



BHARAT AGRI FERT & REALTY LTD.

Registered Office - Bharat Fertilizer House, 12, Nanabhai Lane, Fort, Mumbai - 400 023.

CIN : L24100MH1985PLC036547

Phone : (022) 61980100 / 26820498 / 90 / 91 Fax : 022 22022173 / 26114924

E-mail : bfilshivsai@gmail.com, Website : www.bharatrealty.co.in

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Tuesday, 27th September, 2016, 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:

- To receive, consider and adopt :
 - the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 including Audited Balance Sheet as at 31st March, 2016, 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
 - the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 including Audited Balance Sheet as at 31st March, 2016, 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.
- To appoint a Director in Place of Ms. Chandni Yogendra Patel (DIN NO: 02032483), who retires by rotation and being eligible offers herself for re-appointment.
- 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 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. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number **102358W** with the Institute of Chartered Accountants of India), as Statutory Auditors of the Company, by resolution passed at the 29th AGM until the conclusion of the 33rd AGM be and is hereby ratified for the balance term and accordingly they continue from the conclusion of the 31st AGM until the conclusion of the 33rd AGM (subject to ratification of the appointment by the members at every AGM held thereafter) on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

- 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 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, 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, 2017 of Rs. 75,000/- plus service tax as applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

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

Registered Office:

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

Dated: 30th May, 2016

Sd/-
A. J. Chakote
Company Secretary

NOTES:

- 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.**
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 fifty and holding in the aggregate not more than ten percent 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.

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5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking 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 I**.
7. 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.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 17th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
9. 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.
10. 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.
11. 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.
12. The shares of the Company are listed on BSE Limited, Mumbai.
13. 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-1,3, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Phone: 022-25946970; Fax: 022-25946969.
mail: rnt.helpdesk@linkintime.co.in; URL:www.linkintime.co.in

14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. Pursuant to Section 205A(5) of the Companies Act, 1956, the unpaid dividend that are due for transfer to the Investor Education and Protection Fund are as follows :

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 claim to the Registrar of the Company or the Company at the Registered Office, with full details.

21. Voting through electronic means:
 - (i) Pursuant to Section 108 of the Companies Act, 2013, (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 31st Annual General meeting (AGM) . The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
 - (ii) The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of 31st 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.
 - (iii) 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.
 - (iv) 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., 20th September, 2016.
 - (v) A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the

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depositories as on the cut-off date, i.e., 20th September, 2016 only shall be entitled to avail the facility of e-voting / remote e-voting.

(vi) 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., 20th September, 2016, may obtain the User ID and password from LINK INTIME (INDIA) PRIVATE LIMITED (Registrar & Transfer Agents of the Company.)

(vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 27th September, 2016.

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

(i) The voting period begins on Saturday, the 24th September, 2016 at 09.00 a.m and ends on Monday, the 26th September, 2016 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., 20th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL after 5.00 p.m on 26th September, 2016.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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

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ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) 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, Cost Accountants, Cost Accountants to conduct the audit of the cost records of the Company at Rs. 75,000/- plus service tax as applicable to be paid as remuneration for the financial year ending 31st March, 2017.

In terms of the provisions of Section 148 of the Act and Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment 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, 2017.

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.

By Order of the Board
Bharat Agri Fert & Realty Ltd.

Registered Office:

Bharat Fertiliser House,
12, Nanabhai Lane, Fort, Mumbai 400 02.
Dated: 30th May, 2016.

Sd/-
A.J. Chakote
Company Secretary

Annexure I

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

Name of Director	Ms. Chandni Yogendra Patel
Date of Birth	23/11/1985
Qualification	MBA - Human Resources
Date of Appointment	23/11/2007
Brief Resume	HR Management and Resort Operations and Management
Expertise in specific functional areas	HR Management
Relationship between the Directors	Daughter of Yogendra D. Patel & Anjni Y. Patel Sister of Vijal Patel
Directorship held in other Companies as on 31st March,2016	Nil
Chairman/Member of the Committee of the Board of Director in Other Companies as on 31st March, 2016	Nil
Number of Shares held in the Company as on 31st March,2016	17,335



BHARAT AGRI FERT & REALTY LTD.

(Formerly Known as Bharat Fertiliser Industries Ltd.)

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 16(3) of the Companies(Management and Administration) Rules, 2014)

Corporate Identification No. (CIN) - L24100MH1985PLC036547

Regd. Office : Bharat Fertilizer House, 12, Nanabhai Lane, Fort, Mumbai - 400 023.

Phone : (022) 61980100 / 90 / 91 Fax : 022-26820498

E-mail : bfilshivsai@gmail.com, Website : www.bharatrealty.co.in

Name of the Member(s) : _____	
Registered Address : _____	
E-mail ID. : _____	Folio No./D.P. ID. and Client ID No. *

* Applicable for Members holding shares in an electronic form.

I/We being a member(s) of _____ shares of Bharat Agri Fert & Realty Limited, hereby appoint :

Name : _____ E-mail ID : _____

Address : _____

Signature or failing him/her,

Name : _____ E-mail ID : _____

Address : _____

Signature or failing him/her,

Name : _____ E-mail ID : _____

Address : _____

Signature or failing him/her,

And whose signature (s) are appended below as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Tuesday, 27th September, 2016 at 03.30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057, Maharashtra and at any adjournment there of in respect of such resolution and in such manner as is indicated below :

Reso. No. Description	For	Against
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ORDINARY BUSSINESS

- | | | |
|--|--------------------------|--------------------------|
| 1) To receive, consider and adopt the financial statements of the Company Which includes the Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended as on that date and Cash Flow Statement together with the reports of the Board of Directors and the Statutory Auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2) To appoint a Director in Place of Ms. Chandani Yogendra Patel (DIN NO: 02032483), who retires by rotation and being eligible offers himself for re-appointment. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3) To ratify appointment M/s. Desai Saksena & Associates, Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification. | <input type="checkbox"/> | <input type="checkbox"/> |

SPECIAL BUSINESS

- | | | |
|---|--------------------------|--------------------------|
| 4) To appoint M/s S. R. Singh, Cost Accountants as the Cost Auditors of the Company by passing Ordinary Resolution. | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|

Signed this _____ day of _____ 2016

Note :

Proxy need not be a member, Proxy form, complete in all respects, should reach the Company's Registered Office at Bharat Fertilizer House, 12, Nanabhai Lane, Fort, Mumbai – 400 023, not less than 48hours before the scheduled time of the meeting.

Affix
Revenue
Stamp

Signature of Shareholder/ Proxy holder _____

(TEAR HEAR)

BHARAT AGRI FERT & REALTY LIMITED

(Formerly Known as Bharat Fertiliser Industries Ltd.)



ATTENDANCE SLIP

REGISTERED OFFICE - Bharat Fertilizer House, 12, Nanabhai Lane, Fort, Mumbai – 400 023
CIN : L24100MH1985PLC036547 Phone : (022)61980100/90/91, Fax : 022 26820498
E- mail : bfilshivsai@gmail.com, Website : www.bharatrealty.co.in

31st ANNUAL GENERAL MEETING ON 27 TH SEPTEMBER, 2016

Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall

DP & Client ID*		No. of Shares	
Registered Folio			
Name and Address of the Shareholder(s)/Proxy			
Joint Holder 1			
Joint Holder 2			

*Applicable for Members holding shares in an electronic form.

I hereby record my presence at the 31st Annual General Meeting held on Tuesday, 27th September, 2016 at 3:30 P.M at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057.

EVEN (E- Voting Even Number)	User ID	Password
160811005		

SIGNATURE OF THE SHARE HOLDER / PROXY

ROUTE MAP TO REACH THE AGM

31st Annual General Meeting :
Date : Tuesday, 27th September, 2016
Time : 3.30 P.M.
Venue Address : Sardar Patel Baug, Vile Parle Patidar Mandal,
Parleshwar Road, Vile Parle (East),
Mumbai – 400 057.

