NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Thirty Sixth (36th) Annual General Meeting** of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Wednesday, 29th September, 2021, at 3:30 P.M. (IST) through two-way Video Conferencing ("VC") facility or other audio visual means ("OAVM") to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 including the Audited Balance Sheet as at 31st March, 2021, 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, 2021 including the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Report of the Statutory Auditors thereon.
- 2. To appoint a Director in place of **Mr. Kantilal Naryandas Jethwa** (DIN: **00107034**), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Payment of Remuneration to **M/s. Tapan Chattopadhyay & Associates**, Cost Accountants (FRN: **PROP/101121**) , the Cost Auditors of the Company for the financial year 2021-22:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Tapan Chattopadhyay & Associates, Cost Accountants (Firm Registration No.: PROP/101121) appointed by the Board of Directors on the recommendation of the Audit Committee to conduct the audit of the cost records maintained by the Company, be paid a remuneration for the financial year ending 31st March, 2022 of Rs. 50,000/- plus taxes as may be applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit."

4. To consider and approve the appointment of Shri. Yogendra Dahyabhai Patel (DIN: **00106864**) as a Managing 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 a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions and subject to the provisions of Section 196, 197, 198 and 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 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, 2022 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as recommended by the Nomination & Remuneration Committee which is mentioned in the explanatory statement;

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Shri. Yogendra D. Patel (DIN: **00106864**) subject to the limits prescribed under the Companies Act;

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;

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, deeds and actions, as may be 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."

5. To consider and approve the appointment of Smt. Anjni Y. Patel (DIN: **00106976**) as a Whole-time 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 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 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, 2022 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as recommended by the Nomination & Remuneration Committee which is mentioned in the explanatory statement;

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Smt. Anjni Y. Patel (DIN: **00106976**) subject to the limits prescribed under the Companies Act;

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;

RESOLVED FURTHER THAT Smt. Anjni 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, deeds and actions, as may be 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."

6. To consider and approve the appointment of Ms. Chandni Y. Patel (DIN: **02032483**) as a Whole-time 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 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 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, 2022 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as recommended by the Nomination & Remuneration Committee which is mentioned in the explanatory statement;

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Ms. Chandni Y. Patel (DIN: **02032483**) subject to the limits prescribed under the Companies Act;

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;

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, deeds and actions, as may be 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 approve the appointment of Shri. Vijal Y. Patel (DIN: **06882828**) as a Whole-time 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 **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 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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, 2022 as set out in this Resolution, including, inter-alia, payment and provision of the remuneration, commission, perquisites and benefits as recommended by the Nomination & Remuneration Committee which is mentioned in the explanatory statement;

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and Shri. Vijal Y. Patel (DIN: **06882828**) subject to the limits prescribed under the Companies Act;

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, deeds and actions, as may be 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."

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.

Dated: 30th June, 2021 Place: Mumbai Sd/-Arvind. J. Chakote Company Secretary

NOTES:

- 1. Considering the ongoing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, and Circular No. SEBI/HO/CFD/ CMD1/ CIR /P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual means (OAVM). Hence, the forthcoming 36th AGM of the Company scheduled on Wednesday, 29th September, 2021 be held through VC/OAVM. Hence, the members can attend and participate in the ensuing AGM through VC/OAVM.
- 2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated 15th April, 2020 issued by the ICSI, the deemed venue of the AGM will be registered office of the Company situated at 301, 3rd Floor, Hubtown Solaris, N. S. Phadke Marg, Near Gokhale Bridge, Andheri (East), Mumbai 400 069.
- 3. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this notice.
- 4. In line with relevant MCA Circulars and SEBI Circular, copy of the Notice of the 36th AGM along with Annual Report for the financial year 2020-21 is being sent only through electronic mode to all the members who hold shares in dematerialized mode and whose email IDs are registered with the Depository Participants for communication purposes. The notice convening the 36th AGM of the Company has been uploaded on the website of the Company at http://www.bharatrealty.co.in/ and is also available on website of the stock exchange i.e. BSE Limited at https://instavote.linkintime.co.in. Further the Annual Report for the Financial Year 2020-21 has also been uploaded on the website of the Company at https://www.bharatrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at https://www.bbaratrealty.co.in/ and will also available on website of the stock exchange i.e. BSE Limited at <a href="ht

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

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

Notes related to Disclosures and Explanatory Statements:

- 7. As per the provisions of Clause 3 A II of the MCA General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 3 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
- **8.** An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business to be transacted at the AGM in respect of Item No. 3 to 7 is annexed hereto and forms part of Notice.
- 9. The relevant details as required, under Regulation 36(3) of the Listing Regulations read with Secretarial Standard 2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointments. Further Shri. Kantilal N. Jethwa (DIN: 00107034), Shri. Yogendra D. Patel (DIN: 00106864), Smt. Anjni Yogendra Patel (DIN: 00106976), Shri. Vijal Yogendra Patel (DIN: 06882828) and Ms. Chandni Y Patel (DIN: 02032483) are not debarred from holding the office of Director by virtue of any SEBI order or any authority.

10. Note for shareholders holding shares in physical form:

i. Members who are holding shares in physical form are hereby informed that SEBI has amended Regulation 40 of the Listing Regulations vide Notification dated 8th June, 2018 and in terms of said notification w.e.f. 1st April, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be

- processed unless the securities are held in the dematerialised form with a depository. Accordingly a detailed procedure for dematerialization of shares is hosted on website of the RTA www.linkintime.co.in
- ii. Pursuant to the SEBI Circular dated 20th April, 2018, the shareholder holding shares in physical form are required to update their bank and PAN details with registrar and share transfer agent of the Company with requisite proofs. Further shareholders are also recommended to get their shares dematerialized.
- iii. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited having their office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, quoting their folio number. Members holding shares in dematerialized form are requested to immediately notify change in their address, National Automated Clearing House (NACH) mandate, bank accounts details, to their respective depository participants.
- **iv.** Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nomination may send their request in Form SH-13 in duplicate to the RTA of the Company. Members may obtain a blank Form SH-13 upon request to the Company or its RTA.
- v. Members holding the Equity Shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
- 11. For those members who have not registered their email address with the Company or with their respective Depository Participant, can register the same so as to enable the Company to use the same for serving the notice of the 36th AGM alongwith the Annual Report for the financial year 2020-21 and other documents to you electronically, in the following manner:
 - i. In case, you are holding shares in demat form and you have not registered your email id with the Depository Participant, you are requested to register your email id with the Depository Participant at the earliest.
 - ii. In case, you are holding shares in physical form and you have not registered your email id, you are requested to provide Folio Number, Certificate Number, Shareholder name, PAN, mobile number, email id and send the email to the Company at bfilshivsai@gmail.com.

Notes related to Declaration and Payment of Dividend:

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

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1	31.03.2014	11.09.2014	10.10.2021
2	31.03.2015	25.09.2015	24.10.2022

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

ANNEXURE TO NOTICE

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

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

Item No. 3:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, **M/s. Tapan Chattopadhyay & Associates**, (FRN: **PROP/101121**) Cost Accountants, to conduct the audit of the cost records maintained by the Company at Rs. 50,000/- plus taxes as may be applicable to be paid as remuneration for the financial year ending 31st March, 2022.

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

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

Item No. 4:

It is proposed to re-appoint Shri. Yogendra D. Patel (DIN: **00106864**) as Managing Director of the Company for a period of Three Years from 11th June, 2022.

Pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that the approval of the shareholders by way of a special resolution in a general meeting shall be obtained in the event the annual remuneration payable to executive directors who are promoters or member of the promoter group exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Shri. Yogendra D. Patel is the promoter of the Company and his proposed aggregate annual remuneration exceeds 5% of the net profits of the Company. In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution.

The terms and conditions including the remuneration payable to Shri. Yogendra D. Patel as Managing Director of the Company are as follows:

I) REMUNERATION :

Salary Rs. 5,00,000/- per month.

Commission 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.

1. Provident Fund : Company's contribution subject to ceiling of 12% of the Salary.

2. Gratuity : Not to exceed half month's salary for each completed year of service as per payment of

Gratuity Act, 1972.

3. 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.

4. Leave : One month's leave with pay for every eleven month's service.

5. 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.

6. Conveyance : Free use of Company's car with Driver. The monetary value of the perquisites will be

evaluated as per the Income Tax Rules, 1962.

7. Personal accident: Personal accident insurance of an amount, the premium of which does not exceed Rs.

4000/- per annum.

8. Telephone : Free telephone facility at residence.

9. 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 additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

	Particulars	Name of the Director			
		Mr. Yogendra D. Patel			
(I)	General Information:				
(i)	Nature of Industry:	The Company is engaged in the business of construction of residential and commercial complex, and manufacture of fertilizers			
(ii)	Date or expected date of Commencement of commercial production	Not applicable			
(iii)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable			
(iv)	Financial performance based on	Particulars		Financial Y	ears
, ,	given indicators:		2020-21	2019-20	2018-19
		Paid-up Capital	528.55	528.55	528.55
		Other Equity	5,504.49	6076.19	6766.77
		Turnover & Other Income	2,612.72	2373.86	4741.46
		Total Comprehensive	(599.89)	(690.58)	(326.68)
		Income for the year	, ,	, ,	, ,
					_
(v)	Foreign investment or collaborations, if any	-			
(II)	Information about Director				
(i)	Background details	Yogendra D. Patel is a visionary entrepreneur having more than 30 years of industrial experience in Fertilizer, Realty, Hospitality, Eduentertainment, Plastics, Chemicals and Pharmaceuticals.			
(ii)	Past remuneration	The remuneration drawn for last three financial years (FY) (Figures in lakhs): FY 2018-19: Rs. 63.0 FY 2019-20: Rs. 65.0 FY 2020-21: Rs. 60.0			
(iii)	Recognition or Awards	NIL			
(iv)	Job profile and his suitability	Shri. Yogendra D. Patel is a visionary entrepreneur having more than 30 years of industrial experience in Fertilizer, Realty, Hospitality, Eduentertainment, Plastics, Chemicals and Pharmaceuticals.			
(v)	Remuneration proposed	As per Notice & Explanatory S	Statement		
(vi)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Yogendra D. Patel, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is in commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry.			

(vii)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Husband of Anjni Y. Patel, Father of Vijal Y. Patel & Chandni Y. Patel
(III)	Other Information	
(i)	Reasons of loss or inadequate profits	Due to Covid-19 pandemic and resultant lockdowns and restrictions imposed, which impacted the business of the Company and thereby loss during the financial year 2020-21.
(ii)	Steps taken or proposed to be taken for improvement	The Company has initiated aggressive cost control measures to neutralize the impact of reduction in revenue
(iii)	Expected increase in productivity and profits in measurable terms	The Company expects to achieve desired level of revenue and profitability over a period of time.
(IV)	Disclosures:	The relevant disclosures with regard to the remuneration, service contracts, notice period, stock options etc., have been given in the explanatory statement forming part of the Notice

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.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 4 is considered unavoidable and forms part of this Notice.

The Directors recommend the Resolution set out at item no. 4 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. 5:

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, 2022.

Pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, was inserted which provides that the approval of the shareholders by way of a special resolution in a general meeting shall be obtained in the event the annual remuneration payable to executive directors who are promoters or member of the promoter group exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Smt. Anjni Y. Patel is the promoter of the Company and her proposed aggregate annual remuneration exceeds 5% of the net profits of the Company. In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution.

The terms and conditions including the remuneration payable to Smt. Anjni Y. Patel as Whole time Director of the Company are as follows:

I) REMUNERATION :

Salary Rs. 5,00,000/- 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.

1. Provident Fund : Company's contribution subject to ceiling of 12% of the Salary.

2. Gratuity : Not to exceed half month's salary for each completed year of service as per payment of

Gratuity Act, 1972.

3. 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.

4. Leave : One month's leave with pay for every eleven month's service.

5. Leave Travel : For self, husband 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.

6. 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.

7. Personal accident: Personal accident insurance of an amount, the premium of which does not exceed Rs.

4000/- per annum.

8. Telephone : Free telephone facility at residence.

9. 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 her by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on her 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 her 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 additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

	Particulars	Name of the Director
		Mrs. Anjni Y. Patel
(I)	General Information:	
(i)	Nature of Industry:	The Company is engaged in the business of construction of residential and commercial complex, and manufacture of fertilizers.
(ii)	Date or expected date of Commencement of commercial production	Not applicable
(iii)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable

(iv)	Financial performance based on	Particulars		Financial Y	ears
()	given indicators:	1 44 44 44 44 44 44 44 44 44 44 44 44 44	2020-21	2019-20	2018-19
	o .	Paid-up Capital	528.55	528.55	528.55
		Other Equity	5,504.49	6076.19	6766.77
		Turnover & Other Income	2,612.72	2373.86	4741.46
		Total Comprehensive Income for the year	(599.89)	(690.58)	(326.68)
		,	1		
(v)	Foreign investment or	-			
(II)	collaborations, if any Information about Director				
(i)	Background details	Smt. Anjni Y. Patel is involved	d in the Cor	mnany's Resid	lential Real Estate
(1)	C	Project "Shiv Sai Paradise" at Chandni Y. Patel is at the helmas used her creative and in Development.	Thane. She n of affairs of innovative	e along with of Anchaviyo ideas in its	her daughter Ms. Resort, where she Construction and
(ii)	Past remuneration	The remuneration drawn for	last three f	inancial years	s (FY) (Figures in
		lakhs):			
		FY 2018-19: Rs. 61.50			
		FY 2019-20: Rs. 65.0			
		FY 2020-21: Rs. 67.20			
(iii)	Recognition or Awards	NIL			
(iv)	Job profile and his suitability	Smt. Anjni Y. Patel is involved in the Company's Residential Real Estate Project "Shiv Sai Paradise" at Thane. She along with her daughter Ms. Chandni Y. Patel is at the helm of affairs of Anchaviyo Resort, where she has used her creative and innovative ideas in its Construction and			
		Development.			
(v)	Remuneration proposed	As per Notice & Explanatory S	Statement		
(vi)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the Anjni Y. Patel. Patel, the re industry benchmarks, the recommensurate with the remur counterpart(s) in the industry.	sponsibilitie emuneratior	es shouldered n proposed t	by her and the to be paid is in
(vii)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Wife of Yogendra D. Patel, Mother of Vijal Y. Patel & Chandni Y. Patel			
(III)	Other Information				
(i)	Reasons of loss or inadequate profits	Due to Covid-19 pandemic imposed, which impacted the during the financial year 2020-	business of		
(ii)	Steps taken or proposed to be taken for improvement	The Company has initiated ag the impact of reduction in reve		t control meas	sures to neutralize
(iii)	Expected increase in productivity and profits in measurable terms	The Company expects to profitability over a period of ti		esired level	of revenue and
(IV)	Disclosures:	The relevant disclosures wi contracts, notice period, store explanatory statement forming	ck options	etc., have be	

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.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 5 is considered unavoidable and forms part of this Notice.

The Directors recommend the Resolution set out at item no. 5 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. 6:

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, 2022.

Pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides that the approval of the shareholders by way of a special resolution in a general meeting shall be obtained in the event the annual remuneration payable to executive directors who are promoters or member of the promoter group exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Ms. Chandni Y. Patel is the promoter of the Company and her proposed aggregate annual remuneration exceeds 5% of the net profits of the Company. In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution.

The terms and conditions including the remuneration payable to Ms. Chandni Y. Patel as Whole time Director of the Company are as follows:

I) REMUNERATION :

Salary Rs. 5,00,000/- 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.

1. Provident Fund : Company's contribution subject to ceiling of 12% of the Salary.

2. Gratuity : Not to exceed half month's salary for each completed year of service as per payment of

Gratuity Act, 1972.

3. 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.

4. Leave : One month's leave with pay for every eleven month's service.

5. Leave Travel : For self, husband 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.

6. 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.

7. Personal accident: Personal accident insurance of an amount, the premium of which does not exceed Rs.

4000/- per annum.

8. Telephone : Free telephone facility at residence.

9. 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 her 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 additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

	Particulars	Name of the Director			
(T)		Ms. Chandani Y. Patel			
(I) (i)	General Information: Nature of Industry:	The Company is engaged in the business of construction of			
(ii)	Date or expected date of Commencement of commercial	residential and commercial complex, and manufacture of fertilizers. Not applicable			
(iii)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable			
(iv)	Financial performance based on given	Particulars	1	Financial Y	'ears
	indicators:		2020-21	2019-20	2018-19
		Paid-up Capital	528.55	528.55	528.55
		Other Equity	5,504.49	6076.19	6766.77
		Turnover & Other	2,612.72	2373.86	4741.46
		Income			
		Total Comprehensive	(599.89)	(690.58)	(326.68)
		Income for the year		,	, ,
(v)	Foreign investment or	-	•		•
/TT \	collaborations, if any Information about Director				
(II) (i)	Background details	Mc Chandri Patal has co	mploted hor	MRA in H	Juman Rasaursas
(1)	background details	Ms. Chandni Patel, has completed her MBA in Human Resources from Aberdeen University, Scotland. She looks after the HR Policies and welfare of the staff along with the operations and management of Anchaviyo Resort.			
(ii)	Past remuneration	The remuneration drawn f	or last three	financial ye	ears (FY) (Figures
		in lakhs):			
		FY 2018-19: Rs. 61.25			
		FY 2019-20: Rs. 65.0			
		FY 2020-21: Rs. 67.20			
(iii)	Recognition or Awards	NIL			
(iv)	Job profile and his suitability	Ms. Chandni Patel has completed her MBA in Human Resources from Aberdeen University Scotland. She looks after the HR Policies and welfare of the staff along with the operations and management of Anchaviyo Resort.			
(v)	Remuneration proposed	As per Notice & Explanator	y Statement		
(vi)	Comparative remuneration profile with respect to industry, size of the	Taking into consideration the size of the Company, the profile of Ms. Chandni Patel, the responsibilities shouldered by her and the			
	respect to muustry, size of the	Chandri Fater, the respo	nisionities si	nouidered	by her and the

(vii)	company, profile of the position and person Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry. y or Daughter of Yogendra D. Patel & Anjni Y. Patel, Sister of Vijal Y. Patel.	
(III)	Other Information		
(i)	Reasons of loss or inadequate profits	Due to Covid-19 pandemic and resultant lockdowns and restrictions imposed, which impacted the business of the Company and thereby loss during the financial year 2020-21.	
(ii)	Steps taken or proposed to be taken for improvement	The Company has initiated aggressive cost control measures to neutralize the impact of reduction in revenue	
(iii)	Expected increase in productivity and profits in measurable terms	The Company expects to achieve desired level of revenue and profitability over a period of time.	
(IV)	Disclosures:	The relevant disclosures with regard to the remuneration, service contracts, notice period, stock options etc., have been given in the explanatory statement forming part of the Notice	

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.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 6 is considered unavoidable and forms part of this Notice.

The Directors recommend the Resolution set out at item no. 6 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. 7:

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, 2022.

Pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides that the approval of the shareholders by way of a special resolution in a general meeting shall be obtained in the event the annual remuneration payable to executive directors who are promoters or member of the promoter group exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Ms. Chandni Y. Patel is the promoter of the Company and her proposed aggregate annual remuneration exceeds 5% of the net profits of the Company. In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution.

The terms and conditions including the remuneration payable to Shri. Vijal Y. Patel as Whole time Director of the Company are as follows:

I) REMUNERATION

Salary Rs. 5,00,000/- 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.

1. Provident Fund : Company's contribution subject to ceiling of 12% of the Salary.

2. Gratuity : Not to exceed half month's salary for each completed year of service as per payment of

Gratuity Act, 1972.

3. 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.

4. Leave : One month's leave with pay for every eleven month's service.

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.

6. 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.

7. Personal accident: Personal accident insurance of an amount, the premium of which does not exceed Rs.

4000/- per annum.

8. Telephone : Free telephone facility at residence.

9. 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 additional information, as required under Section II of Part II of Schedule V of the Companies Act, has been set forth below:

	Particulars	Name of the Director
		Mr. Vijal Y. Patel
(I)	General Information:	
(i)	Nature of Industry:	The Company is engaged in the business of construction of residential and commercial complex, and manufacture of fertilizers.
(ii)	Date or expected date of Commencement of commercial production	Not applicable
(iii)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable

(iv)	Financial performance based on	Particulars		Financial Ye	ars
, ,	given indicators:		2020-21	2019-20	2018-19
		Paid-up Capital	528.55	528.55	528.55
		Other Equity	5,504.49	6076.19	6766.77
		Turnover & Other Income	2,612.72	2373.86	4741.46
		Total Comprehensive	(599.89)	(690.58)	(326.68)
		Income for the year			
(v)	Foreign investment or	-			
	collaborations, if any				
(II)	Information about Director		1. 5. 6. 1.		
(i)	Background details	Mr. Vijal Patel has completed rising entrepreneur of the Development. He has comp Studies. Mr. Vijal Patel is investments and growth strate Patel has been instrumental ANCHAVIYO Resort.	family. He bleted Post in-charge egy. He alo	is focused Graduation of the Corng with his si	on the Business in Management mpany's diverse ster Ms. Chandn
(ii)	Past remuneration	The remuneration drawn for last three financial years (FY) (Figures in lakhs): FY 2018-19: Rs. 61.25 FY 2019-20: Rs. 65.0 FY 2020-21: Rs. 67.20			
(iii)	Recognition or Awards	NIL			
(iv)	Job profile and his suitability	Shri. Vijal Yogendra Patel is in-charge of the Company's diverse investments and growth strategy along with the operations and			
(v)	Remuneration proposed	management of Anchaviyo Resort. As per Notice & Explanatory Statement			
(vi)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Vijal Y. Patel. Patel, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is in commensurate with the remuneration package paid to similar senior level counterpart(s) in the industry.			
(vii)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Son of Yogendra D. Patel & A. Patel		tel, Brother of	Ms. Chandni Y.
(III)	Other Information				
(i)	Reasons of loss or inadequate profits	Due to Covid-19 pandemic a imposed, which impacted the during the financial year 2020-	business of		
(ii)	Steps taken or proposed to be taken for improvement	The Company has initiated neutralize the impact of reduc			rol measures to
(iii)	Expected increase in productivity and profits in measurable terms	The Company expects to profitability over a period of ti		esired level	of revenue and
(IV)	Disclosures:	The relevant disclosures wi contracts, notice period, store explanatory statement forming	ck options	etc., have be	

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.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 7 is considered unavoidable and forms part of this Notice.

The Directors recommend the Resolution set out at item no. 7 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.

Registered Office:

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

Dated: 30th June, 2021 Place: Mumbai By Order of the Board Bharat Agri Fert & Realty Limited

Sd/-Arvind. 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 the Director	Shri. Kantilal N. Jethwa	Shri. Yogendra D. Patel
Date of Birth	02/12/1944	29/06/1958
Qualification	Science Graduate	Chemical Engineering Graduate
Date of Appointment	03/07/1997	12/06/2014
Brief Resume & Expertise	Shri. Kantilal N. Jethwa is a Science Graduate working with the company since its inception. He looks after factory, Import and Purchase of Raw Material, dealing with Customers of Realty Division.	Shri. Yogendra D. Patel is a visionary entrepreneur having more than 30 years of industrial experience in Fertilizer, Realty, Hospitality, Edu-entertainment, Plastics, Chemicals and Pharmaceuticals.
Relationship between the Directors	Not related to any Director	Husband of Anjni Y. Patel, Father of Vijal Y. Patel & Chandni Y. Patel
Directorship held in other Companies as on 31st March, 2021	Wada Alums and Acids Pvt Ltd	Wada Alums and Acids Pvt Ltd Mol Chem Ltd Wada Bottling Industries Pvt Ltd Vijal Shipping Pvt Ltd Chavi Impex Pvt Ltd Yogi Investments Pvt Ltd Waada Films Pvt Ltd Patel Entertainment Pvt Ltd
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2021	NIL	NIL
Number of Shares held in the Company as on 31st March, 2021	3,770	8,20,650

Name of the Director	Smt. Anjni Y. Patel	Ms. Chandni Y. Patel
Date of Birth	17/08/1959	23/11/1985
Qualification	BMS	UK - MBA
Date of Appointment	20/08/1985	23/11/2007
Brief Resume & Expertise	Smt. Anjni Y. Patel is involved	Ms. Chandni Patel, has
	in the Company's Residential	completed her MBA in Human
	Real Estate Project "Shiv Sai	Resources from Aberdeen
	Paradise" at Thane. She along	University, Scotland. She looks
	with her daughter Ms. Chandni	after the HR Policies and
	Y. Patel is at the helm of affairs	welfare of the staff along with
	of Anchaviyo Resort, where she	the operations and management
	has used her creative and	of Anchaviyo Resort.
	innovative ideas in its	
	Construction and Development.	
Relationship between the Directors	Wife of Yogendra D. Patel,	Daughter of Yogendra D. Patel
	Mother of Vijal Y. Patel &	& Anjni Y. Patel,
	Chandni Y. Patel	Sister of Vijal Y. Patel
	*** 1 41	
	Wada Alums And Acids Pvt	
D: (): 1 11: (1 C)	Ltd	
Directorship held in other Companies as	Wada Bottling Industries Pvt Ltd	NIII
on 31st March, 2021	Vijal Shipping Pvt Ltd	NIL

	Chavi Impex Pvt Ltd Yogi Investments Pvt Ltd Waada Films Pvt Ltd Patel Entertainment Pvt Ltd	
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2021		NIL
Number of Shares held in the Company as on 31st March, 2021	7,88,872	21,655

N AIL DI	
Name of the Director	Shri. Vijal Yogendra Patel
Date of Birth	25/11/1988
Qualification	BMS
Date of Appointment	29/05/2014
Brief Resume & Expertise	Shri. Vijal Yogendra Patel is in-charge of the Company's diverse
	investments and growth strategy along with the operations and
	management of Anchaviyo Resort.
Relationship between the Directors	Son of Yogendra D. Patel & Anjni Y. Patel,
_	Brother of Ms. Chandni Y. Patel
Directorship held in other Companies as	Mol Chem Limited
on 31st March, 2021	
Chairman/Member of the Committee of	NIL
the Board of Directors in other	
Companies as on 31st March, 2021	
Number of Shares held in the	33,961
Company as on 31st March, 2021	
,	

INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:

1. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS (INSTAVOTE)

Pursuant to SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants as under.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
	 After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to
	register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are

Individual Shareholders holding securities in demat mode with CDSL

- Existing user of who have opted for Easi / Easiest, they can login https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is at https://web.cdslindia.com/myeasi./Registration/EasiRegist ration
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

Individual **Shareholders** (holding securities demat mode) & login through their depository participants

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Shareholders Individual holding securities Physical mode & evoting service Provider LINKINTIME.

- 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
- ► Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.

- **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).
- 2. Click on 'Login' under 'SHARE HOLDER' tab.
- 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- 4. After successful login, you will be able to see the notification for evoting. Select **'View'** icon.
- 5. E-voting page will appear.
- 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
- 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

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

<u>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:</u>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - > During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities	Members facing any technical issue in login can contact NSDL
in demat mode with NSDL	helpdesk by sending a request at evoting@nsdl.co.in or call at toll
	free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities	Members facing any technical issue in login can contact CDSL
in demat mode with CDSL	helpdesk by sending a request at helpdesk.evoting@cdslindia.com or
	contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

The remote e-voting period shall commence on Saturday, September 25, 2021 (9.00 A.M. IST) and close on Tuesday, September 28, 2021 (5.00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e. Wednesday, September 22, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIIPL for voting thereafter. Once the vote on a resolution is cast by member, the same shall not be allowed to change it subsequently or cast the vote again. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

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

- i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date of Wednesday, September 22, 2021.
- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Wednesday, September 22, 2021 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
- iii. Any person who becomes a member of the Company after dispatch of the Notice and holds shares of the Company as on the cut-off date i.e. . Wednesday, September 22, 2021and whose PAN is not registered with the Company may obtain the login Id and password by sending request at enotices@linkintime.co.in or bfishivsai@gmail.com. However, if he/she is already registered with LIIPL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
- iv. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 3. Shri. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes cast through remote e-voting and the e-voting process during the AGM in a fair and transparent manner.
- 4. The Scrutinizer will submit a consolidated scrutinizer's report of the total votes cast in favour or against if any, after the

completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within two working days of the conclusion of the AGM, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The results declared along with the consolidated Scrutinizers' Report shall be placed on the Company's website http://www.bharatrealty.co.in/ and on the website of LIIPL https://instavote.linkintime.co.in immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

PROCESS AND MANNER FOR ATTENDING THE THIRTY SIXTH ANNUAL GENERAL MEETING THROUGH INSTAMEET

- 1. Instructions for attending the AGM through VC/OAVM
 - i. The Members will be provided with a facility (InstaMEET) to attend the AGM through VC/OAVM through the Link Intime India Private Limited ("LIIPL") and they may access the same at https://instameet.linkintime.co.in.
 - ii. Open the internet browser and launch the URL: https://instameet.linkintime.co.in
 - ♦ Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

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

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

- a. Members who would like to express their views/ask questions with respect to the financial statements or any other matter to be placed at the Annual General Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at bfilshivsai@gmail.com between Wednesday, September 22, 2021 (9:00 A.M. IST) and Saturday, September 25, 2021 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the Annual General Meeting. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company/LIIPL.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

e. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

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

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

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

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

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

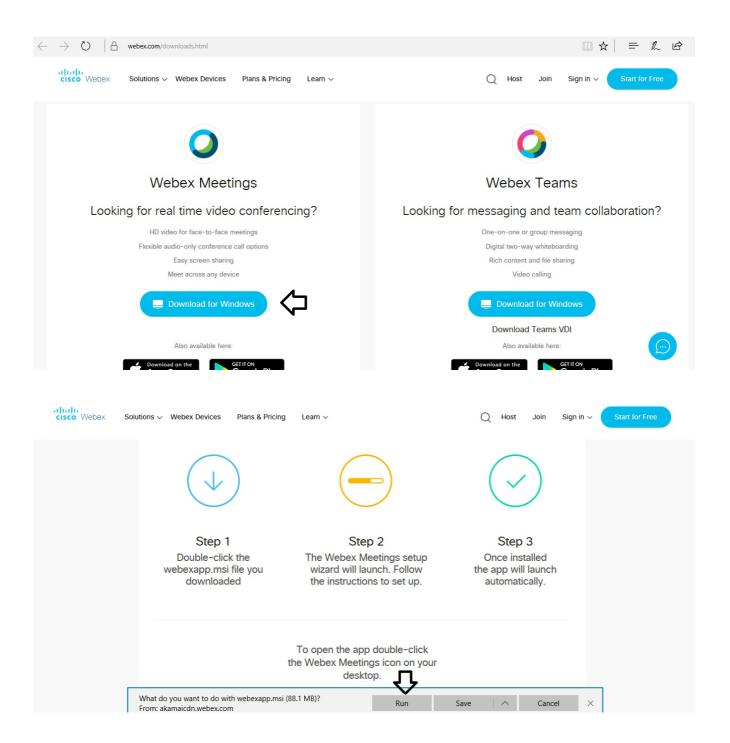
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

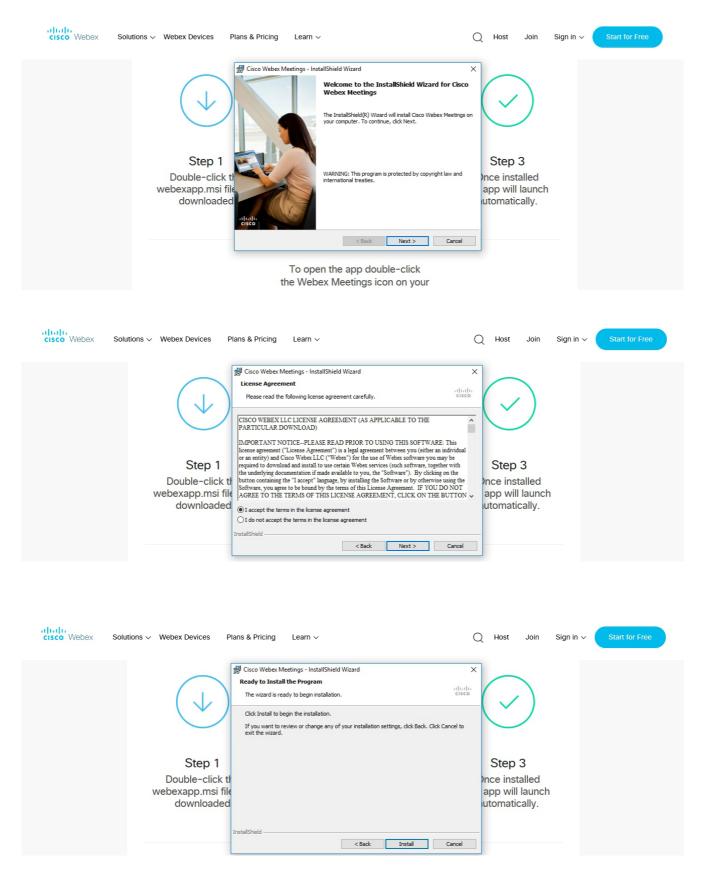
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on:

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

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

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





Or

b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
2(B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
	Click on Run a temporary application, an exe file will be downloaded. Click on this exe \Box le to run the
	application and join the meeting by clicking on Join Now



- i. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- ii. Relevant documents referred to in the accompanying Notice will be available for inspection electronically by the members on the website of the Company at http://www.bharatrealty.co.in/ website link during the time of AGM.
- iii. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection electronically by the members on the website of the Company at http://www.bharatrealty.co.in/ during the AGM.