

ANNUAL RETURN

Form No. MGT-7

[Pursuant to sub-section (1) of section 92 of Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. Corporate Identification Number (CIN) of the Company : L24119DL1989PLC036264
Global Location Number (GLN) of the Company : ---
Permanent Account Number (PAN) of the Company : AAACB4127A
- ii. (a) Name of the Company : BHARAT RASAYAN LIMITED
(b) Registered Office Address : 1501, VIKRAM TOWER,
RAJENDRA PLACE, NEW DELHI – 110 008.
(c) Email ID of the Company : investors.brl@bharatgroup.co.in
(d) Telephone number with STD code : 011-43661111
(e) Website : www.bharatgroup.co.in

iii. Date of Incorporation : 15/05/1989

iv.

Type of the Company	Category of the Company	Sub-Category of the Company
Public Company	Company Limited by Shares	Indian Non-Government Company

v. Whether company is having share capital : Yes

vi. Whether shares listed on recognised Stock Exchange : Yes

(a) Details of the Stock Exchange where shares of the Company are Listed

Sr. No.	Stock Exchange name	Code
1	National Stock Exchange of India Limited (NSE)	A-1024

(b) CIN of the Registrar and Share Transfer Agent : U67190MH1999PTC118368

Name of the Registrar and Transfer Agent : Link Intime India Private Limited

Registered office of the Registrar and Transfer Agent : C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai – 400 083

- vii. Financial Year : From 01/04/2021 to 31/03/2022
- viii. Whether Annual General Meeting Held : No
- (a) If yes, date of AGM : Scheduled on 13/09/2022
- (b) Due date of AGM : 30/09/2022
- (c) Whether extension for AGM Granted : Not applicable
- (d) If yes, provide the Service Request Number (SRN) of the application form filed for extension: Not applicable
- (e) Extended due date of AGM after grant of extension: Not applicable
- (f) Specify the reason for not holding the same: Not applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of Business Activities: One (1)

Sr. No.	Main Activity Group Code	Description of Main activity Group	Business Activity Code	Description of Business Activity	% of turnover of the Company*
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

No. of Companies for which information is to be given: 1

Sr. No.	Name of the Company	CIN / FCRN	Holding/ Subsidiary / Associate / Joint Venture	% of shares Held
1	Nissan Bharat Rasayan Private Limited	U24290HR2019PTC084116	Joint Venture	30

IV. SHARE CAPITAL, DEBENTURE AND OTHER SECURITIES OF THE COMPANY

I. SHARE CAPITAL

(a) Equity share capital

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	20,000,000	4,155,268	4,155,268	4,155,268
Total amount of Equity Shares (in Rupees)	200,000,000	41,552,680	41,552,680	41,552,680

Number of Classes: 1

Class of Shares	Authorized capital	Issued capital	Subscribed Capital	Paid-up capital
Equity Shares				
Number of Equity Shares	20,000,000	4,155,268	4,155,268	4,155,268

Nominal value per share (in rupees)	10	10	10	10
Total amount of Equity Shares (in rupees)	200,000,000	41,552,680	41,552,680	41,552,680

(b) Preference share capital

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of Preference shares	0	0	0	0
Total amount of Preference Shares (in Rupees)	0	0	0	0

Number of Classes: 0

Class of Shares	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of Preference Shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of Preference Shares (in rupees)	0	0	0	0

(c) Unclassified Share Capital

Particulars	Authorised Share Capital
Total amount of unclassified shares	0

(d) Break-Up of paid-up Share Capital

Class of shares	Number of shares	Total nominal Amount	Total paid-up amount	Total Premium
Equity Shares				
At the beginning of the year	4,248,740	42,487,400	42,487,400	0
Increase during the year	0	0	0	0
i. Public issue	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private placement/ Preferential Allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat Equity shares allotted	0	0	0	0
vii. Conversion of preference shares	0	0	0	0
viii. Conversion of debentures	0	0	0	0
ix. GDRs/ ADRs	0	0	0	0
x. Others, specify	0	0	0	0
Decrease during the year	0	0	0	0
i. Buy-back of shares	93,472	9,34,720	9,34,720	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	0
At the end of the year	4,155,268	41,552,680	41,552,680	0
Preference Shares				
At the beginning of the year	0	0	0	0
Increase during the year	0	0	0	0

I. Issue of shares	0	0	0	0
ii.Re-Issue of forfeited shares	0	0	0	0
iii.Others, specify	0	0	0	0
Decrease during the year	0	0	0	0
i.Redemption of Shares	0	0	0	0
ii.Shares Forfeited	0	0	0	0
iii.Reduction of share Capital	0	0	0	0
iv.Others, specify	0	0	0	0
At the end of the Year	0	0	0	0

II. Details of stock split/consolidation during the year (for each class of shares):

Class of Shares		(i)	(ii)	(iii)
Before Split/ Consolidation	Number of shares	Not Applicable		
	Face Value Per Share			
After Split/ Consolidation	Number of shares	Not Applicable		
	Face Value Per Share			

III. Details of Shares /Debenture Transfer since closure date of last financial year (or in case of first return at any time since the incorporation of the Company)

The details are available with the Company and can be obtained by members upon request.

IV. Debentures (Outstanding as at the end of the financial year)

Class of debentures	Number of Units	Nominal Value per unit	Total Value
Non-convertible debentures	NOT APPLICABLE		
Partly convertible debentures			
Fully convertible debentures			

Details of Debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	NOT APPLICABLE			
Partly convertible debentures				
Fully convertible debentures				

V. Securities (other than shares and debentures) : Not Applicable

V. Turnover and net worth of the company (as defined in the Companies Act, 2013)

i. Turnover (in INR)	1301,15,62,320
ii. Net worth of the Company (in INR)	771,75,85,038

*Turnover is as per the definition provided under the Companies Act, 2013 and excludes other income.

VI. (a) SHAREHOLDING PATTERN- Promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family	0	0	0	0
	(i) Indian	2,716,301	65.37	0	0
	(ii) Non-Resident Indian (NRI)	0	0	0	0
	(iii) Foreign National (other than NRI)	0	0	0	0
2	Government	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	3,99,759	9.62	0	0
10	Others, specify	0	0	0	0
	Total	31,16,060	74.99	0	0

Total number of shareholders (promoters): 12

(b) SHAREHOLDING PATTERN- Public / Other than promoters

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4,01,929	9.67	0	0.00
	(ii) Non-Resident Indian (NRI)	13,229	0.32	0	0.00
	(iii) Foreign National (other than NRI)	0	0	0	0.00
2	Government				
	(i) Central Government	0	0	0	0.00
	(ii) State Government	0	0	0	0.00
	(iii) Government companies	0	0	0	0.00
3	Insurance Companies	0	0	0	0.00
4	Banks	0	0	0	0.00
5	Financial institutions	0	0	0	0.00
6	Foreign Institutional Investors	10,717	0.26	0	0.00
7	Mutual Funds	1,07,029	2.58	0	0.00
8	Venture Capital	0	0	0	0.00
9	Body Corporate (not mentioned above)	4,37,697	10.53	0	0.00
10	Others, specify			0	0.00
	> Trusts	13	0	0	0.00
	> Clearing members	1,422	0.03	0	0.00
	> LLP	254	0.01		
	> IEPF	66,918	1.61	0	0.00
	Grand Total	10,39,208	25.01	0	0.00

Total number of shareholders (other than promoters): 16,735

Total number of shareholders (Promoters + Public/ other than promoters): 16,747

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	12	12
Members (other than promoters)	31,166	16,735
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANGERIAL PERSONNEL

(A) Composition of Board of Directors

Category	Number of Directors at the beginning of the Year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive
A. Promoter	3	0	3	0	45.41	0
B. Non- Promoter	2	5	2	5	0	0
(i) Non- Independent	2	0	2	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing						
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing Institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small Share Holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	5	5	5	45.41	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 12

(B) (i) Details of Directors and Key Managerial Personnel as on the closure of financial year.

Name	DIN/PAN	Designation	Number of equity Share(s) held	Date of cessation (after closure of financial year: If any)
Sat Narain Gupta	00024660	Managing Director	9,90,048	---
Mahabir Prasad Gupta	00014681	Whole-time director	4,14,169	---
Rajender Prasad Gupta	00048888	Whole-time director	4,82,615	---
Ajay Gupta	02187741	Whole-time director	0	---
Kamleshwar Prasad Uniyal	08394485	Whole-time director	0	---
Ram Kanwar	02277237	Director	0	---
Pankaj Gupta	01913719	Director	0	---

Sujata Agarwal	06958738	Director	0	---
Suresh Kumar Garg	02254899	Director	0	---
Pradeep Kumar Aggarwal	00338254	Director	100	09/08/2022
Rakesh Kumar Verma	ABZPV9075C	CFO	0	---
Nikita Chadha	AYEPB8734G	Company Secretary	0	---

(ii) Particulars of change in director(s) and Key Managerial Personnel during the year: 0

Name	DIN/PAN	Designation at the beginning/ during the financial year	Date of appointment/ change in designation/ cessation	Nature of Change (Appointment/ change in designation/ cessation)
Ankit Aggarwal	0137530	Additional Director	09/08/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURTCONVENED MEETINGS

Number of Meetings held: 1

Type of Meeting	Date of Meeting	Total Number of Members entitled to attend the Meeting	Attendance	
			Number of members attended	% of Total Shareholding
Annual General Meeting	14/09/2021	18,735	48	69.44

B. BOARD MEETINGS

Number of Meetings held: 6

Sr.No	Date of Meeting	Total Number of Members entitled to attend the Meeting	Attendance	
			Number of members attended	% of Attendance
1	29/05/2021	10	4	40
2	29/06/2021	10	8	80
3	11/08/2021	10	9	90
4	27/09/2021	10	6	60
5	11/11/2021	10	6	60
6	10/02/2022	10	8	80

C. COMMITTEE MEETINGS

Number of Meetings held: 29

Sr.No	Type of Meeting	Date of Meeting	Total Number of Members entitled to attend the Meeting	Attendance	
				Number of members Attended	% of Attendance
1.	Audit Committee	29/05/2021	3	3	100
2.	Audit Committee	29/06/2021	3	3	100
3.	Audit Committee	11/08/2021	3	3	100
4.	Audit Committee	11/11/2021	3	3	100
5.	Audit Committee	10/02/2022	3	2	66.67
6.	Nomination & Remuneration Committee	29/05/2021	3	3	100
7.	Nomination & Remuneration Committee	29/06/2021	3	3	100
8.	Nomination & Remuneration Committee	10/02/2022	3	2	66.67

9.	Corporate Social Responsibility Committee	25/06/2021	3	3	100
10.	Corporate Social Responsibility Committee	06/10/2021	3	2	66.67
11.	Corporate Social Responsibility Committee	31/01/2022	3	3	100
12.	Corporate Social Responsibility Committee	28/02/2022	3	3	100
13.	Corporate Social Responsibility Committee	23/03/2022	3	3	100
14.	Stakeholders Relationship Committee	08/04/2021	3	2	66.67
15.	Stakeholders Relationship Committee	12/07/2021	3	3	100
16.	Stakeholders Relationship Committee	14/10/2021	3	3	100
17.	Stakeholders Relationship Committee	08/01/2022	3	3	100
18.	Committee of Directors	02/08/2021	3	3	100
19.	Committee of Directors	20/10/2021	3	3	100
20.	Committee of Directors	03/12/2021	3	3	100
21.	Committee of Directors	21/12/2021	3	3	100
22.	Committee of Directors	24/01/2022	3	3	100
23.	Committee of Directors	28/02/2022	3	3	100
24.	Committee of Directors	21/03/2022	3	3	100
25.	Shares Transfer Committee	20/10/2021	3	2	66.67
26.	Shares Transfer Committee	13/01/2022	3	3	100
27.	Shares Transfer Committee	15/01/2022	3	2	66.67
28.	Risk Management Committee	27/09/2021	3	3	100
29.	Risk Management Committee	26/03/2022	3	3	100

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: **5**
(Amt. in Rs.)

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	Shri Sat Narain Gupta	Chairman and Managing Director	3,300,000	3,64,80,276	0	0	3,97,80,276
2	Shri Mahabir Prasad Gupta	Whole Time Director	1,500,000	3,64,80,276	0	0	3,79,80,276
3	Shri Rajender Prasad Gupta	Whole Time Director	1,200,000	17,02,41,286	0	21,600	17,14,62,886
4	Shri Ajay Gupta	Whole Time Director	68,56,093	0	0	11,49,507	80,05,600
5	Shri Kamleshwar Prasad Uniyal	Whole Time Director	28,27,142	0	0	15,87,895	44,15,037
Total			1,56,83,235	24,32,01,838	0	27,59,002	26,16,44,075

Number of CEO, CFO and Company Secretary whose remuneration details to be entered: **2**

(Amt. in Rs.)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	Shri Rakesh Kumar Verma	Chief Financial Officer	27,28,177	0	0	38,400	27,66,577

2	Ms Nikita Chadha	Company Secretary	12,76,153	0	0	38,400	13,14,553
Total			40,04,330	0	0	76,800	40,81,130

Number of other directors whose remuneration details to be entered: **0**

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option / Sweat Equity	Others (Sitting fees for Board and Committee meetings)	Total Amount
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- A. Whether the Company has made compliances and disclosure in respect of applicable provisions of the Companies Act, 2013 during the year : Yes
- B. If No, give reasons/observations: Not applicable

XII. PENALTY AND PUNISHMENT- DETAILS THEREOF

- (A) DETAILS of Penalties/Punishment imposed on Company/ Directors/Officers: NIL
- (B) DETAILS of Compounding of Offences - Not applicable

XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHEMENT

The details are available with the Company and can be obtained by members upon request.

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, INCASE OF LISTED COMPANIES

In case of a listed company or company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of Company Secretary in whole time practice certifying the annual return in Form MGT-8:

Form MGT-8 will be obtained from the Company's Secretarial Auditor for Financial Year 2021-22.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in his Return, the Company has complied with all the provisions of the Act during the financial year.
