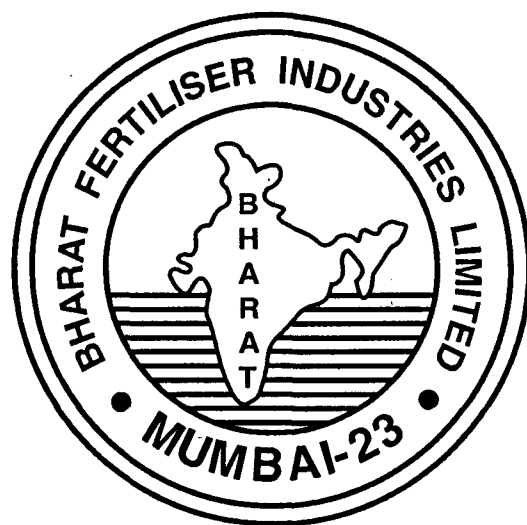


# **BHARAT FERTILISER INDUSTRIES LTD.**

## **MUMBAI**



## **25th. ANNUAL REPORT (2009 - 2010)**

# BHARAT FERTILISER INDUSTRIES LTD.

## BOARD OF DIRECTORS

Shri Yogendra D. Patel  
Chairman & Managing Director

Smt. Anjni Y. Patel  
Joint Managing Director

Miss. Chandni Y. Patel  
Whole Time Director  
(from 14/05/2010)

Shri Kantilal N. Jethwa  
Director

Shri Suresh M. Bhadrecha  
Director

Shri G. V. Dandile (upto 13/01/2010)  
Director

Shri Shirish P. Gajendragadkar  
Director  
(from 14/05/2010)

## COMPANY SECRETARY

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 Monday 27th September, 2010 at 3.30 p.m.  
at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road,  
Vile Parle (East), Mumbai - 400 057.

# **25th ANNUAL REPORT 2009 - 2010**

## **BHARAT FERTILISER INDUSTRIES LIMITED**

### **25TH ANNUAL REPORT 2009-2010** **NOTICE**

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

Day	Monday
Date	27th September, 2010
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 2010, Profit and Loss Account for the Accounting year from 1<sup>st</sup> April, 2009 to 31<sup>st</sup> March, 2010, Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Miss Chandni Y. Patel who retires by rotation and being eligible, offers herself for reappointment.
3. 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. 4**

#### **Appointment of Shri Shirish Prabhakar Gajendragadkar as Director of the Company**

To consider and if thought fit to pass with or without modifications the following Resolution as an Ordinary Resolution.

"RESOLVED THAT Shri Shirish Prabhakar Gajendragadkar who was appointed as an Additional Director of the company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956, and who holds office until the conclusion of this Annual General Meeting, be and is hereby appointed a Director of the company liable to retirement by rotation".

#### **Item No.5**

#### **To Consider Appointment of Miss Chandni Yogendra Patel as a Whole Time Director of the Company.**

To consider and if thought fit to pass with or without modifications the following Resolution as an Ordinary Resolution.

# **BHARAT FERTILISER INDUSTRIES LTD.**

"RESOLVED THAT pursuant to Sections 198,269,309 and other applicable provisions if any of the Companies Act, 1956 and subject to various approvals required from Statutory Authorities, wherever necessary sanction and consent be and is hereby accorded to the appointment of Miss Chandni Yogendra Patel as a Whole Time Director of the company for a period of Three years with effect from **14.05.2010** on the following remuneration:-

- |                        |   |  |
|------------------------|---|--|
| Salary                 | : | Rs. 1,25,000/- Per Month   |
| Perquisites            | : | Subject to a ceiling of 20% of annual salary per annum.  |
| i) Provident Fund      | : | Company's contribution subject to ceiling of 12% of the Salary.  |
| ii) Gratuity           | : | Not to exceed half month's salary for each completed year of service as per payment of Gratuity Act, 1972.   |
| iii) Medical Benefit   | : | For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month's salary in a year or three months salary in a block of three years. |
| iv) Leave              | : | One month's leave with pay for every eleven month's service.   |
| v) Leave Travel        | : | For self, Father & Mother to and from any place in india, once in a year, subject to the condition that only actual fares will be paid and no hotel expenses etc. will be allowed.                     |
| vi) Conveyance         | : | Free use of Company's car with Driver. The monetary value of the perquisite will be evaluated as per the Income Tax Rules, 1962.   |
| vii) Personal accident | : | Personal accident insurance of an amount the premium of which does not exceed Rs. 4000/- per annum.  |
| viii) Club             | : | Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.<br>(item i, ii, vi & viii above will not form part of the perquisites.)                  |

Remuneration as above put together with remuneration payable to other Directors shall not exceed 10% of net profits. Remuneration as above shall be paid as minimum remuneration in the event of absence or inadequacy of profits, subject to Provisions of section II of part II Schedule XII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Draft of the Agreement incorporating the terms of appointment as placed before the meeting be and is hereby approved and after obtaining necessary approvals, the engrossment of the said Draft be executed in terms of provisions of Articles of Association of the company under the Common Seal of the Company."

**Item No.6**

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

"RESOLVED THAT the main object Clause of Memorandum & Association of the company be modified to so as Substitute clause 1 by the following new clauses I A to I E be inserted:

- 1 (A) To carry on the business of trading, manufacturing, producing, processing, refining, importing, exporting and all other types of business relating to all grades of Organic & inorganic Chemicals, Phosphatic Fertilizers & NPK grade fertilizers, 98% Sulphuric Acid, Oleum of all grades Liquid SO<sub>3</sub>, Chloro Sulphonic Acid, Fluorine based chemicals (SSF), Alum of Ferric & Non- Ferric (Liquid & Solid Form), Single Super Phosphate (Powder & Granulated form) and related by products.
- 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, Theatres and Cinemas, Entertainments Multiplexes, Places of amusement and recreation, 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 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 of 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.
- 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, cottages, shops, depots, warehouses, licenses, easements or interests in or with respect to any property of the company in consideration and to build townships, markets or other buildings including for residential, commercial, industrial, hospitality, retail, entertainment, educational, healthcare or conveniences thereon and to equip the same and part thereof with all or any amenities or conveniences and equipped with all facilities and furnishings and to carry on

# **BHARAT FERTILISER INDUSTRIES LTD.**

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.

- 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.
- 1 (E) To develop, operate and maintain of the Special Economic Zone (SEZ /SER) for multi product or specific product or activity, at Company's free hold land at Village: Kharivali, Tal : Wada, Dist : Thane in the state of Maharashtra as may be permissible for purpose of development under the Special Economic Zone Act 2005 and Rules there under. And to purchase additional land wherever necessary for the purpose of Development.

## **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 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 Fertiliser & Realty Limited** with immediate effect.

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 Fertiliser & 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.

Bharat Fertiliser Industries Ltd.

Place : Mumbai

Dated : 06/08/2010

A. J. Chakote  
Company Secretary

**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 Thursday, the 16/09/2010 To Monday the 27/09/2010 (both days inclusive),
- 3) Members are requested to bring copy of the Annual Report along with their registered address, if any.
- 4) Members are requested to immediately notify the Company, Change in their registered address, if any.
- 5) 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)

- 6) Shareholders are requested to send their queries in respect of Financial Accounts of the Company for the year ended 31<sup>st</sup> March, 2010 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	:	Miss Chandni Y. Patel
Date of Birth	:	23/11/1985
Date of Appointment	:	26/09/2008
Nature of expertise in specific Functional Area	:	Human Relations Management and Administration
Directorships in other Companies	:	NIL
Names of committees of other Companies in which the director is A Member	:	NIL

# **BHARAT FERTILISER INDUSTRIES LTD.**

2. Details of additional Director eligible for appointment as Director liable to retirement by rotation

Name of Director : Shri Shirish Prabhakar Gajendragadkar

Date of Birth : 08/06/1962

Date of Appointment : 14/05/2010

Nature of expertise 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 : NIL

Companies in which the director is A Member

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

The following explanatory statement relating to Item No. 4, 5, 6 & 7 of the accompanying Notice sets out all Material facts as required under section 173 of the Act :

**Item No.4**

Shri Shirish Prabhakar Gajendragadkar was appointed as additional director by the Board on 14/05/2010 as per section 260 of Companies Act 1956, and Articles of Association of the Company.

Shri Shirish Prabhakar Gajendragadkar holds the office till the conclusion of this meeting. Notice Pursuant to Section 257 of the Companies Act 1956 has been received from the members of their intention to propose the resolution as contained in item 4 of the Notice.

The Resolution as contained in the Item No.4 of the Notice is recommended for adoption by the members

**Item No. 5**

The appointment of Miss Chandni Yogendra Patel as Whole time Director of the Company has been approved by the Board of Directors of the Company subject to the approval of shareholders from 14/05/2010 on the terms & conditions set out in the Resolution contained in the Notice convening this Annual General meeting.

The remuneration payable to Miss Chandni Y. Patel as a Director is in consonance with Sections 269, 198 & 309 read with schedule XIII of the Companies Act 1956 and necessary approval from competent authorities shall be obtained if required.

In accordance with provisions of Schedule XIII of the Companies Act 1956, the appointment of Miss Chandni Y. Patel and remuneration payable are subject to approval of Shareholders and hence the resolution as contained in the Notice is commended for adoption by the members.



## **25th ANNUAL REPORT 2009 - 2010**

This may be treated as an abstract of the draft Agreement between the Company and Miss Chandni Y. Patel, Director under section 302 of the Companies Act 1956. The Draft Agreement is available for inspection during office Working hours.

None of the Directors is interested in the Resolution except Shri Yogendra D. Patel, Chairman & Mg. Director and Smt. Anjni Y. Patel, Joint Mg. Director.

Resolution contained in the Item No. 5 of the Notice is commended for adoption by the members.

### **Item No.6**

Amendment/modification of main clause of Memorandum of Association of the Company.

The Members are aware that the company is engaged in the manufacture of Single Super Phosphate and Granulated Single Super Phosphate, Alum and Sulphuric Acid. Similarly the company has recently entered in the business of Construction of Buildings for Residential and Commercial use at Company's Surplus Land at Majiwada, Thane.

The Company has entered the Real Estate Business and the company also proposes to develop and maintain it's Land at Wada, Dist: Thane.

The Statutory Authorities have expressed opinion that the business undertaken by the company should be reflected in the Main Object Clause of Memorandum of Association of the company. It is therefore necessary to amend / modify objects clause No.1 of the Memorandum of Association of the company to provide for main products / business of the company.

None of the Directors is interested in the Resolution.

The Resolution contained in the Item No.6 of the Notice is commended for adoption by the members.

### **Item No.7**

The Shareholders at Extra-Ordinary General Meeting held on 10th April 2008 had approved the name "Bharat Fertiliser and Realty Industry Limited" after due approval of Department of Ministry of Corporate Affairs, New Delhi. However, due to technical difficulties the Company could not utilize the new name. Similarly the availability of name "Bharat Fertiliser and Realty Industry Limited" was only for 60 days. Hence the company is now required to pass fresh resolution for the new name selected viz. BHARAT FERTILISER & REALTY LIMITED and this new name is available.

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

Bharat Fertiliser Industries Ltd.

Place : Mumbai

A.J. Chakote

Company Secretary

Dated : 06/08/2010

# **BHARAT FERTILISER INDUSTRIES LTD.**

## **DIRECTORS REPORT TO MEMBERS**

Your Directors submit herewith their Report along with the Audited Statement of Accounts for the year ended 31st March 2010.

### **FINANCIAL RESULTS**

	<b>2009-2010</b> <b>(Rs .in lacs)</b>	<b>2008-2009</b> <b>(Rs .in lacs)</b>
Turnover	<b><u>2238.67</u></b>	<b><u>373.19</u></b>
Profit/Loss before interest and depreciation	681.43	27.88
Less : Interest	<u>30.19</u>	<u>51.71</u>
Gross Profit/Loss before depreciation	651.24	(23.83)
Less : Depreciation	32.55	90.62
Amortization of Goodwill on Amalgamation	-	-
	<u>618.69</u>	<u>(114.45)</u>
Operating Profit/Loss	618.69	(114.45)
Less : Provision for Tax	<u>77.31</u>	<u>26.53</u>
Surplus/Deficit during the year	541.38	(140.98)
Add : Loss brought Forward	(1177.50)	(978.44)
Add :- Adjustment Deferred Tax of Transitional Provision	-	(58.08)
Balance Carried to Balance Sheet	<b><u>(636.12)</u></b>	<b><u>(1177.50)</u></b>

During the year ended 31<sup>st</sup> March 2010, the Company has achieved Turnover of Rs. 2238.67 Lacs as against Rs. 373.19 Lacs during corresponding period.

The Accounting Year 2009-2010 has ended in a Profit of Rs. 681.43 Lacs as compared to Profit of Rs. 27.88 Lacs during the corresponding period last year. After providing for interest amounting to Rs. 30.19 Lacs and depreciation of Rs. 32.55 Lacs, the Company has made a Profit of Rs. 618.69 Lacs as against the Loss of Rs. 114.45 Lacs during the last year. After taking into account the provision for Taxation and Fringe Benefit Tax for the current year Rs. 77.31 Lacs the year has ended in a profit of Rs. 541.38 Lacs. . After adjusting the deficit brought forward during last year amounting to Rs. 1177.50 Lacs., the total loss of Rs. 636.12 Lacs is carried to Balance Sheet.