

BHARAT AGRI FERT & REALTY LTD.



**33rd ANNUAL REPORT
(2017 - 2018)**

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 K. N. Jethwa
Whole Time Director
Shri Suresh M. Bhadrecha
Independent Director
Shri Chunilal Bhanji Gherwada
Independent Director
Shri Ramesh J. Vekaria
Independent Director
Shri Rohit C. Vakharia
Independent Director
Shri Yogesh S. Rathod
Independent Director

C.F.O.**Smt. Vidya P. Gidde****C.E.O.****Shri Shailendra D. Patel****COMPANY SECRETARY****Shri A. J. Chakote****STATUTORY AUDITORS****M/s. Desai Saksena & 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.

Sr. No.	Contents	Page No.
1.	Notice to Members	03 - 13
2.	Director's Report & Annexures to Directors Report	14 - 29
3.	Management Discussion & Analysis	30 - 30
4.	Report on Corporate Governance	31 - 41
5.	Auditors Report	42 - 44
6.	Annual Accounts	45 - 115
7.	Attendance slip/Proxy form	117 - 118
<u>ANNUAL GENERAL MEETING</u>		<u>BOOK CLOSURE :</u>
Date	: Friday 28 th September, 2018	19 th September, 2018
Time	: 3.30 P.M.	To
Venue	: Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai – 400 057.	28 th September, 2018 (Both Days Inclusive)

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Friday, 28th September, 2018, 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 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, 2018 including Audited Balance Sheet as at 31st March, 2018, 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, 2018 including Audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Report of Statutory Auditors thereon.
2. To appoint a Director in place of **Shri. K. N. Jethwa (DIN: 00107034)**, who retires by rotation and being eligible offers himself for re-appointment.
3. 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 139, 142 and all other relevant 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), the appointment of **M/s. Verma Mehta & Associates**, Chartered Accountants, Mumbai (Firm Registration Number **112118W** with the Institute of Chartered Accountants of India), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the 38th AGM (subject to ratification of the appointment) on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to 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. S. R. Singh & Co., Cost Accountants** (Firm Registration No.: **101398**) appointed by the Audit Committee/Board of Directors to conduct the audit of the cost records of the Company be paid a remuneration for the financial year ending 31st March, 2019 of Rs. 75,000/- plus taxes as may be applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.
5. To consider and approve the appointment of **Shri. Chunilal B. Gherwada**, 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 pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Shri. Chunilal B. Gherwada (DIN: 08125212)**, who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 30th May, 2018, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years, w.e.f. 30th May, 2018."
6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to **Shri. Yogendra D. Patel (DIN: 00106864)** as Managing Director of the Company for a period of 3 (Three) years with effect from 11th June, 2019 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT **Shri. Yogendra D. Patel** is re-appointed as the Managing Director on the Board and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to **Smt. Anjni Y. Patel (DIN: 00106976)** as Whole-time Director of the Company for a period of 3 (Three) years with effect from 11th June, 2019 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole-time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Smt. Anjni Y. Patel is re-appointed as the Whole-time Director on the Board and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to Ms. Chandni Y. Patel (DIN: **02032483**) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 11th June, 2019 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole-time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Ms. Chandni Y. Patel is re-appointed as the Whole-time Director on the Board and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to Shri. Vijal Y. Patel (DIN: **06882828**) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 28th May, 2019 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole-time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Shri. Vijal Y. Patel is re-appointed as the Whole-time Director on the Board and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to Shri. Kantilal N. Jethwa (DIN: **00107034**) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 11th June, 2019 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as mentioned in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole-time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT Shri. Kantilal N. Jethwa is re-appointed as the Whole-time Director on the Board and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Yogesh S. Rathod (DIN: 06882709), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of 5 (five) consecutive years with effect from 28th May, 2019, not liable to retire by rotation."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Ramesh J. Vekaria (DIN: 00286657), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of 5 (five) consecutive years with effect from 31st March, 2019, not liable to retire by rotation."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
 "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Suresh M. Bhadrecha (**DIN: 00107186**), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of 5(five) consecutive years with effect from 31st March, 2019, not liable to retire by rotation."

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

Registered Office:

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

Sd/-
A. J. Chakote
 Company Secretary

Dated: 30th May, 2018
 Place : Mumbai

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.**
 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.
A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The business set out in the notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the members separately.
- The Explanatory 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.
- Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- A statement giving the details of the Directors seeking appointment and re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36(3) of LODR with Stock Exchange, are provided in the **Annexure**.
- 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.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 19th September, 2018 to Friday, 28th September, 2018 (both days inclusive).
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
- 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.
- 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.
- The shares of the Company are listed on BSE Limited, Mumbai.
- 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.
M/S. LINK INTIME (INDIA) PRIVATE LIMITED
[Unit: BHARAT AGRI FERT & REALTY LIMITED]
C 101, 247 PARK, L. B. S. MARG, VIKHROLI (WEST), MUMBAI - 400 083.
Phone: +9122 49186000 Fax: +9122 49186060
Email: rnt.helpdesk@linkintime.co.in; URL: www.linkintime.co.in
- 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 above 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
 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
1	31.03.2012	24.07.2012	23.08.2019
2	31.03.2013(Interim)	22.10.2012	21.11.2019
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.

21. Voting through electronic means:

- Pursuant to Section 108 of the Companies Act, 2013 read with (Companies Management & Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting (i.e., e-voting from a place other than venue of AGM) to exercise their right to vote at the 33rd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
- The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of 33rd AGM. The members attending the meeting, who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at AGM.
- The Board of Directors has appointed Shri. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and voting process at AGM in a fair and transparent manner.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the members/ beneficial owner (in case of electronic shareholding) as on cut-off date i.e. 21st September, 2018.
- A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st September, 2018 only shall be entitled to avail the facility of e-voting / remote e-voting.
- Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off date i.e. 21st September, 2018, may obtain the User ID and Password from LINK INTIME (INDIA) PRIVATE LIMITED (Registrar & Transfer Agent of the Company.)
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2018.

he instructions for members for voting electronically are as under:-

- The voting period begins on Tuesday, 25th September, 2018 at 9.00 A.M. and ends on Thursday, 27th September, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e., 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL after 5.00 P.M. on 27th September, 2018.
- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 sequence number which is printed on Address Sticker.
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 member id / folionumber in the Dividend Bank details field.

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

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

(xii) Click on the EVSN for the relevant <Bharat Agri Fert & Realty Ltd.> on which you choose to vote.

(xiii) 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.

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

(xv) 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.

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

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

(xix) **Note for Non – Individual Shareholders and Custodians**

· Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> 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.

(xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. S. R. Singh & Co., Cost Accountants, to conduct the audit of the cost records of the Company at Rs. 75,000/- plus taxes as may be applicable to be paid as remuneration for the financial year ending 31st March, 2019.

In terms of the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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. 4 of the Notice.

Item No. 5:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Shri. Chunilal B. Gherwada (**DIN: 08125212**) as an Additional Director (Independent) with effect from 30th May, 2018 to hold office for a period of five consecutive years with effect from 30th May, 2018, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM'). As an Additional Director, Shri. Chunilal B. Gherwada holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Shri. Chunilal B. Gherwada as a Director of the Company. Shri. Chunilal B. Gherwada is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director of the Company. The Company has also received a declaration from Shri. Chunilal B. Gherwada confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Shri. Chunilal B. Gherwada fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. Shri. Chunilal B. Gherwada is a Science Graduate. A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 A.M. to 1:00 P.M. Shri. Chunilal B. Gherwada is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the above resolution. The Board commends the ordinary resolution as set out in Item No. 5 of this Notice for your approval.

Item No. 6:

It is proposed to re-appoint Shri. Yogendra D. Patel as Managing Director of the Company for a period of Three Years from 11th June, 2019. The terms and conditions including the remuneration payable to Shri. Yogendra D. Patel as Managing Director of the Company are as follows:

1. Remuneration:

Salary	: Rs. 5,00,000/- per month
Commission	: The Whole Time Director shall be entitled to variable commission based on the The Chairman and Managing Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196, 197, 198 and Schedule V as amended, if any, of the Companies Act, 2013.
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 provided the total cost of which to the company shall not exceed one month 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, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare 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) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items 1, 2, 6, & 7 above will not form part of the perquisites.)

PROVIDED THAT the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of the tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at item no. 6 of the Notice for the approval of the shareholders. Shri. Yogendra D. Patel may be deemed to be concerned or interested in this Resolution as it relates to his own re-appointment. Also Smt. Anjni Y. Patel, Ms. Chandni Y. Patel and Shri. Vijal Y. Patel may be deemed to be concerned or interested in the Resolution being related to Shri. Yogendra D. Patel.

Item No. 7:

It is proposed to re-appoint Smt. Anjni Y. Patel as Whole time Director of the Company for a period of Three Years from 11th June, 2019. The terms and conditions including the remuneration payable to Smt. Anjni Y. Patel as Whole time Director of the Company are as follows:

1. Remuneration:

- Salary : Rs. 5,60,000/- per month
- Commission : The Whole time Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196, 197, 198 and Schedule V as amended, if any, of the Companies Act, 2013.
- 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 provided the total cost of which to the company shall not exceed one month 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, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare 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) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items 1, 2, 6, & 7 above will not form part of the perquisites.)

PROVIDED THAT the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of the tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at item no. 7 of the Notice for the approval of the shareholders. Smt. Anjni Y. Patel may be deemed to be concerned or interested in this Resolution as it relates to her own re-appointment. Also Shri. Yogendra D. Patel, Ms. Chandni Y. Patel and Shri. Vijal Y. Patel may be deemed to be concerned or interested in the Resolution being related to Smt. Anjni Y. Patel.

Item No. 8:

It is proposed to re-appoint Ms.Chandni Y. Patel as Whole time Director of the Company for a period of Three Years from 11th June, 2019. The terms and conditions including the remuneration payable to Ms.Chandni Y. Patel as Whole time Director of the Company are as follows:

1. Remuneration:

- Salary : Rs. 5,60,000/- per month
- Commission : The Whole time Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196,197,198 and Schedule V as amended, if any, of the Companies Act, 2013.
- 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 provided the total cost of which to the company shall not exceed one month 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, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare 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) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items 1, 2, 6, & 7 above will not form part of the perquisites.)

PROVIDED THAT the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of the tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at item no. 8 of the Notice for the approval of the shareholders. Ms. Chandni Y. Patel may be deemed to be concerned or interested in this Resolution as it relates to her own re-appointment. Also Shri. Yogendra D. Patel, Smt. Anjni Y. Patel and Shri. Vijal Y. Patel may be deemed to be concerned or interested in the Resolution being related to Ms. Chandni Y. Patel.

Item No. 9:

It is proposed to re-appoint Shri. Vijal Y. Patel as Whole time Director of the Company for a period of Three Years from 28th May, 2019. The terms and conditions including the remuneration payable to Shri. Vijal Y. Patel as Whole time Director of the Company are as follows:

1. Remuneration:

- Salary : Rs. 5,60,000/- per month
- Commission : The Whole time Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196,197,198 and Schedule V as amended, if any, of the Companies Act, 2013.
- 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 provided the total cost of which to the company shall not exceed one month 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, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare 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) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items 1, 2, 6, & 7 above will not form part of the perquisites.)

PROVIDED THAT the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of the tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at item no. 9 of the Notice for the approval of the shareholders. Shri. Vijal Y. Patel may be deemed to be concerned or interested in this Resolution as it relates to his own re-appointment. Also Shri. Yogendra D. Patel, Smt. Anjni Y. Patel and Ms. Chandni Y. Patel may be deemed to be concerned or interested in the Resolution being related to Shri. Vijal Y. Patel.

Item No. 10:

It is proposed to re-appoint Shri. Kantilal N. Jethwa as Whole time Director of the Company for a period of Three Years from 11th June, 2019. The terms and conditions including the remuneration payable to Shri. Kantilal N. Jethwa as Whole time Director of the Company are as follows:

1. Remuneration:

- | | |
|------------------------|--|
| Salary | : Rs. 25,000/- per month |
| Commission | : The Whole time Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196, 197, 198 and Schedule V as amended, if any, of the Companies Act, 2013. |
| 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 provided the total cost of which to the company shall not exceed one month 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, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare 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) Telephone | : Free telephone facility at residence |
| ix) Club | : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable. |

(items 1, 2, 6, & 7 above will not form part of the perquisites.)

PROVIDED THAT the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration of 10% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of the tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

Shri. Kantilal N. Jethwa is Science Graduate and possesses appropriate skills, experience and knowledge, inter alia, in the field of Fertilizer. The Directors recommend the Resolution set out at item no. 10 of the Notice for the approval of the shareholders.

Shri. Kantilal N. Jethwa may be deemed to be concerned or interested in this Resolution as it relates to his own re-appointment. None of the other Directors are concerned or interested in this Resolution.

Item No. 11, 12 & 13:

Shri. Yogesh S. Rathod, Shri. Ramesh J. Vekaria and Shri. Suresh M. Bhadrecha are Independent Non-Executive Directors of the Company. Pursuant to the Act, they were appointed as Independent Non-Executive Directors to hold office for five consecutive years for a term upto 28th May, 2019, 31st March, 2019 and 31st March, 2019 respectively by the Members of the Company at the 29th AGM held on 11th September, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.