect from 1st April, 2019, on the terms and conditions as approved by the resolution passed by the shareholders of the Company in the Notice of Annual General Meeting at Item No. 6, subject to the consent of the shareholders in the general meeting.

The Board of Directors recommends the resolution for shareholders' approval at Item No. 11.

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. 11.

Item No. 12: 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/Washing Allowance and Special Allowance aggregating to ₹4,21,157/- per month (Rupees Four Lakh Twenty One Thousand One Hundred Fifty Seven only) with retrospective effect from 1st January, 2019.

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 with retrospective effect from 1st January, 2019:

- i) Contribution to Employees Provident Fund (EPF) and Gratuity 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 the residence of 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).

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 the resolution for shareholders' approval at Item No.12.

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. 12.

Item No. 13: Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat)

Shri Ajay Gupta (DIN:02187741) has been working as a Whole-time Director of the Company. As Shri Ajay Gupta's term of two years expired on 31st March, 2019, the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee, in its meeting held on 14th February, 2019 reappointed him for a further period of two years with effect from 1st April, 2019, on the terms and conditions as approved by the resolution passed by the shareholders of the Company in the Notice of Annual General Meeting at Item No. 12, subject to the consent of the shareholders in the general meeting.

The Board of Directors recommends the resolution for shareholders' approval at Item No. 13.

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. 13.

Item No. 14: Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides Limited

The Company in its ordinary course of business and/or on arm's length basis sources material from different Agro chemical companies including M/s Bharat Insecticides Limited in India and outside India. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies.

The Company has noted that M/s Bharat Insecticides Limited fall under the category of a related party of the Company in terms of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The provisions of the Listing Regulations consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Further, the Listing Regulations requires all material related party transactions to be approved by the shareholders through Ordinary Resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with M/s Bharat Insecticides Limited whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the



annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through an Ordinary Resolution for entering into contract(s)/ arrangement(s)/ transaction(s) with M/s Bharat Insecticides Limited upto a maximum amount as mentioned in the respective resolution from the financial year 2018-2019 and onward.

The Board of Directors in their meeting held on 14th February, 2019, therefore decided to refer the proposed resolutions for the consideration and approval of shareholders through Ordinary Resolution.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with these two companies, the same is being sought as an abundant precautionary measure.

The relevant information is as follows:

1. Name of related parties	M/s Bharat Insecticides Limited
2. Name of Director or KMP who is related	Shri Sat Narain Gupta Shri Mahabir Prasad Gupta Shri Rajender Prasad Gupta
3. Nature of relationship	Shri Sat Narain Gupta, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta are also in the Management Board of M/s Bharat Insecticides Limited.
4. Monetary value	The estimated aggregate transaction for the matters proposed in the resolution shall not exceed ₹60 crores for the financial year 2018-19 and with yearly increase of upto 20% in the value of such transactions.
5. Nature, material terms and particulars of arrangement	Purchase of material by the Company from and the sale of Company's product(s) to M/s Bharat Insecticides Limited is dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by M/s Bharat Insecticides Limited. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6. Any advance paid or received for the arrangement, If any	As per industry norms, custom and uses.

As per SEBI Listing Regulations all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on resolution wherein approval of material related party transaction is sought from the shareholders. Accordingly, all related parties of the Company, including Promoters, entities forming part of Promoter Group, Directors and Key Managerial Personnel of the Company including their relatives shall not vote on this resolution.

The Board of Directors recommends the resolution for shareholders' approval at Item No. 14.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Sat Narain Gupta, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, in the resolution set out at Item No. 14.

Item No. 15: Approval for Material Related Party Transaction(s) with M/s B R Agrotech Limited

The Company in its ordinary course of business and/or on arm's length basis sources material from



different Agro chemical companies including M/s B R Agrotech Limited in India and outside India. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies.

The Company has noted that M/s B R Agrotech Limited fall under the category of a related party of the Company in terms of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The provisions of the Listing Regulations consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Further, the Listing Regulations requires all material related party transactions to be approved by the shareholders through Ordinary Resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with M/s B R Agrotech Limited whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through Ordinary Resolution for entering into contract(s)/ arrangement(s)/ transaction(s) with M/s B R Agrotech Limited upto a maximum amount as mentioned in the respective resolution from the financial year 2018-2019 and onward.

The Board of Directors in their meeting held on 14th February, 2019, therefore decided to refer the proposed resolutions for the consideration and approval of shareholders through Ordinary Resolution.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with these two companies, the same is being sought as an abundant precautionary measure.

The relevant information is as follows:

1. Name of related parties	M/s B R Agrotech Limited
2. Name of Director or KMP who is related	Shri Sat Narain Gupta Shri Mahabir Prasad Gupta Shri Rajender Prasad Gupta
3. Nature of relationship	Shri Sat Narain Gupta is the shareholder of both the Companies, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta are also in the Management Board of M/s B R Agrotech Limited.
4. Monetary value	The estimated aggregate transaction for the matters proposed in the resolution shall not exceed ₹250 crores for the financial year 2018-19 and with yearly increase of 20% in the value of such transactions.
5. Nature, material terms and particulars of arrangement	Purchase of material by the Company from and the sale of Company's product(s) to M/s B R Agrotech Limited is dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by M/s B R Agrotech Limited. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6. Any advance paid or received for the arrangement, If any	As per industry norms, custom and uses.



As per SEBI Listing Regulations all entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on resolution wherein approval of material related party transaction is sought from the shareholders. Accordingly, all related parties of the Company, including Promoters, entities forming part of Promoter Group, Directors and Key Managerial Personnel of the Company including their relatives shall not vote on this resolution.

The Board of Directors recommends the resolution for shareholders' approval at Item No. 15.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Sat Narain Gupta, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, in the resolution set out at Item No. 15.

Item No. 16: Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN:08394485)

Pursuant to the provisions of Sections 152, 161(1) and any other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Additional Director of the Company with effect from 30.03.2019 in the Board Meeting held on 30th March, 2019 whose existing tenure will be expiring on the conclusion of ensuing Annual general Meeting.

The Company has received a notice in writing from a member alongwith the deposit of ₹1,00,000/- (Rupees One Lakh only) under Section 160 of the Act proposing the candidature of Shri Kamleshwar Prasad Uniyal for the office of Director of the Company. Shri Kamleshwar Prasad Uniyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommends the resolution for shareholders' approval at Item No. 16.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Kamleshwar Prasad Uniyal, in the resolution set out at Item No. 16.

Item No. 17: Appointment of Shri Kamleshwar Prasad Uniyal (DIN: 08394485) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Mokhra (Haryana)

Shri Kamleshwar Prasad Uniyal (DIN:08394485) has over 39 years of experience in the Agrochemical Industry.

Shri Kamleshwar Prasad Uniyal has creative thinking and ability to successfully mediate and negotiate with individuals and groups and has achieved growth in Agrochemical sector in the country.

The Board of Directors of the Company in their meeting held on 30th March, 2019 proposes to appoint Shri Kamleshwar Prasad Uniyal as an 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 from 30th March, 2019 to 15th June, 2020. In terms of provisions of Sections 152, 164, 165, 167, 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule-V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other applicable provisions of the Companies Act, 2013, if any, appointment and payment of remuneration to the Whole Time Director requires shareholders' approval in the General Meeting. In light of the above, the Board recommends shareholders of the Company to appoint Shri Kamleshwar Prasad Uniyal as an 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 from 30th March, 2019 to 15th June, 2020.

The Board of Directors recommends the resolution for shareholders' approval at Item No. 17.



None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Kamleshwar Prasad Uniyal, in the resolution set out at Item No. 17.

Item No. 18: Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20

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, 2020. 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. 18.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 18.

Item No. 19: 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 28th September, 2016 approved the payment of the Commission based on Profits of the Company for a particular year to Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time Directors of the Company in the ratio 25:75 respectively as per the limits of the Companies Act, 2013. The Profit based Commission is and was payable to them including addition to their monthly remuneration approved by the members of the Company. There is reconstitution required due to which there is need to change the ratio of profit sharing commission in the manner 2.5%:2.5%:5% of net profit respectively of Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time Directors of the Company respectively w.e.f. the financial year 2018-19. 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. 19.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution set out at Item No. 19 except Shri Sat Narain Gupta, Chairman & Managing Director, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta, Whole Time Directors of the Company to the extent of the Commission that may be payable to them each year.

Item No. 20: Approval of Reappointment of Shri Pankaj Gupta (DIN: 01913719) as Non-Executive Independent Director of the Company

The existing tenure of Mr. Pankaj Gupta (DIN:01913719) as Non-Executive Independent Director of the Company expired on 30th June, 2019. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee re-appointed him as Non-Executive Independent Director of the Company for a further period of five years effective from 1st July, 2019 and to hold office till 30th June, 2024 and that he shall not be liable to retire by rotation during the said tenure.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 20.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Pankaj Gupta, in the resolution set out at Item No. 20.



Item No. 21: Approval of Reappointment of Shri Ram Kanwar (DIN: 02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years

The existing tenure of Shri Ram Kanwar (DIN: 02277237) as Non-Executive Independent Director of the Company expired on 30th June, 2019. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee re-appointed him as Non-Executive Independent Director of the Company for a further period of five years effective from 1st July, 2019 and to hold office till 30th June, 2024 and that he shall not be liable to retire by rotation during the said tenure.

Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Amendment Regulations, 2015, effective from 1st April, 2019, the approval of shareholders for continuation of office as Non-Executive Independent Director after attaining the age of 75 years is required. The Board of Directors in their meeting held on 30th May, 2019 approved his continuation of term of office after attaining the age of 75 years upon recommendation of Nomination and Remuneration Committee.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 21.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Shri Ram Kanwar, in the resolution set out at Item No. 21.

Item No. 22: Approval of Reappointment of Smt. Sujata Agarwal (DIN: 06958738) as Non-Executive Woman Independent Director of the Company

The existing tenure of Smt. Sujata Agarwal (DIN: 06958738) as Non-Executive Woman Independent Director of the Company will expire on 31st August, 2019. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee re-appointed her as Non-Executive Independent Woman Director of the Company for a further period of five years effective from 1st September, 2019 and to hold office till 31st August, 2024 and that she shall not be liable to retire by rotation during the said tenure.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 22.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Smt. Sujata Agarwal, in the resolution set out at Item No. 21.

Item No. 23: Approval of Amendment of Articles of Association of the Company

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations therein contain references to specific sections of the Companies Act, 1956. Some of the regulations in the AoA are not in conformity with the Companies Act, 2013 ("the Act"). A few sections of the Act are not yet operationalized.

However, substantive sections of the Act which deal with the general working of companies have been notified and the Act is now largely in force. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of Schedule-I to the Act, which sets out the model Articles of Association for a Company Limited by Shares.

The new set of AoA, after they are adopted by the members, will be filed with the Registrar of Companies for registration.

The principal new features of the draft AoA are as follows:

- (a) Existing articles have been streamlined and aligned with the Act;



- (b) The statutory provisions of the Act which permit a company to do some acts "if so authorised by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

The proposed draft new set of AoA is being uploaded on the Company's website (www.bharatgroup.co.in) for perusal by the members. These are also open for inspection by the members during business hours at the Company's Registered Office and Corporate Office on all working days between 2.00 p.m. and 4.00 p.m. up to the date of the meeting.

The Board of Directors in its meeting held on 14th August, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

In terms of provisions of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Board of Directors recommends the Resolution for shareholders' approval at Item No. 23.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 23.

Regd. Office:

1501, Vikram Tower,
Rajendra Place,
New Delhi - 110008
CIN: L24119DL1989PLC036264
NEW DELHI,
AUGUST 14, 2019

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

Sd/-
NIKITA CHADHA
Company Secretary



Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Shri Abhaykumar-Rajendrakumar Sharma@	Shri Ajay Gupta	Shri Sat Narain Gupta
Date of Birth	May 24, 1963	August 26, 1961	April 5, 1948
Qualification	B.E.(Chemical)	- B.Tech Chemical Engg. - DIM (Diploma in Management)	MA (Economics)
Expertise in Functional Area	Shri Abhaykumar Rajendrakumar Sharma had vast experience of over 32 years in the fields of Manufacturing, handling various Projects, Exhibition and Techno Commercial.	Shri Ajay Gupta has vast experience of 36 years in Agro Industries.	Shri Sat Narain Gupta is a Post Graduate in Economics having a rich experience of 43 years (approx). He specializes in the field of International Business, Overall Marketing Strategy and Corporate Planning. Under the esteemed guidance of Shri Sat Narain Gupta, the Company has earned the reputation of manufacturing pesticides of world class quality and commitment to fair dealings in our industry. Shri Sat Narain Gupta is a Director in the Company since its inception i.e. May 15, 1989.
Directorship in Other Companies	Nil	Nil	-Bharat Insecticides Ltd. -Crop Care Federation of India -Centum Finance Ltd.. -Samhlo Farms Pvt. Ltd. -BRL Finlease Ltd.
Membership/ Chairmanship of Committees across all other Companies	Nil	Nil	Bharat Rasayan Ltd. - Committee of Directors* Bharat Insecticides Ltd. - Corporate Social - Responsibility Committee*

@During the year, Shri Abhaykumar Rajendrakumar Sharma has resigned from the position of Directorship w.e.f. 30.03.2019 on account of other pre-occupations.

*Chairman of the Committees



Particulars	Shri Mahabir Prasad Gupta	Shri Rajender Prasad Gupta	Shri Kamleshwar Prasad Uniyal
Date of Birth	January 12, 1954	March 05, 1966	June 16, 1958
Qualification	B.Com.	B.Com.	Post Graduate
Expertise in Functional Area	Shri Mahabir Prasad Gupta has an experience of more than 42 years in the Corporate Sector. He has to his credit, vast experience in the field of Finance, Banking, Taxation, Accounts & General Administration. Shri Mahabir Prasad Gupta is a Director in the Company since inception, i.e. May 15, 1989.	Shri Rajender Prasad Gupta has vast experience of 29 years (approx.) in varied fields like Manufacturing/ Production, Procurement & General Administration. He has been instrumental in setting up the Company's Plant at Dahej (Gujarat) and is also involved in activities at other plant located at Rohtak (Haryana). Shri Rajender Prasad Gupta is associated with the Company since its inception, i.e. May 15, 1989.	Shri Kamleshwar Prasad Uniyal is a Post-Graduate and he has vast experience of over 39 years in the agrochemical industry. He has worked as Production Chemist and also has experience of several posts in field of production in the agrochemical industries.
Directorship in Other Companies	-Bharat Insecticides Ltd. -B R Agrotech Ltd. -Samhlo Farms Pvt. Ltd. -Kalyan Electoral Trust -Deep Capital Management Pvt. Ltd.	-Bharat Insecticides Ltd. -B R Agrotech Ltd. -Samhlo Farms Pvt. Ltd. -Kalyan Electoral Trust	Nil
Membership/ Chairmanship of Committees across all other Companies	Bharat Rasayan Limited -Corporate Social Responsibility Committee* -Stakeholder Relationship Committee# -Shares Transfer Committee* -Committee of Directors# Bharat Insecticides Limited - Audit Committee# - Nomination & Remuneration Committee# - Corporate Social Responsibility Committee# BR Agrotech Limited - Audit Committee# - Nomination & Remuneration Committee# - Corporate Social Responsibility Committee*	Bharat Rasayan Limited -Audit Committee# -Corporate Social Responsibility Committee# -Shares Transfer Committee# -Committee of Directors#	Nil

*Chairman of the Committees

#Member



Particulars	Shri Pankaj Gupta	Shri Ram Kanwar	Smt. Sujata Agarwal
Date of Birth	September 07, 1984	May 23, 1944	March 18, 1973
Qualification	Bachelor of Business Administration (BBA) and LL.B	MA (Economics)	B. Com (Hons.)
Expertise in Functional Area	Shri Pankaj Gupta has an experience of 13 years in the Legal field and Business Administration. Shri Pankaj Gupta is a Director in the Company since November 24, 2007.	Shri Ram Kanwar is a Post Graduate in Economics and has vast experience of 44 years (approx.) in the field of Business Strategies. Shri Ram Kanwar is associated with the Company since July 10, 2008.	Smt. Sujata Agarwal has a rich experience of 20 years as a financial consultant. Smt. Sujata Agarwal is associated with the Company since September 01, 2014.
Directorship in Other Companies	-Bharat Insecticides Ltd. -B R Agrotech Ltd.	Nil	-Bharat Insecticides Ltd. -B R Agrotech Ltd.
Membership/ Chairmanship of Committees across all other Companies	Bharat Rasayan Limited - Audit Committee# - Nomination & Remuneration Committee# - Stakeholder Relationship Committee# Bharat Insecticides Limited - Audit Committee# - Nomination & Remuneration Committee# - Corporate Social Responsibility Committee# BR Agrotech Limited - Audit Committee# - Nomination & Remuneration Committee# - Corporate Social Responsibility Committee*	Nil	Bharat Rasayan Limited - Stakeholder Relationship Committee# - Corporate Social Responsibility Committee# - Shares Transfer Committee# Bharat Insecticides Limited - Audit Committee# - Nomination & Remuneration Committee# BR Agrotech Limited - Audit Committee# - Nomination & Remuneration Committee# - Corporate Social Responsibility Committee*

*Chairman of the Committees

#Member



INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the 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:
- The voting period begins on 22nd September, 2019 from 9:30 A.M. and ends on 24th September, 2019 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. 18th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-Voting website www.evotingindia.com.
 - Click on "Shareholders"/"Members".
 - Now Enter your User-ID
 - For CDSL: 16 digits Beneficiary-ID,
 - For NSDL: 8 Character DP-ID followed by 8 Digits Client-ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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 22nd September, 2019 (9:30 A.M.) and ends on 24th September, 2019 (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 18, 2019, 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 18th September, 2019.
- (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 30th 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, 2019

Sd/-
NIKITA CHADHA
Company Secretary



BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 30th Annual Report together with the Audited Statement of Accounts of **Bharat Rasayan Limited** ("the Company") for the year ended March 31, 2019.

Financial Performance

The summarized standalone results of your Company and are given in the table below.

(₹ in Lakhs)

Particulars	As at 31.03.2019	As at 31.03.2018
Total Income	99,469	81,301
Total Expenses	80,684	65,034
Profit before Interest, Depreciation & Tax (EBITDA)	18,785	16,267
Provision for Income Tax (including for earlier years)	4,361	3,685
Net Profit after Tax	11,152	9,831
Other Comprehensive Income	(19.48)	(0.95)
Total Comprehensive Income for the year	11,133	9,830
Earnings Per Share (EPS) (in ₹)	262.49	231.41

Summary of Operations

During the year, your Company's profit after tax stood at ₹11,152 Lakhs vis-a-vis ₹9,831 Lakhs in the previous year, registering a growth of approx. 13.44%.

Reserves

During the year, the Company has not transferred any amount to General Reserves of the Company.

Dividend

Your Directors have recommended a dividend of ₹1.50 per equity share of ₹10/- each for financial year 2018-19. The final dividend subject to the approval of the members at the Annual General 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 Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on the record date.

Details of Board Meetings

During the year, Six (6) number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
30.05.2018	8
14.08.2018	7
29.09.2018	7
14.11.2018	6
14.02.2019	6
30.03.2019	8



Capital/ Finance

As on 31st March, 2019, the issued, subscribed and paid up share capital of your Company stood at ₹4,24,87,400/-, comprising 42,48,740 equity shares of ₹10/- each.

Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013, ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is annexed.

Committees of Board

The details of composition of the Committees formulated by the Board of Directors are as under:

a. Audit Committee

Sr. No.	Name	Chairperson / Member
1.	Shri Rajesh Gupta®	Chairperson
2.	Shri Pankaj Gupta	Member
3.	Shri Rajender Prasad Gupta	Member
4.	Smt Sujata Agarwal*	Member

®Shri Rajesh Gupta appointed as a member/chairperson of the Committee w.e.f. 14.08.2018.

*Smt Sujata Agarwal ceased to be a member/chairperson of the Committee w.e.f. 14.08.2018

During the year, the Committee had met on 30.05.2018, 14.08.2018, 14.11.2018 and 14.02.2019.

b. Nomination & Remuneration Committee

Sr. No.	Name	Chairperson / Member
1.	Shri Rajesh Gupta®	Chairperson
2.	Shri Pankaj Gupta	Member
3.	Shri Suresh Kumar Garg	Member
4.	Smt Sujata Agarwal*	Member

®Shri Rajesh Gupta appointed as a member/chairperson of the Committee w.e.f. 14.08.2018.

*Smt Sujata Agarwal ceased to be a member/chairperson of the Committee w.e.f. 14.08.2018

During the year, the Committee had met on 29.09.2018, 14.02.2019 and 30.03.2019.

c. Corporate Social Responsibility Committee

Sr. No.	Name	Chairperson / Member
1.	Shri Mahabir Prasad Gupta	Chairperson
2.	Shri Rajender Prasad Gupta	Member
3.	Smt. Sujata Agarwal	Member

During the year, the Committee had met on 27.12.2018, 28.01.2019 and 08.02.2019.

The Committee had approved the CSR Policy and the Budget. The CSR Policy is uploaded on Company's website. Further, the Report on CSR Activities / Initiatives is enclosed as annexure.

d. Stakeholders Relationship / Shareholder Grievance Committee

Sr. No.	Name	Chairperson / Member
1.	Shri Pankaj Gupta	Chairperson
2.	Smt. Sujata Agarwal	Member
3.	Shri Mahabir Prasad Gupta	Member

During the year, the Committee had met on 09.04.2018, 07.07.2018, 09.10.2018 and 10.01.2019.



e. Share Transfer Committee

Sr. No.	Name	Chairperson / Member
1.	Shri Mahabir Prasad Gupta	Chairperson
2.	Shri Rajender Prasad Gupta	Member
3.	Smt. Sujata Agarwal	Member

During the year, the Committee had met on 20.04.2018, 30.04.2018, 10.05.2018, 04.06.2018, 08.06.2018, 10.07.2018, 21.07.2018, 30.07.2018, 29.08.2018, 17.09.2018, 11.10.2018, 19.11.2018, 04.12.2018, 12.12.2018, 28.01.2019, 15.02.2019, 11.03.2019, 19.03.2019 and 30.03.2019

f. Committee of Directors

Sr. No.	Name	Chairperson / Member
1.	Shri Sat Narain Gupta	Chairperson
2.	Shri Mahabir Prasad Gupta	Member
3.	Shri Rajender Prasad Gupta	Member

During the year, the Committee had met on 20.04.2018, 10.05.2018, 24.05.2018, 08.06.2018, 26.06.2018, 10.07.2018, 30.07.2018, 26.09.2018, 11.10.2018, 30.10.2018, 12.12.2018, 18.12.2018, 31.12.2018, 28.01.2019, 11.03.2019 and 26.03.2019.

g. Directors' Responsibility Statement

Pursuant to the requirement Clause (c) of Sub-Section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory Auditors Report and Notes to Financial Statements

The Independent Auditor's Report of M/s. R.D Garg & Co., Chartered Accountants, the Statutory Auditors of the Company, on the financial statements of the Company for the financial year ended 31st March, 2019, read with relevant Notes to Financial Statements are self-explanatory and do not call for any further explanation.



Cost Audit

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. M.K.Singhal & Co., Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your Company for the financial year 2019-20. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

Your Company has filed the Cost Audit Report with the Ministry of Corporate Affairs for the relevant financial year.

Secretarial Audit

In terms of Section 204 of the Act and Rules made thereunder, M/s. Mamta Jain & Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as annexure to this report. The report is self-explanatory and do not call for any further comments.

Particulars of Loans, Guarantees or investments

(i) Amount outstanding as at 31st March, 2019

Particulars	Amount (₹ in Lakhs)
Loans Given	Nil
Guarantees Given	150.24
Surety given to Custom & Excise Commissioner	1608.16
Investments Made in Mutual Funds	Nil

(ii) Loans, Guarantees and Investments made during the Financial Year 2018-19

Name of Entity	Relation	Amount (in ₹)	Particulars of loans, guarantees and investments	Purpose for which the loans, guarantees and investments are proposed to be utilized
-NIL-				

Related Party Transactions

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report.

Human Resources

Your Company treats its "Human Resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.



Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has already adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the Rules framed thereunder.

During the financial year 2018-19, the Company has not received any complaint on sexual harassment.

Vigil Mechanism

Pursuant to the requirement of the Act, the Company has established vigil mechanism, a channel through which the Directors and Employees of the Company have a secure mechanism to report genuine concerns including any unethical behavior, actual or suspected frauds taking place in M/s Bharat Rasayan Limited for appropriate action or reporting.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations").

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

A separate meeting of the Independent Directors ("Annual ID Meeting") was convened, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman.

Some of the key criteria which were being considered for performance evaluation were as follows:

- Attendance at Board or Committee Meetings;
- Contribution at Board or Committee Meetings;
- Guidance/support to Management outside Board/Committee Meetings;
- Degree of fulfilment of key responsibilities;
- Board structure and composition; and
- Effectiveness of Board process;

Risk Management Policy

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

Declaration by Independent Directors

Shri Pankaj Gupta, Shri Ram Kanwar, Smt. Sujata Agarwal, Shri Suresh Kumar Garg and Shri Rajesh Gupta are independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in Section 149 of the Act and the Rules made thereunder about their status as Independent Directors of the Company.

Company's Policy on Appointment and Remuneration

During the year under review the Company is duly following the Nomination and Remuneration Policy. This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and the relevant Listing Regulations.

Ratio of Remuneration of Director

The information required under Section 197 of the Act and the Rules made thereunder, in respect of employees of the Company is enclosed as Annexure to the Board's Report.



Internal Financial Control

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews being made by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

Secretarial Auditors' Report/Secretarial Compliance Report

The Secretarial Auditors' Report do not contain any qualifications, reservations or adverse remarks. Report of the Secretarial Auditor is given as an annexure which forms part of this report.

In accordance with the SEBI Circular dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Mamta Jain & Associates, Practicing Company Secretary confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended 31st March, 2019.

Directors and Key Managerial Personnel

Shri Sat Narain Gupta and Shri Mahabir Prasad Gupta, Directors of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

The tenure of Shri Sat Narain Gupta, Shri Mahabir Prasad Gupta, Shri Rajender Prasad Gupta and Shri Ajay Gupta had expired on 31st March, 2019 and the Board of Directors in its meeting held on 14th February, 2019 reappointed them as Whole Time Directors w.e.f. 01.04.2019.

Shri Abhaykumar Rajendrakumar Sharma was also reappointed as a WholeTime Director of the Company w.e.f. 01.04.2019 but due to pre-occupation he had resigned from the directorship of the Company w.e.f. 30.03.2019.

Shri Kamleshwar Prasad Uniyal was appointed as an Additional Directors of the Company w.e.f. 30.03.2019. The Board of Directors in their meeting held on 30.03.2019 had appointed him as an Executive Director/Whole Time Director and Key Managerial Personnel of the Company.

Shri Ram Kanwar and Shri Pankaj Gupta have been re-appointed as Non-Executive Independent Directors of the Company for a further period of five years effective from 1st July, 2019 and they shall not be liable to retire by rotation during the said tenure.

Smt. Sujata Agarwal has been re-appointed as Non-Executive Independent Director of the Company for a further period of five years effective from 1st September, 2019 and she shall not be liable to retire by rotation during the said tenure.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Rakesh Verma, Chief Financial Officer and Ms. Nikita Chadha, Company Secretary of the Company.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in



the long term strategic planning, etc. The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effectiveness of Committee meetings etc. The above criteria for evaluation was based on the Guidance Note issued by SEBI.

In a separate meeting, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairman taking into account the views of Executive Directors and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and of the Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors and NRC, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed. Significant highlights, learning and action points with respect to the evaluation were discussed by the Board.

Transfer of Amounts to Investor Education and Protection Fund

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amount lying with the Company, as on the date of last AGM (i.e. 28th September, 2018), with the Ministry of Corporate Affairs.

Deposits from Public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Disclosure requirements

As per SEBI Listing Regulations, Corporate Governance Report with Auditor's Certificate thereon and Management Discussion and Analysis Report are attached, which form part of this report.

Particulars of Employees

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees was in receipt of remuneration exceeding the limit specifies in the Act and the corresponding rules.



Top Ten Employees in Terms of Remuneration drawn during the year

Sr. No.	Employee Name	Designation	Educational Qualification	Experience (in years)	Remuneration in Fiscal 2019* (₹ in Lakhs)	Previous Employment and Designation
1.	Rajender Prasad Gupta	Whole Time Director	Graduate	31	793.67	---
2.	Sat Narain Gupta	Chairman & Managing Director	M.A. (Economics)	43	423.73	---
3.	Mahabir Prasad Gupta	Whole Time Director	Graduate	42	405.73	---
4.	Abhishek Aggarwal	President-Institutional Business	B.Sc. (IT), PGD in Management, PGD in Plant Protection	15	72.73	Crystal Crop Protection Pvt. Limited, Delhi <i>Vice President-Exports</i>
5.	Ajay Kumar Gupta	Director (Operations)	B.E. Chemical	35	57.85	Coromandel International Ltd - <i>Associate Vice President</i>
6.	Abhaykumar Rajendrakumar Sharma	Director (Operations)	B.Tech. (Chemical Engineering)	32	44.86	GSP Crop Sciences Pvt. Limited, Ahmedabad (Gujarat) <i>Vice President-Production</i>
7.	Mahendra Pratap Singh	Vice President-R&D	M.Sc.	29	33.77	Sudarshan Chemicals Ltd., <i>Manager - R&D</i>
8.	Hasmukh R. Patel	Sr. Deputy General Manager-Operations	B.Tech. (Chemical Engineering)	16	30.08	Coromandel International Limited, Ankleshwar (Gujarat) <i>Sr. Manager - Production</i>
9.	Kamleshwar Prasad Uniyal	Director (Operations)	M.Sc. (Chemistry)	38	27.95	Bharat Rasayan Limited, Mokhra (Haryana) <i>Vice President-Production</i>
10.	Sanjay Gupta	Associate Vice President - International Business	B.E. & MBA (International Business)	34	27.90	Spark Engg. Pvt. Limited, Sahibabad (Uttar Pradesh) <i>General Manager-Exports</i>

*The Remuneration includes only Gross Salary earned including leave encashment, variable incentive, fixed incentive, perquisites and profit based commission, if any, and without any statutory deductions (like, EPF, I.Tax etc.). Other reimbursement (if any like medical, petrol, driver etc.) are not included.



Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(a) Conservation of Energy

Energy conservation has been an important thrust area of the management and is being continuously monitored and efforts to conserve and optimize the use of energy through improved operational methods and other means are being continued on an ongoing basis. We have persistent in our efforts to ensure reuse, recycling to the extent possible.

Wherever possible, energy conservation measures have already been implemented by your Company.

With growing concerns, there has been an exhaustive search made for means of alternative energy which may be considered for implementation in future and your Company would continue to explore alternative sources of energy in future. Sustainability is deeply rooted in all the operations of your Company.

The energy consumption and the cost of production are being kept under control.

(b) Technology Absorption and Research and Development (R&D)

Technology Absorption, Adaptation & Innovation

1. The Company has no technical collaboration and the processes are carried out on the standard known technology and efforts are made to improve upon the same on an ongoing basis.
2. The Company has been in a position to cater to the requirements of customers, both Indian and foreign.
3. The Company has not imported any technology so far.

Research & Development (R&D)

1. Company's In-house R&D facilities are recognized by the Ministry of Science and Technology, New Delhi.
2. R&D efforts of the Company are directed towards quality assurance and improvement of existing products quality.
3. Development of new processes for products is carried out on an ongoing basis. Several new products were developed during the year under review with special impetus on following aspects:
 - Develop new products for contribution in growth of the Company.
 - Competitive in terms of technical & commercial point of view.
 - Enhanced effectiveness of products towards end use.
 - More environment friendly process.
 - More safe to manufacture.

4. Expenditure on R&D by Company's In-house R&D Unit: Amount (₹ in Lakhs)

Sr.No.	Nature	Unit-1 (Bahadurgarh, Haryana)	Unit-2 (Dahej, Gujarat)	Total
1	CAPITAL	83.85	182.66	266.51
2	RECURRING	145.81	12.35	158.16
	TOTAL	229.66	195.01	424.67

Total R&D expenditure (as % of total expenditure) : 0.53



(c) Foreign exchange earnings and Outgo

During the year, the total foreign exchange used was ₹46,663.30 Lakhs and the total foreign exchange earned was ₹22,011.86 Lakhs.

Acknowledgement

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board
M/s Bharat Rasayan Limited

Sd/-
(SAT NARAIN GUPTA)
Chairman & Managing Director
DIN: 00024660

NEW DELHI,
AUGUST 14, 2019



ANNEXURE TO THE BOARD'S REPORT

FORM MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2019

*[Pursuant to Section 92(3) of the Companies Act, 2013, and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L24119DL1989PLC036264
ii)	Registration Date	May 15, 1989
iii)	Name of the Company	BHARAT RASAYAN LIMITED
iv)	Category/Sub-Category of the Company	Public Company/Limited by shares, Company having share capital
v)	Address of the Registered Office and contact details	1501, Vikram Tower, Rajendra Place, New Delhi-110008 Ph. No.: +91-11-43661111 Fax No.: +91-11-43661100
vi)	Whether Listed Company (Yes/No)	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Link Intime India Pvt. Limited Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058. Tel. Nos.: 91-11-41410592-94 Fax No.: 91-11-41410591

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and description of main products / services	NIC Code of the product/service	% to total turnover of the Company
1	Metaphenoxy Benzaldehyde	20219	13
2	Metribuzin Technical	20219	10

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
— NOT APPLICABLE —					



IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity)

i. Category-wise shareholding

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (01/04/2018)				No. of shares held at the end of the year (31/03/2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Shareholding of Promoters and Promoters' Group									
	1) Indian									
	a) Individual/HUF	28,06,983	-	28,06,983	66.0663	28,06,983	-	28,06,983	66.0663	-
	b) Central Govt. / State Govt.	-	-	-	-	-	-	-	-	-
	c) Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
	d) Any Other									
	- Bodies Corporate	3,72,221	-	3,72,221	8.7607	3,72,221	-	3,72,221	8.7607	-
	Sub-total (A) (1)	31,79,204	-	31,79,204	74.8270	31,79,204	-	31,79,204	74.8270	-
	2) Foreign									
	a) Individuals (NRI/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
	b) Govt.	-	-	-	-	-	-	-	-	-
	c) Institutions	-	-	-	-	-	-	-	-	-
	d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
	e) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoters and Promoters' Group [(A) = (A)(1)+(A)(2)]	31,79,204	-	31,79,204	74.8270	31,79,204	-	31,79,204	74.8270	-
B.	Public shareholding									
	1) Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
	d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
	e) Foreign Portfolio Investor	6190	-	6190	0.1457	8378	-	8378	0.1972	0.0515



Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (01/04/2018)				No. of shares held at the end of the year (31/03/2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	f) Financial Institution / Banks	407	-	407	0.0096	2423	-	2423	0.0570	0.0474
	g) Insurance Companies	-	-	-	-	-	-	-	-	-
	h) Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
	i) Any Others									
	Sub-total (B) (1)	6597	-	6597	0.1553	10,801	-	10,801	0.2542	0.0989
	2. Central Govt. / State Govt. / President of India	-	-	-	-	-	-	-	-	-
	Sub-total (B) (2)	-	-	-	-	-	-	-	-	-
	3. Non-Institutions									
	a) Individuals									
	i) Individual shareholders holding nominal share capital upto ₹ 2 Lakhs	2,75,722	1,59,747	4,35,469	10.2494	2,88,679	1,27,718	4,16,397	9.8005	(0.4489)
	ii) Individual shareholders holding nominal share capital in excess of ₹ 2 Lakhs	-	-	-	-	-	-	-	-	-
	b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
	c) Employee Trust	-	-	-	-	-	-	-	-	-
	d) Overseas Depositories (holding DRs) (balancing figure)									
	e) Any other (Specify)									
	i) IEPF	66,978	-	66,978	1.5764	73,618	-	73,618	1.7327	0.1563
	ii) Trust	-	-	-	-	-	-	-	-	-
	iii) Foreign Nationals	142	-	142	0.0033	153	-	153	0.0036	0.0003
	iv) Hindu Undivided Family	7,202	-	7,202	0.1695	7,457	-	7,457	0.1755	0.0060
	v) Non Resident Indians (Non Repat)	5,558	-	5,558	0.1308	9,838	-	9,838	0.2316	0.1008
	vi) Non Resident Indians (Repat)	9,527	-	9,527	0.2241	13,752	-	13,752	0.3236	0.0995
	vii) Clearing Members	6,406	-	6,406	0.1508	3,698	-	3,698	0.0870	(0.0638)
	viii) Bodies Corporate	5,29,157	2,500	5,31,657	12.5134	5,31,622	2,200	5,33,822	12.5642	0.0508



Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (01/04/2018)				No. of shares held at the end of the year (31/03/2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Sub-total (B) (3)	9,00,692	1,62,247	10,62,939	25.0177	9,28,817	1,29,918	10,58,735	24.9188	(0.0989)
	Total Public Shareholding [(B)=(1)+(B)(2) +(B)(3)]	9,07,289	1,62,247	10,69,536	25.1730	9,39,618	1,29,918	10,69,536	25.1730	-
C.	Non-Promoter - Non Public [Sub-Total (C)]	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	40,86,493	1,62,247	42,48,740	100.0000	41,18,822	1,29,918	42,48,740	100.0000	-

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2018)			Shareholding at the end of the year (31/03/2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Sat Narain Gupta	10,28,631	24.2102	-	10,28,631	24.2102	-	-
2	Mahabir Prasad Gupta	4,22,800	9.9512	-	4,22,800	9.9512	-	-
3	S.N. Gupta (HUF)	3,56,200	8.3837	-	3,56,200	8.3837	-	-
4	Rajender Prasad Gupta	3,31,544	7.8033	-	3,31,544	7.8033	-	-
5	Vikas Gupta	1,94,300	4.5731	-	1,94,300	4.5731	-	-
6	Weldon Fincap Pvt. Limited	1,57,049	3.6964	-	1,57,049	3.6964	-	-
7	R.P. Gupta (HUF)	1,46,089	3.4384	-	1,46,089	3.4384	-	-
8	Savita Gupta	1,24,300	2.9256	-	1,24,300	2.9256	-	-
9	BRL Finlease Limited	1,14,172	2.6872	-	1,14,172	2.6872	-	-
10	Centum Finance Limited	1,01,000	2.3772	-	1,01,000	2.3772	-	-
11	Rajesh Gupta	82,837	1.9497	-	82,837	1.9497	-	-
12	Manju Gupta	59,584	1.4024	-	59,584	1.4024	-	-
13	Sahil Gupta	45,700	1.0756	-	45,700	1.0756	-	-
14	Ram Narain (HUF)	14,998	0.3530	-	14,998	0.3530	-	-
	Total	31,79,204	74.8270	-	31,79,204	74.8270	-	-



iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year as on 01/04/2018		Cumulative Shareholding during the year (2018-19)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
--- There is no change ---					

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01/04/2018		Cumulative Shareholding during the year (2018-19)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total the shares of the company
1	AMBAA SECURITIES PVT LIMITED				
	At the beginning of the year	2,10,000	4.9426	2,10,000	4.9426
	Bought during the Year	-	-	2,10,000	4.9426
	Sold during the year	-	-	2,10,000	4.9426
	At the end of the year	2,10,000	4.9426		
2	RITESH STOCK BROKING PVT LIMITED				
	At the beginning of the year	2,01,694	4.7471	2,01,694	4.7471
	Bought during the Year	-	-	2,01,694	4.7471
	Sold during the year	1,800	0.0424	1,99,894	4.7047
	At the end of the year	1,99,894	4.7047		
3	SHIV SHANKAR SECURITIES PVT LIMITED				
	At the beginning of the year	81,628	1.9212	81,628	1.9212
	Bought during the Year	-	-	81,628	1.9212
	Sold during the year	-	-	81,628	1.9212
	At the end of the year	81,628	1.9212		
4	RITESH PROJECTS PRIVATE LIMITED				
	At the beginning of the year	20,619	0.4853	20,619	0.4853
	Bought during the Year	-	-	20,619	0.4853
	Sold during the year	-	-	20,619	0.4853
	At the end of the year	20,619	0.4853		
5	MAHESH KAUSHIK				
	At the beginning of the year	4,658	0.1096	4,658	0.1096
	Bought during the Year	5	0.0001	4,663	0.1097
	Sold during the year	98	0.0023	4,565	0.1074
	At the end of the year	4,565	0.1074		



Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01/04/2018		Cumulative Shareholding during the year (2018-19)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total the shares of the company
6	HEMANT GUPTA				
	At the beginning of the year	2,700	0.0635	2,700	0.0635
	Bought during the Year	3,056	0.0719	5,756	0.1354
	Sold during the year	1,195	0.0281	4,561	0.1073
	At the end of the year	4,561	0.1073		
7	NIRAJKUMAR VINODKUMAR DAGA				
	At the beginning of the year	-	-	-	-
	Bought during the Year	4,512	0.1062	4,512	0.1062
	Sold during the year	-	-	4,512	0.1062
	At the end of the year	4,512	0.1062		
8	VIVEK MEHROTRA				
	At the beginning of the year	4,416	0.1039	4,416	0.1039
	Bought during the Year	2,193	0.0516	6,609	0.1555
	Sold during the year	2,156	0.0507	4,453	0.1048
	At the end of the year	4,453	0.1048		
9	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)				
	At the beginning of the year	502	0.0118	502	0.0118
	Bought during the Year	3,289	0.0774	3,791	0.0892
	Sold during the year	-	-	3,791	0.0892
	At the end of the year	3,791	0.0892		
10	DOLLY KHANNA				
	At the beginning of the year	5,691	0.1339	5,691	0.1339
	Bought during the Year	300	0.0071	5,991	0.1410
	Sold during the year	5,991	0.1410	-	-
	At the end of the year	-	-		

Note: The above details are given as on 31st March, 2019. The Company is listed and 96.9422% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders is due to market operations. Further, Company has not allotted /transferred or issued any bonus or sweat equity shares during the year.



v. Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01/04/2018		Cumulative Shareholding during the year (2018-19)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	SAT NARAIN GUPTA				
	At the beginning of the year	10,28,631	24.2103	10,28,631	24.2103
	Bought during the Year	-	-	10,28,631	24.2103
	Sold during the Year	-	-	10,28,631	24.2103
	At the end of the year	10,28,631	24.2103		
2	MAHABIR PRASAD GUPTA				
	At the beginning of the year	4,22,800	9.9512	4,22,800	9.9512
	Bought during the Year	-	-	4,22,800	9.9512
	Sold during the Year	-	-	4,22,800	9.9512
	At the end of the year	4,22,800	9.9512		
3	RAJENDER PRASAD GUPTA				
	At the beginning of the year	3,31,544	7.8033	3,31,544	7.8033
	Bought during the Year	-	-	3,31,544	7.8033
	Sold during the Year	-	-	3,31,544	7.8033
	At the end of the year	3,31,544	7.8033		

vi. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Crores)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	58.73	63.29	Nil	122.02
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest Accrued but not due	Nil	6.32	Nil	6.32
Total (i+ii+iii)	58.73	69.61	Nil	128.34
Change in Indebtedness during the financial year				
Addition	105.42	7.15	Nil	112.57
Reduction	Nil	Nil	Nil	Nil
Net Change	105.42	7.15	Nil	112.57
Indebtedness at the end of the financial year				
i) Principal Amount	164.15	76.76	Nil	240.91
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest Accrued but not due	Nil	6.08	Nil	6.08
Total (i+ii+iii)	164.15	82.84	Nil	246.99



vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Lakhs)

SI. No.	Particulars of Remuneration	Name of Managing Director/Whole time Director/ Manager						TOTAL
		Shri Sat Narain Gupta	Shri Mahabir Prasad Gupta	Shri Rajender Prasad Gupta	Shri Ajay Gupta	Shri Kamleshwar Prasad Uniyal	Shri Abhaykumar Rajendrakumar Sharma	
1	Gross Salary							
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	21.00	15.00	12.00	45.96	0.15	42.57	136.68
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	12.00	-	0.22	2.47	-	0.22	14.91
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-
4	Commission							
	- as % of profit	390.73	390.73	781.45	-	-	-	1562.91
	- Others, specify	-	-	-	-	-	-	-
5	Others (Ex-Gratia)	-	-	-	9.42	-	2.07	11.49
	Total	423.73	405.73	793.67	57.85	0.15	44.86	1725.99

B. Remuneration to key managerial personnel other than MD/WTD/Manager

(₹ in Lakhs)

SI. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Chief Executive Officer (CEO)	Chief Financial Officer (CFO)	Company Secretary Officer (CS)	
			Sh. Rakesh Verma	Ms. Nikita Chadha	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	N.A.	20.95	7.02	27.97
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	N.A.	0.22	0.22	0.44
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	N.A.	-	-	-
2	Stock Option	N.A.	-	-	-
3	Sweat Equity	N.A.	-	-	-
4	Commission				
	- as % of profit	N.A.	-	-	-
	- Others, specify	N.A.	-	-	-
5	Others (Ex-Gratia)	N.A.	0.28	0.17	0.45
	Total	N.A.	21.45	7.41	28.86



viii. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY - Nil					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS - Nil					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT - Nil					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



ANNEXURE TO THE BOARD'S REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

1. A brief outline of the Company's CSR Policy, including brief of the projects or programmes proposed to be undertaken

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of Directors, is available on the Company's website at www.bharatgroup.co.in.

The Company has identified the following causes from a Corporate Social Responsibility perspective:

- 1) Supporting Rural Children's Education including Promoting Education
- 2) Promoting Healthcare
- 3) Any other activities i.e., covered under Schedule-VII of the Companies Act, 2013.

2. The composition of the CSR Committee

The Corporate Social Responsibility Committee shall comprise of the following Directors:

- 1) Shri Mahabir Prasad Gupta, Whole Time Director
- 2) Shri Rajender Prasad Gupta, Whole Time Director
- 3) Smt. Sujata Agarwal, Independent Director

3. Average Net Profit of the Company for last 3 financial years: ₹8,789.32 Lakhs

4. Prescribed CSR Expenditure (2% of Amount) : ₹176.00 Lakhs

5. Details of CSR activities/projects undertaken during the year

a) Total amount to be spent for the financial year : ₹176.00 Lakhs

b) Amount un-spent, if any : N.A.

c) Manner in which the amount spent during financial year is detailed below:

Sr. No	CSR Project	Relevant Section of Schedule-VII in which Project is covered (Note-1)	Projects/ Programmes coverage	Amount outlay (budget) (in ₹)	Amount spent on the project/ programme (in ₹)	Cumulative expenditure upto 31 st March, 2019 (in ₹)	Amount spent Direct/ through implementing agency (in ₹)
1.	Promoting Education including Special Education	(ii)	New Delhi	55,00,000	55,00,000	55,00,000	Rai Bahadur Raghbir Singh Educational Society®
2.	Promoting Education including Special Education	(ii)	New Delhi	50,00,000	50,00,000	50,00,000	Nav Vidya Society For Education, Research & Training#



Sr. No	CSR Project	Relevant Section of Schedule-VII in which Project is covered (Note-1)	Projects/ Programmes coverage	Amount outlay (budget) (in ₹)	Amount spent on the project/ programme (in ₹)	Cumulative expenditure upto 31 st March, 2019 (in ₹)	Amount spent Direct/ through implementing agency (in ₹)
3.	Promoting Healthcare	(i)	New Delhi	51,00,000	51,00,000	51,00,000	Shree Aggarsain North Ex Welfare Society^
4.	Promoting Education including Special Education	(ii)	New Delhi	20,00,000	20,00,000	20,00,000	Bharat Lok Shiksha Parishad*

Notes

- @ Rai Bahadur Raghbir Singh Educational Society having its office at K-10, Kailash Colony, New Delhi-110048, is registered with the Commissioner of Income Tax under Section 12A of the Income Tax Act, 1961. The Society is a Non-Government, Non-Political, Non-Sectarian, Non-Domination, Secular, Non-Community, Social Development, Non-Profit Making and Voluntary Organization. The Society is in operating educational institutions and schools in the National Capital Region (NCR).
- # Nav Vidya Society For Education, Research & Training having its office at BP-12, West Shalimar Bagh, Delhi-110088, is registered with the Registrar of Societies, District North-West, Delhi, under Societies Registration Act, 1860. The Society is a Non-Government, Non-Political, Non-Sectarian, Non-Domination, Secular, Non-Community, Social Development, Non-Profit Making and Voluntary Organization. The Society is in operating educational institutions and schools in the National Capital Region (NCR).
- ^ Shree Aggarsain North Ex Welfare Society is having office at PSP, Sector-22, Rohini, Delhi-110034, is registered with the Commissioner of Income Tax under Section 12A of the Income Tax Act, 1961. The Society is a Non-Government, Non-Political, Non-Sectarian, Non-Domination, Secular, Non-Community, Social Development, Non-Profit Making and Voluntary Organization. The Society is engaged in the Health Sector in India and also providing medical facility to underprivileged and/or poor and needy people of the Society.
- * Bharat Lok Shiksha Parishad (BLSP) having its office at GI-17, G.T.Karnal Road, Industrial Area, Azadpur, Delhi - 110033, is registered under Income Tax Act, 1961. BLSP is a charity in India that operates Ekal Vidyalayas, or single-teacher schools, under the Aegis of Ekal Vidyalaya. Based in New Delhi, ISO Certified BLSP was established and registered in 1986 by young Vivekananda educationists who began to work with tribal people in the Jharkhand forests. Goals are to eliminate illiteracy among tribal people and improve their social and economic conditions. The organization has a target of establishing 1,00,000 Ekal Vidyalayas by 2013. The charity runs Ekal Vidyalayas, where a local youth teaches children aged 6 to 14 years for three hours daily using a non-formal approach that includes songs, storytelling, games, art and yoga. The students and their parents are taught principles of health and hygiene. Villagers are trained in agricultural techniques, and are made aware of government schemes from which they may benefit.



6. A responsibility statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

For and on behalf of the Board
M/s Bharat Rasayan Limited

Sd/-
(SAT NARAIN GUPTA)
Chairman & Managing Director
DIN: 00024660

Sd/-
(MAHABIR PRASAD GUPTA)
Chairman of CSR Committee
DIN: 00014681

NEW DELHI,
AUGUST 14, 2019



ANNEXURE TO THE BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

**The Members,
Bharat Rasayan Limited
1501, Vikram Tower, Rajendra Place,
New Delhi-110008.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bharat Rasayan Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Bharat Rasayan Limited** for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - (d) The Company has complied with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015;



- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period);** and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- (vi) Other laws applicable to the Company as per the representations made by the Company including:
- (a) Insecticides Act, 1968;
 - (b) Factory Act, 1948 and rules made thereunder;
 - (c) Industrial Employment (Standing Orders) Act, 1946 and Rules 1957;
- We have also examined compliance with the applicable clauses of the following:
- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (b) The Listing Agreement entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **MAMTA JAIN & ASSOCIATES**
Practicing Company Secretaries
Sd/-
(MAMTA JAIN)
FCS No.: 2794
C P No.:1686

NEW DELHI
AUGUST 14, 2019

This Report is to be read with our letter of even date which is annexed as '**Appendix-A**' and forms an integral part of this report.



'APPENDIX A'

To,

Bharat Rasayan Limited
1501, Vikram Tower, Rajendra Place,
New Delhi-110008.

Our report of even date is to read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practice, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MAMTA JAIN & ASSOCIATES**

Practicing Company Secretaries

Sd/-

(MAMTA JAIN)

FCS No.: 2794

C P No.:1686

NEW DELHI
AUGUST 14, 2019



ANNEXURE TO THE BOARD'S REPORT

Form No. AOC-2

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013, INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO:

Details of material contracts or arrangement or transactions at arm's length basis

Bharat Rasayan Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2018-19.

Name of Related Party	Nature of Relationship	Duration of Contract	Salient terms of Contract	Amount (₹ in Crores)
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NATURE OF CONTRACT

1) Sale of Goods

Bharat Insecticides Limited	Group Entity (Common Directorship)	Financial Year 2018-19	Based on Arm's length pricing	45.85
B R Agrotech Limited	Group Entity (Common Directorship)	Financial Year 2018-19	Based on Arm's length pricing	170.95
Bharat Agrochem LLP (Formerly known as Bharat Agrochem)	Common Board of Directors are partners in Firm	Financial Year 2018-19	Based on Arm's length pricing	9.06

2) Purchase of Goods

Bharat Insecticides Limited	Group Entity (Common Directorship)	Financial Year 2018-19	Based on Arm's length pricing	9.42
B R Agrotech Limited	Group Entity (Common Directorship)	Financial Year 2018-19	Based on Arm's length pricing	35.55

3) Rent Paid

Bharat Insecticides Limited	Group Entity (Common Directorship)	Continuing	Based on Arm's length pricing	0.06
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ANNEXURE TO THE BOARD'S REPORT

STATEMENT OF DISCLOSURE OF REMUNERATION

*Under Section 197 of Companies Act, 2013, and Rule 5(1) of
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

- (a) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2018-19, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2018-19.

Sl.	Name of Director/KMP	Designation	Ratio of Remuneration of each Director to median remuneration of Employees	Percentage Increase/(Decrease) in Remuneration
1	Shri Sat Narain Gupta	Chairman & Managing Director	11915:1	1184.02
2	Shri Mahabir Prasad Gupta	Whole Time Director	11409:1	20.05
3	Shri Rajender Prasad Gupta	Whole Time Director	22319:1	(19.10)
4	Shri Ajay Gupta	Whole Time Director	1627:1	28.05
5	Shri Kamleshwar Prasad Uniyal	Whole Time Director	4:1	-
6	Shri Abhaykumar Rajendrakumar Sharma	Whole Time Director	1261:1	50.12
7	Shri Rakesh Verma	Chief Financial Officer	Not Applicable	16.12
8	Ms. Nikita Chadha	Company Secretary	Not Applicable	7.87

Notes:

- (a) Based on Salary of those persons who were employed during whole of the year.
- (b) The percentage increase in the median remuneration of Employees for the financial year was 10%.
- (c) The Company has 463 permanent employees on the rolls of Company as on 31st March, 2019 who have worked for twelve (12) months.
- (d) Relationship between average increase in remuneration and Company's performance:
On an average, employees received an increase of 10%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is linked to organization performance.
- (e) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

**On behalf of the Board
For Bharat Rasayan Limited**

**Sd/-
(SAT NARAIN GUPTA)**
Chairman & Managing Director
(DIN: 00024660)

**NEW DELHI,
AUGUST 14, 2019**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN ECONOMY

While the global economy is battling headwinds, India continues to be one of the fastest growing major economies in the world in FY 2018-19, driven by strong household spending and corporate fundamentals. Despite external vulnerabilities in the form of high oil prices, trade tensions between major global trading partners and the US monetary tightening, the Indian economy remained resilient. The World Bank estimated the Indian economy to grow by 7.2% in FY 2018-19.

The reforms undertaken are expected to have a positive impact on the fiscal and current account deficit over the medium to long term. Additionally, they will increase the efficiency and transparency of the Indian economy. Together, these will increase the confidence of both corporates and investors in the Indian economy.

INDIAN AGROCHEMICAL INDUSTRY

Agriculture inputs play a decisive role in enhancing crop production. With arable land declining, production of crops can only be increased by using quality inputs through a scaled-up country-wide effort. Concerted efforts are being taken to transform agriculture, improve farm productivity and farmer prosperity, achieve food security and environmental sustainability.

Agrochemicals are chemicals that help boost crop productivity through prevention of destruction of crops by pests such as insects, weeds, fungus, etc. The global economy, in general, and Indian, in particular, is facing a multitude of challenges such as to feed an evergrowing population, reducing arable land bank and dealing with adverse climatic changes. Under such circumstances, the traditional methods of growing more crops are rendered inadequate. There is a growing acceptance to launch advanced agrochemical solutions to achieve higher field productivity.

Agriculture which contributes to 16% of the GDP and provides employment to nearly half of the country's population, plays an important role in the Indian economy. India is a leading farm producer as well as an exporter of many agro commodities. Its agro economy faces multiple challenges which is reflected in the relatively lower productivity compared to the advanced economies of the world. Science provides solutions to address some of these challenges and in turn, these provide opportunities for businesses involved in agriculture inputs.

Indian agriculture is on a growth path, with an increase in investments and private funding in the past few years. The sector is expected to grow with better momentum in the next few years, owing to an increase in investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. Factors such as reduced transaction costs, time, better port gate management and fiscal incentives will also contribute to this upward trend. Furthermore, the increased use of genetically modified crops is also expected to better the yield of the Indian farmers.

IMPACT OF CLIMATIC CONDITIONS ON GLOBAL AGRICULTURE

The year 2018 became the fourth warmest on record since 1880, according to an independent analysis by NASA and the National Oceanic and Atmospheric Administration. Preliminary data indicated that 2018 global temperatures were 0.79 Degree Celsius above the 20th century average. The warming was largely driven by increased emissions of carbon dioxide and other greenhouse gases into the atmosphere caused by human activities. Unfavorable weather for crops in key growing regions adversely impacted crop production and yield.

IMPACT OF CLIMATIC CHANGES ON AGRICULTURAL PRODUCTION

As per the India Meteorological Department (IMD), 2018 was the sixth warmest year on record in India with patchy monsoon and average temperature being significantly above normal. The rainfall during the annual monsoon season was less than the original forecast at 91% of the long-term average. Nearly 50% of India's cultivable farm area is dependent on the monsoon, making it lifeline of the country's rural



economy and agriculture sector. However, most major crops producing states witnessed normal monsoon rainfall, hence the production of food grains for FY 2018-19 is higher.

A number of measures and policies have been introduced by the Government. The pro-farmer policies will help the cultivators attain higher levels of agricultural produce and enable a structured income support for them. Agriculture's role in the process of economic growth in India is unprecedented. Agriculture, with its allied sectors, is the largest source of livelihood in India. Advancement in agriculture and allied sectors is positive for inclusive economic growth at the national level. India is the largest producer, consumer and importer of pulses in the world. As farmers find themselves in a more comfortable situation, the agriculture sector will gather further momentum.

CROP PROTECTION INDUSTRY

Crop protection chemicals play a major role in increasing agriculture productivity. They help in minimising plant diseases, weeds, and other pests that damage agriculture crops, and thus increasing and maintaining year-on-year crop yield. Around 25% of the global crop output is lost due to attacks by pests, weeds and diseases. India is the 4th largest producer of agrochemicals, after the US, Japan and China. In India, better timing and spatial distribution of rainfall, higher pest incidence, and steps by the Government to improve farm income are expected to increase the application of agrochemicals. The industry faces several challenges due to strict environmental regulations. Crop protection comprises of insecticides, fungicides, herbicides and bio-pesticides. India's pesticides consumption is currently one of the lowest in the world among other economies.

In FY 2018-19, the Indian crop protection chemical industry witnessed several challenges. Uneven distribution of rainfall and its skewness in certain regions led to a significant change in the pest load factor, impacting its consumption. In Rabi season, significant rainfall during beginning of cropping period led to a decline in pest infestation. The industry further faced the challenge of fluctuation in the prices of raw materials as supply got impacted due to operational issues in China led by environmental crackdown.

EFFLUENT MANAGEMENT

We have installed effluent treatment plant. All effluents generated at plant are segregated into hazardous and non-hazardous categories and they are effectively treated, recycled and reused, wherever possible.

RESEARCH & DEVELOPMENT

Being actively engaged in product and process development activities across various segments of its businesses, Research & Development (R&D) is an integral part of the Company's operations. We have dedicated R&D plant at Bahadurgarh, Haryana is certified by the Ministry of Science and Technology, Government of India with pilot plant having a qualified team. We also have R&D Plant at Dahej, Gujarat having NABL Certification from National Accreditation Board for Laboratories as a certified research lab, alongwith Pilot plant. Both the plants are working round the clock working on new chemistries.

QUALITY

In addition to ISO 9001:2015 for Quality Management, the professional commitments of high order have earned the rating of ISO 14001:2015 for Environment Management System and also ISO 45001:2018 Certification for Occupational Health & Safety norms. The Company is also registered with global mercantile data compiler and rating agency Dun & Bradstreet.

BUSINESS PERFORMANCE

Your Company has highly qualified and dedicated team of professionals in various work profile to focus on quality improvement in existing products, marketing the products to prevailing customers and exploring new domestic and overseas customers for the Company. Your Company achieved a turnover of ₹992.18 crores registering an increase of about 22.43% over previous year turnover of ₹810.40 crores and earned a Profit before Tax (PBT) of ₹155.13 crores and Profit after Tax (PAT) of ₹111.52 crores.



Apart from loyal customer base that the Company is enjoying since last several years now, many more new domestic as well as overseas customers are added to the portfolio of the Company during the year & same is expecting to increase in near future due to Company's commitment of supplying high quality product in a time bound manner.

Moving ahead, the Company remains poised to implement key initiatives across functions to enable itself to face market challenges and leverage the emerging opportunities. It remains focused on improving revenue growth and profitability, driven by high growth segments such as seeds and nutrients.

EXPENSES

The Company's total expenses increased by 23.26% from ₹679.72 crores in FY 2017-18 to ₹837.79 crores in FY 2018-19. Major expense items of the Company comprise cost of material consumed, purchase of stock-in-trade, power and electricity, freight & forwarding outward, employee benefits expenses, depreciation and amortisation expenses and finance costs.

Cost of materials consumed increased by 46.86% from ₹493.61 crores in FY 2017-18 to ₹724.90 crores in FY 2018-19 owing to increase in major raw material prices.

Power and Electricity expenses increased by 8.66% from ₹17.79 crores in FY 2017-18 to ₹19.33 crores in FY 2018-19, largely due to increase in prices of utilities.

Employee benefit expenses increased by 15.83% from ₹49.52 crores in FY 2017-18 to ₹57.36 crores in FY 2018-19 owing to increase coming from annual increment and new recruitment.

Finance costs increased by 42.65% from ₹11.09 crores in FY 2017-18 to ₹15.82 crores, subject to regrouping as per Ind-AS.

RISKS AND CONCERNS

Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks along with identification of opportunities.

Despite the strong growth drivers, Indian agrochemicals industry faces challenges in terms of low awareness among large number of end users spread across the geography. Managing inventory and distribution costs is a challenge for the industry players in the wake of volatility in business environment.

The performance of the crop protection industry and other agri-inputs is dependent on monsoons, pest and disease incidences on crops. As this year's monsoon failure has shown, major fluctuations in total rainfall and its distribution affect the crop acreages and overall productivity and have a direct correlation with sales. Agrochemical companies face issues due to seasonal nature of demand, unpredictability of pest attacks and high dependence on monsoons.

Compliance to growing regulatory norms is a continuing requirement and could lead to delays in obtaining necessary approvals. Changes in guidelines or policies in various geographies may also lead to sudden disruption of business in specified products.

In order to minimize the risk, a comprehensive and integrated risk management framework is followed by the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has created internal control systems which are commensurate with the size, scale and complexity of its operations. The Company has also identified entity level controls for the organization, covering integrity and ethical values, adequacy of audit and control mechanisms and effectiveness of internal and external communication, thereby strengthening the internal controls systems and processes with clear documentation on key control points. The internal controls are formulated and implemented by the management with an objective to achieve efficiency in operations, optimum utilization of resources and effective monitoring and compliance with applicable laws.



HUMAN RESOURCES DEVELOPMENT

The Company invested in a strong workforce and working environment to report sustainable growth, reflected in the continuous improvement in operating processes and new product introduction. The Company believes in a performance-driven culture.

The Company organized training programmes based on emerging requirements, covering technical, behavioral, customer orientation, safety, code of ethics, product training and other needs. The Company continued to recruit skilled scientific, technical and managerial personnel.

CAUTIONARY STATEMENT

Certain Statements made in this report relating to Company's objectives, outlook, future plans etc. may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual performance may differ materially from such estimates or projections, whether express or implied. Important factors that could make a difference to the Company's operations; include Government Regulations, Tax regimes, Economic developments within India and countries in which the company conducts business and other allied factors.



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Corporate Governance is all about maximizing the shareholders' value on a sustainable basis while ensuring fairness to all stakeholders, customers, vendors, investors, employees, government and society.

Your Company is committed to define, follow, practice, achieve and maintain the highest level of corporate governance in all its business functions. Your Company believes in the concept of good corporate governance involving transparency, empowerment, account ability, equity and integrity with a view to enhance stakeholder's value in order to achieve its vision and mission. Your Company's Corporate Governance framework ensures to make timely disclosures and share accurate information regarding the financials and performance, as well as disclosures related to leadership and governance of the Company. Your Company believes that an active, well informed and independent board is necessary to ensure the highest standards of corporate governance.

At Bharat Rasayan Limited, the Board of Directors (the Board) are at the core of the corporate governance practice. The Board thus oversees the Management's functions and protects the long term interest of its stakeholders. As on March 31, 2019 the Board consists of ten members of which five are independent directors.

The Company has adopted practices as mandated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and has established procedures and systems to be fully compliant with the Regulations.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule-V and clauses (b) to (i) of Corporate Governance Report sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable, with regard to Corporate Governance.

2. BOARD OF DIRECTORS

The Board of Directors (the Board) which consists of eminent persons with considerable professional expertise and experience provides leadership and guidance to the management, thereby enhancing stakeholders' value.

(A) Composition of the Board

The Board of Directors, as on 31st March, 2019, comprises of Ten Directors out of whom five are Executive Directors and five are Non-Executive and Independent Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees.

All Directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2019 are given herein below .



Name of the Directors	Attendance at the Meeting held during the year 2018-19		Number of Board Memberships ¹	Number of Committee positions held as	
	Board Meeting (Out of 6 held)	Last AGM Held on 28.09.2018		Chairman	Member
Executive Directors					
Shri Sat Narain Gupta Chairman & Managing Director	6	Yes	4	1	Nil
Shri Mahabir Prasad Gupta Whole Time Director	4	Yes	3	2	2
Shri Rajender Prasad Gupta Whole Time Director	5	Yes	3	Nil	4
Shri Ajay Gupta	2	No	1	Nil	Nil
Shri Abhaykumar Rajendrakumar Sharma ²	4	No	1	Nil	Nil
Shri Kamleshwar Prasad Uniyal ³	--	--	1	Nil	Nil
Non-Executive & Independent Directors					
Shri Pankaj Gupta	6	Yes	3	1	2
Shri Ram Kanwar	4	Yes	1	Nil	Nil
Smt. Sujata Agarwal ⁴	4	No	3	2	3
Shri Suresh Kumar Garg	1	Yes	1	Nil	1
Shri Rajesh Gupta ⁵	6	Yes	1	2	Nil

Notes:

- Number of Directorships includes Board Memberships held in our Company as well as in other companies excluding alternate directorship, directorship in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.
- Shri Abhaykumar Rajendrakumar Sharma ceased to be a Director of the Company w.e.f. 30.03.2019.
- Shri Kamleshwar Prasad Uniyal appointed as an Executive Director/ Whole Time Director of the Company w.e.f. 30.03.2019.
- During the year, Smt. Sujata Agarwal ceased to be a member of the Committee w.e.f. 14.08.2018.
- During the year, Shri Rajesh Gupta appointed as a Chairperson of the Audit Committee and Nomination and Remuneration Committee w.e.f. 14.08.2018.

(B) Board Meetings

The Board meets at regular intervals to review the performance of the Company. The Board of Directors met 6 times during the year ended March 31, 2019. The dates of the said Board Meetings were 30.05.2018, 14.08.2018, 29.09.2018, 14.11.2018, 14.02.2019 and 30.03.2019 respectively. It was ensured that the gap between any two Board Meetings did not exceed four months. The necessary quorum was present for all the meetings.

(C) Code of Conduct

The Board of Directors of the Company has adopted a Code of Conduct that set out the fundamental standards to be followed in all actions carried out on behalf of the Company, copy of which is also available on the Company's website, i.e. www.bharatgroup.co.in.



All the Directors and Senior Management Personnel of the Company are bound by the Code of Conduct and have affirmed compliance with the said Code for the year ended March 31, 2019. A declaration to this effect signed by the Chairman & Managing Director also forms part of this report.

During the year 2018-19, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

3. BOARD COMMITTEES

3.1 Committee of Board of Directors

The Board is authorised to constitute Committees and delegate to them few powers and duties with respect to specific purposes as defined in various Sections of the Companies Act, 2013. The Board has constituted one such Committee, i.e. Committee of Directors under the Chairmanship of Shri Sat Narain Gupta, Chairman & Managing Director of the Company. The meetings of the said Committee are held as and when need arises.

(A) Composition

As on March 31, 2019, the Committee comprises of Shri Sat Narain Gupta as its Chairman, Shri Mahabir Prasad Gupta and Shri Rajender Prasad Gupta as its members.

(B) Terms of Reference

The major role and terms of reference of the Committee is to deliberate and decide upon all such urgent matters, which cannot wait till convening of next Board Meeting. All decisions of the Committee are placed before the Board for noting and ratification by the Board in its next meeting.

(C) Meetings and Attendance

During the year 2018-19, Sixteen (16) meetings of the Committee of Board of Directors were held. The dates of the said meetings were 20.04.2018, 10.05.2018, 24.05.2018, 08.06.2018, 26.06.2018, 10.07.2018, 30.07.2018, 26.09.2018, 11.10.2018, 30.10.2018, 12.12.2018, 18.12.2018, 31.12.2018, 28.01.2019, 11.03.2019 and 26.03.2019. The requisite quorum was present at every meeting of the Committee of Board of Directors.

The composition of the Committee of Board of Directors and attendance at the meetings held during the year are given herein below:

S. No.	Name of the Members	Meetings Attended (out of 16 held)
1.	Shri Sat Narain Gupta	16
2.	Shri Mahabir Prasad Gupta	16
3.	Shri Rajender Prasad Gupta	16

3.2 Audit Committee

(A) Composition

During the year under review, the Audit Committee comprised of majority of Non-Executive and Independent Directors with Shri Rajesh Gupta as the Chairperson of the Committee alongwith Shri Pankaj Gupta and Shri Rajender Prasad Gupta as its members. The Chairperson and all members of the Committee are financially literate and have relevant financial and accounting expertise. Smt. Sujata Agarwal has resigned from the Chairperson and Membership of the Committee w.e.f. 14.08.2018.

The Company Secretary of the Company acts as the Secretary to the Audit Committee.

(B) Terms of Reference

The Audit Committee is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and inter alia performs the following functions:



- a) Overviewing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending the appointment, remuneration and terms of appointment of auditors of the Company and approving the payment to statutory auditors for any other services rendered by the statutory auditors;
- c) Reviewing, with the management, the annual financial statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of Section 134 of the Act 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications, if any, in the audit report.
- d) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- e) Approving or subsequently modifying any transactions of the Company with related parties;
- f) Scrutinizing the inter-corporate loans and investments;
- g) Reviewing valuation of undertakings or assets of the Company, wherever it is necessary;
- h) Evaluating internal financial controls and risk management systems;
- i) Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- j) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- k) Discussing with internal auditors of any significant findings and follow up thereon;
- l) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- m) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- n) Reviewing the functioning of the Whistle Blower mechanism;
- o) Approving the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications and experience; and
- p) In addition, reviewing of such other functions as envisaged under Section 177 of the Companies Act, 2013, and the Listing Regulations.



The matters reviewed and recommended in the meetings of the Audit Committee were apprised to the Board by the Chairperson of the Audit Committee, for its approval. All the recommendations were accepted by the Board.

(C) Meetings and Attendance

During the year 2018-19, four (4) meetings of the Audit Committee were held. The dates of the said meetings were 30.05.2018, 14.08.2018, 14.11.2018 and 14.02.2019 respectively. The requisite quorum was present at every meeting of the Audit Committee. The attendance of the members at the said meetings are as follows:

S. No.	Name of the Members	Meetings Attended (out of 4 held)
1.	Shri Rajesh Gupta*	2
2.	Smt. Sujata Agarwal#	2
3.	Shri Pankaj Gupta	4
4.	Shri Rajender Prasad Gupta	3

*Shri Rajesh Gupta appointed as a member/chairperson of the Committee w.e.f. 14.08.2018.

#Smt. Sujata Agarwal ceased to be a member/chairperson of the Committee w.e.f. 14.08.2018

3.3. Nomination & Remuneration Committee

(A) Composition

The Nomination and Remuneration Committee of Directors (NRC) comprises of Shri Rajesh Gupta as the Chairperson of the Committee alongwith Shri Pankaj Gupta and Shri Suresh Kumar Garg as Members of the Committee. Smt. Sujata Agarwal has resigned from the Chairperson and Membership of the Committee on 14.08.2018.

The Company Secretary of the Company acts as the Secretary to the Committee.

(B) Terms of Reference

- Guiding the Board for laying down the terms and conditions in relation to appointment and removal of Director(s), Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company.
- Evaluating the performance of the Director(s) and providing necessary report to the Board for its further evaluation and consideration.
- Retaining, motivating and promoting talent among the employees and ensuring long term sustainability of talented SMP by creation of competitive advantage through a structured talent review.
- Devising a policy on diversity in the Board.
- Develop a succession plan for the Board and SMP.

(C) Meetings and Attendance

During the year under review, three (3) meetings of Nomination & Remuneration Committee were held on 29.09.2018, 14.02.2019 and 30.03.2019 respectively. The attendance of the members at the said meetings are as follows:

S.No.	Name of the Members	Meetings Attended (out of 3 held)
1.	Shri Rajesh Gupta*	3
2.	Shri Pankaj Gupta	3
3.	Shri Suresh Kumar Garg	3
4.	Smt. Sujata Agarwal#	Nil

*Shri Rajesh Gupta appointed as a member/chairperson of the Committee w.e.f. 14.08.2018.

#Smt Sujata Agarwal ceased to be a member/chairperson of the Committee w.e.f. 14.08.2018



(D) Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013, read along with the applicable Rules thereto and Listing Regulations, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

3.4. Stakeholders Relationship Committee

(A) Composition

The Stakeholders Relationship Committee has been constituted under the Chairmanship of a Non-Executive & Independent Director to look into the redressal of complaints of investors such as delay in transfer and/or transmission of shares or non-receipt of dividend etc. The said Committee comprises of Shri Pankaj Gupta as its Chairperson and Shri Mahabir Prasad Gupta and Smt. Sujata Agarwal as its Members.

The Company Secretary acts as the Compliance Officer of the Company.

(B) Meetings and Attendance

During the financial year ended March 31, 2019, the Committee met four (4) times on 09.04.2018, 07.07.2018, 09.10.2018 and 10.01.2019. The attendance of the members at the meetings is as follows:

S. No.	Name of the Members	Meetings Attended (out of 4 held)
1	Shri Pankaj Gupta	4
2	Shri Mahabir Prasad.Gupta	4
3	Smt. Sujata Agarwal	3

(C) Terms of Reference

The Stakeholders Relationship Committee, inter-alia, looks into Investors' Complaints/ Grievances relating to the transfer/transmission of shares, non-receipt of dividend, non-receipt of share certificates, issue of duplicate share certificates and other miscellaneous requests/ complaints. The Committee also oversees and review performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

(D) Details of Complaints received and resolved

During the year under review, the Committee noted that a total of nineteen (19) Complaints were received from the investors and all of them were immediately resolved to the full satisfaction of the investors of the Company.

The Committee addresses all the complaints, suggestions and grievances expeditiously and replies are sent/issues are resolved within 15 days of their receipt except in case of dispute over facts or other legal constraints. The Company ensures timely and prompt submission of its response to the queries/clarifications sought by the Stock Exchanges, Investors and the Securities and Exchange Board of India (SEBI) from time to time.

(E) Transfer of Unclaimed Dividend to IEPF

Pursuant to provisions of Companies Act, 2013 all unclaimed / unpaid dividend remaining unclaimed/ unpaid for a period of seven years from the date they became due for payment have been transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.

No claim shall be entertained against the IEPF or the Company for the amounts so transferred.



3.5. Share Transfer Committee

(A) Composition

For instant processing of investors request relating to the transfer, transmission and dematerialization of shares, the Board has constituted a Share Transfer Committee. The said Committee comprises of Shri Mahabir Prasad Gupta as its Chairperson and Shri Rajender Prasad Gupta and Smt. Sujata Agarwal as its Members. The Committee meets as often as required to transact the cases related to transfer, transmission and dematerialization of shares.

(B) Terms of Reference

The role and terms of reference of the Share Transfer Committee is to give approval of request for transfer and transmission of physical shares, deletion of name in case of joint shareholder of physical equity shares of the Company and also to deal with the request of dematerialization & rematerialisation of shares lodged with the Company/Registrar and Transfer Agent.

(C) Meetings

During the year, the Committee had met on 20.04.2018, 30.04.2018, 10.05.2018, 04.06.2018, 08.06.2018, 10.07.2018, 21.07.2018, 30.07.2018, 29.08.2018, 17.09.2018, 11.10.2018, 19.11.2018, 04.12.2018, 12.12.2018, 28.01.2019, 15.02.2019, 11.03.2019, 19.03.2019 and 30.03.2019.

3.6. Corporate Social Responsibility (CSR) Committee

(A) Composition and Meetings

Shri Mahabir Prasad Gupta, Shri Rajender Prasad Gupta and Smt. Sujata Agarwal are members of CSR Committee. During the year the members of committee had met on 27.12.2018, 28.01.2019 and 08.02.2019.

(B) Terms of Reference

- To formulate and recommend to the Board, a CSR Policy and the activities to be undertaken by the Company as per Schedule VII of the Companies Act, 2013;
- To recommend amount of expenditure on CSR activities;
- To monitor CSR Policy of the Company.

3.7. Independent Directors' Meeting

As required under the provisions of the Companies Act, 2013, the Independent Directors of the Company i.e. Shri Pankaj Gupta, Shri Ram Kanwar, Smt. Sujata Agarwal, Shri Suresh Kumar Garg and Shri Rajesh Gupta met once in a year i.e. on 20.03.2019 to evaluate the performance of Non-Independent Directors including Chairman of the Board as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations.

3.8 Skills, Expertise and Competencies of the Board

The Board of Directors has, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), identified the following core skills/ expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

- Leadership experience in managing companies and associations including general management;
- Industry experience including its entire value chain and indepth experience in corporate strategy and planning;
- Expertise in the field of science and technology given the Company's focus on research and innovation as well as knowledge in the field of Information Technology and digitalization;



- Experience in finance, tax, risk management, legal, compliance and corporate governance
- Experience in human resources and communication;
- Relevant experience and knowledge in the matters of Safety and Corporate Social Responsibility including environment, sustainability, community and values; and
- Having multiple geography and cross-cultural experience.

3.9 Board and Director Evaluation and Criteria for Evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Evaluation of Board, Individual Directors and Committees include, inter alia, the following:

Board Evaluation	Evaluation of Individual Directors	Committee Evaluation
Board Structure - qualifications, experience and competencies	Professional qualifications and experience	Mandate and composition
Board Diversity	Knowledge, skills and competencies	Effectiveness of the Committee
Meetings - regularity, frequency, agenda, discussion and recording of minutes	Fulfillment of functions, ability to function as a team	Structure of the Committee
Functions - strategy, governance, compliances, evaluation of risks, stakeholder value and responsibility, conflict of interest	Attendance	Meetings - regularity, frequency, agenda, discussion and dissent, recording of minutes
Independence of management from the Board, access of Board and management to each other	Commitment, contribution, integrity and independence	Independence of the Committee from the Board and contribution to decisions of the Board
Succession plan and professional development	In addition to the above, the Chairman of the Board Meetings is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality and ability to keep shareholders' interests in mind.	-



4. GENERAL BODY MEETINGS

The details of the Annual General Meetings held during the past three years and the Special Resolutions passed thereat are given below:

Financial Year ended	Date and Time	Venue	Special Resolution(s) passed
March 31, 2018	28.09.2018 10:30 A.M.	Apsara Grand Banquets A-1/20B, Paschim Vihar, Rohtak Road, New Delhi- 110063	<ul style="list-style-type: none"> Revision in the remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director/ Executive Director of the Company Revision in the remuneration of Shri Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Whole Time Director/ Executive Director of the Company
March 31, 2017	27.09.2017 10:30 A.M.	Apsara Grand Banquets A-1/20B, Paschim Vihar, Rohtak Road, New Delhi- 110063	<ul style="list-style-type: none"> Appointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director/ Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Dahej (Gujarat) Appointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) as an Executive Director/ Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Mokhra (Haryana) Approve continuation of Shri Sat Narain Gupta (DIN:00024660) as Chairman & Managing Director after attaining age of 70 years
March 31, 2016	28.09.2016 10:30 A.M.	Apsara Grand Banquets A-1/20B, Paschim Vihar, Rohtak Road, New Delhi- 110063	<ul style="list-style-type: none"> Approval to make changes in payment of Profit based Commission to the Directors of the Company



5. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for Directors and Employees to report concerns about unethical behavior. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

Disclosure Policy

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website at Investors Desk (<http://www.bharatgroup.co.in/investor-desk.aspx?mpgid=68&pgidtrail=68#investor-desk7>). The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis.

Code for Prevention of Insider Trading

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at Investors Desk (<http://www.bharatgroup.co.in/investor-desk.aspx?mpgid=68&pgidtrail=68#investor-desk8>).

During the year under review, both the above Codes were amended to align them with the amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015. As per the revised Code, the Company has also adopted Policy on Enquiry in case of leak or suspected leak of UPSI and Policy for Determination of Legitimate Purposes. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on the website of the Company at (<http://www.bharatgroup.co.in/investor-desk.aspx?mpgid=68&pgidtrail=68#investor-desk8>).

Policy for Preservation of Documents

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

6. DISCLOSURES

(A) Materially Significant Related Party Transactions

Your Company has not entered into any transactions of material nature with any of its related parties that may have any potential conflict with interests of the Company. Suitable Disclosures as required by Accounting Standard-18 (Related Party Transactions) have been made in Annual Report.

(B) Compliance

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2016-17, 2017-18 and 2018-19 respectively: **-- Nil --**

(C) Accounting Standards

The financial statements have been prepared following the prescribed Accounting Standards notified under Section 133 of the Companies Act, 2013, and there has been no deviation in the accounting treatment during the year.



(D) Risk Management

The Company has a well-defined risk management framework in place, which helps the management to identify and monitor the business risks on a continuous basis and initiate appropriate risk mitigation steps as and when deemed necessary. The Company periodically places before the Board for review, the risk assessment and minimization procedures being followed by the Company.

(E) Compliance with mandatory requirements /adoption of non-mandatory requirements

The status of compliance with the non-mandatory recommendation is provided below:

The Board: The Chairman of the Board is an Executive Director and accordingly no separate Chairman's office has been maintained. Further, the Company ensures that the persons appointed as Independent Directors on the Board possess requisite qualifications and experience that may prove beneficial to the Company.

Shareholders' Rights: The shareholders are kept informed about the financial performance of the Company and of the significant events, if any, in the Company. The annual report, financial results of the Company and other requisite information for the knowledge of the shareholders are also made available on the Company's website www.bharatgroup.co.in.

Audit Qualifications: During the year under review, there was no audit qualification in the Company's financial statements. It is always the Company's endeavor to present unqualified financial statements.

(F) Proceeds from public issues, right issues, preferential issues etc.

The Company did not have any of the above issues during the year under review.

(G) Secretarial Audit Report

The Company has obtained Secretarial Audit Report on quarterly/Annual basis from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Regulations, SEBI Regulations on Takeover, Insider Trading and Depositories Participants. A text of the Annual Secretarial Audit Report is annexed elsewhere.

(H) Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

(I) CEO/ CFO Certification

Certificate from Managing Director and CEO for the financial year ended on 31st March, 2019 is annexed at the end of this report.

(J) Confirmation by the Board of Directors Regarding Acceptance of Recommendation of all Committees

In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from all its Committees.

(K) Fees Paid to Statutory Auditor

A total fee of ₹8.25 Lakhs was paid by the Company, for all services to M/s.R.D.Garg & Co., Statutory Auditors.

(L) Credit Rating

CARE has given the credit rating of AA- for long term and A1+ for short term financial instruments of the Company.



7. MEANS OF COMMUNICATION

(a)	Information to Stock Exchanges and Newspapers Publicity	Quarterly, Half-Yearly & Annual Results of the Company are published in the newspapers in terms of Listing Regulations. These results are promptly submitted to Stock Exchange. Additionally, in strict compliance of Listing Regulation requirements, the Company has always promptly reported dates of various Board Meetings, General Meetings, Book Closures/ Record Date to the Stock Exchanges and also published the information pertaining thereto in a leading Financial daily for information of shareholders and also www.bharatgroup.co.in significant information about important developments to stakeholders.
(b)	Company's Website	The Company regularly posts important information such as Quarterly/ Annual Audited Financial results, Shareholding Pattern etc. on Company's website www.bharatgroup.co.in at the earliest. The Company by way of press releases in leading financial newspapers also informs significant information about important developments to stakeholders.
(c)	NSE Electronic Application Processing System (NEAPS)	The Shareholding Pattern, Report on Corporate Governance etc. for every quarter are filed electronically on NEAPS which is a web based application designed by National Stock Exchange of India Limited for corporates.
(d)	SEBI Complaints Redress Systems (SCORES)	The investors complaints are now processed in a centralized web based complaints redress system termed as SEBI Complaints Redress Systems (SCORES). The Action taken reports are submitted online by the Company and resolved to the satisfaction of the investor through SCORES.
(e)	Designated Exclusive E-mail ID	The Company has designated an E-mail-ID investors.brl@bharatgroup.co.in for investor servicing.

8. GENERAL SHAREHOLDERS' INFORMATION

(i) 30th Annual General Meeting

Date & Time	September 25, 2019, Wednesday, 10:30 A.M.
Venue	Apsara Grand Banquets A-1/20B, Paschim Vihar, Rohtak Road, New Delhi-110063.
Book Closure	September 19, 2019 to September 25, 2019

(ii) **Financial Calendar** : April to March every year

(iii) **Dividend** : ₹1.50 per equity share of ₹10/- each

Dividend Payment Date : On or before October 24, 2019

(iv) Listing on Stock Exchange and Stock Code

Stock Exchange	Stock Code	Equity ISIN
National Stock Exchange of India Ltd. (NSE)	BHARATRAS	INE838B01013



(v) Market Price Information

Market price data - monthly high / low of NSE depicting liquidity of the Company's Ordinary Shares on the said.

Month and Year	NSE Market Price Data		NSE Indices [Nifty 50]	
	High (₹)	Low (₹)	High	Low
April, 2018	5950.00	4301.15	10759.00	10111.30
May, 2018	7102.20	5421.00	10929.20	10417.80
June, 2018	6599.00	5012.50	10893.25	10550.90
July, 2018	7600.00	6100.00	11366.00	10604.65
August, 2018	8200.00	6811.90	11760.20	11234.95
September, 2018	7925.95	6092.45	11751.80	10850.30
October, 2018	6574.95	4833.95	11035.65	10004.55
November, 2018	6200.00	5290.00	10922.45	10341.90
December, 2018	5733.00	4960.00	10985.15	10333.85
January, 2019	5410.00	3480.00	10987.45	10583.65
February, 2019	4950.00	3325.00	11118.10	10585.65
March, 2019	4799.00	3651.30	11630.35	10817.00

(vi) Registrar and Transfer Agent (RTA)

M/s LinkIntime India Pvt.Limited having its office at

Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market,
Janakpuri, New Delhi - 110 058.

Tel. Nos. : 091-11-41410592-93-94, Fax No. : 091-11-41410591

E-mail : delhi@linkintime.co.in

(vii) Share Transfer System

Shareholders may submit their request for share transfer or transmission along with the requisite documents at the Registered Office of the Company or to M/s. Link Intime India Pvt. Limited, Company's RTA. The share transfer/transmission requests are processed by the RTA and after processing the same is forwarded to the Company for approval of the Share Transfer Committee.

In terms of Listing Agreement entered into between the Company & Stock Exchange, a practicing Company Secretary has been appointed by the Company to examine the records and processing of share transfers and for thereafter issuance of half yearly certificate which is sent to the Stock Exchanges. Also, in accordance with SEBI's requirement, a practicing Company Secretary has been appointed by the Company who on quarterly basis conducts Secretarial Audit for reconciliation of total issued share capital with depositories and in physical mode.



(viii) Shareholding Pattern as on March 31, 2019

Category of Shareholder	Number of Shares	% of Shareholding
Total Promoters and Promoters' Group Holding (A)	31,79,204	74.8270
Public Shareholding		
Foreign Portfolio Investor	8,378	0.1972
Financial Institutions / Banks	2,423	0.0570
Individuals	4,16,397	9.8005
IEPF	73,618	1.7327
Foreign Nationals	153	0.0036
HUF	7,457	0.1755
NRIs	23,590	0.5553
Bodies Corporate	5,33,822	12.5642
Clearing Members	3,698	0.0870
Total Public Shareholding (B)	10,69,536	25.1730
TOTAL (A+B)	42,48,740	100.0000

(ix) Distribution of Shareholding as on March 31, 2019

Shareholding of Nominal Value (₹)	No. of Shareholders	% to total Shareholders	No. of Shares	Share Amount (₹)	% of Shareholding
Up to 500	8402	98.7889	3,84,598	38,45,980	9.0521
501 - 1,000	53	0.6232	37,905	3,79,050	0.8922
1,001 - 2,000	22	0.2587	31,233	3,12,330	0.7351
2,001 - 3,000	5	0.0588	12,671	1,26,710	0.2982
3,001 - 4,000	1	0.0117	3,791	37,910	0.0892
4,001 - 5,000	3	0.0353	13,579	1,35,790	0.3196
5,001 - 10,000	-	-	-	-	-
10,001 & above	19	0.2234	37,64,963	3,76,49,630	88.6136
TOTAL	8,505	100.0000	42,48,740	4,24,87,400	100.0000

(x) Dematerialization of shares

The Company's shares are compulsorily traded in dematerialized form and through M/s. Link Intime India Pvt. Limited, the Registrar & Transfer Agent. We have established connectivity with both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE838B01013.

As on March 31, 2019, 96.9422% of the paid up equity share capital of the Company has been dematerialized

(xi) Plants Location

S. No.	Unit	Address
1	Unit-I	2 KM Stone, Madina-Mokhra Road, Village Mokhra, Distt. Rohtak - 124 022 (Haryana).
2	Unit-II	42/4, Amod Road, GIDC Industrial Estate, Dahej, Distt. Bharuch- 392 130 (Gujarat).



- (xii) **Address for Correspondence** M/s Bharat Rasayan Limited
Secretarial Department
1501, Vikram Tower, Rajendra Place,
New Delhi - 110008.
Phone Nos.: 091-11-41538383 & 091-11-43661111
Fax Nos.: 091-11-25727781 & 091-11-43661100
E-mail ID: investors.brl@bharatgroup.co.in

(xiii) **Other Material Information**

In an effort to improve our services and to minimize investor grievances, we seek co-operation of our esteemed shareholders / members in the following matters:

- (a) **Green Initiative:** Ministry of Corporate Affairs ("MCA"), Government of India, vide its circulars dated April 21, 2011 and April 29, 2011, has taken a "Green Initiative in the Corporate Governance", thereby allowing Companies to serve documents to its members through electronic mode. Subsequently, SEBI has also vide its circular dated October 05, 2011, amended the Equity Listing Agreement and directed the listed entities to supply soft copy of Annual Reports to all those shareholders who have registered their email address for the purpose. Accordingly members are requested to register their Email-Ids by sending request to the Company/RTA/ concerned DPs (in case of Demat Holding). We solicit your valuable co-operation and support in our endeavor to contribute our bit to the Environment.
- (b) **Mandatory to submit PAN Card Copy (For Shares held in Physical mode):** The Securities and Exchange Board of India (SEBI) has vide its circulars dated May 20, 2009 and January 07, 2010, made it mandatory to submit a copy of PAN Card along with other documents for effecting transfer, transmission, transposition and name deletion of deceased holder from share certificate (in case of joint holding) in respect of shares held in physical mode. Shareholders are therefore requested to ensure submission of a copy of their PAN Card, as in the absence of the said document, the above said request in respect of shares held in physical mode will stand rejected by the Company/RTA.
- (c) **Change of Address:** In case of change in postal address or any incompleteness / incorrectness in address mentioned in any correspondence by the Company, the shareholders are requested to intimate the correct/complete postal address (including PIN Code) to the Company at the earliest to ensure proper delivery of documents. If the shares are held in dematerialized mode, information may be sent to the DP concerned.
- (d) **Depository System:** By virtue of SEBI Circular dated 29th May, 2000 shares of the Company are subject to compulsorily trading in dematerialized mode on the Stock Exchanges. For shareholder's convenience, the process for getting shares dematerialized is as follows:
- Shareholder shall submit original share certificate(s) along with Dematerialization Request Form (DRF) to the Depository Participant (DP);
 - DP shall process the DRF, generate a Unique Dematerialization Request No. (DRN) and forward the DRF alongwith the share certificate(s) to the Registrar and Transfer Agent (RTA);
 - RTA after processing the DRF will confirm/reject the request to depositories;
 - If confirmed by RTA, depositories will credit shareholder's account maintained with DP.



The entire process shall take approximately 15-20 days from the date of receipt of DRF. All shareholders who hold shares of the Company in physical mode may get their shares dematerialized to enjoy paperless and easy trading of shares.

On behalf of the Board
For Bharat Rasayan Limited

**NEW DELHI,
AUGUST 14, 2019**

Sd/-
(SAT NARAIN GUPTA)
Chairman & Managing Director
DIN : 00024660

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2019, received from the Senior Management Personnel of the Company a declaration of compliance with the Code of Conduct as applicable to them.

On behalf of the Board
For Bharat Rasayan Limited

**NEW DELHI,
APRIL 1, 2019**

Sd/-
(SAT NARAIN GUPTA)
Chairman & Managing Director
DIN : 00024660



INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of

BHARAT RASAYAN LIMITED

This certificate is issued in accordance with the terms of our engagement with Bharat Rasayan Limited ('the Company').

We have examined the compliance of conditions of Corporate Governance by M/s. **BHARAT RASAYAN LIMITED** ("the Company"), for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal controls and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2019.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2019.



Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **R.D. Garg & CO.**
CHARTERED ACCOUNTANTS

NEW DELHI
MAY 30, 2019

Sd/-
R.D. Garg
Proprietor
Membership No 007526
(Firm Registration No 001776N)



CEO & CFO Certification

To,
**The Board of Directors,
BHARAT RASAYAN LIMITED
New Delhi.**

Reg.: CEO & CFO Certification for the Financial Year 2018-19

Dear Sir,

- a. We have reviewed the Balance Sheet, Statement of Profit and Loss alongwith its Schedules and Notes to Accounts, as well as the Cash Flow Statement as at March 31, 2019, and certify that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements read together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, based on our most recent evaluation, to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Statutory Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- e. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).
- f. We further declare that all Board members and Senior Management have affirmed compliance with the Company's Code of Business Ethics for the financial year ended 31st March, 2019.

**NEW DELHI
MAY 30, 2019**

Sd/-
(RAKESH VERMA)
Chief Financial Officer
PAN : ABZPV9075C

Sd/-
(SAT NARAIN GUPTA)
Chairman & Managing Director
DIN : 00024660



**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF BHARAT RASAYAN LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited accompanying financial statements of BHARAT RASAYAN LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

KEY AUDIT MATTERS	AUDITORS' RESPONSES
<p>REVENUE RECOGNITION</p> <p>Estimation of provision for sales returns, discounts, rebates, schemes and incentives on sales impacting revenue from sale of products</p> <p>Revenue from sale of products is presented net of returns, discounts, rebates, schemes and incentives in the consolidated Ind AS financial statement</p> <p>The estimates associated with sales returns, discounts, rebates, schemes and incentives on sale of products have been identified as a key audit matter as it is having a significant impact on the recognized revenue and the management is</p>	<p>PRINCIPAL AUDIT PROCEDURES PERFORMED</p> <p>We obtained the understanding of the Company's process, policies and procedures in making the estimates in the given areas of sales return, discount, rebates, scheme, incentives and performed the following procedures:</p> <p>We evaluated and tested the design and operating effectiveness of controls related to these estimates. We assessed the assumptions used by the management in determining the amount of provisions by studying the market conditions and obtaining an understanding of key contractual agreements.</p>



KEY AUDIT MATTERS	AUDITORS' RESPONSES
required to make certain judgements in respect of revenue recognition and level of expected rebates/discounts and returns which are deducted in arriving at revenue. Management is required to consider historical experience, specific contractual terms and future expectation of revenue to determine these estimates. Also factors such as current and expected operating environment, action of third parties and weather conditions have a significant impact on management's judgement.	We considered the accuracy of management's estimates in previous years by comparing historical accrued liabilities with their subsequent settlement, ratio analysis of sales return, discounts, rebates, schemes and incentive as a percentage of sale of last few years. We verified if any credit notes were issued and/or their adjustment after the balance sheet date and their impact on financial statements.

Information Other than the Financial Statements and Auditors' Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information obtained at the date of this Auditors' Report i.e. Board's Report, Corporate Governance Report and Management Discussion & Analysis Report, but does not include the financial statements and our Auditors' Report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that we have not found any material misstatement of this other information.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013, ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' Report that



includes our opinion. Reasonable assurance is a high level of assurance. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, we are of the opinion that the Company is able to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report.
- Evaluate the overall presentation, structure and content of the financial including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;



- (b) In our opinion, proper books accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the Directors as on 31st March 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2019 from being appointed as Director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (I) The Company has no major pending litigations having an adverse impact on its financial position in its standalone Ind AS financial statements.
- (II) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- (III) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

NEW DELHI
MAY 30, 2019

For R.D.GARG & CO.
CHARTERED ACCOUNTANTS
Sd/-
R.D. Garg
Proprietor
Membership No 007526
(Firm Registration No 001776N)



**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT
ON FINANCIAL STATEMENTS OF BHARAT RASAYAN LIMITED**

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING, "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE:

- (I) a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b. The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- As informed to us, the fixed assets have been physically verified by the Management at reasonable intervals and the discrepancies noticed during such physical verification were not material and the same have been properly dealt with in the books of accounts.
- (II) As explained to us, the inventories were physically verified by the Management at reasonable intervals and the discrepancies noticed during such physical verification were not material and the same have been properly dealt with in the books of accounts.
- (III) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the order is not applicable.
- (IV) According to the information, explanations and representations provided by the Management and based upon audit procedures performed, we are of the opinion that in respect of loans and investments the Company has complied with the provisions of the Section 185 and 186 of the Companies Act, 2013. The Company has not provided any guarantees or security as specified under Section 185 and 186 of the Companies Act, 2013.
- (V) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and hence the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the company. Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company.
- (VI) The Central Government has specified maintenance of cost records under sub-section (1) of Section 148 of the Act, and we are of the opinion that prima facie such accounts and records are made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (VII) (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, GST, Duty of Customs, Duty of Excise, Cess and any Other Material Statutory Dues applicable to it to the Appropriate Authorities.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, GST, Duty of Customs, Duty of Excise, Value Added Tax or Cess and any Other Material Statutory Dues were outstanding, at the year-end for a period of more than six months from the date they became payable as at March 31, 2019.



- (c) According to the records of the Company, the dues of Income Tax, Sales Tax, Service Tax, GST, Duty of Custom, Duty of Excise, Value Added Tax and Cess which have not been deposited as on March 31, 2019, on account of any dispute are as follows:

Name of the Statute	Nature of Dues	Amount (in ₹)	Amount Deposited (in ₹)	Period to which Amount Relates	Forum where the Dispute is Pending
The Income Tax Act, 1961	Income Tax	8,650/-	-	2008-09	Assessing Officer, Delhi
		1,81,192/-	-	2009-10	Assessing Officer, Delhi
		18,70,090/-	-	2011-12	Assessing Officer, Delhi
		15,43,920/-	-	2016-17	Assessing Officer, Delhi

- (VIII) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers/ Financial Institutions. The Company did not have any outstanding debentures during the year;
- (IX) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (Including debt instruments). As informed to us, there is neither any term loan outstanding nor any term loan has been taken during the year.
- (X) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (XI) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (XII) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company and hence not commented upon.
- (XIII) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Ind AS financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- (XIV) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares of full or partly convertible debentures during the year and hence, reporting requirement under clause 3(XIV) not applicable to the Company and not commented upon.
- (XV) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with Directors or persons connected with them. Accordingly, provisions of Clause 3(XV) of the Orders are not applicable.
- (XVI) As informed to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting requirement under clause 3(XVI) not applicable to the Company.

For **R.D. Garg & CO.**
CHARTERED ACCOUNTANTS
Sd/-

R.D. Garg
Proprietor

Membership No 007526
(Firm Registration No 001776N)

NEW DELHI
MAY 30, 2019



**ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT
ON FINANCIAL STATEMENTS OF BHARAT RASAYAN LIMITED**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 3
OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT") AS REFERRED TO IN
PARAGRAPH 2(f) OF 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS'**

We have audited the Internal Financial Controls over financial reporting of BHARAT RASAYAN LIMITED ("the Company") as of March 31, 2019, in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control Over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities included the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Control and, essential components stated in Guidance Note issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our Audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of Internal Financial Controls Over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls System Over Financial Reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's Internal Financial Controls Over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's Internal Financial Controls Over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are



being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because on the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such Internal Financial Controls Over Financial Reporting were operating effectively as at March 31, 2019, based on the Internal Financial Controls Over Financial Reporting criteria established by the Company considering the essential components of Internal Controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

NEW DELHI
MAY 30, 2019

For **R.D. Garg & CO.**
CHARTERED ACCOUNTANTS
Sd/-
R.D. Garg
Proprietor
Membership No 007526
(Firm Registration No 001776N)



BALANCE SHEET AS AT 31st MARCH, 2019

Particulars	Note No.	Amount (₹ in Lakhs)			
		As at 31 March, 2019		As at 31 March, 2018	
I. ASSETS					
1 Non-current assets					
(a) Property, Plant and equipment	3	14,946.80		14,760.56	
(b) Capital work-in-progress	4	3,537.06		690.08	
(c) Other Intangible assets	5	67.45		11.34	
(d) Intangible Assets under Development	6	-		23.74	
(e) Financial Assets	7				
(i) Investments	7.1	8.75		8.77	
(ii) Others	7.2	154.15		154.15	
(f) Other Non Current assets	8	<u>495.48</u>	19,209.69	<u>124.10</u>	15,772.74
2 Current assets					
(a) Inventories	9	21,022.18		9,417.48	
(b) Financial Assets	10				
(i) Trade Receivables	10.1	27,908.74		22,160.94	
(ii) Cash and cash equivalents	10.2	550.71		123.28	
(iii) Bank Balance Other than (ii) above	10.3	390.88		375.57	
(iv) Others	10.4	68.88		49.83	
(c) Current Tax Assets(Net)	11	185.11		136.82	
(d) Other Current assets	12	<u>6,233.36</u>	<u>56,359.86</u>	<u>2,333.76</u>	<u>34,597.68</u>
Total Assets			<u>75,569.55</u>		<u>50,370.42</u>
II. EQUITY AND LIABILITIES					
1 Equity					
(a) Equity Share Capital	13	424.87		424.87	
(b) Other Equity	14	<u>40,455.84</u>	40,880.71	<u>29,399.72</u>	29,824.59
2 Liabilities					
Non-current liabilities					
(a) Financial Liabilities	15				
(i) Borrowing	15.1	4,000.00		4,000.00	
(b) Provisions	16	88.72		78.90	
(c) Deferred Tax Liability (Net)	17	<u>1,294.11</u>		<u>1,204.16</u>	
			5,382.83		5,283.06
3 Current liabilities					
(a) Financial Liabilities	18				
(i) Borrowing	18.1	20,699.44		8,834.37	
(ii) Trade payables	18.2				
a) Total Outstanding dues of Micro Enterprises and Small Enterprises		379.59		253.70	
b) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		4,077.10		3,283.75	
(iii) Others	18.3	3,528.73		2,297.22	



Particulars	Note No.	Amount (₹ in Lakhs)			
		As at 31 March, 2019		As at 31 March, 2018	
(b) Other Current liabilities	19	169.83		160.31	
(c) Provisions	20	17.41		8.62	
(d) Current Tax liability (Net)	11	433.91	29,306.01	424.80	15,262.77
Total Equity and Liabilities			75,569.55		50,370.42
General Information	1				
Summary of Significant Accounting Policies	2				
The Notes are an integral part of these financial statements	3 to 44				

Annexure to our report of even date
for **R.D. GARG & CO.**

CHARTERED ACCOUNTANTS
Sd/-

CA R.D.GARG
Proprietor

Membership No.: 007526

Firm Regn. No.: 001776N

NEW DELHI
MAY 30, 2019

FOR & ON BEHALF OF THE BOARD

Sd/-

S.N. GUPTA

Chairman & Managing Director

DIN: 00024660

Sd/-

RAKESH VERMA

Chief Financial Officer

PAN: ABZPV9075C

Sd/-

R.P. GUPTA

Whole Time Director

DIN : 00048888

Sd/-

NIKITA CHADHA

Company Secretary

PAN: AYEPB8734G



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

Particulars	Note No.	Amount (₹ in Lakhs)	
		Year ended 31 March, 2019	Year ended 31 March, 2018
I. Revenue :			
Revenue from operations	21	99,217.72	81,039.56
II. Other income	22	251.00	262.06
III. Total Income (I + II)		99,468.72	81,301.62
IV. Expenses:			
Cost of Material Consumed	23	72,489.98	49,361.08
Purchase of Stock-in-Trade	24	3,015.85	2,797.55
Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	25	-7,141.82	75.74
Excise duty on Goods		-	1,509.66
Employee Benefit Expenses	26	5,735.88	4,951.94
Finance Costs	27	1,582.49	1,108.88
Depreciation and Amortization Expense	28	1,689.12	1,641.87
Other Expenses	29	6406.79	6525.35
Total Expenses (IV).		83,778.29	67,972.07
V. Profit/loss Before exceptional items and Tax (I - IV)		15,690.43	13,329.55
VI. Exceptional items	30	177.07	(187.52)
VII. Profit/(Loss) before tax (V - VI)		15,513.36	13,517.07
VIII. Tax expense:	31		
(1) Current tax			
- For the year		4,318.34	3,625.56
- For earlier years		(47.37)	(311.06)
(2) Deferred tax (net)		89.96	371.17
Total Tax Expense (VIII)		4,360.93	3,685.67
IX Profit/(loss) for the period from continuing operation (VII - VIII)		11,152.43	9,831.40
X Profit/(loss) from discontinued operations		-	-
XI Tax Expense of discontinued operations		-	-
XII Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		11,152.43	9,831.40
XIV Other Comprehensive Income			
Items that will not be reclassified to profit and loss	32		
Remeasurement gains (losses) on defined benefit plans		(19.48)	(0.95)
Income tax effect on Remeasurement gains (losses) on defined benefit plans			
XV Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)		11,132.95	9,830.45
XVI Earnings Per Equity Share:	33		
(For Continuing Operation)			
(1) Basic		262.49	231.41
(2) Diluted		262.49	231.41
XVII Earnings Per Equity Share:			
(For discontinuing Operation)			
(1) Basic		-	-
(2) Diluted		-	-



Particulars	Note No.	Amount (₹ in Lakhs)	
		Year ended 31 March, 2019	Year ended 31 March, 2018
XVIII Earnings Per Equity Share:			
(For discontinued and continuing Operation)			
(1) Basic		262.49	231.41
(2) Diluted		262.49	231.41
General Information	1		
Summary of Significant Accounting Policies	2		
The Notes are an integral part of these financial statements	3 to 44		

Annexure to our report of even date
for **R.D. GARG & CO.**

CHARTERED ACCOUNTANTS
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CA R.D.GARG
Proprietor

Membership No.: 007526
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NEW DELHI
MAY 30, 2019

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S.N. GUPTA

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Chief Financial Officer

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Whole Time Director

DIN : 00048888

Sd/-

NIKITA CHADHA

Company Secretary

PAN: AYEPB8734G



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

Amount (₹ in Lakhs)

Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before income tax & extraordinary items	15,513.36	13,517.07
Adjustments for		
Depreciation	1,710.68	1,648.42
(Profit) / Loss on sale of fixed assets	0.54	(717.26)
Long Term Capital Gain	-	-
Interest Received & Accrued	(46.81)	(27.85)
Interest paid	1,582.49	1,108.87
(Profit)/Loss of sale of Investments (Profit)	-	(0.13)
Other Comprehensive Income	(19.48)	(0.95)
Effect of Exchange differences on translation of Foreign Currency	(169.84)	(234.08)
	<u>3,057.58</u>	<u>1,777.03</u>
Operating Profit before working Capital Changes	18,570.94	15,249.09
Adjustments for		
(Increase)/Decrease in Trade Receivables	(5,747.80)	(10,145.74)
(Increase)/Decrease in Inventories	(11,604.70)	(1,031.41)
(Increase)/Decrease in Non-Current Financial Assets Loans	-	(41.72)
(Increase)/Decrease in Other Non Current assets	(371.38)	(40.65)
Decrease / (Increase) in Other current financial asset	(7.50)	(8.42)
Decrease / (Increase) in Other Current assets	(3,899.60)	411.52
(Decrease) / Increase in Long term Provisions	9.82	14.61
(Decrease) / Increase in Current Trade Payables	919.23	1,660.32
(Decrease) / Increase in Other financial Liability	1,231.51	514.41
(Decrease) / Increase in Other Liabilities	9.52	(1.15)
(Decrease) / Increase in Short term Provisions	8.79	3.39
	<u>(19,452.11)</u>	<u>(8,664.84)</u>
Cash generated from operations	(881.17)	6,629.25
Direct Taxes Paid	(4,350.36)	(3,748.66)
NET CASH FROM OPERATING ACTIVITIES	(5,231.53)	2,880.59
B. CASH FLOW FROM INVESTING ACTIVITIES		
Net Investment in Shares & Units	0.02	(0.01)
Addition to fixed assets (Project)	(4,777.49)	(4,095.84)
Proceeds from sale of fixed assets	0.68	903.40
(Profit)/Loss of sale of Investments (Profit)	-	0.13
Interest received	35.26	17.38
Decrease / (Increase) in Bank Balance other than those taken to Cash and Cash Equivalent	(15.31)	(144.34)
	<u>(4,756.84)</u>	<u>(3,319.28)</u>
NET CASH FROM INVESTING ACTIVITIES	(4,756.84)	(3,319.28)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceed/Repayment of borrowings	11,865.07	1,363.07
Dividend paid	(63.73)	(63.73)
Dividend Distribution tax paid	(13.10)	(12.97)
Interest paid	(1,542.28)	(1,063.53)
NET CASH FROM FINANCING ACTIVITIES	10,245.96	222.84



Bharat RASAYAN LIMITED
30th Annual Report 2018-2019

Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018
D. Effect of Exchange differences on translation of Foreign Currency	169.84	234.08
Net increase/(Decrease) in cash & cash equivalents (A+B+C+D)	427.43	18.22
Cash and cash equivalents as at 01.04.2018	123.28	105.06
Cash and cash equivalents as at 31.03.2019	550.71	123.28

Annexure to our report of even date

for **R.D. GARG & CO.**

CHARTERED ACCOUNTANTS

Sd/-

CA R.D.GARG

Proprietor

Membership No.: 007526

Firm Regn. No.: 001776N

NEW DELHI

MAY 30, 2019

FOR & ON BEHALF OF THE BOARD

Sd/-

S.N. GUPTA

Chairman & Managing Director

DIN: 00024660

Sd/-

RAKESH VERMA

Chief Financial Officer

PAN: ABZPV9075C

Sd/-

R.P. GUPTA

Whole Time Director

DIN : 00048888

Sd/-

NIKITACHADHA

Company Secretary

PAN: AYEPB8734G



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2019

Particulars	Number of shares	(₹ in Lakhs)
A. Equity Share Capital		
Balance as at April 1, 2018	4,248,740	424.87
Issue of equity shares capital during the year	-	-
Balance as at March 31, 2019	4,248,740	424.87

Particulars	Reserves & Surplus		Total
	General Reserve	Retained Earnings	
B. Other Equity			
Balance at the beginning of the year	4,165.17	25,234.55	29,399.72
Changes in accounting policy or prior period errors	-	-	-
Restated balance at the beginning of the year	4,165.17	25,234.55	29,399.72
Profit for the year		11,152.43	11,152.43
Other Comprehensive Income for the year (net of income tax)	-	(19.48)	(19.48)
Total Comprehensive Income for the year	-	11,132.95	11,132.95
Payment of dividend on equity shares	-	(63.73)	(63.73)
Payment of dividend tax on dividend paid to equity shares		(13.10)	(13.10)
Transfer to general reserves	-		-
Balance at the end of the year	4,165.17	36,290.67	40,455.84

Annexure to our report of even date

for **R.D. GARG & CO.**

CHARTERED ACCOUNTANTS

Sd/-

CA R.D.GARG

Proprietor

Membership No.: 007526

Firm Regn. No.: 001776N

NEW DELHI

MAY 30, 2019

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Chief Financial Officer

PAN: ABZPV9075C

Sd/-

R.P. GUPTA

Whole Time Director

DIN: 00048888

Sd/-

M.P. GUPTA

Whole Time Director

DIN: 00014681

Sd/-

NIKITA CHADHA

Company Secretary

PAN: AYEPB8734G



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2018

Particulars	Number of shares	(₹ in Lakhs)
A. Equity Share Capital		
Balance as at April 1, 2017	4,248,740	424.87
Issue of equity shares capital during the year	-	-
Balance as at March 31, 2018	4,248,740	424.87

Particulars	Reserves & Surplus		Total
	General Reserve	Retained Earnings	
B. Other Equity			
Balance at the beginning of the year	4,165.17	15,480.81	19,645.98
Changes in accounting policy or prior period errors	-	-	-
Restated balance at the beginning of the year	4,165.17	15,480.81	19,645.98
Profit for the year	-	9,831.40	9,831.40
Other Comprehensive Income for the year (net of income tax)	-	(0.95)	(0.95)
Total Comprehensive Income for the year	-	9,830.45	9,830.45
Payment of dividend on equity shares	-	(63.73)	(63.73)
Payment of dividend tax on dividend paid to equity shares	-	(12.97)	(12.97)
Transfer to general reserves	-	-	-
Balance at the end of the year	4,165.17	25,234.55	29,399.72

Annexure to our report of even date

for **R.D. GARG & CO.**

CHARTERED ACCOUNTANTS

Sd/-

C.A.R.D.GARG

Proprietor

Membership No.: 007526

Firm Regn. No.: 001776N

NEW DELHI

MAY 30, 2019

FOR & ON BEHALF OF THE BOARD

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S.N. GUPTA

Chairman & Managing Director

DIN: 00024660

Sd/-

RAKESH VERMA

Chief Financial Officer

PAN: ABZPV9075C

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Whole Time Director

DIN : 00048888

Sd/-
M.P.GUPTA

Whole Time Director

DIN: 00014681

Sd/-

NIKITA CHADHA

Company Secretary

PAN: AYEPB8734G



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

1. General Information

Bharat Rasayan Limited is a public limited company domiciled in India and was incorporated on May 15, 1989 for the business of manufacturing the Pesticides. It is a backward integration project to manufacture Technical Grade Pesticides and Intermediates conforming to International Standards. It is Listed on National Stock Exchange.

The address of its registered office is 1501, Vikram Tower Rajendra Place, New Delhi 110008.

2. Basis of Preparation

2.1 Statement of Compliance

The financial statements for year ended March 31, 2019 is prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the Companies Act 2013 as companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. "All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule-III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

2.2 Basis of Measurement

The financial statements have been prepared under the historical cost convention and on an accrual basis, except for the following item that have been measured at fair value as required by relevant Ind-AS.

- a. Employee defined benefit plan.
- b. Certain financial assets and liabilities measured at fair value.

2.3 Use of Estimates and Judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses. Examples of such estimates includes future obligations under employee retirement benefit plans and estimated useful life of property, plant and equipment, Employee benefit expenses, provisions etc. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognised in the period in which the results are known /materialized.

2.4 Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, cash at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand which are considered part of the Company's cash management system.

The Company has adopted the amendment to Ind-AS 7, which require the entities to provide disclosures that enable users of financial Statements to evaluate changes in liabilities arising



from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material effect on the financial statements.

2.5 Functional and Presentation Currency

Items Included in the Financial Statements are measured using the currency of primary economic environment in which the Company operates (Functional Currency) The financial statements are presented in Indian Rupee (INR), which is functional as well as presentation currency of company.

- Transactions in foreign currency are recorded at the rate of exchange prevailing at the time the transactions are affected. Exchange differences arising on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.
- Monetary items denominated in foreign currency are restated and converted into Indian rupees using the exchange rate prevailing at the date of the Balance Sheet and the resulting exchange difference is recognized in the Statement of Profit and Loss.

2.6 Property, Plant and Equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost of asset includes the following:

- (a) Cost directly attributable to the acquisition of the assets
- (b) Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

Cost of replacement, major inspection, repair of significant parts is capitalized if the recognition criteria are met. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from continued use of assets. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.

As per management estimate there is no decommissioning, restoration or similar liabilities on its property, plant and equipment hence, no adjustment in has been made in this regard.

Depreciation

- (a) Depreciation on Property, plant and Equipment is provided on Written Down Value Method (WDV) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.
- (b) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

The estimated useful life of assets for current and comparative period of significant items of property plant and equipment are as follows:

Particulars	Useful Life (Years)
Plant and Machinery	15
Computers	3
Office Equipment's	15
Furniture and fixtures	10
Vehicles	8



- (c) Depreciation methods, useful lives and residual values are reviewed at each reporting date. In the case of revision, the unamortised depreciable amount is depreciated on a prospective basis.
- (d) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of that part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of asset.

2.7 Intangible Assets

An intangible Asset is recognized where it is probable that the future economic benefits attributable to the assets will flow to the company and cost of the asset can be measured reliability. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

Intangible assets are amortized over their respective estimated useful lives on a straight-line basis from the date that they are available for use.

2.8 Investment Property

- (a) Investment property comprises completed property, property under construction and property held under finance lease that is held to earn rentals or for capital appreciation or both, rather than for sale in the ordinary course of business or for use in production or administrative functions
- (b) Investment Properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.
- (c) The company depreciates building component of investment property over the life described in Scheule II of Companies Act, 2013 from the date of original purchase.
- (d) Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

The Company does not owned any investment property during the year.

2.9 Inventory

- (a) The consumption of raw materials is net of Input tax credit availed. Items of inventories are measured after providing for obsolescence, if any.
- (b) Inventory has been valued at lower of cost or net realizable value. All materials are valued on the basis of FIFO. In the case of finished goods cost comprises material, labour and factory overheads. Goods in process have been valued at the raw material cost incurred up to the stage of production plus conversion cost apportioned.
- (c) The Company's manufacturing units are continuous processing units and are located at remote areas, i.e. far away from local markets. It needs uninterrupted 24 hours operations of its plants and hence all major spare parts, accessories, components for its huge plants has to be kept in reserve/stock to ensure the uninterrupted 24 hours operations of the plants. With the passage of time and due to fast changing technology, some very old/obsolete Engineering stores and other spares out of it has rare possibility of its use and has market price at almost scrap value. Keeping in view the above, Engineering stores and other spares are valued at cost or market price whichever is less.

2.10 Provisions

Provisions are recognized in respect of liabilities which can be measured only by using a substantial degree of estimates when:-

- (a) The Company has a present obligation as a result of a past event,



- (b) It is Probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and,
 - (c) The amount of the obligation can be reliably estimated
- Provisions are reviewed at each Balance Sheet date.

Where the effect of the time value of money is material the amount of a provision shall be the present value of the expenditure expected to be required to settle the obligation.

2.11 Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

- (a) Sales have been accounted for exclusive of Goods and Service tax and are net of returns and discounts. Export benefits have been accounted for separately on accrual basis. The Export benefits are accrued on the date of export.
- (b) The Company follows the accrual System of Accounting and on assumptions of an ongoing concern. Revenue is recognized only when it can be reliably measured.
- (c) Sales does not includes captive consumption and stock transfer.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable using Effective Interest rate Method. "Dividend is recognized when the shareholders right to receive payment is established, economic benefit will flow to the entity and amount can be measured reliably.

2.12 Leases

(a) Finance Lease

Finance Leases, which transfers substantially all the risks and rewards incidental to ownership of an asset, are capitalised at lease inception at lower of fair value or present value of minimum lease payment. Payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

Depreciated over the useful life of the asset. However, if there is no reasonable certainty to obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

(b) Operating Lease

Leases are classified as operating lease whenever the terms of the lease doesn't transfer substantially all the risk and rewards of ownership to the lessee.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term except where the rentals are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase. Contingent rentals arising under operating lease are recognised as an expense in the period in which they are incurred.

2.13 Impairment of Non-Financial Assets

In accordance with Ind AS-36 Impairment of Assets, the carrying amounts of Company's assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment.

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.



2.14 Borrowing Cost

The company incurred no borrowing cost attributable to the acquisition or construction of any qualifying assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and Loss.

2.15 Employee Benefits

(a) Short Term Employee Benefits

Short-term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year based on report of Actuarial Valuation towards leave encashment & gratuity. Actuarial gains or losses are recognized in other comprehensive income.

(b) Long Term Employee Benefits

Long-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year based on report of Actuarial Valuation towards leave encashment & gratuity. The expenses are recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains or losses are recognized in other comprehensive income.

2.16 Taxes

(a) Current Income tax

Current tax is measured at the amount expected to be paid to the tax authorities using the applicable tax rates.

Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed. iv. Current tax related to OCI Items is recognized in Other Comprehensive Income (OCI).

(b) Deferred Tax

Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.17 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted



for events of bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.18 Contingent Liabilities and Contingent Assets

- (a) Contingent Liabilities are disclosed in either of the following cases:
- (i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
 - (ii) A reliable estimate of the present obligation cannot be made; or
 - (iii) A possible obligation, unless the probability of outflow of resource is remote.
- (b) Contingent Liability is net of estimated provisions considering possible outflow on settlement.
- (c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date
- (d) Contingent assets are disclosed where an inflow of economic benefits is probable.

2.19 Fair Value Measurement

Company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. in the principal market for the asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or Indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.20 Dividend to Equity Shareholders

Dividend paid/payable is recognized in the year in which the related dividends are approved by shareholders and recommended by Board of Directors.

2.21 Financial Instruments

Initial recognition and measurement

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially recognized



at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

a. Subsequent measurement

Financial Assets

Financial assets are classified in following categories:

a) At Amortized Cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost using effective interest rate method less impairment if any. The EIR amortisation is included in finance income in the statement of profit and loss.

b) At Fair Value Through Other Comprehensive Income (FVTOCI)

A debt instrument' is classified as at the FVTOCI if both of the following criteria are met:"

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit & Loss (P&L). On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c) At Fair Value Through Profit and Loss (FVTPL)

FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The company has not designated any financial asset as at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Financial Liabilities

a) Financial Liabilities at Amortized Cost

Financial liabilities at amortised cost represented by trade and other payables, security deposits and retention money are initially recognised at fair value, and subsequently carried at amortized cost using the effective interest rate method.



b) Financial Liabilities at FVTPL

The company has not designated any financial liabilities at FVTPL.

c) Derecognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

d) Impairment of Financial Assets:

Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss.

2.22 Non-Current Assets held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the statement of financial position.

If the criteria stated by Ind AS 105 "Non-Current Assets held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognized had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.



2.23 Events Occurring after Balance Sheet Date

Events occurring after Balance Sheet date are considered in the preparation of financial statements in accordance with Ind AS 10 (Contingencies and Events Occurring After Balance Sheet Date).

2.24 Standard issued but not yet effective for the Financial Year 2018-19

"Ind AS 116 Leases" MCA had notified Ind AS 116 Leases on dated March 30, 2019. The standard sets out the additional/new principles for recognition, measurement, presentation and disclosure of leases. The objective of Ind AS 116 is to ensure that lessees and lessors provide relevant information in a manner that faithfully represents those transactions. The new leases standard is applicable to all entities and will supersede all current leases recognition requirements under Ind AS.

The effective date of Ind AS 116 is annual periods beginning on or after 1st April, 2019. The Company is required to adopt the standard by the Financial Year commencing 1st April, 2019. The Company is currently evaluating the requirements of Ind AS 116 and has not yet determined the impact on the financial statements."



Note No. 3

Property, Plant and Equipment

Amount (₹ in Lakhs)

Particulars	Land	Buildings	Plant and Machinery	Furniture & Fixtures	Office Equipment	Computers Haedwares Fixtures	Vehicles	R&D Equipment	Total
Cost or deemed cost									
At 1 April, 2017	992.79	7,049.79	13,819.35	100.41	72.98	125.33	102.83	95.35	22,358.84
Additions	1,525.81	212.02	1,680.95	27.42	16.26	6.63	7.94	20.72	3,497.74
Disposals/Adjustments	153.56	29.47	2.00	-	0.02	0.03	10.32	-	195.40
At 31 March, 2018	2,365.04	7,232.34	15,498.30	127.83	89.22	131.93	100.45	116.07	25,661.18
Additions	-	173.96	1,522.76	14.50	12.16	67.77	0.10	83.86	1,875.11
Disposals/Adjustments	-	-	60.07	-	-	10.22	5.53	-	75.82
At 31 March, 2019	2,365.04	7,406.30	16,960.99	142.33	101.38	189.48	95.02	199.93	27,460.47
Depreciation and impairment									
At 1 April, 2017	-	2,330.19	6,585.88	73.49	51.79	110.45	58.42	53.39	9,263.61
Depreciation charge for the year	-	468.04	1,128.01	9.74	8.41	9.46	16.08	6.54	1,646.28
Disposals/Adjustments	-	-	-	-	-	-	9.26	-	9.26
At 31 March, 2018	-	2,798.23	7,713.89	83.23	60.20	119.91	65.24	59.93	10,900.63
Depreciation charge for the year	-	435.70	1,160.41	14.25	9.83	35.02	11.94	21.56	1,688.71
Impairment	-	-	60.07	-	-	10.22	5.38	-	75.67
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
At 31 March, 2019	-	3,233.93	8,814.23	97.48	70.03	144.71	71.80	81.49	12,513.67
Net book value									
At 31 March, 2019	2,365.04	4,172.37	8,146.77	44.85	31.35	44.77	23.22	118.44	14,946.80
At 31 March, 2018	2,365.04	4,434.11	7,784.42	44.60	29.02	12.02	35.21	56.14	14,760.56



Note:- 3.1 Impairment of Assets (Ind AS- 36) : The Management periodically assess using, external and internal source, whether there is an indication that an assets may be impaired and Company foresee on such impairment indication as on the balance sheet date.

Note:- 3.2 Land includes leasehold lands by GIDC (Gujarat): (i) Factory land located at Dahej (Gujarat) valued ₹743.16 Lakhs (lease period starts from 11.08.2010 and is valid till 99 years); (ii) Residential Plot at Atali, Dahej (Gujarat), valued ₹78.50 Lakhs (lease period for 99 years), and (iii) Factory land located at Saykhea valued ₹1525.81 Lakhs (lease period starts from February, 2018 and is valid till 99 years).

Particulars	Amount (₹ in Lakhs)
NOTE NO. 4 : Capital Work in Progress	
At 1 April, 2017	121.01
Additions during the year	690.08
Adjustments/transferred during the year	(121.01)
At 31 March, 2018	690.08
Additions during the year	2,846.98
Adjustments/transferred during the year	-
At 31 March, 2019	3,537.06
Net Book Value	
At 31 March, 2019	3,537.06
At 31 March, 2018	690.08
NOTE NO. 5 : Other Intangible Assets	
Cost or deemed cost	
At 1 April, 2017	32.35
Additions	5.28
Disposals/Adjustments	-
At 31 March, 2018	37.63
Additions	78.07
Disposals/Adjustments	-
At 31 March, 2019	115.70
Amortisation and Impairment	
At 31 March, 2017	24.14
Amortisation for the year	2.14
Disposals/Adjustments	-
At 31 March, 2018	26.28
Amortisation for the year	21.97
Impairment	-
Disposals/Adjustments	-
At 31 March, 2019	48.25



Particulars	Amount (₹ in Lakhs)
Net Book Value	
At 31 March, 2019	67.45
At 31 March, 2018	11.34

Particulars	(₹ in Lakhs)
NOTE NO. 6 : Intangible Assets Under Development	
At 31 March, 2017	-
Additions during the year	23.74
Adjustments	-
At 31 March, 2018	23.74
Additions during the year	-
Adjustments	-23.74
At 31 March, 2019	-
Net Book Value	
At 31 March, 2019	-
At 31 March, 2018	23.74

Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
NOTE NO. 7 : Financial Assets Non Current		
7.1 Investments		
A. Investment in unquoted Equity Instruments		
Unquoted-at-cost		
69930 Equity Shares of ₹10/- each Fully Paid-up of Pattancheru Enviro-Tech Ltd.	6.99	6.99
1761 Equity Shares of ₹100/- each Fully Paid-up of Jeedimetla Effluent Treatment Ltd.	1.76	1.76
National Saving Certificates	-	0.02
Total	8.75	8.77
Impairment	-	-
Market value of Investments	8.75	8.77
7.2 Others		
<i>(Considered Good:Unsecured)</i>		
Security Deposits	154.15	154.15
Total	154.15	154.15

Note 7.2.1:- Security deposits amounting ₹146.06 Lakhs (31st March, 2018- ₹146.06 Lakhs) is related to the Government Departments.



Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
NOTE NO. 8 : Other Non Current assets		
Capital Advances		
Advance for Capital Goods	495.48	124.10
Total	495.48	124.10
NOTE NO. 9 : Inventories		
Raw Materials and others	7,672.23	3,476.88
Finished Goods including WIP	12,783.21	5,641.39
Stores & Spares	566.74	299.21
Total	21,022.18	9,417.48
NOTE NO. 10 : Financial Assets Current		
10.1 Trade Receivables		
Considered Good: Unsecured		
Trade receivables	27,908.74	22,160.94
Total	27,908.74	22,160.94
10.2 Cash and Cash Equivalent		
Cash in Hand	4.90	5.37
Foreign Currency in hand	-	-
Balances with banks:-		
-- Current Account	544.80	117.80
-- EEFC Account	1.01	0.11
Total	550.71	123.28
10.3 Bank Balance Other than Cash and Cash Equivalents		
Balances with Scheduled Bank		
Dividend Account	12.00	12.48
Fixed Deposits (Margin Money)	378.88	363.09
Total	390.88	375.57
Note 10.3.1: ₹ 378.88 Lakhs [31st March, 2018 ₹363.09 Lakhs] represents fixed deposit placed with the banks against LC/BG issued.		
10.4 Other Financial Assets		
Earnest Money Deposit	11.14	14.70
Interest Accrued On FDR	39.47	27.92
Insurance Claim Receivable	18.27	7.21
Total	68.88	49.83



Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
NOTE NO. 11 : Current Tax Asset and Liability		
Current tax Assets		
Income tax refundable	185.11	136.82
Total	185.11	136.82
Current tax Liability		
Provision for Income Tax (Net of advance tax & TDS)	433.91	424.80
Total	433.91	424.80
NOTE NO. 12 : Other Current Assets		
Advance other than Capital advances		
Advance to Vendors- for others	2,778.05	879.01
Staff Advance	-	31.54
Other Advances	-	2.39
Others		
Service Tax Cenvat Credit	13.64	-
Export Incentives Receivables	706.38	440.00
Central Excise and Custom Duties	3.29	115.01
GST Input tax Receivables	2,487.47	696.67
GST Refundable	136.50	24.20
GST Electronic Cash Ledger	5.14	-
Vat Adjustable/Refundable	2.46	2.46
Prepaid Expenses	82.60	103.51
Discount Receivable	17.83	-
Gratuity Contribution	-	38.97
Total	6233.36	2333.76
NOTE NO. 13 : Equity Share capital		
Authorised share capital		
2,00,00,000 Equity shares of ₹10/- each (31st March, 2018: 2,00,00,000 Equity Share of ₹10/- each)	2,000.00	2,000.00
	2,000.00	2,000.00
Issued/Subscribed and Paid up Capital		
42,48,740/- Equity shares of ₹ 10 each (31st March, 2018: 42,48,740 Equity Share of ₹10/- each)	424.87	424.87
	424.87	424.87



13.1 Details of shareholder holding more than 5% in the company

Name of the shareholder	As at 31 March, 2019		As at 31 March, 2018	
	No in Shares	% holding in the class	No in Shares	% holding in the class
Shri Sat Narain Gupta	1,028,631	24.21	1,028,631	24.21
S.N.Gupta (HUF)	356,200	8.38	356,200	8.38
Shri Mahabir Prasad Gupta	422,800	9.95	422,800	9.95
Shri Rajender Prasad Gupta	331,544	7.80	331,544	7.80
Total	2,139,175	50.34	2,139,175	50.34

1. Rights, Preferences and Restrictions attaching to shares

Equity Shares: The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

13.2 Reconciliation of the number of equity shares and share capital

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	No of shares	(₹ in Lakhs)	No of shares	(₹ in Lakhs)
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	4,248,740	424.87	4,248,740	424.87
Add: Shares Issued during the year	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	4,248,740	424.87	4,248,740	424.87

13.3 Aggregate no. of equity shares issued as fully paid by way of bonus during the period of five years immediately preceding the reporting date

Particulars	As at	As at	As at	As at	As at
	31 March, 2019	31 March, 2018	31 March, 2017	31 March, 2016	31 March, 2015
	No. in Lakhs	No. in Lakhs	No. in Lakhs	No. in Lakhs	No. in Lakhs
Equity shares issued as Bonus	-	-	-	-	-

Amount (₹ in Lakhs)

Particulars	31 March, 2019	31 March, 2018
General Reserve	4,165.17	4,165.17
Retained Earnings	36,290.67	25,234.55
Total	40,455.84	29,399.72

NOTE NO. 14 : Other Equity



Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
14.1 General Reserve		
(a) General Reserve		
As per last Balance sheet	4,165.17	4,165.17
Closing Balance	4,165.17	4,165.17
14.2 Retained Earnings		
(b) Retained Earnings		
As per last Balance Sheet	25,234.55	15,480.80
Add: Profit after Tax	11,152.43	9,831.40
Less: Transfer to General Reserve		
Less: Dividend declared and paid during the year	(63.73)	(63.73)
Less: Dividend distribution tax on dividend declared and paid	(13.10)	(12.97)
Items of Other comprehensive income recognised directly in retained earnings		
Remeasurements of defined benefits plans, net of tax	(19.48)	(0.95)
Closing Balance	36,290.67	25,234.55

Nature and Purpose of Other Reserves:

(a) Retained Earnings

Retained Earnings represents the undistributed profits of the Company.

(b) General Reserve

General Reserve represents the statutory reserves, this is in accordance with Corporate Law wherein a portion of profit is apportioned to General Reserve. Under Companies Act, 2013, the transfer of any amount to General Reserve is at the discretion of the Company.

Distributions Made and Proposed

Cash dividend on Equity shares declared and paid

Dividend paid during 2018-19: ₹ 1.50 per share (for the FY 2017-18: ₹ 1.50 per share)	63.73	63.73
Dividend distribution tax on final dividend	12.97	12.97
	76.70	76.70



Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
Proposed Dividend on Equity shares		
Dividend for 31 March, 2019: ₹ 1.50 per share (31 March, 2018: ₹ 1.50 per share)	63.73	63.73
Dividend distribution tax on proposed dividend	12.97	12.97
	76.70	76.70

NOTE NO. 15 : Financial Liability Non Current

15.1 Borrowings

Unsecured

Long Term Loans Others

From Directors*

	4,000.00	4,000.00
	4,000.00	4,000.00

*During the Financial Year 2018-19 Effective interest rate on loans taken from the Directors is 9.00% p.a (Financial Year - 2017-18: 9.00% p.a)

NOTE NO. 16 : Provisions

Leave Encashment

	88.72	78.90
Total	88.72	78.90

Note: The provision for employee benefits includes retirement benefits of Leave encashment , for other disclosures refer Note no-41.

NOTE NO. 17 : Deferred Tax

Deferred tax Liabilities

(a) Depreciation and Amortisation

	1,332.36	1,241.50
Total of Deferred Tax Liabilities	1,332.36	1,241.50

Deferred tax Assets

(a) Employee Benefits

	38.25	37.34
Total of Deferred Tax Assets	38.25	37.34

Net Deferred Tax Liability/ (Assets)

	1,294.11	1,204.16
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Movement in deferred tax liability/ (asset)



Particulars	Amount (₹ in Lakhs)		
	Property, Plant and Equipment, Intangible Assets	Employee Benefits	Total
At 1st April, 2017	892.14	(59.15)	832.99
Charged/(credited) during 2017-18			
To Profit & Loss	349.36	21.81	371.17
To other comprehensive income	-	-	-
At 31st March, 2018	1,241.50	(37.34)	1,204.16
Charged/(credited) during 2018-19			
To Profit & Loss	90.86	-0.91	89.95
To other comprehensive income	-	-	-
At 31st March, 2019	1,332.36	(38.25)	1,294.11

Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018

NOTE NO. 18 : Financial Liability Current

18.1 Borrowings

Secured Loan

(i) Cash Credit

Cash Credit Accounts	7,915.11	5,873.02
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Unsecured Loan

(i) Short Term Loans from Others

Other Short Term Loan	8,500.00	-
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(ii) Short Term Loans from related parties

Related Parties	4,284.33	2,961.35
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Total	20,699.44	8,834.37
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18.1.1 Secured Loans and Cash Credits :

Particulars	Average Rate of Interest	Repayment Terms	Security
1. Cash Credit Accounts (Charge on Current and Non-Current Assets of factories)	FY 2018-19:- SBI : 8.50% HDFC : 8.70% Yes Bank : 9% FY 2017-18:- SBI : 8.35% HDFC : 8.35% Yes Bank : 8.20%	Cash Credit loan is payable on Demand.	Primary Security First charge on Currents Assets of the Company. Collateral (i) First Charge on Working Capital lenders on Fixed Assets of the Company(excluding land & Building of Dahej) and including (EM) of Land & Building and other fixed assets at Mokhra Rohtak. (ii) Second Charge on the Fixed assets at Dahej unit of the Company (Excluding Land & Building) for securing Working Capital facilities.
2. Loans from Related Party	FY 2018-19:- Avg. 9.00% FY 17-18 Avg. 9.00%	Payable on Demand.	Unsecured



Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
18.2 Trade Payables		
a) Total Outstanding dues of Micro Enterprises and Small Enterprises	379.59	253.70
b) Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	4,077.10	3,283.75
Total	4,456.69	3,537.45

Trade Payables Includes of ₹379.59 lakhs (₹253.70 lakhs as on 31st March, 2018) due to MSME as on 31st March, 2019 as confirmed by the vendors.

Information in respect of micro and small enterprises as required by Micro, Small and Medium Enterprises Development Act, 2006:

(i) Amount remaining unpaid to any supplier:		
Principal amount	379.59	253.70
Interest due thereon	NIL	NIL
(ii) Amount of interest paid in terms of Section 16 of the MSMED Act along-with the amount paid to the suppliers beyond the appointed day.	NIL	NIL
(iii) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	NIL	NIL
(iv) Amount of interest accrued and remaining unpaid	NIL	NIL
(v) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowances as a deductible expenditure under Section 23 of MSMED Act	NIL	NIL

18.3 Other Financial Liabilities

Retention Money	102.70	61.86
Unclaimed Dividend	12.00	12.48
Bonus Payable	109.46	106.84
Other Paybles(including Expenses payable)	3,304.57	2,116.04
Total	3,528.73	2,297.22

NOTE NO. 19 : Other Current Liabilities

Contract Liability

Advance from Customers	17.72	30.36
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Others

Statutory dues	152.11	129.95
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Total	169.83	160.31
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Particulars	Amount (₹ in Lakhs)	
	31 March, 2019	31 March, 2018
NOTE NO. 20 : Provisions		
Leave Encashment	17.41	8.62
Total	17.41	8.62

Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018
NOTE NO. 21 : Revenue from operation		
Revenue From Contracts with Customers		
Gross Sales	97,345.88	78,639.89
Job Work Income	963.64	1,742.64
Other Operating Income		
Export Incentives	908.20	657.03
Total	99,217.72	81,039.56

NOTE NO. 22 : Other Income

Exchange Difference (Net)	169.84	234.08
Interest received	46.81	27.85
Short Term Capital Gain (Mutual Funds)	-	0.13
Business Support Charges	21.00	-
Other Miscellaneous Income	13.35	-
Total	251.00	262.06

NOTE NO. 23 : Cost of Materials Consumed

Opening Stock: Raw Materials & others	3,476.88	2,386.82
Purchases: Raw Materials & others	76,685.33	50,451.14
	80,162.21	52,837.96
Less : Closing Stock: Raw Materials & others	7,672.23	3,476.88
Total	72,489.98	49,361.08

NOTE NO. 24 : Purchase of Stock in trade

Purchase (Trading)	3015.85	2,797.55
Total	3,015.85	2,797.55



Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018
NOTE NO. 25 : Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade		
Opening Stock		
Opening Stock		
Finished Goods including WIP	5,641.39	5,717.13
	5,641.39	5,717.13
Closing Stock		
Finished Goods including WIP	12,783.21	5,641.39
	12,783.21	5,641.39
Total	(7141.82)	75.74
NOTE NO. 26 : Employees Benefit Expenses		
Salary, Wages & Bonus	3,435.70	3,034.13
Provision for Leave Encashment	57.95	44.17
Directors' Remuneration	1,725.95	1,427.13
Diwali Expenses	6.09	3.57
Premium for Group Gratuity	74.51	32.23
Employer's contribution to Provident Fund, ESI, LWF	95.40	101.16
Staff and Labour Welfare Expenses	142.61	135.78
Staff Bus Expenses	133.51	122.11
Keyman Insurance Premium	11.30	10.00
Ex-gratia	52.86	41.66
Total	5,735.88	4,951.94
NOTE NO. 27 : Finance Costs		
Interest on Working Capital Loan	-	415.78
Interest on Others	1,542.28	647.75
Interest on Income Tax	40.21	45.35
Total	1,582.49	1,108.88
NOTE NO. 28 : Depreciation & Amortization Costs		
Depreciation on Tangible Assets (Refer Note-3)	1,667.15	1,639.74
Amortization on Intangible Assets (Refer Note-5)	21.97	2.14
Total	1,689.12	1,641.88



Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March 2019	Year ended 31 March 2018
NOTE NO. 29 : Other Expenses		
<u>Manufacturing & Direct Expenses</u>		
Environment, Health & Safety Expenses	391.92	360.35
Factory & Machinery Maintenance	1537.24	1,484.34
Freight & Cartage Inward	-	711.87
Job Work Expenses	74.09	145.28
Laboratory Expenses	61.34	46.25
Power & Electricity	1933.62	1,778.97
Testing Expenses	-	4.82
Packing Expenses	39.71	-
Water Expenses	53.60	-
Sub-Total (A)	4,091.52	4,531.88
<u>Administrative, Selling & Other Expenses</u>		
Advertisement & Publicity	39.07	41.22
AGM Expenses	0.20	0.18
Analysis / Registration Expenses	130.26	17.40
Bank Charges	48.72	53.90
Book Periodicals & Subscription	41.05	17.01
Building Repairs & Maintenance	107.67	107.21
Business Promotion Expenses	38.13	30.25
Cash Discount	285.91	296.27
Commission paid	82.61	84.33
Computer Expenses	5.22	14.27
Conveyance Expenses	36.39	32.05
Electricity Charges	11.11	11.23
Filing Fees	0.08	0.37
Freight & Forwarding Outward	640.03	562.98
General / Misc. Expenses	32.34	18.84
Hire Charges	78.01	72.33
Insurance Charges	53.90	44.00
Legal & Professional Fee	179.63	195.39
Listing Fee	3.08	2.74
Office Expenses	20.25	19.18
Payment to Auditors (Refer Note No-30.1)	11.20	12.15
Postage & Telephone expenses	15.57	15.89
Printing & Stationery expenses	26.46	24.51
R & D Expenses*	158.16	101.33
Rates & Taxes	84.50	45.81



Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018
Rent paid	11.86	13.70
Security Expenses	61.01	66.48
Sales tax paid	-	1.19
GST paid	35.76	8.96
Tour & Travelling Expenses	63.28	54.80
Telephone and Communication Expenses	17.32	16.99
Vehicle Running & Maintenance	8.46	10.49
Rebates & Short / Excess	-11.97	0.02
Sub-Total (B)	2,315.27	1,993.47
Total (A+B)	6406.79	6525.35

***Note: R&D Expenses:-** The Company is registered as Research & Development Unit (R&D) with Ministry of Science & Technology, Govt. of India, Department of Scientific & Industrial Research, New Delhi, hence eligible for weighted deduction U/S 35(2AB) of the Income Tax Act on expenditure incurred for the purpose. Company is having two Research & Development Unit (R&D), detail of the same are as under:-

Particulars	<u>R&D(I) BAH</u>	<u>R&D(II) DHJ</u>
	<u>Recognized</u>	<u>Applied</u>
Status of R&D Unit		
(i) Revenue Expenditure	145.81	12.35
Previous Year ()	(94.79)	Nil
(ii) Capital Expenditure	83.85	182.66
Previous Year ()	(6.54)	Nil
Total	229.66	195.01
Grand Total (I+II)		424.67
Eligible Deductions (Revenue+Capital net of depreciation) U/S 35(2AB)	208.10	182.66
29.1: Payment to Auditors		
Statutory Audit Fee	8.25	7.50
Advisory Services	-	-
Cost Auditors and Secretarial Auditor	2.95	4.65
Total	11.20	12.15

NOTE NO. 30 : Exceptional Items

Profit on Sale of Fixed assets	(0.54)	(717.26)
Donations	177.61	529.74
Total	177.07	(187.52)

- (i) Profit on sale of fixed assets includes amounting ₹ 716.97 lakhs on sale of land and building located at hyderabad in previous year.
- (ii) Donations includes ₹ 4.00 crore to the Political Party (Bhartiya Janta Party) in previous year.



Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018
NOTE NO. 31 : Income Tax Expense		
Current Income Tax Expenses		
Current income tax charge	4,318.34	3,625.56
Adjustments in respect of current income tax of previous year	(47.37)	(311.07)
Total Current Tax Expenses	4,270.97	3,314.49
Deferred Income Tax Expense		
In respect of the current year (For details Refer Note no 17)	89.96	371.17
Total Deferred Tax Expenses	89.96	371.17
Income tax expenses attributable to continuing operations	4,360.93	3,685.66
31.1: Tax related to items recognised in OCI during the year		
Net Loss/(Gain) on remeasurements of defined benefit plans	-	-
Income tax charged to OCI	-	-
31.2 :Reconciliation between Tax Expense and the Accounting Profit		
Accounting profit before tax from continuing operations	15,493.88	13,516.11
Accounting profit before income tax	15,493.88	13,516.11
At Statutory income tax rate of 34.944% (31st March, 2018 34.608%)	5,414.18	4,677.66
Adjustments in respect of current income tax of previous year#	(47.37)	(311.07)
Tax effect of amounts which are not deductible (taxable) in calculating Taxable income	132.70	205.34
Tax effect of amounts which are deductible in calculating Taxable income	(1,152.63)	(901.97)
Interest on Income tax	14.05	15.70
Total	4,360.93	3,685.66



Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018
Effective Income Tax rate	28.15%	27.27%
Income Tax expenses reported in statement of profit and loss	4,360.93	3,685.66
Income tax attributable to a discontinued operation	-	-
Income tax expenses reported in statement of Profit and loss	4,360.93	3,685.66

For financial Year 2016-17 & 2017-18 Company has claimed deductions U/S 80IA having tax effect of ₹ 311.06 lakhs & ₹ 47.37 lakhs being reflected in tax liability of FY 2017-18 & FY 2018-19.

NOTE NO. 32 : Components of Other Comprehensive Income (OCI)

Remeasurement of Defined benefit plans	(19.48)	(0.95)
Tax component of remeasurements of defined benefit obligation	-	-
Total	(19.48)	(0.95)

NOTE NO. 33 : Earnings per share (EPS) [in ₹]

Basic EPS

From continuing operation	262.49	231.41
From discontinuing operation	-	-

Diluted EPS

From continuing operation	262.49	231.41
From discontinuing operation	-	-

33.1 Basic/Diluted Earning per Share

The earnings and weighted average number of equity shares used in calculation of basic and diluted earning per share.

Profit attributable to equity holders of the company:

From Continuing Operations	11,152.43	9,831.40
From Discontinuing Operation	-	-
Earnings used in calculation of Basic/Diluted Earning Per Share	11,152.43	9,831.40
Weighted average number of shares for the purpose of basic/diluted earnings per share	42.49	42.49



Particulars	Amount (₹ in Lakhs)	
	Year ended 31 March, 2019	Year ended 31 March, 2018

33.2 Diluted Earning per Share

The earnings and weighted average number of equity shares used in calculation of diluted earning per share:-

Profit attributable to equity holders of the Company:

from Continuing operations 11,152.43 9,831.40

from discontinuing operations - -

Earnings used in calculation of diluted Earning Per Share from continuing operations 11,152.43 9,831.40

The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:

Weighted average number of shares for the purpose of Basic Earnings Per Share 42.49 42.49

Effect of Dilution :

Weighted average number of shares for the purpose of Diluted Earnings Per Share 42.49 42.49

NOTE NO. 34 : Capital Management

The Company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders.

Further, Company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company maintain an optimal capital structure of Debt equity to reduce the cost of capital. The Company's debts includes interest bearing borrowings from Promoters/Directors.

Particulars	Amount (₹ in Lakhs)	
	As at 31 March, 2018	As at 31 March, 2018
Borrowing (Note No. 15)	4,000.00	4,000.00
Net Debt	<u>4,000.00</u>	<u>4,000.00</u>
Equity (Note No. 13)	424.87	424.87
Other equity (Note No. 14)	40,455.84	29,399.72
Total equity	<u>40,880.71</u>	<u>29,824.59</u>
Net Debt Equity Ratio	<u>09 : 91</u>	<u>12 : 88</u>

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2019.



NOTE NO. 35 : Fair Value Measurements

Amount (₹ in Lakhs)

(i) Financial Instruments by Category

Particulars	As at 31.03.2019			As at 31.03.2018		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial Assets						
(i) Investments in unquoted Equity Instruments	8.75	-	-	8.77	-	-
(ii) Security Deposits	-	-	154.15	-	-	154.15
(iii) Trade Receivables	-	-	27908.74	-	-	22,160.94
(iv) Cash and cash equivalents	-	-	550.71	-	-	123.28
(v) Bank Balance Other than (iv) above	-	-	390.88	-	-	375.57
(vi) Other financial Assets	-	-	68.88	-	-	49.83
Total Financial Assets	8.75		29,073.36	8.77		22,863.77
Financial Liabilities						
(i) Borrowing	-	-	24,699.44	-	-	12,834.37
(ii) Trade payables	-	-	4,456.69	-	-	3,537.45
(iii) Other financial liabilities	-	-	3528.73	-	-	2,297.22
Total Financial Liabilities	-	-	32,684.86	-	-	18,669.04

(ii) Assets and liabilities which are measured at amortized cost for which fair values are disclosed.

Amount (₹ in Lakhs)

Particulars	As at 31.03.2019		As at 31.03.2018	
	Carrying Value	Fair value	Carrying Value	Fair value value
Financial Assets				
(i) Investments in unquoted Equity Instruments	8.75	8.75	8.77	8.77
(ii) Security Deposits	154.15	154.15	154.15	154.15
Total Financial Assets	162.90	162.90	162.92	162.92
Financial Liabilities				
(i) Borrowing	24699.44	24699.44	12,834.37	12,834.37
Total Financial Liabilities	24,699.44	24,699.44	12,834.37	12,834.37

(a) The carrying amounts of trade receivables, cash and cash equivalents, bank balance other than cash and cash equivalent, other financial assets, trade payables and financial liabilities are considered to be the same as their fair values, due to short term nature.



- (b) Long term variable rate borrowings are evaluated by Company on parameters such as interest rates, specify country risk factors and other risk factors. Based on this evaluation, the fair value of such payables are not materially different from their carrying amount.
- (c) For Other Financial assets and liabilities that are measured at fair value, the carrying amount are equal to fair values.

Fair Value hierarchy as on 31.03.2019		Amount (₹ in Lakhs)		
Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
(i) Investments in unquoted Equity Instruments	-	-	8.75	8.75
(ii) Security Deposits	-	-	154.15	154.15
	-	-	162.90	162.90

Fair Value hierarchy as on 31.03.2019

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Borrowing	-	-	24699.44	24699.44
	-	-	24699.44	24699.44

Fair Value hierarchy as on 31.03.2018

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
(i) Investments in unquoted Equity Instruments	-	-	8.77	8.77
(ii) Security Deposits	-	-	154.15	154.15
	-	-	162.92	162.92

Fair Value hierarchy as on 31.03.2018

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Borrowing	-	-	12,834.37	12,834.37
	-	-	12,834.37	12,834.37

NOTE NO. 36 : Financial Risk Management

The Company's principal financial liabilities comprise Borrowings (including Cash Credits), Trade Payables and other payables. The main purpose of these financial liabilities is to finance the company's operations and to provide guarantees to support its operation. The Company's principal financial assets includes trade receivables, other receivables and cash and cash equivalents that derive directly from its operations.

The Company is expose to market risk, credit risk and liquidity risk. The Company financial risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risk, which are summarized below:-



a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Interest rate risk. Financial instruments affected by market risk includes Borrowings.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective.

c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company is exposed to credit risk from its financial activities including trade receivable, Security deposits and other financial instruments. The maximum credit risk as on the reporting risk is equal to the carrying value of the financial instruments.

d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Company having Cash Credit facilities from various banks for maintaining the short term financial requirement.

NOTE NO. 37 : Key Sources of Estimation uncertainty

The followings are the key assumptions concerning the future, and the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year

a) Fair valuation measurement and valuation process

The fair values of financial assets and financial liabilities are measured using the valuation techniques including DCF model. The inputs to these methods are taken from observable markets where possible, but where this it is not feasible, a degree of judgement is required in arriving at fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

b) Taxes

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which losses can be utilized significant management judgement is required to determine the amount of deferred tax asset that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

c) Useful Life of PPE

Company has defined useful life of property plant and equipment in accordance with Schedule-II of the Companies Act, 2013.



S.No	Particulars	Amount (₹ in Lakhs))	
		As at 31.03.2019	As at 31.03.2018
NOTE NO. 38 : Contingent Liabilities			
i)	Guarantees Given to: Dakshin Gujarat Vij Company Limited, DAHEJ, GUJARAT	150.24	150.24
ii)	Surety given to Dy. Excise & Taxation Commissioner (S.T. Rohtak)	8.16	8.16
iii)	Surety given to Customs and Central Excise Commissioner, Jammu (J&K)	1,600.00	1,600.00
		<u>1,758.40</u>	<u>1,758.40</u>

38.1 : Contingent Assets

Company having contingent assets of ₹ 13.63 lakhs as on 31.03.2019 from various customers in respect of claims against bounced cheques.

NOTE NO. 39 :

Related Party Disclosures

39.1 : Key Management Personnel

S. No.	Name	Designation
1	Shri S.N.Gupta	Chairman & Managing Director
2	Shri M.P.Gupta	Whole Time Director
3	Shri R.P.Gupta	Whole Time Director
4	Shri Ajay Gupta	Executive Director
5	Shri K.P.Uniyal	Executive Director {w.e.f. 30.03.2019}
6	Shri Abhay Kumar Sharma	Executive Director {Upto 30.03.2019}
7	Mr. Rakesh Verma	Chief Financial Officer
9	Ms. Nikita Chadha	Company Secretary

39.2 : Other Related Person & Related Entities

S. No.	Name	Nature of Relationship
1	Smt. Sweety Gupta	Wife of Shri S.N.Gupta
2	Shri Dinesh Gupta	Son of Shri S.N.Gupta
3	Smt. Savita Gupta	Wife of Shri M.P.Gupta
4	Shri Vikas Gupta	Son of Shri M.P.Gupta
5	Smt. Manju Gupta	Wife of Shri R.P.Gupta
6	Mr. Sahil Gupta	Son of Shri R.P.Gupta
7	Miss Neha Gupta	Daughter of Shri R.P.Gupta



Related Entities

S. No. Name

1	Bharat Insecticides limited
2	B R Agrotech Limited
3	Bharat Agrochem LLP (Formerly known as Bharat Agrochem)
4	S.N.Gupta & Sons (HUF)
5	M.P.Gupta & Sons (HUF)
6	R.P.Gupta & Sons (HUF)

39.3 : Transaction with Related Parties

Amount (₹ in Lakhs)

S. No.	Particulars	Nature of Transaction	Transaction during the Period		Outstanding Amount Payable/(Receivables)	
			Year ended 31.03.2019	Year ended 31.03.2018	Year ended 31.03.2019	Year ended 31.03.2018
1	Shri S.N.Gupta	Managerial Remuneration Loan taken Loan repaid Interest on loan	423.73 807.50 497.80 298.13	33.00 81.00 474.50 289.72	3,837.64	3,259.62
2	Shri M.P.Gupta	Managerial Remuneration Loan taken Loan repaid Interest on loan	405.73 708.00 456.00 191.97	337.96 202.00 90.00 150.54	2,279.65	1,854.88
3	Shri R.P.Gupta	Managerial Remuneration Loan taken Loan repaid Interest on loan	793.67 1,100.00 872.60 32.97	981.11 470.00 999.50 27.92	377.67	120.59
4	Shri Kamleshwar Prasad Uniyal	Managerial Remuneration	0.15	-	-	-
5	Shri Ajay Gupta	Managerial Remuneration	57.85	45.18	-	-
6	Shri Abhay Kumar Sharma	Managerial Remuneration	44.87	29.89	-	-
7	B R Agrotech Limited	Sales Material purchased	17,095.16 3,554.97	12,843.77 3,350.80	935.79	1,204.71
8	Bharat Agrochem	Material purchased Sales	46.09 906.09	- 562.97	-	6.75
9	Bharat Insecticides limited	Material purchased Rent paid Job Work (Income) Job Work (Paid) Sales	942.21 5.56 - 4.66 4,584.72	1,169.37 3.27 4.71 6.56 3,634.56	1,269.09	573.23



Amount (₹ in Lakhs)

S. No.	Particulars	Nature of Transaction	Transaction during the Period		Outstanding Amount Payable/(Receivables)	
			Year ended 31.03.2019	Year ended 31.03.2018	Year ended 31.03.2019	Year ended 31.03.2018
10	Smt. Sweety Gupta	Loan received Loan repaid Interest paid on Loan	5.80 4.05 6.79	28.00 37.75 4.91	78.88	71.03
11	Shri Dinesh Gupta	Loan received Loan Repaid Interest Paid on Loan	- - 0.69	- - 0.63	8.22	7.61
12	M.P.Gupta & Sons (HUF)	Loan received Loan Repaid Interest Paid on Loan	- 54.00 19.62	- 55.00 23.53	209.91	246.26
13	Smt. Savita Gupta	Loan received Interest Paid on Loan Loan Repaid	5.00 7.35 12.00	- 10.60 50.00	88.62	89.01
14	Mr. Vikas Gupta	Loan received Interest Paid on Loan Loan Repaid	- 79.81 -	396.50 67.96 2.00	958.56	886.74
15	R.P.Gupta & Sons (HUF)	Loan received Interest Paid on Loan Loan Repaid	- 6.61 97.50	7.00 11.02 10.25	37.72	129.28
16	Smt. Manju Gupta	Loan received Interest Paid on Loan Loan Repaid	197.00 15.93 247.50	6.00 26.92 178.70	161.40	197.57
17	Mr. Sahil Gupta	Loan received Interest Paid on Loan Loan Repaid	198.00 15.37 58.00	250.00 16.51 437.25	237.68	83.85
18	Ms Neha Gupta	Loan received Interest Paid on Loan Loan Repaid	- 0.89 15.79	- 1.82 8.25	-	14.90
19	S.N. Gupta & Sons (HUF)	Loan Received Loan Repaid Interest Paid on Loan Rent paid	8.00 - 0.36 12.00	7.00 15.18 0.90 12.00	8.32	-

Note : Related Party Transactions are as identified by the Company and relied upon by the Auditors.



NOTE NO. 40 : Retirement Benefits

The summarized position of Post-employment benefits and long term employee benefits recognized in the statement of Profit & Loss and Balance Sheet are under:-

(a) Change in the present value of the obligation Amount (₹ in Lakhs)

Particulars	As at 31.03.2019		As at 31.03.2018	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
Opening Present value of obligation	266.02	87.51	225.63	69.52
Interest Cost	20.75	6.83	16.59	5.11
Current service cost	37.93	22.44	32.43	21.52
Past service cost including curtailment gains/losses				
Benefits paid	(6.80)	(44.60)	(10.12)	(27.58)
Actuarial loss/(gain) on obligations	19.3	33.95	1.49	18.94
Closing Present value of obligation	337.20	106.13	266.02	87.51

(b) Change in present value of plan asset

Opening Fair value of plan assets	304.99	NIL	239.53	NIL
Difference in Opening			0.20	
Expected return on plan assets	23.61	NIL	18.15	NIL
Employers contribution	55.98	NIL	57.23	NIL
Benefits paid	(6.80)	NIL	(10.12)	NIL
Actuarial (loss)/gain on obligations		NIL		NIL
Closing Fair value of plan assets	377.78	NIL	304.99	NIL

(c) Amount recognized in Balance Sheet

Estimated present value of obligations at end of the year	337.20	106.13	266.02	87.51
Fair value of plan assets at the end of year	377.78	-	304.99	-
Funded Status	40.58	(106.13)	38.97	(87.51)
Net liability recognized in balance sheet	(40.58)	106.13	(38.97)	87.51

(d) Expense recognized in the Statement of Profit & Loss

Current service cost	37.93	22.44	32.43	21.52
Interest Cost	(3.04)	6.83	(1.03)	5.11
Actuarial Gain and loss	-	33.95	-	18.94
Total expenses recognized in Profit & Loss Account	34.89	63.22	31.40	45.57



Particulars	Amount (₹ in Lakhs)			
	As at 31.03.2019		As at 31.03.2018	
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
(e) Remeasurement recognized in Other Comprehensive Income				
Actuarial gain/ (loss) for the year on Asset	(0.18)	-	0.54	-
Actuarial gain/ (loss) for the year on PBO	(19.30)	-	(1.49)	-
Unrecognized actuarial gain/ (loss) for the year	(19.48)	-	(0.95)	-
(f) Principal actuarial assumption as expressed as weighted average				
Discount rate	7.65%	7.65%	7.80%	7.80%
Imputed rate of Interest				
Expected rate of salary increase	5.00%	5.00%	5.00%	5.00%
Method used	Projected Unit Credit Method		Projected Unit Credit Method	
(g) Bifurcation of PBO at the end of year in Current and Non-Current				
Current liability (Amount due within one year)	15.71	17.41	6.77	8.62
Non-Current liability (Amount due over one year)	321.48	88.72	259.25	78.89
Total PBO at the end of year	337.19	106.13	266.02	87.51

Sensitivity Analysis:

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be co-related. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the statement of financial position.

Change in	Change in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment
Discount Rate	+0.5%	(13.68)	(4.55)
	-0.5%	14.69	4.92
Salary Growth Rate	+0.5%	15.00	5.02
	-0.5%	(14.08)	(4.68)

NOTE NO. 41 : Corporate Social Responsibility

As per the requirement of the provisions of the Companies Act, 2013, the Company has made Corporate Social Responsibility contribution.



Note 42 :-'Ind AS-115 'Revenue from contracts with Customers Disclosures

(a) Disaggregation of revenue

Below is the disaggregation of the Company's revenue from contracts with customers:

For the year ended March 31, 2019 **Amount (₹ in Lakhs)**

Type of goods or service	Sale of Products	Job Work Income	Total
Timing of satisfaction of performance obligation:			
Over time	-	-	-
At a point in time	97,345.88	963.64	98,309.52
Total	97,345.88	963.64	98,309.52

Method for measuring performance obligation:

Input method	97,345.88	963.64	98,309.52
Output method	-	-	-
Total	97,345.88	963.64	98,309.52

For the year ended March 31, 2019 **Amount (₹ in Lakhs)**

Type of goods or service	Sale of Products	Job Work Income	Total
Timing of satisfaction of performance obligation:			
Over time	-	-	-
At a point in time	78,639.89	1,742.64	80,382.53
Total	78,639.89	1,742.64	80,382.53

Method for measuring performance obligation:

Input method	78,639.89	1,742.64	80,382.53
Output method	-	-	-
Total	78,639.89	1,742.64	80,382.53

(b) The Company has applied modified retrospective approach for the application of Ind AS 115 "Revenue from contracts with customers" and the effect is Nil on retained earnings as at April 1, 2018.

(c) Contract Balances **Amount (₹ in Lakhs)**

Particulars	As at March 31, 2019	As at March 31, 2018
Contract balances		
Trade receivables (Note 10.1)	27,908.74	22,160.94
Contract assets	-	-
Contract liabilities (Note 19)	17.72	30.36



- (i) Trade receivables are non-interest bearing and the customer profile include MNC, Public and Private sector enterprises. The Company's operating cycle is 12 months. General payment terms include payments with a credit period of 90 days.
- (ii) Contract assets is recognised over the period in which services are performed to represent the Company's right to consideration in exchange for goods or services transferred to the customer.

Particulars	As at March 31, 2019	As at March 31, 2018
Contract Asset at the beginning of the year	-	-
Transfer from Contract Asset to Trade Receivable	-	-
Contract Asset at the end of the year	-	-

- (iii) Contract Liabilities represents the amount of advance received from Customers.

Particulars	As at March 31, 2019	As at March 31, 2018
Contract Liabilities at the beginning of the year	30.36	3.39
Contract Liabilities at the end of the year	17.72	30.36

- (d) The following table shows how much of the revenue recognised in the current reporting period relates to brought-forward contract liabilities.

Particulars	As at March 31, 2019	As at March 31, 2018
Amount received as advance from customers	-	30.36
Amount recognised as a revenue during the year	30.36	3.39
Amount due to customers	-	-

There was no revenue recognised in the current reporting period that related to performance obligations that were satisfied in a prior year.

NOTE NO. 43

Operating segment are reported in the manner consistent with the internal reporting provided to Chief Operating Decision Maker(CODM). CODM has identified only one operating segment, hence no separate disclosure are required.

NOTE NO. 44 : Approval of financial statement

The financial statements were approved for issue by the Board of Directors on 30.05.2019.

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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.br1@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 30th Annual General Meeting of the Company, to be held on Wednesday, the 25th day of September, 2019 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 Abhaykumar Rajendrakumar Sharma (DIN: 07780742), Former Whole Time Director / Executive Director of the Company			
7.	Revision in the Remuneration of Shri Ajay Gupta (DIN: 02187741), Whole Time Director / Executive Director of the Company			
8.	Reappointment and Fixing of Remuneration of Shri Sat Narain Gupta (DIN:00024660), Chairman & Managing Director of the Company and approval of continuation of Shri Sat Narain Gupta as Chairman & Managing Director after attaining age of 70 years			

Item No.	Description	No. of Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
9.	Reappointment and Fixing of Remuneration of Shri Mahabir Prasad Gupta (DIN:00014681), Whole Time Director of the Company			
10.	Reappointment and Fixing of Remuneration of Shri Rajender Prasad Gupta (DIN:00048888), Whole Time Director of the Company			
11.	Reappointment of Shri Abhaykumar Rajendrakumar Sharma (DIN:07780742) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Mokhra (Haryana)			
12.	Revision in the Remuneration of Shri Ajay Gupta (DIN:02187741), Whole Time Director / Executive Director of the Company			
13.	Reappointment of Shri Ajay Gupta (DIN:02187741) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Dahej (Gujarat)			
14.	Approval for Material Related Party Transaction(s) with M/s Bharat Insecticides Limited			
15.	Approval for Material Related Party Transaction(s) with M/s B R Agrotech Limited			
16.	Regularization of Additional Director, Shri Kamleshwar Prasad Uniyal (DIN: 08394485)			
17.	Appointment of Shri Kamleshwar Prasad Uniyal (DIN:08394485) as an Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its unit located at Mokhra (Haryana)			
18.	Ratification of remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants, appointed as Cost Auditors of the Company for financial year 2019-20			
19.	Approval to make changes in payment of Profit based Commission to the Directors of the Company			
20.	Approval of Reappointment of Shri Pankaj Gupta (DIN:01913719) as Non-Executive Independent Director of the Company			
21.	Approval of Reappointment of Shri Ram Kanwar (DIN:02277237) as Non-Executive Independent Director of the Company and approval of continuation of Shri Ram Kanwar as Non-Executive Independent Director after attaining age of 75 years			
22.	Approval of Reappointment of Smt. Sujata Agarwal (DIN:06958738) as Non-Executive Independent Director of the Company			
23.	Approval of Amendment of Articles of Association of the Company			

Signed thisday of2019.

Please affix Revenue Stamp

(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

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CIN : L24119DL1989PLC036264

ATTENDANCE SHEET

30th ANNUAL GENERAL MEETING

WEDNESDAY, 25th SEPTEMBER, 2019, 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 :

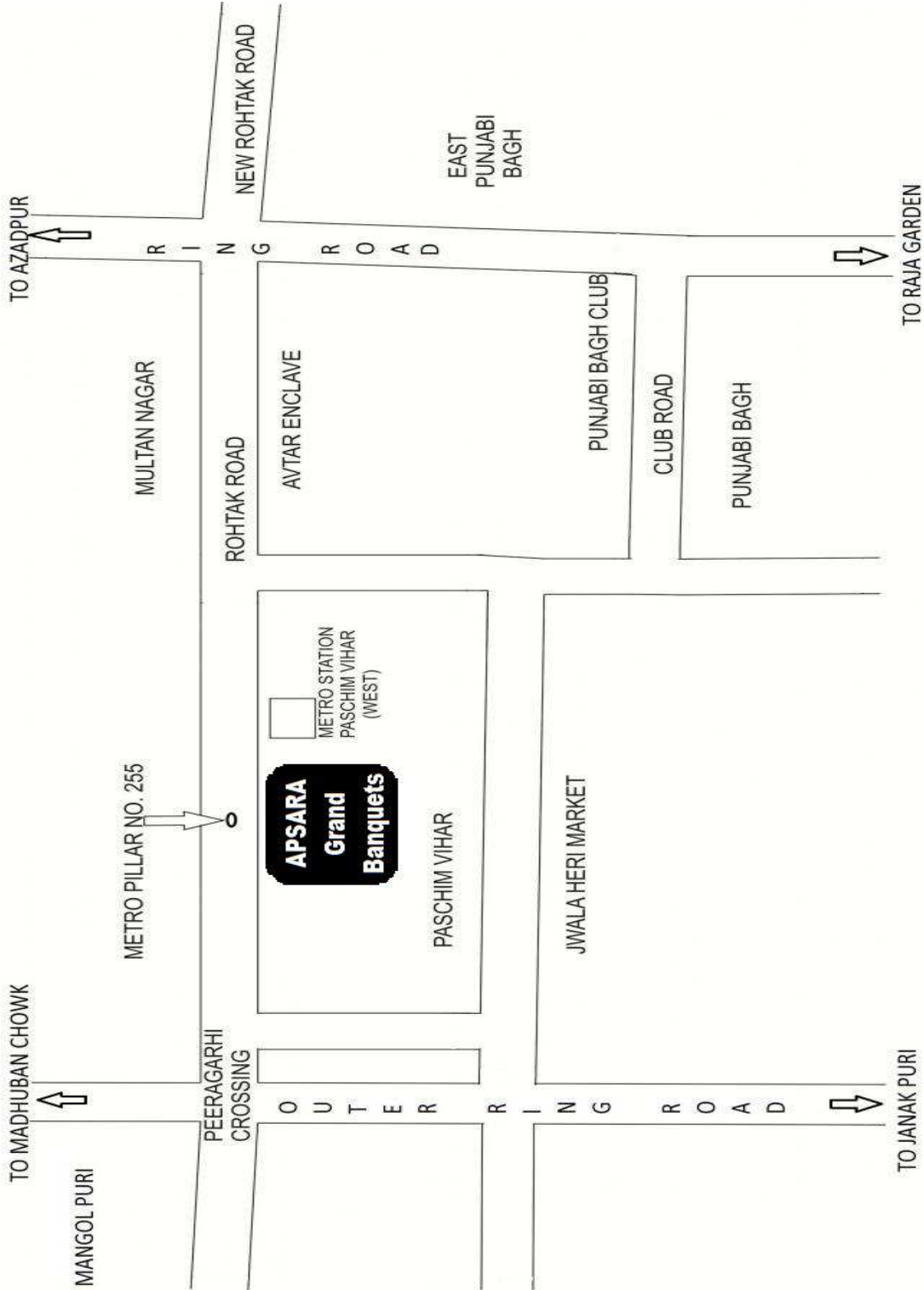
Dated :

**(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



If undelivered, please return to :
BHARAT RASAYAN LIMITED
1501, Vikram Tower, Rajendra Place,
New Delhi - 110 008.