



The Baroda *Rayon* Corporation Ltd.

CIN L45100GJ1958PLC000892

P O Fatehnagar, Udhna, Surat 394 220

Tel : 0261-2899555

Email : admin@brcl.in, brcsurat@gmail.com

Website : www.brcl.in

29th September, 2024

To
Department of Corporate Services
BSE Limited
P J Towers,
Dalal Street,
Mumbai - 400001.

Sub: Declaration of Voting Results of 64th Annual General Meeting of the company.
Ref: BSE Scrip Code - 500207

Dear Sir,

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith the details of Voting Result of the business transacted at the 64th Annual General Meeting of the Company held on 28th September, 2024.

We are also enclosing the Consolidated Scrutinizer's Report dated 28th September, 2024 on remote e-voting and the physical ballot voting process carried out by the Company at the Annual General Meeting. The above are being uploaded on the Company's website.

Kindly take the same on your record and oblige.

Thanking you,

Yours faithfully,

For The Baroda Rayon Corporation Limited

Kunjal Desai
Company Secretary

Encl: As above



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Details of Voting Results of 64th Annual General Meeting of The Baroda Rayon Corporation Limited

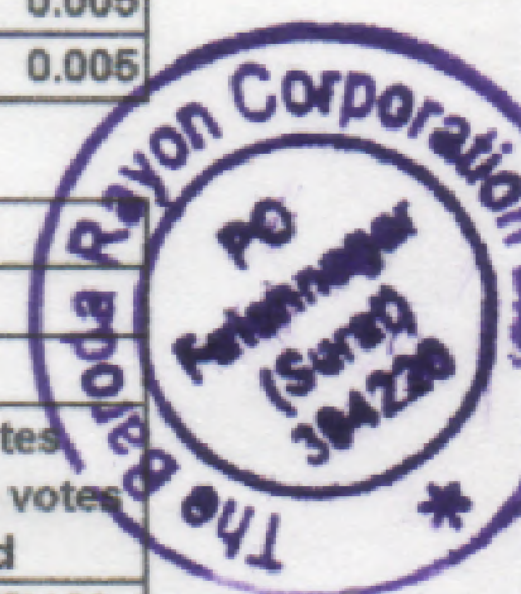
| | |
|---|--------------|
| Date of the Annual General Meeting: | 28/09/2024 |
| Total number of Shareholders on record date: | 79796 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 6 |
| Public: | 36 |
| No. of Shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | Not Arranged |
| Public: | |

Agenda wise disclosure (to be disclosed separately for each agenda item)

| Resolution No. 1: | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon. | | | | | | | |
|---|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoters / promoter group are interested in the agenda / resolution: | No | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | E-Voting | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public - Others | E-Voting | 7196837 | 3331979 | 46.30 | 3331827 | 152 | 99.995 | 0.005 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 7196837 | 3331979 | 46.30 | 3331827 | 152 | 99.995 | 0.005 |
| Total | | 22911359 | 18688572 | 81.57 | 18688420 | 152 | 99.999 | 0.001 |

| Resolution No. 2: | To appoint a Director in place of Mr. Damodarbhaj Patel (DIN-00056513), who retires by rotation and being eligible, offers himself for re-appointment. | | | | | | | |
|---|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoters / promoter group are interested in the agenda / resolution: | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 15471862 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 15471862 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public – Institutional holders | E-Voting | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public - Others | E-Voting | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| Total | | 22911359 | 3331975 | 14.54 | 3331823 | 152 | 99.995 | 0.005 |

| Resolution No. 3: | Appointment of Mr. Chimanlal Nagjibhai Patel (DIN-00075944) as an Independent Director. | | | | | | | |
|---|---|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary/ Special) | Special Resolution | | | | | | | |
| Whether promoters / promoter group are interested in the agenda / resolution: | No | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | E-Voting | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public - Others | E-Voting | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.000 | 0.000 |
| | Total | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| Total | | 22911359 | 18688568 | 81.57 | 18688416 | 152 | 99.999 | 0.001 |





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| Resolution No. 4: | | Appointment of Mr. Zaverilal Mavjibhai Ramani (DIN- 10729483) as an Independent Director. | | | | | | |
|--|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary/ Special) | | Special Resolution | | | | | | |
| Whether promoters / promoter group are interested in the agenda/ resolution: | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | E-Voting | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public - Others | E-Voting | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.000 | 0.000 |
| | Total | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| Total | | 22911359 | 18688568 | 81.57 | 18688416 | 152 | 99.999 | 0.001 |

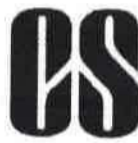
| Resolution No. 5: | | Appointment of Mr. Rameshbhai Valjibhai Patel (DIN-02695200) as an Independent Director. | | | | | | |
|--|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary/ Special) | | Special Resolution | | | | | | |
| Whether promoters / promoter group are interested in the agenda/ resolution: | | No | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| | Total | 15471862 | 15356593 | 99.25 | 15356593 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | E-Voting | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 242660 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public - Others | E-Voting | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.000 | 0.000 |
| | Total | 7196837 | 3331975 | 46.30 | 3331823 | 152 | 99.995 | 0.005 |
| Total | | 22911359 | 18688568 | 81.57 | 18688416 | 152 | 99.999 | 0.001 |

Yours faithfully,

For The Baroda Rayon Corporation Limited

Kunjal Desai
Company Secretary
ACS - 40809





Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time)

To,
The Chairperson of the
64th Annual General Meeting of
THE BARODA RAYON CORPORATION LIMITED
(CIN L45100GJ1958PLC000892)
P. O. Fatehnagar, Udhna,
Surat – 394220, Gujarat

64th Annual General Meeting of the Members of The Baroda Rayon Corporation Limited held on Saturday, 28th September, 2024 at 09.00 a.m. at Patidar Bhavan, Kadodara, Surat - 394327, Gujarat.

Dear Sir,

I, Manish R. Patel, Company Secretary in Practice at Surat appointed as “Scrutinizer” by the Board of Directors of THE BARODA RAYON CORPORATION LIMITED (“the Company”) to scrutinize remote e-voting as well as the physical ballot voting process carried out by the Company on the below mentioned resolutions at the 64th Annual General Meeting (AGM) of the members of the Company held on Saturday, the 28th September, 2024 at 09:00 a.m. at Patidar Bhavan, Kadodara, Surat - 394327, Gujarat, submit my report as under:

1. The Management of the Company is responsible for the compliance of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. After the time fixed for closing of the Poll by the Chairman of the Meeting, One (1) empty Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company and the authorizations/proxies were lodged with the Company.
4. Three (3) ballot papers were found defective.
5. The remote e-voting period remained open from 25th September, 2024 (9:00 a.m.) and ended on 27th September, 2024 at (5:00 p.m.) and was disabled for voting thereafter.



6. After the closure of remote e-voting period and before the start of AGM, the Members' details such as their names, folios, number of the shares held, who have cast votes through remote e-voting, were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in order to ensure that such members did not vote again through ballot paper at an AGM.
7. After counting the votes cast at the AGM, the votes casted through remote e-voting were unblocked in the presence of two witnesses, Mr. Shalin Modi and Ms. Ayushi Jain, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Shalin Modi



Ms. Ayushi Jain

8. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

Resolution No. 1:- To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2024 together with Directors' and the Auditors' Reports thereon. (Ordinary Resolution)

(a) Voted **in favour** of the Resolution:

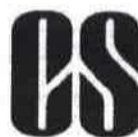
| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 78 | 1,86,88,420 | 100.00 |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 78 | 1,86,88,420 | 100.00 |

(b) Voted **against** the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 5 | 152 | 0.00 # |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 5 | 152 | 0.00 # |

% is Negligible.





(c) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Remote e-voting | 0 | 0 |
| Ballot Paper | 3 | 3,000 |
| Total | 3 | 3,000 |

Resolution No. 2:- To appoint a Director in place of Mr. Damodarbhai Patel (DIN – 00056513), who retires by rotation and being eligible, offer himself for re-appointment. (Ordinary Resolution)

(a) Voted **in favour** of the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 70 | 33,31,823 | 100.00 |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 70 | 33,31,823 | 100.00 |

(b) Voted **against** the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 5 | 152 | 0.00 # |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 5 | 152 | 0.00 # |

#% is Negligible.

(c) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Remote e-voting | 0 | 0 |
| Ballot Paper | 3 | 3,000 |
| Total | 3 | 3,000 |





Resolution No. 3:- Appointment of Mr. Chimanlal Nagjibhai Patel (DIN-00075944) as an Independent Director. (Special Resolution)

(a) Voted **in favour** of the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 77 | 1,86,88,416 | 100.00 |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 77 | 1,86,88,416 | 100.00 |

(b) Voted **against** the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 5 | 152 | 0.00# |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 5 | 152 | 0.00# |

#% is Negligible.

(c) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Remote e-voting | 0 | 0 |
| Ballot Paper | 3 | 3,000 |
| Total | 3 | 3,000 |

Resolution No. 4:- Appointment of Mr. Zaverilal Mavjibhai Ramani (DIN- 10729483) as an Independent Director. (Special Resolution)

(a) Voted **in favour** of the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 77 | 1,86,88,416 | 100.00 |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 77 | 1,86,88,416 | 100.00 |



(b) Voted **against** the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 5 | 152 | 0.00# |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 5 | 152 | 0.00# |

#% is Negligible.

(c) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Remote e-voting | 0 | 0 |
| Ballot Paper | 3 | 3,000 |
| Total | 3 | 3,000 |

Resolution No. 5:- Appointment of Mr. Rameshbhai Valjibhai Patel (DIN-02695200) as an Independent Director. (Special Resolution)(a) Voted **in favour** of the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 77 | 1,86,88,416 | 100.00 |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 77 | 1,86,88,416 | 100.00 |

(b) Voted **against** the Resolution:

| Mode of Voting | Number of members voted | No. of Votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|---------------------------|---------------------------------------|
| Remote e-voting | 5 | 152 | 0.00# |
| Ballot Paper | 0 | 0 | 0.00 |
| Total | 5 | 152 | 0.00# |

#% is Negligible.

(c) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Remote e-voting | 0 | 0 |
| Ballot Paper | 3 | 3,000 |
| Total | 3 | 3,000 |



Mo.: 09426256711

Email : csmanishpatel@gmail.com

mailmanishpatel@yahoo.co.in



MANISH R. PATEL

Company Secretary & Trade Mark Agent

M.Com, DTP, DLP, ACS

105, 1st Floor, Meghani Tower, Cinema Road, Delhi Gate, Surat - 395 003, Gujarat, Tel: 0261 - 2601717, 8200712362

The records relating to the remote e-voting before the AGM and Ballot Voting during the AGM shall remain in my safe custody until the Chairperson of the meeting considers, approves and sign the minutes of the aforesaid AGM, after which will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours' faithfully,


MANISH R. PATEL
Company Secretary in Practice

ACS No.: 19885

COP No.: 9360

PRCN: 929/2020

ICSI Unique Code: I2010GJ763400

ICSI UDIN: A019885F001363678



Place: Surat

Date: 28-09-2024

Countersigned by:

For THE BARODA RAYON CORPORATION LIMITED





Chairperson of the Meeting/Authorised Person

Place: Surat

Date: 28-09-2024