

BHARAT AGRI FERT & REALTY LTD.

Regd. Office – 301, 3rd Floor, Hubtown Solaris, N.S. Phadke Marg, Near East West Flyover, Andheri (East), Mumbai – 400 069

CIN - L24100MH1985PLC036547

Phone:(022) 61980100 / 26820490 / 91, Fax: 022-2682 0498

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

NOTICE

NOTICE is hereby given that the **Thirty Seventh (37th) Annual General Meeting** of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Friday, 30th September, 2022, at 2:30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022, 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, 2022 including the Audited Balance Sheet as at 31st March, 2022, 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 **Ms. Chandni Y. Patel (DIN: 02032483)**, who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. Payment of Remuneration to **M/s. S.R. Singh & Co., Cost Accountants (FRN: 101398)**, the Cost Auditors of the Company for the financial year 2022-23:
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. S.R. Singh & Co., Cost Accountants** (Firm Registration No.: **101398**) 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, 2023 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. **Re-appointment of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as an Independent Director of the Company for the second term of 5(Five) years:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Chunilal Bhanji Gherwada (DIN: 08125212), who has submitted a declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years with effect from 30th May, 2023 till 29th May, 2028 be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Chunilal Bhanji Gherwada shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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

Registered Office:

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

Sd/-
Arvind. J. Chakote
Company Secretary

Dated: 30th May, 2022

Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
THE INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
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. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
2. 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. 22. 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.
3. 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.
4. 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.
5. In case of joint holders attending the Meeting, only such joint holder who is first in order of names will be entitled to vote.
6. **A statement giving the details of the Director seeking appointment and re-appointment, nature of his expertise in specific functional areas, names of the companies in which he hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Secretarial Standard and Regulations 26(4) and 36(3) of the SEBI LODR with Stock Exchange, are provided in the Annexure.**
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, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
9. 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.
10. 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.

11. The shares of the Company are listed on BSE Limited, Mumbai.
12. The Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April, 2019, can do so only in dematerialized form. It may also be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Therefore, members holding shares in physical form are requested to consider converting their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Members can write to the Company at www.bharatrealty.co.in or contact the Registrars and Transfer Agent - Link Intime India Private Limited for assistance in this regard:

LINK INTIME INDIA PRIVATE LIMITED
Unit: [BHARAT AGRI FERT & REALTY LIMITED]
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel: 022 - 49186270, Fax: 022 - 49186060.
Email id: rnt.helpdesk@linkintime.co.in URL: www.linkintime.co.in

13. 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.
14. 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. up to the date of the AGM.
15. 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.
16. 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.
17. 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 DPID numbers.
18. 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.
19. 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.
20. The details of dividend paid by the Company and the corresponding due dates for transfer of uncashed dividend to IEPF are furnished hereunder:

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

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

21. Voting through electronic means:

- i. Pursuant to Section 108 of the Companies Act, 2013 read with (Companies Management & Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) 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 the AGM) to exercise their right to vote at the 37th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Link Intime India Private Limited.
- ii. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of 37th 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 the shareholding) as on cut-off date i.e., 23rdSeptember, 2022.
- v. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date i.e., 23rdSeptember, 2022 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., the 23rdSeptember, 2022, may obtain the User ID and Password from LINK INTIME (INDIA) PRIVATE LIMITED (Registrar & Transfer Agent 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., 30th September, 2022.

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

- (i) The voting period begins on Tuesday, 27th September, 2022 at 9.00 A.M. and ends on Thursday 29th September, 2022 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., 26th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) after 5.00 P.M. on 29th September, 2022.
 - A. Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
 5. Your Password details are given below: If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

(ii) 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 / folio number in the Dividend Bank details field.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password: Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL. For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions'
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

C. General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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 authorized representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

2. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
3. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please click on <https://instavote.linkintime.co.in>, under Feedback section or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us: - Tel: 022 - 49186000.

- D. In the event, the draft resolution is assented to by the requisite majority of Members by means of electronic voting, the date of declaration of result shall be deemed to be the date of passing of the said resolution at the Annual General Meeting.
- E. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.bharatrealty.co.in> and on the website of Linkintime immediately after the result declared by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE Limited.

22. ISSUANCE OF SECURITIES IN DEMATERIALIZED FORM IN CASE OF INVESTOR SERVICE REQUESTS:

We would further like to draw your attention to SEBI Notification dated January 24, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022. Accordingly, while processing service requests in relation to:

1. Issue of duplicate securities certificate;
2. Claim from Unclaimed Suspense Account;
3. Renewal / Exchange of securities certificate;
4. Endorsement;
5. Sub-division / Splitting of securities certificate;
6. Consolidation of securities certificates/folios;
7. Transmission and,
8. Transposition.

the Company shall issue securities only in dematerialized form. For processing any of the aforesaid service requests, the securities holder/claimant shall submit duly filled up **Form ISR-4**.

23. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
24. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13**. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in **Form SH-14**. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit **Form No. ISR-3**. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
25. We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., Link Intime India Private Limited:

S. No.	Particulars	Form
1	PAN	ISR - 1
2	Address and PIN Code	
3	Email-Id	
4	Mobile Number	
5	Bank Account Details	
6	Demat Account Number	
7	Specimen Signature	ISR - 2
8	Nomination Details	SH-13
9	Declaration to opt-out Nomination	ISR - 3
10	Cancellation or Variation of Nomination	SH - 14

All the aforesaid forms can be downloaded from the website of the Company at: www.bharatrealty.co.in and from the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>.

26. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to bfilshivsai@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to bfilshivsai@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method as given in this notice.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

Registration of e-mail address permanently with Company/DP: Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at rnt.helpdesk@linkintime.co.in Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in future.

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. 3:

Payment of Remuneration to M/s. S.R. Singh & Co., Cost Accountants (FRN: 101398), the Cost Auditors of the Company for the financial year 2022-23:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, **M/s. S. R. Singh & Co.**, Cost Accountants, to conduct the audit of the cost records 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, 2023.

In terms of the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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:

Re-appointment of Shri. Chunilal B. Gherwada (DIN: 08125212) as an Independent Director of the Company for a second term of 5 years.

Shri. Chunilal B. Gherwada (DIN: 08125212) was appointed as an Independent Director of the Company with the approval of shareholders at the 33rd Annual General Meeting ('AGM') of the Company, held on 28th September, 2018 for a term of 5(Five) consecutive years w.e.f. 30th May, 2018 till 29th May, 2023, and he is eligible for re-appointment for second term of 5(Five) years i.e. from 30th May, 2023, till 29th May, 2028.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 30th May, 2022 recommended the reappointment of Shri. Chunilal B. Gherwada (DIN: 08125212), for the term of second term of 5(Five) years i.e. from 30th May, 2023, till 29th May, 2028, subject to the approval of the Members.

The profile and specific areas of expertise of Shri. Chunilal B. Gherwada (DIN: 08125212) are provided as Annexure to this Notice.

Shri. Chunilal B. Gherwada (DIN: 08125212) has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment. In the opinion of the Board, Shri. Chunilal B. Gherwada is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Shri. Chunilal B. Gherwada (DIN: 08125212) has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Shri. Chunilal B. Gherwada (DIN: 08125212) on the Board of the Company and accordingly the Board recommends the re-appointment of Shri. Chunilal B. Gherwada (DIN: 08125212) as an Independent Director for a second term of 5(Five) years, as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

Except for Shri. Chunilal B. Gherwada and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Registered Office:

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

Dated: 30th May, 2022

Place: Mumbai

**By order of the Board
For 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. Chunilal B. Gherwada	Ms. Chandni Y. Patel
Date of Birth	08/05/1949	23/11/1985
Qualification	B.Sc.	UK – MBA
Date of Appointment	30/05/2018	23/11/2007
Brief Resume & Expertise	Shri. Chunilal B. Gherwada is a Science Graduate, worked as Techno/Commercial Manager and later on started his own company for providing engineering services to core sectors, including Refineries, Power plants, Cross country pipeline and Petro Chemical Complexes. He has rich knowledge in finance & accounting. Further, he has good exposure in planning business strategy.	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
Relationship between the Directors	Not related to any Director	Daughter of Yogendra D. Patel & Anjni Y. Patel, Sister of Vijal Y. Patel
Directorship held in other Companies as on 31st March, 2022	NIL	NIL
Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2022	NIL	NIL
Number of Shares held in the Company as on 31st March, 2022	NIL	21,655

BHARAT AGRI FERT & REALTY LIMITED

ATTENDANCE SLIP

REGISTERED OFFICE-301, 3rd Floor, Hubtown Solaris, N. S. Phadke Marg, Near East West Flyover,
Andheri (East), Mumbai - 400 069.

CIN: L24100MH1985PLC036547

Phone: (022) 61980100 / 90/91, Fax: (022) 2682 0498

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

37TH ANNUAL GENERAL MEETING ON FRIDAY, 30TH September, 2022

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 here by record my presence at the 37thAnnual General Meeting held on Friday, 30th September, 2022 at 2:30 P.M at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057.

SIGNATURE OF THE SHARE HOLDER/PROXY

BHARAT AGRI FERT & REALTY LIMITED

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identification No (CIN) - L24100MH1985PLC036547

Regd. Office – 301, 3rd Floor, Hubtown Solaris, N.S. Phadke Marg, Near East West Flyover, Andheri (East), Mumbai – 400 069

Phone:(022) 61980100 / 26820490 / 91, Fax: 022-2682 0498E-mail:bfilshivsai@gmail.com, Website: www.bharatrealty.co.in

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

* Applicable for members holding shares in electronic form

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

1. Name:_____ Email id: _____
Address: _____ or failing him/her,
2. Name:_____ Email id: _____
Address: _____ or failing him/her,
3. Name:_____ Email id: _____
Address: _____

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 37th Annual General Meeting of the Company, to be held on Friday, the 30th September, 2022 at 2:30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as is indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	For	Against
Ordinary Business:		
a) Consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2022 which includes the Audited Balance Sheet as at 31 st March, 2022, 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.		
b) Consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2022 includes the Audited Balance Sheet as at 31 st March, 2022, the Statement of Profit and Loss for the financial year ended as on that date and Cash Flow Statement together with the report of Statutory Auditors thereon.		
To appoint a Director in place of Ms. Chandni Y. Patel (DIN: 02032483) , who retires by rotation and being eligible offers herself for re-appointment.		
Special Business:		
Payment of Remuneration to M/s. S.R. Singh & Co., Cost Accountants (FRN: 101398) , the Cost Auditors of the Company for the financial year 2022-23:		
Re-appointment of Mr. ChunilalBhanjiGherwada (DIN: 08125212) as an Independent Director of the Company for the second term of 5(Five) years:		

Signed this _____ Day of _____ 2022

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp of Rs. 1

Note:

1. This form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of Annual General Meeting of the Company.
2. For the resolution, Explanatory Statement and Notes, please refer to Notice of the 37th Annual General Meeting.
3. Please complete all details including details of Member(s) in above box before submission.

ROUTE MAP TO REACH THE AGM VENUE

37th Annual General Meeting

Day and Date	:	Friday, 30 th September, 2022
Time	:	2:30 P.M.
Venue Address	:	Patidar Mandal, Sardar Patel Baug, Parleshwar Road, Vile Parle (East), Mumbai – 400 057.

