

NOTICE OF EXTRA - ORDINARY GENERAL MEETING

Notice is hereby given that the Extra - Ordinary General Meeting (EGM) of the members of Bharat Agri Fert & Realty Limited will be held on Tuesday, 28th February, 2023 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:

SPECIAL BUSINESS:

ITEM NO.1: ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall include any Committee), and in accordance with Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company in the following manner:

- a. the existing Clause III(A): **“The main objects to be pursued by the Company on its incorporation are”** be substituted by the new sub-heading **“III(A) - The Objects to be pursued by the Company on its incorporation are”**;
- b. the existing Clause III(B) containing the **“Objects Incidental or Ancillary to the attainment of Main Objects”** be substituted with the new sub-heading **“III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)”**;
- c. merging the Objects of the Company mentioned under **Clause III (C) - ‘Other Objects’** with **Clause III (B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)**; and

d. The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 as below:

“IV: The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

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

ITEM NO.2: SUB -DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 1/- PER SHARE.

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

“**RESOLVED THAT** pursuant to the provision of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 3 and the allied Rules framed (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and Article 73 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the members be and is hereby accorded for sub-dividing the Equity Shares of the Company, such that Equity Shares share having nominal value of Rs. 10/- (Rupees Ten Only) each, be sub-divided into 10 (Ten) Equity Shares having nominal value of Rs. 1/- (Rupees One Only) each fully paid-up and the relevant Capital Clause V of the Memorandum of Association of the Company be and is hereby accordingly altered with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-Up Equity Shares of nominal value of Rs.10/- each of the Company existing on the Record Date to be fixed by the Board of Director Company (which shall include any committee thereof) in consultation with the Stock Exchange where the shares of the Company are listed shall stand sub-divided into Equity Shares of nominal value of Rs.1/- each fully paid up, as given below:

Type of Capital	Pre-Split Capital Structure		Post-Split Capital Structure	
	No of Equity Shares	Face Value (Rs.)	No of Equity Shares	Face Value (Rs.)
Authorized Share Capital	1,00,00,000	10	10,00,00,000	1
Issued, Paid-Up and Subscribed Share Capital	52,85,511	10	5,28,55,110	1

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, Ten (10) Equity Shares of the face value of Rs.1/- each to be allotted in lieu of existing One (1) Equity Share of Rs.10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs.10/- each of the Company and shall be entitled to participate in full after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the Company and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu thereof, subject to the provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Rs.1/- each shall be credited to the respective beneficiary accounts of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to

delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors or any Committee thereof in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

ITEM NO. 3: ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the members of the company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 Equity Shares of Rs.10/- each to Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 10,00,00,000 Equity Shares of Rs.1/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as Clause V:

“V. The share capital of the company is Rs.10,00,00,000/- (Rupees Ten Crore Only), divided into 10,00,00,000 (Ten Crore) equity shares of Rs.1/- (Rupees One Only) each.”

RESOLVE FURTHER THAT for the purposes of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid 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/-
Akshay Kumar
Company Secretary

Dated: 1st February, 2023

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA- ORDINARY GENERAL 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. Members/ Proxies should also bring the Attendance Slip duly filled in for attending the meeting along with the copy of Notice of EGM. No extra attendance slip and/ or Notice of EGM will be provided at the venue of the Extra- Ordinary General Meeting. Also,

Route map to the venue of meeting is also enclosed.

3. 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. 19. 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.
4. 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.
5. 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.
6. In case of joint holders attending the Meeting, only such joint holder who is first in order of names will be entitled to vote.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 22nd February, 2023 to Tuesday, 28th February, 2023 (both days inclusive).
8. Electronic copy of the Notice of Extra-Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same.
9. The shares of the Company are listed on BSE Limited, Mumbai.
10. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hours of all working day until the conclusion of the Extra-Ordinary General Meeting at the registered office of the Company.
11. 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

12. Members holding Shares in physical form are requested to notify immediately any change in their address with PINCODE 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.
13. 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 EGM.
14. 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.
15. 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.
16. 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.
17. 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.

18. Route map showing the directions of the venue of EGM along with prominent landmark is annexed.

19. 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) and Secretarial Standards on General Meeting (SS 2) issued by the Institute of Company Secretaries of India, The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of Extra- Ordinary General Meeting (EGM). 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 EGM.
- ii. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (InstaVote) for facilitating e-voting to enable the shareholders of the Company to cast their votes electronically.
- 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 EGM in a fair and transparent manner.
- iv. The remote e-voting period will commence on Saturday, 25th February, 2023 (9.00 A.M.) and closes on Monday, 27th February, 2023 (5.00 P.M.). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked. The cut-off date for the limited purpose of e-voting is 17th February, 2023.
- v. Process and manner of voting:

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

1. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
2. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘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).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).

4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact 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 in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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”.
 - i. Cut-off date for sending of Notice will be 3rd February, 2023.
 - ii. Cut-off date for e-voting shall be 17th February, 2023.

Persons who have become member of the Company after the date of dispatch of notice by the Company, may refer the above instructions for receiving their User Id and Password required for remote e-voting.

- vi. GMJ & Associates, Company Secretaries, Mumbai, the scrutinizer will, within two working days from the conclusion of the EGM unblock the votes in the

presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favor or against, if any and submit to Mr. Yogendra D. Patel, Chairman and Managing Director of the Company.

- vii. The results declared along with the scrutinizer's report shall be placed on the website of the company www.bharatrealty.co.in and on the website of the Link Intime India Private Limited (Insta-Vote) within two working days of passing of the resolution at the EGM.
- viii. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the EGM.
- ix. Company shall provide voting facility at the Meeting by way of Ballot Paper.
- x. Members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.
- xi. Names of the Members appearing in the Register of Members as on 17th February, 2023 shall only be entitled to vote.
- xii. Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means:

Name: - Secretarial Department

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

Email d: bfilshivsai@gmail.com

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

Item No.1:

The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the company on its incorporation and matters which are necessary for furtherance of the objects specified in Clause (III) (A)”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under ‘Table A’ of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 2 P.M. up to and including the date of EGM and at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No.2 and 3:

Presently the Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each and its Paid Up Share Capital is Rs. 5,28,55,110/- (Rupees Five Crore Twenty-Eight Lakh Fifty-Five Thousand One Hundred and Ten Only) divided into 52,85,511 (Fifty-Two Lakh Eighty-Five Thousand Five Hundred Eleven) equity shares of Rs. 10/- (Ten) each.

The operations of the Company have grown significantly during the years, which has generated considerable interest in the Company’s equity shares in the market. Equity shares of the Company are listed and are being traded on BSE Limited. In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide existing 1 equity shares of face value of Rs. 10/- each into 10 equity shares of Rs. 1/- each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 (“the Act”), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of

equity shares shall be fixed by the Board/Committee of the Board, after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on 1st February, 2023, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 2 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under item no. 3 of this Notice. Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of an Ordinary Resolution is required for sub-division and carrying out any amendment to the Memorandum of Association of the Company.

The board recommends passing the resolution, as an Ordinary Resolution, with or without modifications.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

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**

EXTRA ORDINARY GENERAL MEETING ON TUESDAY, 28th February, 2023
Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall

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

*Applicable for Members holding shares in an electronic form.

I hereby record my presence at the Extra Ordinary General Meeting held on Tuesday, 28th February, 2023 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 0498

E-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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 28th February, 2023 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.	Particulars	For	Against
Special Business:			
1.	ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER THE COMPANIES ACT, 2013.		
2.	SUB -DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 1/- PER SHARE.		
3.	ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION.		

Signed this _____ Day of _____ 2023

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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 Extra Ordinary General Meeting of the Company.
2. For the resolution, Explanatory Statement and Notes, please refer to Notice of the Extra Ordinary General Meeting.
3. Please complete all details including details of Member(s) in above box before submission.

Affix
Revenue
Stamp of
Rs. 1

ROUTE MAP TO REACH THE AGM VENUE

Extra Ordinary General Meeting

Day and Date : Tuesday, 28th February, 2023
Time : 2:30 P.M.
Venue Address : Sardar Patel Baug, Vile Parle, Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057.

