

BHARAT AGRI FERT & REALTY LTD.



**35th ANNUAL REPORT
(2019 - 2020)**

Corporate Information**BOARD OF DIRECTORS****Shri Yogendra D. Patel**

Chairman & Managing Director

Smt. Anjni Y. Patel

Whole Time Director

Ms. Chandni Y. Patel

Whole Time Director

Shri Vijal Y. Patel

Whole Time Director

Shri Kantilal N. Jethwa

Director & CFO

Shri Suresh M. Bhadrecha

Independent Director

Shri Chunilal B. Gherwada

Independent Director

Shri Vijay M. Mistry

Appointed as an Additional Independent Director w.e.f. 27th December, 2019

Shri Ramesh J. VekariaResigned w.e.f. 27th December, 2019**Shri Rohit C. Vakharia***Ceased to be the Director due to sad demise on 31st March, 2020***Shri Vijaykumar I. Patel**Appointed as an Additional Independent Director w.e.f. 29th June, 2020**Shri. Yogesh S. Rathod**

Independent Director

C.F.O.**Shri Kantilal N. Jethwa****COMPANY SECRETARY****Shri Arvind J. Chakote****STATUTORY AUDITORS****M/s. Verma Mehta & Associates**

Chartered Accountants

BANKERS**Bank of Baroda****REGISTERED OFFICE**

301, 3rd Floor, Hubtown Solaris,
N.S. Phadke Marg, Near Gokale Bridge,
Andheri (East), Mumbai – 400 069.
Tel.No.(022)67980100 / 26820498 /90 /91
Website : www.bharatrealty.co.in
CIN No. L24100MH1985PLC036547

REGISTRARS & SHARE TRANSFER AGENT**M/s. Link Intime (India) Pvt. Ltd.**

C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.

SITE OFFICE

Shiv Sai Paradise, 'C' Mayfair Gr. Floor,
Opp. URCT, Majiwada, Thane (West) - 400 601.

PLANT & ANCHAVIYO RESORT

Kharivali Village
Taluka : Wada
Dist : Palghar.

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ANNUAL GENERAL MEETINGDate : Tuesday 29th September, 2019

Time : 2.30 P.M.

Venue : The Company is conducting meeting through
Video Conference and Other Audio Visual Means pursuant
to the MCA circular dated 5th May 2020

BOOK CLOSURE :23rd September, 2020

To

29th September, 2020**(Both Days Inclusive)**

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Thirty Fifth (35th) Annual General Meeting** of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Tuesday, 29th September, 2020, at 2:30 P.M. (IST) through two- way Video Conferencing ("VC") facility or other audio visual means ("OAVM") to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Reports of the Board of Directors and Statutory Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Report of the Statutory Auditors thereon.

2. To appoint a Director in place of **Ms. Chandni Yogendra Patel** (DIN: **02032483**), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Payment of Remuneration to **M/s. Tapan Chattopadhyay & Associates**, Cost Accountants (FRN: **PROP/101121**), the Cost Auditors of the Company for the financial year 2020-21:

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 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s. Tapan Chattopadhyay & Associates, Cost Accountants** (Firm Registration No.: **PROP/101121**) appointed by the Board of Directors on the recommendation of the Audit Committee to conduct the audit of the cost records maintained by the Company, be paid a remuneration for the financial year ending 31st March, 2021 of Rs. 50,000/- plus taxes as may be applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit."

4. To consider and approve the appointment of **Shri. Vijay Manilal Mistry** (DIN: **08608372**) as an Independent Director, not liable to retire by rotation and in this regard, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT **Shri. Vijay Manilal Mistry** (DIN: **08608372**), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th December, 2019 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of **Shri. Vijay Manilal Mistry** (DIN: **08608372**), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 27th December, 2019 to 26th December, 2024, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

5. To consider and approve the appointment of **Shri. Vijaykumar Ishwarbhai Patel** (DIN: **02031833**) as an Independent Director, not liable to retire by rotation and in this regard, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT **Shri. Vijaykumar Ishwarbhai Patel** (DIN: **02031833**), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th June, 2020 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of **Shri. Vijaykumar Ishwarbhai Patel** (DIN: **02031833**), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29th June, 2020 to 28th June, 2025, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

By order of the Board
For Bharat Agri Fert & Realty Limited

Sd/-
Arvind. J. Chakote
Company Secretary

Registered Office:

301, 3rd Floor, Hubtown Solaris,
N. S. Phadke Marg, Near Gokhale Bridge,
Andheri (East), Mumbai – 400 069.

Dated: 29th July, 2020

Place : Mumbai

NOTES:

1. In view of continuing the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 ("MCA Circulars") permitted the holding of the Annual General Meeting through Video Conferencing ("VC") facility or other audio visual means ("OAVM"), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its circular dated May 12, 2020 ("SEBI Circular") has also granted certain relaxations with respect to matters incidental to the holding of AGM. Hence in compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 35th AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2020 at 2:30 P.M. (IST).
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the deemed venue of the AGM will be registered office of the Company situated at 301, 3rd Floor, Hubtown Solaris, N. S. Phadke Marg, Near Gokhale Bridge, Andheri (East), Mumbai – 400 069.
3. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this notice.
4. In line with relevant MCA Circulars and SEBI Circular, copy of the Notice of the 35th AGM along with Annual Report for the financial year 2019-20 is being sent only through electronic mode to all the members who hold shares in dematerialized mode and whose email IDs are registered with the Depository Participants for communication purposes. The notice convening the 35th AGM of the Company has been uploaded on the website of the Company at <http://www.bharatrealty.co.in/> and is also available on website of the stock exchange i.e. BSE Limited at www.bseindia.com and respectively on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. Further the Annual Report for the Financial Year 2019-20 has also been uploaded on the website of the Company at <http://www.bharatrealty.co.in/> and will also available on website of the stock exchange i.e. BSE Limited at www.bseindia.com.

Notes relating to Attendance and Quorum at the Annual General Meeting:

5. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Accordingly, the Proxy form and Attendance Slip are not annexed with this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.
6. The Attendance of the Members' attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum as required under Section 103 of the Act.

Notes related to Disclosures and Explanatory Statements:

7. As per the provisions of Clause 3 A II of the MCA General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
8. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business to be transacted at the AGM in respect of Item No. 3 to 5 is annexed hereto and forms part of Notice.
9. The relevant details as required, under Regulation 36(3) of the Listing Regulations read with Secretarial Standard - 2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointments. Further Ms. Chandni Y Patel (DIN: 02032483), Mr. Vijay M. Mistry (DIN: 08608372) and Mr. Vijaykumar I. Patel (DIN: 02031833) are not debarred from holding the office of Director by virtue of any SEBI order or any authority.

10. Note for shareholders holding shares in physical form:

- i. Members who are holding shares in physical form are hereby informed that SEBI has amended Regulation 40 of the Listing Regulations vide Notification dated June 8, 2018 and in terms of said notification w.e.f. April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly a detailed procedure for dematerialization of shares is hosted on website of the RTA – www.linkintime.co.in
 - ii. Pursuant to the SEBI Circular dated April 20, 2018, the shareholder holding shares in physical form are required to update their bank and PAN details with registrar and share transfer agent of the Company with requisite proofs. Further shareholders are also recommended to get their shares dematerialized.
 - iii. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited having their office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, quoting their folio number. Members holding shares in dematerialized form are requested to immediately notify change in their address, National Automated Clearing House (NACH) mandate, bank accounts details, to their respective depository participants.
 - iv. Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nomination may send their request in Form SH-13 in duplicate to the RTA of the Company. Members may obtain a blank Form SH-13 upon request to the Company or its RTA.
 - v. Members holding the Equity Shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
11. For those members who have not registered their email address with the Company or with their respective Depository Participant, can register the same so as to enable the Company to use the same for serving the notice of the 35th AGM alongwith the Annual Report for the financial year 2019-20 and other documents to you electronically, in the following manner:
- i. In case, you are holding shares in demat form and you have not registered your email id with the Depository Participant, you are requested to register your email id with the Depository Participant at the earliest.

In case, you are holding shares in physical form and you have not registered your email id, you are requested to provide Folio Number, Certificate Number, Shareholder name, PAN, mobile number, email id and send the email to the Company at bfilshivisai@gmail.com.

Notes related to Declaration and Payment of Dividend:

12. Pursuant to the applicable provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

13. The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
3	31.03.2013	16.08.2013	15.09.2020
4	31.03.2014 (Interim)	24.10.2013	23.11.2020
5	31.03.2014	11.09.2014	10.10.2021
6	31.03.2015	25.09.2015	24.10.2022

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar & Transfer Agent of the Company or the Company at its Registered Office, with full details.

ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, **M/s. Tapan Chattopadhyay & Associates**, (FRN: **PROP/101121**) Cost Accountants, to conduct the audit of the cost records maintained by the Company at Rs. 50,000/- plus taxes as may be applicable to be paid as remuneration for the financial year ending 31st March, 2021.

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

Shri Vijay Manilal Mistry was appointed as an Additional Director (Independent Capacity) of the Company with effect from 27th December, 2019. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from 27th December, 2019.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Shri Vijay Manilal Mistry, being eligible for appointment as an Independent Director offers himself for appointment, is proposed to be appointed as Independent Director for one term of five consecutive years from 27th December, 2019 upto 26th December, 2024.

In the opinion of the Board, Shri Vijay Manilal Mistry fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Vijay Manilal Mistry as an Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 4 of the Notice with respect to eligibility and appointment of Shri Vijay Manilal Mistry as an Independent Director of the Company for one term of five consecutive years with effect from 27th December, 2019 upto 26th December, 2024, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

Item No. 5:

Shri. Vijaykumar Ishwarbhai Patel was appointed as an Additional Director (Independent Capacity) of the Company with effect from 29th June, 2020. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from 29th June, 2020.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Shri Vijaykumar Ishwarbhai Patel, being eligible for appointment as an Independent Director offers himself for appointment, is proposed to be appointed as Independent Director for one term of five consecutive years from 29th June, 2020 upto 28th June, 2025.

In the opinion of the Board, Shri Vijaykumar Ishwarbhai Patel fulfills the conditions specified under the Act, the Companies (Appointment and Qualification

of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Vijaykumar Ishwarbhai Patel as an Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 5 of the Notice with respect to eligibility and appointment of Shri Vijaykumar Ishwarbhai Patel as an Independent Director of the Company for one term of five consecutive years with effect from 29th June, 2020 upto 28th June, 2025, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

By Order of the Board
Bharat Agri Fert & Realty Limited

Sd/-
Arvind. J. Chakote
Company Secretary

Registered Office:

301, 3rd Floor, Hubtown Solaris,
N. S. Phadke Marg, Near Gokhale Bridge,
Andheri (East), Mumbai – 400 069.

Dated: 29th July, 2020

Place : Mumbai

Annexure I

Additional Information on Directors Recommended for Appointment/ Re-Appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Shri. Vijay M. Mistey	Ms. Chandani Y. Patel
Date of Birth	05/10/1966	23/10/1985
Qualification	B. Sc	UK - MBA
Date of Appointment/ Re-appointment	27/12/2019	23/11/2007
Age	54 years	35 years
Brief Resume & Expertise	Shri Vijay M. Mistry has completed his B.SC from Mumbai University and has specialized in Physics. In past few years, he has got vast experience in Interior Designing and have carried out several assignments on Contract basis	Ms. Chandni Patel has completed her MBA in Human Resources from Aberdeen University Scotland. She looks after the HR Policies and welfare of the staff along with the operations and management of Anchaviyo Resort.
Details of last drawn Remuneration	NIL	Rs.65,00,000/-
Number of Board Meeting attended during the year	-----	4
Relationship between the Directors	NA	Daughter of Yogendra D. Patel & Anjni Y. Patel, Sister of Vijal Y. Patel
Directorship held in other Companies as on 31st March, 2020	NIL	NIL
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2020	NIL	NIL
Number of Shares held in the Company as on 31st March, 2020	-----	21,655

Name of Director	Shri. Vijay I. Patel
Director Identification Number (DIN)	02031833
Date of Birth	28/03/1955
Age	65 years
Date of First Appointment on the Board	29/06/2020
Qualification	M.Sc
Brief Resume & Nature of Expertise	Mr. Vijay I. Patel has pursued Master in Science and also holds diploma in Accounts and Part Time Diploma in Computers. He has also done specialization in Organic Chemistry. He has got vast experience and thorough knowledge in various sectors namely; Iron & Steel, Printing, Manufactures, Railway Track Material and Investments.
Details of last drawn Remuneration	NIL
Number of Board Meeting attended during the year	NIL; since appointed as on date 29 th June, 2020 i.e. F.Y. 2020-2021.
Disclosure of Relationship between the Directors inter-se	NA
Directorship held in other Companies as on 31st March, 2020	Uma Prabhu Consultancy Services Private Limited
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2020	NIL
Number of Shares held in the Company as on 31st March, 2020	NIL

INSTRUCTIONS FOR REMOTE E-VOTING

1. Procedure for Remote E-voting

i. In compliance with provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its members facility to exercise their right to vote at the 35th AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a remote location ("remote e-voting") will be provided by Link Intime India Private Limited ("LIPL"). Remote e-voting is a mechanism through which Members shall have an option to cast their vote prior to the scheduled date of the AGM or alternatively the members can cast their votes using the e-voting mechanism during the AGM. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

ii. The instructions for shareholders for voting through remote e-voting are as under:

a. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

♦ **If you are a first time user of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

♦ Click on '**Sign Up**' under '**SHARE HOLDER**' tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
- Shareholders/ members holding shares in **physical form shall provide Event No which is 200151 + Folio Number** registered with the Company.

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login

b. Click on 'Login' under '**SHARE HOLDER**' tab.

c. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

d. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

e. E-voting page will appear.

f. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

g. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

h. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

Click on '**Login**' under '**SHARE HOLDER**' tab and further Click 'forgot password?'

Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on Tel: 022-4918 6000 InstaVote Support Desk, Link Intime India Private Limited.

- i. The remote e-voting period shall commence on Saturday, September 26, 2020 (9.00 A.M. IST) and close on Monday, September 28, 2020 (5.00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e. Tuesday, September 22, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by member, the same shall not be allowed to change it subsequently or cast the vote again. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

2. Other Instructions relating to Voting and Appointment of Scrutinizer:

- i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date of Tuesday, September 22, 2020.
 - ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Tuesday, September 22, 2020 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
 - iii. Any person who becomes a member of the Company after dispatch of the Notice and holds shares of the Company as on the cut-off date i.e. Tuesday, September 22, 2020 and whose PAN is not registered with the Company may obtain the login Id and password by sending request at enotices@linkintime.co.in or bfilshivisai@gmail.com. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
 - iv. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
3. Shri. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting and the e-voting process during the AGM in a fair and transparent manner.
 4. The Scrutinizer will submit a consolidated scrutinizer's report of the total votes cast in favour or against if any, after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within two working days of the conclusion of the AGM, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
 5. The results declared along with the consolidated Scrutinizers' Report shall be placed on the Company's website <http://www.bharatrealty.co.in/> and on the website of LIPL <https://instavote.linkintime.co.in> immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

PROCESS AND MANNER FOR ATTENDING THE TWENTY-SEVENTH AGM THROUGH INSTAMEET

1. Instructions for attending the AGM through VC/OAVM

- i. The Members will be provided with a facility (**InstaMEET**) to attend the AGM through VC/OAVM through the Link Intime India Private Limited ("LIPL") and they may access the same at <https://instameet.linkintime.co.in>.
- ii. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

♦ Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company

- ♦ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (Annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

♦ Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- a. Members who would like to express their views/ask questions with respect to the financial statements or any other matter to be placed at the Annual General Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at bfilshivisai@gmail.com between Tuesday, September 22, 2020 (9:00 A.M. IST) and Friday, September 25, 2020 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the Annual General Meeting. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company/LIPL.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- e. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

♦ Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

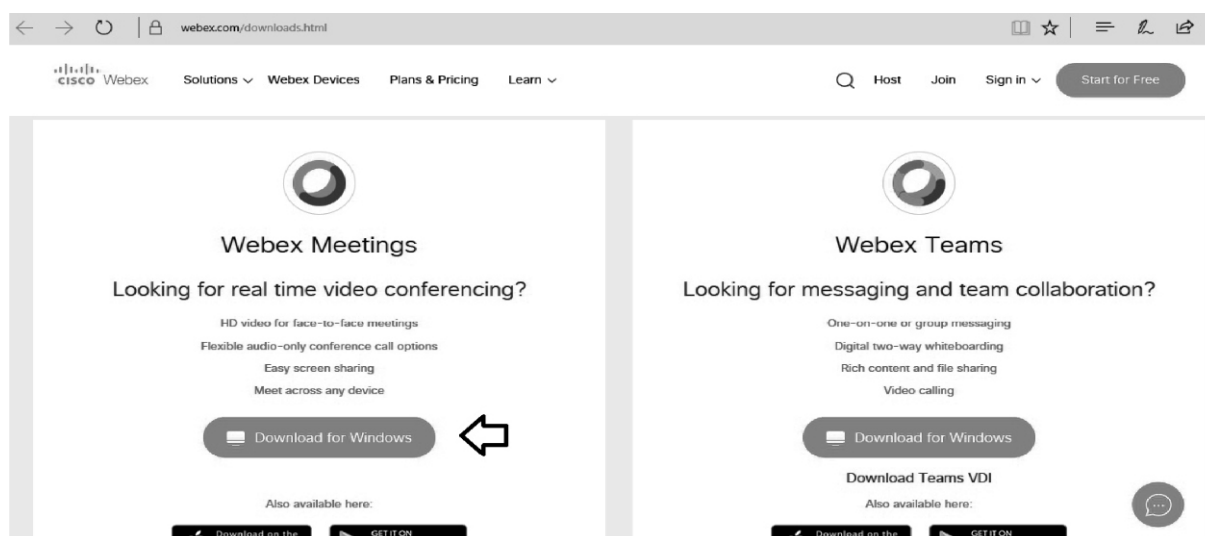
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on:


Guidelines to attend the AGM proceedings of Link Intime India Private Limited: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:


- Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>




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Double-click the webexapp.msi file you downloaded



Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.






Step 3
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To open the app double-click the Webex Meetings icon on your desktop.


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Cisco Webex Meetings - InstallShield Wizard


Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.


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Step 3
Once installed the app will launch automatically.

Cisco Webex Meetings - InstallShield Wizard

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