

**BHARAT FERTILISER INDUSTRIES LTD.**

**MUMBAI**



**27th. ANNUAL REPORT  
(2011 - 2012)**

# BHARAT FERTILISER INDUSTRIES LTD.

## BOARD OF DIRECTORS

Shri Yogendra D. Patel  
Chairman & Managing Director

Smt. Anjni Y. Patel  
Joint Managing Director

Ms. Chandni Y. Patel  
Whole Time Director

Shri Kantilal N. Jethwa  
Director

Shri Suresh M. Bhadrecha  
Director

Shri Shirish P. Gajendragadkar  
Director

## COMPANY SECRETARY

Shri A. J. Chakote

## TEAM OF CHIEF EXECUTIVE

Shri Shailendra D. Patel, CEO (Fertiliser)

## OFFICERS

Shri Vijal Y. Patel, CEO (Realty)

## AUDITORS

Desai Saksena & Associates  
Chartered Accountants, Laxmi Building,  
1<sup>st</sup> Floor, Fort, Mumbai - 400 001.

## PLANT

Village : Kharivali  
Taluka : Wada  
Dist : Thane

## REGISTERED OFFICE

Bharat Fertiliser House  
12, Nanabhai Lane, Fort, Mumbai - 23

## REGISTRARS FOR SHARE TRANSFERS & DEMATERIALISATION

M/S. Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound, L.B.  
Marg, Bhandup (West), Mumbai - 400 078.

Annual General Meeting on Tuesday 24th. July, 2012 at 3.30 p.m.  
at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road,  
Vile Parle (East), Mumbai - 400 057.

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## **BHARAT FERTILISER INDUSTRIES LIMITED**

### **27TH ANNUAL REPORT 2011-2012**

#### **NOTICE**

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held as detailed below :

Day	Tuesday
Date	24/07/2012
Venue	Sardar Patel Baug Shri Vile Parle Patidar Mandal Parleshwar Road, Vile Parle (East), Mumbai-400 057
Time	3.30 P.M.

The Agenda will be as under

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2012, Profit and Loss Account for the Accounting year from 1<sup>st</sup> April, 2011 to 31<sup>st</sup> March, 2012, Auditors' Report and Directors' Report thereon.
2. To Consider payment of Dividend on Equity Shares
3. To appoint a Director in place of Shri Suresh M. Bhadrecha who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Shirish P. Gajendragadkar who retires by rotation and being eligible, offers himself reappointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### **SPECIAL BUSINESS**

##### **Item No. 6**

**To Consider and if thought fit to pass with or without Modifications the following Resolution as a Special Resolution.**

RESOLVED THAT pursuant to section 21 of the Companies Act 1956 and subject to approval of Central Government, the present name of the Company be changed from **Bharat Fertiliser Industries Ltd., to Bharat Agri Fert & Realty Limited** with immediate effect.

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RESOLVED FURTHER THAT Shri Yogendra D. Patel, Chairman & Mg. Director be and is hereby authorized to make necessary application to the Ministry of Corporate Affairs, / Stock Exchanges / Statutory Authorities for change in the name of the Company as **Bharat Agri Fert & Realty Limited** and on obtaining the approval, change the name on the Letter Heads / Stationery, Share Certificates, Industrial Licenses, factory License, 7/12 extracts of Land records with respective Talathi, tahsildar, Prant and collectorate Office at Majiwada and Wada, Dist : Thane, Income tax Documents, T.D.S. VAT, Service tax returns, Customs and Excise Duty returns, Shops and Establishment Registration Certificate and inform Bombay Stock Exchange, SEBI, NSDL/CDSL, Municipal Authorities i.e. Municipal Corporation of Greater Mumbai and Thane Municipal Corporation, State and Central Government Statutory Authorities and such other Authorities connected with the business activities of the company.

### **Item No. 7**

**To Consider and if thought fit to pass with or without Modifications the following Resolution as a Special Resolution.**

“RESOLVED THAT pursuant to the provision of section 149(2A) and other applicable provisions of the Companies Act 1956, approval of Shareholders be and is hereby accorded to the company for commencement of business as specified in clauses 1(A), 1(B), 1(C) & 1(D) of the object clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be & is hereby authorized to give effect to the foregoing Resolution”.

Bharat Fertiliser Industries Ltd.

Place : Mumbai

A.J. Chakote  
Company Secretary

Dated : 12<sup>th</sup> June 2012

**Registered Office:  
Bharat Fertiliser House  
12 Nanabhai Lane, Fort  
Mumbai 400 023.**

### **NOTES**

- 1) A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- 2) The register of Member and Share Transfer Books of the Company will remain closed from Saturday 14/07/2012 to Tuesday 24/07/2012 (both days inclusive),

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- 3) Dividend if sanctioned by General Body will be paid from 06/08/2012
- 4) Members are requested to bring copy of the Annual Report along with their registered address, if any. at the time of annual general meeting
- 5) Members are requested to immediately notify the Company. Change in their registered address, if any.
- 6) In terms of the directive from Stock Exchange, Mumbai, the company has appointed common agent for share registry work and dematerialisation work. The name and address of the Registrars and Transfer Agents are as under :

Link Intime India Pvt. Ltd.  
Registrars for share transfers and Dematerialisation  
C-13 Pannalal Silk Mills Compound  
LBS Marg, Bhandup West  
Mumbai 400078.

The shareholders are requested to contact the Registrars for necessary assistance in the matter of share transfers and dematerialisation on Primary No.022-25946970 and e-mail ID [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

- 7) With a view to fall in line with the directive of Ministry of Corporate Affairs as per Green Initiative in Corporate Governance, the company has decided to opt for paperless compliance and e-mail Balance Sheet to Shareholder electronically, instead of mailing Physical copies.  
Shareholders are requested to inform their E-mail ID to the Company to send them Balance Sheet electronically. Our E-mail id is [bfilshivsai@gmail.com](mailto:bfilshivsai@gmail.com)
- 8) Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended 31<sup>st</sup> March, 2012 at least a week in advance so as to enable the management to keep the information ready at the time of Annual General Meeting.

1. Details of Director seeking reappointment at ensuing Annual General Meeting.

Name of Director	:	Shri Suresh M. Bhadrecha
Date of Birth	:	30/08/1958
Date of Appointment	:	09/12/2002
Nature if experience in specific Functional Area	:	General Administration
Directorships in other Companies	:	NIL
Names of Committees of other Companies in which the Director is a Member	:	NIL

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### 2. Details of Director seeking reappointment at ensuing Annual General Meeting.

Name of Director	:	Shri Shirish Prabhakar Gajendragadkar
Date of Birth	:	08/06/1962
Date of Appointment	:	14/05/2010
Nature of experience in specific Functional Area	:	Land Acquisition & Institutional/ Corporate Marketing.
Directorships in other Companies	:	Abhidi Realty Advisors Pvt. Ltd. Adharaya Finance Advisors Pvt. Ltd. Arnav Assets Solution Pvt. Ltd. Adharaya Holding Pvt. Ltd.
Names of Committees of other Companies in which the Director is a Member	:	NIL

### **Explanatory statement as required by Section 173(2) of the Companies Act 1956**

The following explanatory statement relating to Item No. 6 & 7 of the accompanying Notice sets out all Material facts as required under section 173 of the Act :

#### **Item No. 6**

The company intends to reflect its main activities in its name viz. Agriculture, Fertiliser & Realty business. It has therefore selected the name “**Bharat Agri Fert & Realty Limited.**”

Necessary application was made to Ministry of Corporate Affairs, New Delhi and they have informed that the name is available. The approval of Shareholders is now sought for the new name and shareholders are requested to approve the new name “**Bharat Agri Fert & Realty Limited**”.

The Resolution contained in item No.6 is commended for adoption by the members.

#### **Item No. 7**

The Company intends to develop its agricultural land admeasuring 120 Acres at village Kharivali, Tal : Wada, Dist: Thane under joint collaboration with Israel company for high tech corporate farming, it is necessary to change name to indicate the business of agriculture farming in the name of the company as per Clause 1 (C) of Objects clause of the Company which reads as under :

1( C ) To purchase, sell, develop, construct, re-develop, take in exchange or on lease hire or otherwise acquire, for sale or working or developing or disposing or maintaining the same, any real or personal estate including lands, buildings, Special Economic Zones, factories, mills houses,

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cottages, shops, depots, warehouses, licenses, easements or interests in or with respects to any property of the company in consideration and to build township, markets or other buildings including for residential, commercial, industrial, hospitality, retail, entertainment, educational, healthcare or conveniences thereon and to equip the same and part hereof with all or any amenities or conveniences and equipped with all facilities and furnishings and to carry on business as owners of flats and buildings and to let on lease or otherwise premises therein and to provide for the conveniences commonly provided in buildings and entering into contracts and arrangements of all kinds with builders, tenants and others.

Similarly since the Company intends to develop trading activities in Rock Phosphate & other Fertilizer the word "Fertiliser" is necessary in the name of the Company as per Clause 1(A) of the Objects clause of the Memorandum of Association of the Company which reads as under:

- 1(A) All grades of Organics & Chemicals, Phosphatic Fertilisers & NPK Grade Fertilisers such as 98% Sulphuric Acid, Oleum of all grades Liquid SO<sub>3</sub>Chloro Sulphonic Acid Flourine based chemicals (SSF), Alum of Ferric & Non-Ferric (Liquid & Solid) Form), Single Super Phosphate (Powder & Granulated form) and related bye-products.

The Company has started construction Activity & Real Estate business at Majiwada, Thane and wants to take up the redevelopment of Registered Office Building at 12, Nanabhai Lane, Fort, Mumbai along with remaining construction activity at Thane from time to time. (Clause 1(B) & (D) which is reads as under:

- 1(B) To build, construct, commercialize, convert, develop, design, demolish, deal, erect, establish, fabricate , finance, furnish, hire, improve, lease, license, manage, maintain, repair, remodel, recondition, renovate and sell Residential buildings, commercial buildings, service apartments, Hotels, Taverns, Restaurants, Food Courts, luncheon counters, Cafeterias, Bars, Resorts, Refreshment Rooms, Boarding and Lodging, House Keepers, Motels, Guesthouses, Clubs, Shopping malls, Theaters and Cinemas, Entertainments Multiplexes, Places of amusement recreations, Amusement parks, Recreation Centers, Pubs, discotheques, Swimming Pools, Fitness and Health Clubs, banquet halls, Marriage halls, Hospitals, Schools, Super Markets, Hyper Markets, Departmental stores, Places of Worship, Highways, Roads, Paths, Streets, Sideways, Courts, Alleys, Pavements, Bridges, Factories, industrial estate, commercial structures, dams, canals, public utilities, excavators & land fillers and to do other similar construction, leveling or paving work and for these purposes to purchase, take on leases, or otherwise acquire and hold any lands and prepare layout thereon or buildings of any tenure or description wherever situate and to do the business or real estate developers, construction and estate agents, property dealers and to carry out such other related activities in India or any other part of the world.

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- 1 (D) To carry on the business of Real estate on its own by the Company or on joint Venture basis for development, redevelopment of the land, buildings, structures and other estate of the Company as well as of other persons, companies or entities in such manner and on such terms as the Board of Directors may deem fit.

Special Resolution according approval of General Body Meeting is necessary to undertake above activities as per Object Clause of the company's Memorandum of Association.

The Resolution contained in item No.7 is commended for adoption by the members.

None of the Directors is interested in the Resolution.

Bharat Fertiliser Industries Ltd.

Place : Mumbai

A. J. Chakote

Dated : 12<sup>th</sup> June 2012

Company Secretary



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### DIRECTORS REPORT TO MEMBERS

Your Directors submit herewith their Report along with the Audited Statement of Accounts for the year ended 31st March 2012.

#### FINANCIAL RESULTS

	2011-2012 (Rs .in lacs)	2010-2011 (Rs .in lacs)
Turnover	3057.32	2918.47
Profit/Loss before interest and depreciation	1282.12	1439.31
Less : Interest	43.82	06.08
Gross Profit/Loss before depreciation	1238.30	1433.23
Less : Depreciation	52.31	54.00
Operating Profit/Loss	1185.99	1379.23
Less : Provision for Tax	247.07	358.04
Add : Prior Period income/Exp.	0.96	643.96
Surplus/Deficit during the year	937.96	1665.15
Add : Profit/ Loss brought Forward	1029.03	(636.12)
Less: Proposed Dividend	79.28	-
Balance Carried to Balance Sheet	1887.71	1029.03

During the year ended 31<sup>st</sup> March 2012, the Company has achieved Turnover of Rs. 3057.32 Lacs as against Rs.2918.47 Lacs during corresponding period.

The Accounting Year 2011-2012 has ended in a Profit of Rs.1282.12 Lacs as compared to Profit of Rs.1439.31 Lacs during the corresponding period last year. After providing for interest amounting to Rs. 43.82 Lacs and depreciation of Rs.52.31 Lacs, the Company has made a Profit of Rs.1185.99 Lacs as against the Profit of Rs.1379.23 Lacs during the last year. After deducting prior period expenses of Rs.0.96 Lacs and taking into account the provision for Taxation for the current year Income Tax of Rs.247.07 Lacs the year has ended in a Profit of Rs. 937.96 Lacs. After adjusting the surplus brought forward during last year amounting to Rs.1029.03 Lacs and proposed dividend of Rs.79.28 Lacs, the total Profit of Rs. 1887.71 Lacs is carried to Balance Sheet.

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## **DIVIDEND**

Your Directors recommend 15% dividend on paid up equity share of Rs.10/- each for the year ended 31/03/2012.

## **Review of Operations**

Your directors are glad to report that Phase I of the Residential Project of the Company is completed in all respects as per time schedule. Buildings A, B, C, D & E are completed in all respects as also Podium with Club House is completed.

The possession is offered to customers after occupation certificate was obtained.

Phase II of the Project will be started after necessary endorsement of TDR against URCT Area developed and handover to TMC for 2110 Sq. Mt. and the balance TDR will be purchased from TMC/open Market as per Rules & Regulations prevailing at that time in a span of 3/4years.

It may be noted that Phase I contributes 3,20,000 Sq. Ft. area and Phase II contributes 2,80,000 Sq. Ft. thereby construction activity of total 6,00,000Sq. ft. will be completed as planned.

During the year the Company has produced 1847 Mts. SSP for RCFL under conversion contract basis and thereafter the contract was mutually terminated from 15<sup>th</sup> December 2011. It is gratifying to note that both BFIL & RCFL decided to part with gesture of goodwill without any legal claim on either side. The original Bank Guarantee for Rs.1 Crore was returned by RCFL together with conversion payment in full.

Now as the Company's Plant is in good condition, the company intends to enter into marketing tie-up arrangement in fertilisers, with other reputed Fertiliser Companies on improved terms and conditions and accordingly separate Marketing arrangement is entered with M/s. Chambal Fertilisers and Chemicals Limited for 50,000 M.T. & M/s. Indian Potash Limited for 30,000 M.T. for the year 2012-2013.

## **Current Year Working**

You are aware that the Company has kept its Fertiliser Plant in up to date condition to accept any fresh order for manufacture / processing of Fertilisers. Now the Company has procured working capital finance from (1) United Bank of India, Overseas Branch, Fort, Mumbai (2) Bank of Baroda, Vile Parle (East), Mumbai and necessary documents are being made with them.