BHARAT AGRI FERT & REALTY LTD.

(Formerly Known as Bharat Fertiliser Industries Ltd.)

MUMBAI

29th. ANNUAL REPORT
(2013 - 2014)

BHARAT AGRI FERT & REALTY LTD.

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 (w.e.f. 29/05/2014)
Shri K. N. Jethwa	-	Whole Time Director
Shri Suresh M. Bhadrecha	-	Director
Shri Shirish P. Gajendragadkar	-	Director
Shri Pradyumna J. Bapat	-	Director (w.e.f. 31/03/2014)
Shri Ramesh J. Vekaria	-	Director (w.e.f. 31/03/2014)
Shri Yogesh J. Rathod	-	Director (w.e.f. 29/05/2014)

Shri Shailendra D. Patel - C.E.O. (Fertiliser)

Shri A. J. Chakote - Company Secretary

AUDITORS
M/s. Desai Saksena & Associates
Chartered Accountants
Laxmi Building, 1st Floor, Fort,
Mumbai – 400 001

Registrars for Share Transfers & Dematerialisation
M/s. Link Intime (India) Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai – 400 078

Registered Office
Bharat Fertiliser House,
12, Nanabhai Lane,
Fort,
Mumbai – 400 023
Tel.No.(022)22835547

Corporate Office
301, 3rd Floor, Hubtown Solaris
N. S. Phadke Marg, Near East West Flyover
Andheri (East)
Mumbai – 400 069
Tel. No.(022)61980100/26820498/90/91
Website: www.bharatrealty.co.in
CIN No. L24100MH1985PLC036547

PLANT
Kharivali Village,
Taluka : Wada,
Dist : Thane

BANKERS
BANK OF BARODA
Vile Parle (East) Branch

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ANNUAL GENERAL MEETING
Date : Thursday 11th September 2014
Time : 3.30 P.M.
Venue : Shri Vile Parle Patidar Mandal,
Sardar Patel Baug, Parleshwar Road,
Vile Parle (East),
Mumbai – 400 057.

BOOK CLOSURE :
2nd September 2014
To
11th September 2014
(Both Days Inclusive)

N O T I C E

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Thursday, 11th September, 2014, at 3.30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai – 400 057 to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To declare a dividend on equity shares.

3. To re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the fourth consecutive Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT, pursuant to the provisions of Section 139 of The Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Desai Saksena & Associates, Chartered Accountants having firm Registration No: 102358W, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors.

SPECIAL BUSINESS:

4. To appoint Shri Pradyumna Jayant Bapat (DIN: 02054061) as an Independent Director, not liable to retire by rotation and in this regard 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 sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Pradyumna Jayant Bapat (DIN: 02054061), who was appointed as an Additional Director w.e.f. March 31, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

5. To appoint Shri Ramesh Jamnadas Vekaria (DIN: 00286657) as an Independent Director, not liable to retire by rotation and in this regard 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 sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ramesh Jamnadas Vekaria (DIN: 00286657), who was appointed as an Additional Director w.e.f. March 31, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive years for a term up to March 31, 2019, not liable to retire by rotation."

6. To appoint Shri Yogesh Shamjibhai Rathod (DIN: 06882709) as an Independent Director, not liable to retire by rotation and in this regard 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 sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Yogesh Shamjibhai Rathod (DIN: 06882709), who was appointed as an Additional Director w.e.f. May 29, 2014 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) Consecutive years for a term up to May 28, 2019, not liable to retire by rotation."

7. To appoint Shri Vijal Patel (DIN: 06882828) as a Director, liable to retire by rotation and also as a Whole time Director and in this regard 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 149 of the Companies Act, 2013 and rules made thereunder and the Articles of Association of the Company, Shri Vijal Patel, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2014 and who holds office until the date of the AGM, in the terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, alongwith required deposit signifying his intention to propose Shri Vijal Patel as a candidate for the office of a Director of the Company, be and is heir by appointed as a Director of the Company, Libel to retire by rotation.

8. To appoint Shri Vijal Patel (DIN: 06882828) as Whole time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to Shri Vijal Patel (DIN: 06882828) as Whole-Time Director of the Company for a period of Five Years from 29th May, 2014 on the terms and conditions including the remuneration payable to him as the Whole Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

9. To appoint Shri Suresh Bhadrecha (DIN: 00107186) as an Independent Director, not liable to retire by rotation and in this regard 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 Sections 149 & 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri Suresh Bhadrecha, (DIN : 00107186), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from April 1, 2014 to March 31, 2019, not liable to retire by rotation."

10. To appoint Shri Shirish Gajendragadkar (DIN: 01681405) as an Independent Director, not liable to retire by rotation and in this regard 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 Sections 149 & 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri Shirish Gajendragadkar, (DIN: 01681405), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from April 1, 2014 to March 31, 2019, not liable to retire by rotation."

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

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to the re-appointment of Shri Yogendra Patel (DIN: 00106864) as Chairman and Managing Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to him as the Chairman and Managing Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

12. To consider and if thought fit, to pass, with or without modifications, the following Resolutions as an **Ordinary Resolution:**

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to the re-appointment of Smt. Anjni Y Patel (DIN: 00106976) as Whole Time Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to her as the Whole Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to her in the event of absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

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

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to the re-appointment of Ms. Chandni Y. Patel (DIN: 02032483) as Whole-Time Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to her as the Whole Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to her in the event of absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

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

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013

to the re-appointment of Shri Kantilal N. Jethwa (DIN: 00107034) as Whole-Time Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to him as the Whole-Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

15. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S. R. Singh & Co., Cost Accountants be and are hereby appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

16. To consider and if thought fit, to pass with or without modification the following resolution as **Special Resolution:**

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks/ Others on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

17. To consider and if thought fit, to pass with or without modification the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to create mortgage/charge over the substantial assets of the Company in certain events in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be

required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday 02/09/2014 to Thursday 11/09/2014 (both days inclusive).

6. The dividend on Equity Shares, if any, as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company will be paid on or after September 15, 2014.

7. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

8. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.

9. The shares of the Company are listed on Bombay Stock Exchange.

9a. In view of Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. physical as well as Demat, the Company has already appointed M/s. Link Intime (India) Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfer i.e. physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below.

9b. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s. Link Intime (India) Pvt. Ltd.
[Unit: BHARAT AGRI FERT & REALTY LIMITED]
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
Phone: 022-25946970; Fax: 022-25946969.
Email: rnt.helpdesk@linkintime.co.in; URL:www.linkintime.co.in

10. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.

11. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

12. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

13. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in Demat form, they must quote their Client ID and DP ID numbers.

14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Depository Participant to enable us to send you the quarterly reports and other communications via email.

15. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.

These e-voting instructions are being sent to you as your name appears in the Register of Members as on Friday, 1st August, 2014, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of Twenty-ninth Annual General Meeting together with the Annual Report and to participate through e-voting.

The instructions for members for voting electronically are as under:-
In case of members receiving e-mail:
(i) Log on to the e-voting website www.evotingindia.com
(ii) Click on "Shareholders" tab.
(iii) Now, select the "BHARAT AGRI FERT & REALTY LIMITED" from the drop down menu and click on "SUBMIT"
(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
(v) Next enter the Image Verification as displayed and Click on Login.
(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.
(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to

mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant BHARAT AGRI FERT & REALTY LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

* Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
* They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
* After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
* The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
* They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) Mr. Prabhat Maheshwari, Partner, GMJ & Associate, Company Secretaries, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the evoting process in fair and transparent manner.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Thursday, 4th September, 2014 at 9:00 a.m. and ends on Saturday, 6th September, 2014 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail id with LINK INTIME INDIA PRIVATE LIMITED (Registrar and Share Transfer Agents of the company) by sending a request letter duly signed by the first / sole shareholder.

By order of the Board
For Bharat Agri Fert & Realty Ltd.

A. J. Chakote
Company Secretary

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The Following statement sets out all material facto relating to the special Business mentioned in the accompanying notice.

Item no. 4:

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Article of Association of the Company, appointed Shri Pradyumna Jayant Bapat as an Additional Director of the Company with effect from 31st March, 2014.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Pradyumna Jayant Bapat for the office of Director of the Company. Shri Pradyumna Jayant Bapat is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to Section 149, an Independent Director can hold office for a term upto 5 consecutive years on the Board of a Company and he shall not retire by rotation.

The Company has received from received from him (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Pradyumna Jayant Bapat possesses appropriate skills, experience and knowledge, inter alia , in the field of Real Estate.

Brief resume of Shri Pradyumna Jayant Bapat, nature of his expertise in specific functional areas and names of Companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as per the listing agreement below the explanatory statement.

Copy of the letter for appointment of Shri Pradyumna Jayant Bapat as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Shri Pradyumna Jayant Bapat and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item no. 5:

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Article of Association of the Company, appointed Shri Ramesh Jamnadas Vekaria as an Additional Director of the Company with effect from 31st March, 2014.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Ramesh Jamnadas Vekaria for the office of Director of the Company. Shri Ramesh Jamnadas Vekaria is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to Section 149, an Independent Director can hold office for a term upto 5 consecutive years on the Board of a Company and he shall not retire by rotation.

The Company has received from received from him (I) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Ramesh Jamnadas Vekaria possesses appropriate skills, experience and knowledge, inter alia , in the field of Finance.

Brief resume of Shri Ramesh Jamnadas Vekaria, nature of his expertise in specific functional areas and names of Companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as per the listing agreement below the explanatory statement.