

BHARAT AGRI FERT & REALTY LTD



38TH ANNUAL REPORT
(2022-2023)

BHARAT AGRI FERT & REALTY LIMITED

| | |
|--|--|
| Corporate Information | |
| <u>BOARD OF DIRECTORS</u> | <u>REGISTERED OFFICE</u> |
| Shri Yogendra Dahyabhai Patel Chairman & Managing Director | 301, 3 rd Floor, Hubtown Solaris, N. S. Phadke Marg, Near Gokhale Bridge, Andheri (East), Mumbai - 400 069. |
| Smt. Anjni Yogendra Patel Whole-Time Director | Tel. No. (022) 67980100/26820498/90/91 |
| Ms. Chandni Yogendra Patel Whole-Time Director | Website : www.bharatrealty.co.in CIN No: L24100MH1985PLC036547 |
| Mr. Vijal Yogendra Patel Whole-Time Director | |
| Shri Kantilal Naryandas Jethwa Director & CFO | <u>REGISTRARS & SHARE TRANSFER AGENT</u> Link Intime (India) Private Limited |
| Shri Suresh Maganlal Bhadrecha Independent Director | C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. |
| Shri Chunilal Bhanji Gherwada Independent Director | |
| Shri Yogesh Shamjibhai Rathod Independent Director | <u>SITE OFFICE</u> Shiv Sai Paradise, 'C' Mayfair Gr. Floor, Opp. URCT, Majiwada, Thane (West) - 400 601 |
| Shri Kalpesh Chandrakant Shah Independent Director | |
| Shri Hemant Nandkishor Bataviya Independent Director | <u>PLANT & ANCHAVIYO RESORT</u> Kharivali Village Taluka : Wada Dist.: Palghar. |
| | |
| <u>C.F.O</u> | |
| Shri Kantilal N. Jethwa | |
| | |
| <u>COMPANY SECRETARY</u> | |
| Mr. Akshay Kumar (appointed w.e.f. 07.11.2022) | |
| Mr. Jay Mehta (resigned we.f. 05.11.2022) | |
| Shri. Arvind Chakote (resigned w.e.f. 07.07.2022) | |
| | |
| <u>STATUTORY AUDITORS</u> | |
| M/s. Verma Mehta & Associates Chartered Accountants | |
| | |
| <u>BANKERS</u> | |
| Bank of Baroda | |
| Saraswat Co-op. Bank Ltd. | |
| State Bank of India | |

| Sr. No. | Contents | Page No. |
|---------|--|----------|
| 1. | Notice to Members | 01-10 |
| 2. | Directors Report & Annexures to Directors Report | 11-17 |
| 3. | Management Discussion & Analysis | 18-28 |
| 4. | Report on Corporate Governance | 29-55 |
| 5. | Auditors Report | 56-73 |
| 6. | Annual Accounts | 74-201 |

| | |
|---|---|
| <p><u>ANNUAL GENERAL MEETING</u> Date : Friday, 29th September, 2023 Time : 03:00 P.M. Venue : Sardar Patel Baug Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057</p> | <p><u>BOOK CLOSURE :</u> 23rd September, 2023 to 29th September, 2023 (Both Days Inclusive)</p> |
|---|---|

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Thirty Eighth (38th) Annual General Meeting** of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Friday, 29th September, 2023, at 3:00 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 businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended 31st March, 2023 and Cash Flow Statement as on that date 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, 2023 including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended 31st March, 2023 and Cash Flow Statement as on that date together with the Report of the Statutory Auditors thereon.
2. To appoint a Director in place of **Mr. Vijal Yogendra Patel (DIN: 06882828)**, who retires by rotation and being eligible offers himself for re-appointment.
3. **APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of **M/s. Desai Saksena & Associates**, Chartered Accountants, Mumbai (Firm Registration Number **102358W** with The Institute of Chartered Accountants of India), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the 43rd AGM on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS:

4. **RATIFICATION OF REMUNERATION OF M/S. TAPAN CHATTOPADHYAY & ASSOCIATES, COST ACCOUNTANTS (FRN: PROP/101121), THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:**

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 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 for the financial year ending 31st March, 2024.”

5. **APPOINTMENT OF MR. BIPIN SHANTILAL MAVADIYA (DIN: 10275277) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Bipin Shantilal Mavadiya (DIN: 10275277), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 18th August, 2023 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and who has proposed his candidature to be appointed as an Independent Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 17th August, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **APPOINTMENT OF MR. VIREN PRANJIVAN BHUNDIA (DIN: 10276134) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, **Mr. Viren Pranjivan Bhundia (DIN: 10276134)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 18th August, 2023 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and who has proposed his candidature to be appointed as an Independent Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 17th August, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things 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/-
Akshay Kumar
Company Secretary

Dated: 17th August, 2023

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM IS ATTACHED HEREWITH.
2. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, 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. HOWEVER, 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.
3. Institutional / Corporate Members (i.e. other than individuals / NRI, etc.) intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM. The said resolution/authorization shall be sent to the Company by email through its registered email address to bfilshivsai@gmail.com.
4. Explanatory Statement setting out the material facts concerning each item of Special Business to be transacted at the AGM pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice.
5. Information of the Director proposed to be appointed/reappointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard-2 and other applicable provisions is provided in **Annexure - A** to this Notice.
6. The Members/ Proxies or authorized representative, attending the meeting, is requested to bring and handover the Attendance Slip at the AGM duly completed and signed along with a copy of the deposited form of proxy (in case of a proxy) and the supporting documents duly authenticated. Equity shareholders holding shares in dematerialized form are requested to bring their client master list/depository participant statement/delivery instruction slip reflecting their DP ID and Client ID number for easier identification of attendance at the meeting.
7. When a Member appoints a Proxy and both the Member and the Proxy attend the AGM, the Proxy stands automatically revoked.
8. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
9. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the scheduled time of the meeting. Proxies submitted on behalf of limited companies etc., must be supported by an appropriate resolution/ authority, as applicable. A Proxy Form is annexed to this notice.
10. A Member can inspect the Proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said Meeting, provided he/she has given to the Company a notice in writing of his/her intention to inspect the Proxies lodged not less than three days before the commencement of the said Meeting.
11. The quorum for the AGM shall be as prescribed under Section 103 of the Companies Act, 2013 and SEBI LODR Regulations and would include the Members in person or by an authorized representative and thereafter the persons present shall be deemed to constitute the quorum.

12. The Share Transfer Books and Register of Members of the Company shall remain closed from **Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive)**.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), Bank details and other KYC details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
14. 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.
15. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company through an email on bfilshivsai@gmail.com.
16. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of "Green Initiative", has introduced enabling provisions for sending notice of the meetings and other shareholder correspondences through Electronic Mode. The email addresses can be registered by the Members with the Depository Participant ("DP") and with the Registrar and Transfer Agent ("RTA") of the Company i.e. Link Intime India Private Limited ("LIPL"). If there is any change in the e-mail address already registered, Members are requested to immediately notify such change to the Company or DP or its RTA.
17. Copy of the Notice of the AGM, *inter alia*, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report for the financial year 2022-23 are being sent in electronic mode to the Members whose e-mail addresses are registered with the Company's RTA/ Depository Participant(s) whose names appear in the register of members/ list of beneficial owners as on **Monday, 4th September, 2023** as received from Link Intime India Private Limited, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their e-mail addresses so far, to register their e-mail addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

Pursuant to Sections 101 and 136 of the Act read with Companies (Management and Administration) Rules, 2014 and SEBI LODR Regulations, 2015 and as permitted by SEBI and MCA, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email address is registered with the Company/ Depositories. It may be noted that Notice and Annual Report has been uploaded on the website of the Company at <https://www.bharatrealty.co.in/> and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and on the website of Link Intime (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co>. Physical copy of Notice and/or Annual Report will be provided on specific request of the Member(s) concerned.
18. A Route Map and prominent landmark for easy location of the venue of the AGM is enclosed with this Notice. Members may also note that the Notice of this AGM and the Annual Report of the Company for the financial year 2022-23 is also be available on the website of the Company viz. <https://www.bharatrealty.co.in/> and on the website of the Stock Exchanges where the Company's shares are listed viz. BSE Limited at www.bseindia.com, and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
19. SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1st October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for

furnishing the aforesaid details. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from the Company's website: <https://www.bharatrealty.co.in/> <https://web.linkintime.co.in/KYC-downloads.html>.

20. Instructions for voting through electronic means (e-voting), and other instructions relating thereto are as under:

21. **VOTING THROUGH ELECTRONIC MEANS:**

- (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
- (b) The facility for voting, through **Polling Paper** shall also be made available at the venue of the AGM. The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The Members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- (c) For this purpose, the Company has engaged the services of M/s. Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider") as the Agency to provide remote e-voting facility to its Members.
- (d) The voting rights of the Members (for voting through remote e-voting or through polling papers at the meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the "**Cut-Off date**" i.e. **Friday, 22nd September, 2023**. 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 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (e) The remote e-voting will be available during the following period begins:

| | |
|--|--|
| Commencement of remote e-voting | Tuesday, 26th September, 2023 at 09:00 A.M. (IST) |
| End of remote e-voting | Thursday, 28th September, 2023 at 05:00 P.M. (IST) |

- (f) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module will be disabled for voting after **05:00 P.M. on Thursday, 28th September, 2023**. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently. Members who have voted through remote e-voting will be eligible to attend the AGM; however, they will not be eligible to vote at the AGM.
- (g) The Board of Directors of the Company has appointed Shri. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (h) The Scrutinizer after scrutinizing the votes cast during the AGM and through remote e-voting will prepare a consolidated scrutinizer's report, not later than two working days of the conclusion of AGM and submit the same to the Chairman of the Company.
 - (i) The results declared along with the Scrutinizer's Report, will be intimated to the Stock Exchanges where the Company's shares are listed and will also be placed on the website of the Company at <https://www.bharatrealty.co.in/> and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

22. **INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING:**

In terms of SEBI circular dated 9th December, 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

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

1. Individual Shareholders holding securities in demat mode with NSDL:
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are 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>
 3. Visit the e-Voting 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-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 held 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL's for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>.
 4. 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 and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in 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. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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 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 : 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL WHO 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.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**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: 17th August, 2023

Place: Mumbai

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

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

Item No. 4:

RATIFICATION OF REMUNERATION OF M/S. TAPAN CHATTOPADHYAY & ASSOCIATES, COST ACCOUNTANTS (FRN: PROP/101121), THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, **M/s. Tapan Chattopadhyay & Associates**, 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, 2024.

In terms of the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Item No. 5:

APPOINTMENT OF MR. BIPIN SHANTILAL MAVADIYA (DIN: 10275277) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Bipin Shantilal Mavadiya (DIN: 10275277), as an Additional Director (Independent Director) of the Company, with effect from 18th August, 2023 under Section 149, 150, 152 and 161(1) of the Companies Act, 2013.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Bipin Shantilal Mavadiya shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Bipin Shantilal Mavadiya is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from, Mr. Bipin Shantilal Mavadiya signifying his candidature as an Independent Director of the Company. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. The Company has also received a declaration of independence from Mr. Bipin Shantilal Mavadiya.

In the opinion of the Board, Mr. Bipin Shantilal Mavadiya fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment as an Independent Director. Mr. Bipin Shantilal Mavadiya is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Additional information as required under Regulation 36 and SS-2 is provided under 'Annexure - I' to this Notice.

The Board of Directors recommends the special resolution as set out at item no. 5 of the Notice for appointment of, Mr. Bipin Shantilal Mavadiya as an Independent Director of the Company from 18th August, 2023 till 17th August, 2028, for approval of the members.

Except Mr. Bipin Shantilal Mavadiya as it concerns himself, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives, is financially or otherwise, concerned or interested in the said resolution.

Item No. 6:

APPOINTMENT OF MR. VIREN PRANJIVAN BHUNDIA (DIN: 10276134) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Viren Pranjivan Bhundia (DIN: 10276134), as an Additional Director (Independent Director) of the Company, with effect from 18th August, 2023 under Section 149, 150, 152 and 161(1) of the Companies Act, 2013.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Viren Pranjivan Bhundia, shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Viren Pranjivan Bhundia is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from, Mr. Viren Pranjivan Bhundia signifying his candidature as an Independent Director of the Company. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. The Company has also received a declaration of independence from Mr. Viren Pranjivan Bhundia.

In the opinion of the Board, Mr. Viren Pranjivan Bhundia fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment as an Independent Director. Mr. Viren Pranjivan Bhundia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Additional information as required under Regulation 36 and SS-2 is provided under 'Annexure - I' to this Notice.

The Board of Directors recommends the special resolution as set out at item no. 6 of the Notice for appointment of, Mr. Viren Pranjivan Bhundia as an Independent Director of the Company from 18th August, 2023 till 17th August, 2028, for approval of the members.

Except Mr. Viren Pranjivan Bhundia as it concerns himself, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives, is financially or otherwise, concerned or interested in the said 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: 17th August, 2023

Place: Mumbai

Annexure I

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2, in respect of the Directors seeking appointment/re-appointment at the 38th Annual General Meeting:

| | | | |
|-------------------------------------|---|---|--|
| Name of the Director | Mr. Vijal Yogendra Patel | Shri. Bipin Mavadiya (DIN: 10275277) | Shri. Viren Pranjivan Bhundia (DIN: 10276134) |
| Date of Birth | 25/11/1988 | 12/06/1961 | 05/07/1967 |
| Qualification | BMS | Design Architect and Interior Designer | Diploma in Computer Engineering and a Bachelor of Arts (BA) |
| Date of Appointment | 29/05/2014 | 18 th August, 2023 | 18 th August, 2023 |
| Brief Resume & Expertise | <p>Mr. Vijal Yogendra Patel is in-charge of the Company's diverse investments and growth strategy along with the operations and management of Anchaviyo Resort.</p> | <p>Mr. Bipin Shantilal Mavadiya is a seasoned professional with expertise as a Design Architect and Interior Designer. He brings forth a wealth of experience in shaping the initial blueprints of buildings and structures. His meticulous approach ensures that every design aligns with the intended vision and practical requirements of each project. Having spent decades in the field, he possesses a deep-rooted understanding of architectural principles, which he seamlessly integrates into his creations.</p> <p>Furthermore, as an accomplished Interior Designer, Mr. Bipin Mavadiya is dedicated to transforming indoor environments into captivating and functional spaces. Whether its residential homes, commercial establishments, offices, or hotels, he excels in enhancing the overall ambiance. Through his dual expertise as a Design Architect and Interior Designer, Mr. Bipin Mavadiya orchestrates a seamless fusion of structural integrity and aesthetic brilliance. His creations not</p> | <p>Mr. Viren Bhundia stands as a proficient professional, distinguished by a unique educational background that seamlessly integrates a Diploma in Computer Engineering and a Bachelor of Arts (BA) degree. This distinctive blend of qualifications underscores his prowess across the spectrum of both technical and liberal arts domains. His educational journey has endowed him with the pragmatic skills essential for conceiving, crafting, and upholding computer systems and software applications.</p> <p>Furthermore, Mr. Bhundia's academic journey is enriched by his attainment of a Bachelor of Arts degree, which serves as a testament to his holistic grasp of varied humanities subjects. This unique confluence empowers him with a multidimensional outlook when tackling challenges, rendering him an exemplary candidate for roles that necessitate a synthesis of technical dexterity and a nuanced comprehension of human intricacies. In essence, Mr. Viren Bhundia embodies a dynamic</p> |

| | | | |
|--|---|--|--|
| | | only fulfill their functional purpose but also provide occupants with an enriching and visually pleasing experience. | professional capable of making meaningful contributions across a spectrum of arenas. |
| Relationship between the Directors | Son of Shri. Yogendra D. Patel & Smt. Anjni Y. Patel, Brother of Ms. Chandni Y. Patel | Not related to any Director | Not related to any Director |
| Directorship held in other Companies as on 31st March, 2023 | NIL | NIL | NIL |
| Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2023 | NIL | NIL | NIL |
| Number of Shares held in the Company as on 31st March, 2023 | 3,40,610 | NIL | NIL |

DIRECTORS REPORT TO MEMBERS

Dear Members,

Your Directors have pleasure in presenting their 38th Annual Report together with the Audited Financial Statements for the financial year ended on March 31, 2023. The Consolidated performance of the Company & its subsidiaries has been referred to where ever required.

FINANCIAL HIGHLIGHTS:

(Amount in Lakhs)

| Particulars for the Financial Year | Standalone Basis | | Consolidated Basis | |
|--------------------------------------|------------------|----------|--------------------|---------|
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| For the Period Ended | | | | |
| Total Revenue | 3,084.97 | 2,638.46 | 3084.69 | 2638.46 |
| Less Expenses | 3,915.71 | 2,581.46 | 3915.71 | 2581.46 |
| Profit before Tax | (830.75) | 57.00 | (831.02) | 57.00 |
| Tax Expenses | (6.11) | 6.22 | (6.11) | 6.22 |
| Net Profit / (Loss) for the Period | (824.64) | 50.78 | (824.92) | 50.78 |
| Other Comprehensive Income/(Loss) | (5.29) | 16.46 | (5.29) | 16.46 |
| Total Comprehensive Income/(Loss) | (829.93) | 67.25 | (830.21) | 59.64 |

The Company has prepared the Standalone & Consolidated Financial Statements in accordance with the applicable Indian Accounting Standards as prescribed under Section 133 of the Companies Act 2013 ("the Act") read with the relevant rules and generally accepted accounting principles in India.

OPERATIONAL REVIEW & STATE OF COMPANY'S AFFAIRS:**a) Fertilizer Division: -**

The Company has produced 7585.511 M.T. SSP and sold 9893.650 M.T. SSP during the year ended 31st March, 2023.

Due to increased cost of Prime Raw Material (i.e. Imported Rock Phosphate) and inadequate working capital limits, company's performance has severely affected and management has approached present & other bankers to consider the enhancement of Working Capital limits which are under process and company may be able to get higher Working Capital limits to increase production and sales gradually with better results. We have marketing tie up arrangement with M/s. Greenstar Fertilizers Limited, (GFL) for 25,000 M.T. and with our own marketing set up for 15,000 MT, company anticipate total sale of 40,000 M.T. with revenue of Rs.70 Crore.

b) Anchaviyo Resort: -

During current year, resort division has increased sales by 84% as compared to last year. Working Capital limits were sanctioned by Saraswat Co-op Bank Ltd, resort is well settled with BRAND image in Mumbai and with 46 rooms of theme-based units spread over 10 acre of landscape area with excellent services and facilities.

Anchaviyo resort is recognized with prestigious rewards in hospitality sector. Considering the fabulous response for destination wedding, corporate events and functions, management is planning for expansion of resort with 125 rooms in phase manner.

c) Realty Division:-

Management is happy to inform that all permissions and approvals have been received for construction of residential tower - Wembley Stilt + 6 level parking + 25 residential floors.at Majiwada, Thane. Further to this, company will acquire additional FSI to construct this tower upto 58 floors in next 3 years' time with 4,00,000 Sq. Ft. saleable area. Company has availed construction project finance from Saraswat Co-op Bank to start project in full swing and expected revenue will be Rs.700-800 Crores in phase manner.

DIVIDEND:

Your Directors do not recommend any dividend for the year ended 31st March, 2023 due to conservation of profits for growth and development of the company.

RESERVES:

Your Directors do not propose to transfer any amount to the reserves.

SHARE CAPITAL OF THE COMPANY:

During the year under review, the Company has sub-divided its Equity Shares having nominal value of Rs. 10/- (Rupees Ten Only) each fully paid-up into 10 (Ten) Equity Shares having nominal value of Rs. 1/- (Rupees One Only) each fully paid-up.

The Paid up Equity Share Capital, as at 31st March, 2023 was Rs. 5,28,55,110/- divided into 5,28,55,110 Equity shares having face value of Rs. 1/- each fully paid up. Further, the Company has neither issued any shares not granted any stock options or sweat equity during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis as prescribed under Part B of Schedule V read with Regulation 34(3) of the Listing Regulations 2015 is provided in "**Annexure A**" of this report.

SUBSIDIARIES, ASSOCIATE COMPANIES & JOINT VENTURES:

During the year, the Company has divested 26% of its stake held in the Associate Company Mol Chem Limited at a consideration of Rs. 26,72,218/- (Rupees Twenty-Six Lakh Seventy-Two Thousand Two Hundred and Eighteen Only) subject to adjustment of final sale price in accordance with the Share Purchase Agreement. Consequent to the said disinvestment, Mol Chem Limited ceased to be an Associate of the Company. The details of Associate Company containing salient features of financial statement in 'AOC-1' are shown in **Annexure "B"** which forms part of the report.

Further, the Company does not have any Subsidiary, Associate Company or Joint Venture as on 31st March, 2023.

DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Vijal Yogendra Patel (DIN: 06882828), Whole-Time Director of the Company, is due to retire by rotation at the ensuing 38th Annual General Meeting and being eligible, has offered himself for re-appointment.

During the year under review, the Company with the approval of shareholders through Postal Ballot, has regularized the appointment of Shri. Hemant Nandkishor Bataviya (DIN: 09535784) and Shri. Kalpesh Chandrakant Shah (DIN: 09501247) from Additional Directors (Independent) to Non-Executive Independent Directors for a period of 5 Years with effect from 31st March, 2022 till 30th March, 2027 respectively.

Furthermore, during the 37th Annual General Meeting, the Shareholder's has granted approval for the re-appointment of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as an Independent Director for a period of 5 (Five) years with effect from 30th May, 2023, till 29th May, 2028.

Composition and other details of Board of Directors on 31st March, 2023 is annexed herewith as **Annexure D**. The Directors appointment and remuneration is in accordance with the Nomination and Remuneration Policy and Policy on Board Diversity as adopted by the Company.

In terms of section 203 of the Companies Act, 2013 following are the Key Managerial Personnel (KMP) of the Company

| Sr. No. | Name of the Person | Designation |
|---------|---------------------------|--|
| 1. | Shri. Yogendra D. Patel | Chairman & Managing Director |
| 2. | Shri. Akshay Kumar | Company Secretary & Compliance Officer |
| 3. | Shri. Kantilal. N. Jethwa | Chief Financial Officer |

During the year, Shri. Arvind J. Chakote tendered his resignation from the position of Company Secretary & Compliance Officer on 7th July, 2022. To fill this vacancy, Shri. Jay Ramesh Mehta was appointed as the Company Secretary cum Compliance officer effective from 8th July, 2022.

Furthermore, on 5th November, 2022, Shri. Jay Ramesh Mehta stepped down from his role as Company Secretary & Compliance Officer. To address this newly created vacancy, Shri. Akshay Kumar Jangara was appointed as the Company Secretary cum Compliance officer effective from 6th November, 2022.

Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and they have registered their names in the Independent Directors Data Bank. In the opinion of the Board they fulfil the conditions of independence as specified in the Act and rules made thereunder and there has been no change in the circumstances affecting their status as Independent Directors of the Company.

FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS:

In compliance with the requirements of SEBI Listing Regulations, the company has put in place a familiarisation program for Independent Directors' to familiarize them with their role, rights & responsibilities as Directors, the operations of the Company, business overview, etc.

The details of Familiarisation program are explained in the Corporate Governance Report and the same is also available on the website of the Company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, were not applicable to the Company for the financial year ended 31st March, 2023.

MEETINGS OF THE BOARD

The details of the composition of the Board and its Committees and the number of meetings held and the attendance of Directors in such meetings are provided in the Corporate Governance Report as a separate section in **Annexure D** which forms a part of the Annual Report. There have been no instances during the year where the recommendations of the Board Committees were not accepted by the Board.

BOARD AND COMMITTEE EVALUATION

The Board and Committee Evaluation are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The evaluation process consisted of various aspects of the functioning of the Board and its committees, such as composition, experience and competencies, performance of specific duties and obligations, governance issues etc. The Board also carried out the evaluation of the performance of Individual Directors based on criteria such as contribution of the director at the meetings, strategic perspective or inputs regarding the growth and performance of the Company etc. The Directors were evaluated on aspects such as attendance, contribution at Board/Committee Meetings and guidance/ support to the Management outside Board/Committee Meetings.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

RISK MANAGEMENT:

The provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to formation of Risk Management Committee is not applicable to the company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Directors have laid down internal financial controls to be followed by your Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The company has adopted accounting policies, which are in line with the accounting standards and the Companies Act, 2013. The Audit Committee evaluates the internal financial control system periodically.

RELATED PARTY TRANSACTIONS

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company. There is no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Suitable disclosures on related party transactions as required by the Indian Accounting Standard are made in the notes to Financial Statement.

REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance as required under Regulation 34 read with Schedule V of the SEBI Listing Regulations, 2015, forms part of this Annual Report. The requisite certificate from Mr. Prabhat Maheshwari, Partner, M/s. GMJ & Associates, Practicing Company Secretaries (Membership No. F2405, COP No. 1432), which forms an integral part of this Report, are set out as separate Annexures, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Schedule V is attached to the Report on Corporate Governance.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are operating effectively and adequately.

LOANS, GUARANTEE OR INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Notes to the Financial Statements forming part of the Annual Report.

AUDITORS AND AUDIT REPORTS:**Statutory Auditor:**

M/s. Verma Mehta & Associates, Chartered Accountants, (Firm Registration No. 112118W), who are statutory Auditors of your Company hold office until the conclusion of the 38th AGM to be held on 29th September, 2023.

The Board has recommended the appointment of M/s. Desai Saksena & Associates, Chartered Accountants, (Firm Registration No. 102358W), statutory auditors of the Company in the place of the retiring auditors, M/s. Verma Mehta & Associates, for a term of five consecutive years, from the conclusion of the ensuing 38th Annual General Meeting of the Company till the conclusion of the 42nd Annual General Meeting to be held in the year 2028, for approval of shareholders of the Company, based on the recommendation of the Audit Committee in compliance with the mandatory rotation of auditors as per provisions of the Companies Act, 2013.

Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed M/s. GMJ & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure 'C'** and forms an integral part to this report.

Cost Audit:

As per the requirement of the Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company has been carrying out audit of the cost records.

The Board of Directors, on the recommendation of the Audit Committee, has appointed **M/s. Tapan Chattopadhyay & Associates**, Cost Accountants (FRN: **PROP/101121**), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 at a remuneration of Rs. 50,000/- plus taxes as may be applicable and out of pocket expenses. As required under the provisions of the Companies Act, 2013, a resolution seeking member's approval for remuneration payable to the Cost Auditor forms a part of the Notice convening the 38th Annual General Meeting.

Internal Audit:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 the Board on the recommendation of the Audit Committee has appointed M/s. Udeshi & Co., Chartered Accountants having a Registration No. **130840W** as Internal Auditors of the Company.

Auditor's observations:

The observations of the auditors contained in their report have been adequately dealt with in the Auditors reports which are self-explanatory.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, with respect to Director Responsibility Statement it is hereby confirmed that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACTS OF ANNUAL RETURN

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31st March, 2023 can be accessed on the Company's website at www.bharatagri.com.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in **Annexure 'D'** to this report.

PARTICULARS OF EMPLOYEES:

Disclosure with respect to remuneration of Directors, KMPs and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure 'E'** and forms an integral of this report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with Secretarial Standards 1 and 2, issued by the Institute of Company Secretaries of India.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism/Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism/Whistle Blower policy has been posted on the Company's website at www.bharatagri.com.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to create and maintain an environment in which employees can work together without fear of sexual harassment, exploitation or intimidation. A Complaint Redressal Committee has been set up by the Company to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the Financial Year 2022-23, no complaints were received.

AUDIT COMMITTEE:

In accordance with the provisions of the Regulation 18 of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, the Company is having an Audit Committee. The Committee acts in accordance with the terms of reference specified from time to time by the Board. The details of the terms of Audit Committee and other details are explained in the Corporate Governance Report.

REMUNERATION & NOMINATION POLICY:

The Board of Directors on the basis of the recommendation of the Nomination & Remuneration Committee has framed a policy which lays down a framework in relation to the remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

GENERAL DISCLOSURES:**Public Deposits:**

The Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Material Changes and Commitments affecting Financial Position between the end of the Financial Year and Date of Report:

There were no material changes affecting the financial position of the Company between the end of the financial year and date of report.

Changes in Nature of Business:

No significant changes had been made in the nature of the business of the Company during the financial year ended 31st March, 2023.

Significant and material orders passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators or Courts that would impact the going concern status of the Company and its future operations during the financial year ended 31st March, 2023.

Depository Services:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE842D01029. Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

Code of Conduct:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website www.bharatrealty.co.in. All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

Sexual Harassment:

The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. During the year under review, no complaints were reported.

Safety, Environment Control and Protection:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

Listing:

The Company's Shares are listed on BSE Limited, Mumbai.

Internal Financial Control and their adequacy:

The company has in place adequate, internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The company has adopted accounting policies, which are in line with the accounting standards and the Companies Act, 2013.

Details of application made or proceeding pending under insolvency and bankruptcy code, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and financial institutions:

The company has not entered into one time settlement of loans from banks and financial institutions. Hence the said clause is not applicable to the company for the financial year ended 31st March, 2023.

Reporting of Frauds:

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act & Rules framed thereunder either to the Company or to the Central Government.

APPRECIATION:

Your Directors wish to place on record their sincere appreciation to the Central Government, State Government, Thane Municipal Corporation, Agricultural Department, Company's Banker, Shareholders, Customers and business consultants for their valued co-operation and support at all times.

Your Directors also wish to place on record their appreciation for hard work, solidarity, co-operation and support of employees at all levels.

**For and on behalf 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

**Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)**

Date: 22nd May, 2023

Place: Mumbai

ANNEXURE "A"**MANAGEMENT DISCUSSION & ANALYSIS REPORT****FERTILISER DIVISION:**

During the fiscal year 22-23, our company faced challenges as we were unable to secure the necessary support from our existing bankers to meet our working capital requirements. This situation had repercussions, including the inability to import raw materials at the lower prevailing prices, which later tripled due to the Ukrainian war.

As we move forward into the current fiscal year 23-24, our promoters have taken the strategic decision to explore additional working capital options from alternative banking sources through an ODAP. This move is aimed at boosting our revenue and profit margins, leveraging the favourable industry conditions, especially once we have sufficient rainfall.

In an effort to diversify our product portfolio and capture value-added revenue, we are introducing Zincated and Boronated SSP/GSSP in the current year. This expansion allows us to offer diversified phosphatic fertilizers without the need for significant additional capital investment.

Furthermore, we are actively engaged in discussions with IPL (Indian Potash Ltd), one of India's most reputable and longstanding fertilizer traders since 1955, regarding the marketing of SSP in the state of Maharashtra. In addition to our existing marketing setup with M/s. Greenstar Fertilizers Limited, we are also exploring the possibility of leasing a fertilizer unit under more favourable terms as a contingency plan.

These strategic moves reflect our commitment to adapt and thrive in the face of challenges and opportunities in the fertilizer industry, ultimately aiming to enhance our revenue, profits, and market presence.

REALTY DIVISION:

The company has successfully secured a range of crucial permissions, approvals, and consents from various regulatory bodies, including TMC, CFO, MOEF, and Civil Aviation. Additionally, we have obtained RERA (Real Estate Regulatory Authority) registration for our ambitious Phase-2 residential project. This project encompasses the development of approximately 400 1/2/3 BHK flats in the iconic G-TOWER, known as Wembley, a soaring tower with G+58 floors.

Wembley is strategically located in the prominent area of Majiwada, Thane (West), making it a prestigious addition to the Thane cityscape. The commencement of construction for Wembley is scheduled for October 2023, with an estimated completion timeframe of 3 to 4 years. The project is expected to generate substantial revenue, ranging from Rs 700 to 800 crore, based on prevailing market prices.

This development marks a significant milestone for our company as we near the completion of our Thane project, solidifying our presence and impact in the region. Our commitment to quality and adherence to regulatory standards ensure that Wembley will be a testament to our dedication to delivering exceptional living spaces to our valued customers.

Company is also in process of searching further JV project in Mumbai and other two tier city area in future like Ahmedabad, Indore & Pune etc.

ANCHAVIYO RESORT HOSPITALITY DIVISION:

The resort has shown remarkable recovery following the COVID-19 recession and has achieved its highest revenue and occupancy levels in the last seven years. This success has been possible due to the excellent support received from our bankers, who have facilitated further development of our theme-based rooms, increasing them from the current 46 to 125 in the next two years. This expansion will position the resort as an ideal destination for weddings accommodating 300 to 350 guests.

In addition to our core hospitality offerings, we have received offers for various corporate events, wedding photo shoots, film and serial shoots, solidifying our resort's brand recognition as "ANCHAVIYO." This success is the result of the hard work and dedication of our promoters, who have diversified our business in the hospitality sector.

Presently, our company owns 120 acres of freehold land in Wada, Palghar district, in Maharashtra, and we are in the process of acquiring an additional 30 acres of land, bringing our total land parcel to 150 acres in the near future. We are also exploring opportunities for foreign participation in ventures such as amusement parks, golfing parks, and other entertainment businesses through joint ventures. These initiatives will leverage our excess realty business surplus and contribute to the development of our Wada land.

Our plans include introducing farm plotting and bungalow schemes at the appropriate time, once we obtain the necessary NOCs and permissions from the relevant authorities. This strategic diversification aligns with our conservative approach and leverages the promoters' extensive experience and unity.

Our commitment to diversification and progress, combined with our existing infrastructure, positions us for success in our proposed divisions. We anticipate that these endeavours will yield better revenue, profits, and returns for our shareholders in the future.

**For and on behalf 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

**Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)**

Date: 22nd May, 2023

Place: Mumbai

ANNEXURE "B"**FORM AOC-1****(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)****Statement containing salient features of the financial statement of associate companies****Part "B": Associates****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

(Information in respect of each Associate to be presented with amounts in Rs.)

| Name of the Associates | Mol Chem Limited* |
|---|--|
| 1. Latest audited Balance Sheet date | 31 st March, 2023 |
| 2. Date on which the Associate was associated or acquired | 7 th November, 2015 |
| 3. Shares of Associate held by the company on the year end | |
| No. | 13,22,880 |
| Amount of Investment in Associates | 35,05,632 |
| Extent of Holding (in percentage) | 26% |
| 4. Description of how there is significant influence | Control of more than 20% of total share capital. |
| 5. Reason why the associate is not consolidated | N.A |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet | (1,00,01,314.44)/- |
| 7. Profit or Loss for the year | (9,05,66,788.00)/- |
| i. Considered in Consolidation | -- |
| ii. Not Considered in Consolidation | -- |

**During the year, the Company has divested 26% of its stake held in the Associate Company Mol Chem Limited at a consideration of Rs. 26,72,218/- (Rupees Twenty-Six Lakh Seventy-Two Thousand Two Hundred and Eighteen Only) subject to adjustment of final sale price in accordance with the Share Purchase Agreement. Consequent to the said disinvestment, Mol Chem Limited ceased to be an Associate of the Company*

**For and on behalf 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

**Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)**

Date: 22nd May, 2023**Place: Mumbai**

ANNEXURE C
FORM NO.MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Bharat Agri Fert & Realty Limited
301, 3rd Floor, Hubtown Solaris,
N. S. Phadke Marg,
Near Gokhale Bridge,
Andheri (East),
Mumbai- 400 069.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bharat Agri Fert & Realty Limited** (hereinafter called “**the Company**”) bearing CIN: L24100MH1985PLC036547. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the Ccompany and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Ccompany has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
- iii. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) viz:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. *The Company is maintaining the structured digital database in excel sheets and is in the process of finalizing the provider of software.*
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the following:

| Sr. No | Compliances Requirement (Regulations/circulars/guidelines including specific clauses) | Regulation /Circular No. | Deviations | Action taken by | Type of Action |
|--------|---|----------------------------------|---|-----------------|--|
| 1. | Regulation 33 of the SEBI (LODR) | Regulation 33 of the SEBI (LODR) | The listed entity had failed to submit quarterly consolidated | BSE Limited | A fine of Rs.88,500/- (Inclusive of GST) |

| | | | |
|---|--------------------|--|---|
| Regulations, 2015 pertaining to submission of the financial results within the period prescribed under this regulation. | Regulations, 2015. | financial results to the stock exchange within the period prescribed under this regulation for the quarter ended on 31 st December, 2022. | was levied by BSE Limited for non-submission of the consolidated financial results for the quarter ended on 31 st December, 2022 within the period prescribed under the said regulation. |
|---|--------------------|--|---|

- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable during the period of audit].**
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Formerly known as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014]; **[Not applicable during the period of audit].**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not applicable during the period of audit].**
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[Not applicable during the period of audit].**
- i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **[Not applicable during the period of audit].**
- vi. We have relied on the representation(s) made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations which are mentioned as under:
- The Fertilizer Control Order;
 - The Development Control Regulations for Greater Mumbai, 1991;
 - The Maharashtra Ownership Flats Act, 1963;
 - Maharashtra Real Estate Regulatory Authority;
 - The Environment (Protection) Act, 1986;
 - The Air (Prevention and Control of Pollution) Act, 1981;
 - The Factories Act, 1948 and Rules made thereunder;

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India;
- The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Committee Meetings, agenda, detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided and the representation made by the Chief Financial Officer/Company Secretary, taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, etc. referred to above.

- a. During the year under review, the Company has made disinvestment of 13, 22, 880 equity shares of Rs. 10 each of Mol Chem Limited for a consideration of Rs. 26,72,218/- (Rupees Twenty Six Lakh Seventy Two Thousand Two Hundred and Eighteen Only) subject to adjustment of final sale price in accordance with the Share Purchase Agreement. Consequent to the said disinvestment, Mol Chem Limited ceases to be an Associate of the Company with effect from 31st March, 2023.
- b. The Company has successfully renewed its marketing partnership with SPIC (Greenstar Fertilizers Ltd) for 25,000 metric tons (M.T) of SSP fertilizer for the fiscal year 2023-24. Furthermore, the Company is currently in the process of finalizing a marketing arrangement with Indian Potash Ltd for an additional 30,000 M.T. This is in addition to the 15,000 M.T of SSP sales that will be managed through the Company's own marketing network. The Company is optimistic about generating revenue in the range of Rs. 80 to 85 Crore, contingent upon the renewal of the NBS policy by the Department of Fertilizer (DOF).

For GMJ & ASSOCIATES

Company Secretaries

ICSI Unique Code P2011MH023200

[CS PRABHAT MAHESHWARI]

PARTNER

M. No. : FCS 2405

COP No.: 1432

UDIN : F002405E000350643

PEER REVIEW CERTIFICATE NO.: 647/2019

DATE: 22ND MAY, 2023

PLACE: MUMBAI

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I

To,
The Members,
Bharat Agri Fert & Realty Limited
301, 3rd Floor, Hubtown Solaris,
N. S. Phadke Marg,
Near Gokhale Bridge,
Andheri (East),
Mumbai- 400 069.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & ASSOCIATES
Company Secretaries
ICSI Unique Code P2011MH023200

[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No.: 1432
UDIN : F002405E000350643
PEER REVIEW CERTIFICATE NO.: 647/2019

DATE: 22ND MAY, 2023
PLACE: MUMBAI

ANNEXURE "D"**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Information as per Section 134(3) (m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2023 is given below and forms a part of the Directors' Report.

A. CONSERVATION OF ENERGY:**(i) The steps taken or impact on conservation of energy;**

The Company has made concrete efforts for enhancement in the capacity utilization, cost competitiveness and quality through systematic process monitoring and adherence to technological norms.

(ii) The Steps taken by the company for utilising alternate sources of energy;

The Company has made Installation of specially designed burner nozzles and furnaces to stop furnace oil consumption in granulating process by adopting use of Agricultural waste (Bio-Coal).

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

| A. POWER & FUEL CONSUMPTION | April-2022 to March-2023 | April-2021 to March-2022 |
|--|-------------------------------------|-------------------------------------|
| (a) Purchased Units rate per unit | 12.00 | 10.53 |
| (b) Own generation | | |
| Company has installed two nos. of Kirloskar make 180 KVA Diesel Generating Sets. | | |
| Units per Liter of Diesel Oil | - | - |
| Average cost per liter | - | - |
| B. CONSUMPTION PER UNIT OF PRODUCTION | Units | Units |
| Powder Super Phosphate per ton | 25 | 23 |
| Granulated super phosphate per ton | 20 | 20 |

(iii) The Capital investment on energy conservation equipment's;

Studies to reduce energy consumption of existing unit are on and suitable investment will continue to be made in these areas.

C. TECHNOLOGY ABSORPTION:

(i) the efforts made towards technology absorption during the year under review are: **-NOT APPLICABLE**

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution: **-NOT APPLICABLE**

v) FOREIGN EXCHANGE EARNINGS AND OUTGO:

| PARTICULARS | AMOUNT (In Lakhs) |
|--------------------------|---|
| Foreign Currency Outgo | Rs. 586.98 lacs (P.Yr. Rs. 646.09 lacs) |
| Foreign Currency Earning | NIL |

For and on behalf 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

Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)

Date: 22nd May, 2023

Place: Mumbai

ANNEXURE E
(Forming part of the Directors' Report)

Statement of Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during the financial year 2022-23 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022 - 23 are as under:

| Sr.No. | Name of the Director/ Key Managerial Personnel ("KMP") | Designation | Ratio of remuneration of each Director to median remuneration of Employees | Percentage increase in Remuneration |
|--------|--|------------------------------------|--|-------------------------------------|
| 1 | Shri. Yogendra D Patel | Chairman & Managing Director | -- | (100)* |
| 2 | Smt. Anjni Y Patel | Whole-time Director | -- | (100)* |
| 3 | Ms. Chandni Y Patel | Whole-time Director | -- | (100)* |
| 5 | Shri. Vijal Y Patel | Whole-Time Director | -- | (100)* |
| 6 | Shri. Kantilal N Jethwa* | Chief Financial Officer & Director | 2.54 | 133.33* |
| 7 | Mr. Jay Mehta* | Company Secretary | -- | NA |
| 8 | Mr. Akshay Kumar** | Company Secretary | -- | NA |

*Since none of the Directors is being paid any remuneration, hence aforementioned ratio for the financial year cannot be ascertained.

- ii. The average percentage increase made in the salaries of employees in the financial year 2022- 23 was - 44.34% and average increase in the managerial remuneration paid to Key Managerial Personnel was 133.33%.

Note: * Mr. Jay Mehta has appointed on w.e.f 8th July, 2022 and resigned on 5th November, 2022, hence comparable figures are not available.

**Mr. Akshay Kumar - Appointed as a Company Secretary w.e.f. 7th November, 2022, hence comparable figures are not available.

- iii. The Company has 45 permanent employees on the rolls of the Company as on 31st March, 2023.

- iv. Other Details

| Sr. No. | Particulars | Remarks |
|---------|--|--|
| 1 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year | The Company's reward principle is influenced by individual performance as well as various factors operating in competitive market practice and cost considerations. The salary increases that were made during the year was based on the individual performance as well as the Company's market competitiveness. |
| 2 | Percentile increase in managerial remuneration | Considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. |

- v. It is affirmed that the remuneration is as per the remuneration policy of the Company.

- vi. The names of the top ten employees in terms of remuneration drawn and the name of every employee, who:-

- a. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees: **Not Applicable**
- b. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: **Not Applicable**
- c. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: **Not Applicable**

Note: Names and other particulars of every employee covered under the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are available at the registered office of the Company, and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee.

**For and on behalf 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

**Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)**

Date: 22nd May, 2023

Place: Mumbai

**ANNEXURE TO DIRECTORS' REPORT
REPORT ON CORPORATE GOVERNANCE**

Pursuant to Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") a report on compliance with the Corporate Governance for the year ended 31st March, 2023 is detailed below:-

A. BOARD

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and social expectations. Good Corporate Governance practices stem from the culture and mindset of the organization and at Bharat Agri Fert & Realty Limited (BAFRL) we are committed to do business in an efficient, responsible, honest and ethical manner and to meet the aspirations of all our stakeholders.

The Company's corporate governance structure plays a pivotal role in realizing this long term goal. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized by integrity and fairness in all dealings. Critical to this, is the high degree of transparency in disclosures across all levels of stakeholder engagement, which are periodically done while maintaining the importance of reserving competitive information from being disseminated.

The Company is committed to enhance shareholders value in the fair and transparent manner and has been in the forefront for bench marking itself with the best business practices globally.

2. BOARD OF DIRECTORS:

2.1 Composition of the Board:

The Company has an optimum composition of Executive Directors and Non-Executive Directors and is in conformity with the provisions of the Companies Act, 2013 and SEBI Listing Regulations which inter alia stipulates that the Board should have an optimum combination of Executive Directors and Non-Executive Directors with at least one Woman Director and not less than fifty per cent of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

The Board comprises of 10(Ten) Directors, of which 5 (Five) are Independent Non-Executive Directors and 5 (Five) are Executive Directors. The Company has 2 (Two) Woman Directors on the Board.

All the Directors possess the requisite qualifications and experience in general corporate management, finance, business and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company.

During the year under review, the Company with the approval of shareholders through Postal Ballot, has regularized the appointment of Shri. Hemant Nandkishor Bataviya (DIN: 09535784) and Shri. Kalpesh Chandrakant Shah (DIN: 09501247) from Additional Directors (Independent) to Non-Executive Independent Directors for a period of 5 Years with effect from 31st March, 2022 till 30th March, 2027 respectively.

The Independent Directors of the Company do not draw any remuneration and they do not have any material pecuniary relationship or transaction with the Company, its promoters, its directors, its senior management and its associates which may affect the independence of the Directors.

The Composition of the Board as on 31st March, 2023, category of Directors and details of shares held by them are as under:-

| Director | Designation | No. of Equity Shares held as on 31 st March, 2023 |
|--------------------------------------|------------------------------------|--|
| Shri. Yogendra Dahyabhai Patel | Chairman & Managing Director | 8206500 |
| Smt. Anjni Yogendra Patel | Whole-Time Director | 7888720 |
| Ms. Chandni Yogendra Patel | Whole-Time Director | 215550 |
| Shri. Vijal Yogendra Patel | Whole-Time Director | 340610 |
| Shri. Kantilal Naryandas Jethwa | Chief Financial Officer & Director | 3770 0 |
| Shri. Suresh Maganlal Bhadrecha | Independent Director | Nil |
| Shri. Yogesh Shamjibhai Rathod | Independent Director | Nil |
| Shri. Chunilal Bhanji Gherwada* | Independent Director | Nil |
| Shri. Kalpesh Chandrakant Shah** | Independent Director | Nil |
| Shri. Hemant Nandkishor Bataviya *** | Independent Director | Nil |

Note:

*Shri. Chunilal Bhanji Gherwada was appointed as an Independent Director for a period of 5 Years with effect from 30th May, 2023 till 29th May, 2028.

**Shri. Kalpesh Chandrakant Shah was appointed as an Independent Director for a period of 5 Years with effect from 31st March, 2022 till 30th March, 2027.

***Shri. Hemant N Bataviya was appointed as an Independent Director for a period of 5 Years with effect from 31st March, 2022 till 30th March, 2027.

2.2 Meeting of the Board of Directors and Board Procedures:

During the financial year ended on 31st March, 2023, 12 (Twelve) Board Meetings were conducted and held on 18th May, 2022, 30th May, 2022, 7th July, 2022, 23rd July, 2022, 13th August, 2022, 5th November, 2022, 14th November, 2022, 1st February, 2023, 14th February, 2023, 24th February, 2023, 1st March, 2023 and 31st March, 2023.

The gap between two board meetings did not exceed 120 days. The Notice and agenda for the Board Meetings together with the appropriate supporting documents and papers were circulated well in advance of the meetings to enable the Board to take informed decisions.

2.3 Directors' attendance record and details of Directorships/Committee positions held:

As mandated by SEBI Listing Regulations, none of the Directors on the Board is a member of more than ten Board - level committees and chairman of more than five such committees, across all such companies in which he/she is a Director.

Further, none of the Directors of the Company serves as an Independent Director in more than seven listed companies.

The name and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting and also the number of Directorship and board - level committee positions held by them is given below:

| Sr. No. | Name of Director | Category | No. of Board Meetings (2022-2023) | | Attendance at last AGM held on 30th September, 2022 | Attendance at last EGM held on 28th February, 2023 | No of other Directorships of Companies held as on 31st March, 2023# | | No. of Chairmanship of Outside Committees held as on 31st March, 2023# | | No. of Membership of Outside Committees held as on 31st March, 2023 | |
|---------|------------------------------------|------------------------------|--------------------------------------|----------|---|--|---|---------|--|---------|---|---------|
| | | | Held | Attended | | | Public | Private | Public | Private | Public | Private |
| 1 | Shri. Yogendra D. Patel | Chairman & Managing Director | 12 | 11 | Yes | Yes | 1 | 7 | - | - | - | - |
| 2 | Smt. Anjni Y. Patel | Whole-Time Director | 12 | 11 | Yes | Yes | - | 7 | - | - | - | - |
| 3 | Ms. Chandni Y. Patel | Whole-Time Director | 12 | 11 | Yes | Yes | - | - | - | - | - | - |
| 4 | Shri. Vijal Y. Patel | Whole-Time Director | 12 | 11 | Yes | Yes | - | - | - | - | - | - |
| 5 | Shri. Kantilal N. Jethwa | Director | 12 | 12 | Yes | Yes | - | 1 | - | - | - | - |
| 6 | Shri. Suresh M. Bhadrecha | Independent Director | 12 | 9 | Yes | Yes | - | - | - | - | - | - |
| 7 | Shri. Yogesh S. Rathod | Independent Director | 12 | 7 | No | No | - | - | - | - | - | - |
| 8 | Shri. Chunilal B. Gherwada | Independent Director | 12 | 11 | Yes | Yes | - | - | - | - | - | - |
| 9 | Shri. Kalpesh Chandrakant Shah* | Independent Director | 12 | 11 | Yes | Yes | - | - | - | - | - | - |
| 10 | Shri. Hemant Nandkishor Bataviya** | Independent Director | 12 | 11 | Yes | Yes | - | - | - | - | - | - |

#Excludes Foreign companies and companies registered under Section 8 of the Companies Act, 2013.

The number of Directorships, Committee Memberships/Chairmanships of all Directors is within the respective limits prescribed under the Companies Act, 2013 (the "Act") and the Listing Regulations.

2.4 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 14th February, 2023 to review (i) the performance of the Non-Independent Directors and the Board as a whole; (ii) the performance of the Chairman of the Company by taking into consideration the view of Executive and Non- Executive Directors. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties.

2.5 Evaluation of the Board's Performance:

Pursuant to the provisions of the Companies Act, 2013 and Regulations 17 and 25 of the Listing Regulations, the Board had carried out an evaluation of the Directors as well as the evaluation of the Board and its Committees. The exercise was carried out through structured evaluation process covering various aspects of the Board's functioning such as composition of the Board and its Committees, experience and competencies, performance of specific duties, obligations and governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman, who was evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, etc.

The Board's functioning was evaluated on various aspects, including inter-alia structure of the Board, including qualifications, experience, competency of Directors, diversity of the Board, meetings of the Board including regularity and frequency, logistics, agenda, discussion and dissent, recording of Minutes, dissemination of information, functions of the Board, including role and responsibilities, strategy and performance evaluation, governance and compliance, evaluation of risks, grievance redressal of investors, conflict of interest, stakeholder value and responsibility, corporate culture and values, review of Board evaluation, facilitation of independent directors, evaluation of management's performance and feedback, independence of the management from the Board, access of the management to the Board and Board's access to the management, secretarial support, fund availability, succession plan and professional development.

Whole-time Directors including Managing Director were evaluated on aspect such as professional qualification, experience, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, commitment, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of Conduct and Business Ethics of the Company, contribution to the growth of the Company, leadership initiatives like new ideas and planning towards the growth of the Company, team work attributes and supervising and training of staff members, initiating steps for development of new brands for its products, compliance with policies, reporting of frauds, violation etc. and disclosing disclosure of interest, safeguarding the interest of whistle blowers under vigil mechanism and safeguarding of confidential information and maintaining integrity.

Chairman of the Board was evaluated on key aspects of his effectiveness of leadership and ability to steer the meetings, co-ordination, commitment, independent judgement, advice provided to the executive management, ability to keep shareholders' interest in mind and impartiality.

Areas on which the Committees of the Board were evaluated included mandate and composition effectiveness of the Committee, structure of the Committee and Meetings, independence of the Committee from the Board and contribution to decisions of the Board.

Independent Directors were evaluated on various aspects, including inter-alia qualifications, experience, knowledge and competency, fulfilment of functions, initiative, commitment, independence, independent views and judgement, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of conduct of the Company as well as the Code for Independent Directors as applicable, understanding the environment in which the company operates and contribution to strategic decision, contribution for resolving the issues at the meeting and raising valid concerns at the Board, interpersonal relations with other directors and management, objective evaluation of Board's performance, rendering independent unbiased opinion, safeguarding of confidential information and maintaining integrity.

The Nomination and Remuneration Committee (NRC) also reviewed the performance of the Board, other Committees and of the Directors. The Chairman of the NRC provided feedback to the Board as a whole as well as to the Directors on an individual basis, as appropriate.

The performance evaluation of the Independent Directors was carried out by other Board members. The performance evaluation of the Non-Independent Directors including the Executive Directors was carried out by the Independent Directors. The performance evaluation of the Chairman was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees.

2.6 Remuneration to Directors:

The details of remuneration paid for the financial year 2022-2023 are summarized below: -

(Rs. In Lakhs)

| Director | Salary, perquisites & Allowances | Sitting Fees | Commission | Total |
|----------------------------------|----------------------------------|--------------|------------|-------|
| Shri. Yogendra D. Patel | - | - | - | - |
| Smt. Anjni Y. Patel | - | - | - | - |
| Ms. Chandni Y. Patel | - | - | - | - |
| Shri. Vijal Y. Patel | - | - | - | - |
| Shri. Kantilal N. Jethwa | 7.00 | - | - | 7.00 |
| Shri. Suresh M. Bhadrecha | - | - | - | - |
| Shri. Chunilal Gherwada | - | - | - | - |
| Shri. Yogesh S. Rathod | - | - | - | - |
| Shri. Kalpesh Chandrakant Shah | - | - | - | - |
| Shri. Hemant Nandkishor Bataviya | - | - | - | - |

2.7 Code of Conduct:

The Board of Directors has laid down two separate Codes of Conduct ("Code(s)"), one for the Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities and the other for Executive Directors and Designated Persons in the Senior Management. These codes have been posted on the Company's website www.bharatrealty.co.in/ the codes lay down the standard of conduct which is expected to be followed by the Directors and by the designated persons in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with the stakeholders. All the Board members and Senior Management Personnel of the company have affirmed compliance with the Code of Conduct as applicable to them, for the year ended 31st March, 2023.

2.8 Familiarization programme:

In accordance with the requirements of the Listing Regulations and Schedule IV of the Companies Act, 2013, as amended, the Company has a programme (the "Programme") to regularly familiarise the Independent Directors (the "Independent Directors") of the Company including in relation to the business model of the Company, nature of industry in which the Company operates and the roles, rights and responsibilities of the Independent Directors.

The programme aims at enabling the Independent Directors to understand the business model of the Company and keep them updated on an on-going basis about the significant changes which occur in the industry in which the Company operates.

The Company has framed a policy for familiarization programme for Independent Directors in terms of Listing Regulations and the same is disclosed on the Company's website at www.bharatrealty.co.in/.

2.9 Matrix setting out the core skills/ expertise/ competence of the Board of Directors:

A chart/ matrix setting out the core skills/ expertise/ competencies identified by the Board of Directors in the context of the Company's businesses and sectors as required for it to function effectively and those actually available with the Board are given below:

| Sr. No. | Skills/Expertise/ Competence | Particulars |
|---------|--|---|
| 1 | Business and Expansion (Shri. Yogendra D. Patel, Smt. Anjni Y. Patel, Ms. Chandni Y. Patel, Shri. Vijal Y. Patel, Shri. Kantilal N. Jethwa, Shri. Chunilal B. Gherwada, Shri. Yogesh Rathod and Mr. Suresh M. Bhadrecha) | Established leadership skills in strategic planning, expansion strategy, innovation in hospitality industry and product delivery, specialised and experienced in human resources, management skills, succession planning, driving change and long term growth and guiding the Company towards its vision, mission and values. |
| 2 | Finance (Shri. Yogendra D. Patel, Shri. Hemant N. Bataviya, Smt. Anjni Y. Patel, Shri. Kantilal N. Jethwa, Shri. Suresh Bhadrecha, Shri Kalpesh Chandrakant Shah and Shri. Chunilal B. Gherwada) | An understanding of Finance and Financial Reporting Processes, Understanding and overseeing various risks faced by the Company and ensuring that appropriate policies and procedures are in place to effectively manage risks. |
| 3 | Governance and Regulatory oversight (Shri. Yogendra D. Patel, Shri. Kantilal N. Jethwa, Shri. Vijal Y. Patel, Ms. Chandni Y. Patel) | Devise systems for compliance with a variety of regulatory requirements, reviewing compliance and governance practices for a long term sustainable growth of the Company and protecting stakeholders' interest. |
| 4 | Sales and Marketing (Shri. Yogendra D. Patel, Smt. Anjni Y. Patel, Ms. Chandni Y. Patel, Shri. Vijal Y. Patel and Shri. Kantilal N. Jethwa. | Ability to develop strategies to increase market share through innovation, build better brand experience for customers, improve prospective customer engagement levels and help establish active customers become loyal brand followers. |

2.10 Board confirmation regarding Independence of the Independent Directors:

All the Independent Directors of the Company have given their respective declaration/ disclosures under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfil the independence criteria as specified under Section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board based on the disclosures received from all the Independent Directors, the Independent Directors meet the criteria of 'Independence' specified in the Regulation 16(1) of the Listing Regulations and Section 149(6) of the Act and the Rules made thereunder and are independent of the Management as required under Regulation 25 of the Listing Regulations.

2.11 Resignation of an Independent Director:

During the year under review, none of the independent directors has resigned.

3. AUDIT COMMITTEE:

3.1 Composition, Meeting and Attendance:

The Company has a qualified and Independent Audit Committee comprising of Two Non-Executive Independent Directors and One Executive Director. The broad terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before it is adopted by the Board, review of internal audit report, internal control system, audit methodology and process, major accounting policies and practices, compliance with accounting standards. Committee also reviews the legal compliance reporting system. The Company Secretary acts as the Secretary to the Committee.

The particulars of the Members of Audit Committee and their attendance at the Meetings are as under:

| Name of Director | Designation | Category of Directorship | No. of Meetings during the Year | |
|----------------------------|-------------|---------------------------------------|---------------------------------|----------|
| | | | Held | Attended |
| Shri. Suresh M. Bhadrecha | Chairman | Non - Executive, Independent Director | 5 | 4 |
| Shri. Kantilal N. Jethwa | Member | Executive Director | 5 | 5 |
| Shri. Chunilal B. Gherwada | Member | Non - Executive, Independent Director | 5 | 5 |

The Audit Committee meetings were held on 30th May, 2022, 13th August, 2022, 14th November, 2022, 14th February, 2023 and 1st March, 2023 and their attendance is mentioned in the above table.

3.2 Terms of reference:

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations specified under Regulation 18 read with Part C of Schedule II as well as in Section 177(4) of the Companies Act, 2013 and are as follows:

- Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, re-appointment and, if required, the replacement of statutory auditor and the fixation of audit fee;
- Approval of payment to statutory auditors for any other services rendered by statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for their approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications, if any, in the draft audit report.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for their approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer

document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Reviewing with the management, performance of statutory and internal auditors and adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with internal auditors on any significant findings and following up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Investigating the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company whenever it is necessary; and
- Evaluation of Internal Financial Controls and risk management systems.

3.3 The additional terms of reference of the Audit Committee are as under:

- Laying down risk assessment and minimization procedures and the procedures to inform the Board of the same;
- Framing, implementing, reviewing and monitoring the risk management plan for the Company; and
- Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Audit Committee.

3.4 Powers:

As enumerated in Regulation 18 of the SEBI Listing Regulations, the Audit Committee, inter-alia, has the following powers:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

3.5 Mandatory review of information

In accordance with Para B of Part C of Schedule II to the Listing Regulations, the Audit Committee shall mandatorily review the following information:-

- Management Discussion and Analysis of financial conditions and results of operations;
- Statement of significant related party transactions, submitted by the management;
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- Statement of Deviations:

- a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange in terms of Regulation 32(7) of the Listing regulations.
- b. Annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.

4. NOMINATION & REMUNERATION COMMITTEE:

The Board constituted the Nomination and Remuneration Committee ("NRC") for reviewing and recommending the remuneration payable to the Directors and Senior Executives of the Company and assisting the Board with respect to the process of appointment or re-election of Chairman of the Board of Directors and other Executive and Non-Executive Directors.

4.1 Composition, Meetings and Attendance:

Nomination & Remuneration Committee comprises of three Non-Executive Directors, all of whom are Independent Directors. The broad terms of reference of the Nomination & Remuneration Committee are in consonance with the provisions of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

The particulars of Members of Nomination & Remuneration Committee and their attendance at the Meetings are as under:

| Name of Director | Designation | Category of Directorship | No. of Meetings during the Year | |
|----------------------------|-------------|---------------------------------------|---------------------------------|----------|
| | | | Held | Attended |
| Shri. Chunilal B. Gherwada | Chairman | Non - Executive, Independent Director | 4 | 3 |
| Shri. Suresh M. Bhadrecha | Member | Non - Executive, Independent Director | 4 | 4 |
| Shri. Hemant N. Bataviya | Member | Non - Executive, Independent Director | 4 | 4 |

The Nomination and Remuneration Committee Meeting was held on 18th May, 2022, 7th July, 2022, 5th November, 2022 and 14th February, 2023 and their attendance is mentioned in the above table.

4.2 Terms of reference:-

The terms of reference of the Committee are in line with the requirements of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II to the Listing Regulations which are as under:-

- To assist the Board of Directors with the process of appointment or re-election of Chairman of the Board of Directors and other Non-Executive and Executive Directors. In this regard, the NRC shall adhere to the following:
 - a. For the appointment/re-election of the Chairman of the Board and with a view of reaching unequivocal consensus of the Members of the Board on the candidate, the Chairman of the NRC shall conduct a consultation with the Members of the Board and report the conclusion to the Board, after having discussed the same with the Members of the NRC;
 - b. To submit to the Board the names of candidates for new Members of the Board and to make relevant proposals to the Board in the event of renewal, resignation or possible retirement of any existing Member of the Board. With regard to proposals for appointment of Members of the Board, the NRC shall discuss with the Board, the Board's equilibrium criteria and profile of the candidate.
- To draft procedures and propose modifications thereof for the appointment of Members of the Board and Managing Director;
- To assist the Board of Directors in formulating and implementing the Remuneration policy of the Company vis-à-vis the Executive Directors of the Company;
- To recommend to the Board of Directors, the terms of compensation of the Executive Directors;

- To recommend compensation to the Non-Executive Directors in accordance with the provisions of the Companies Act, 2013;
- To approve any changes in the system of remuneration of the Company's senior executives;
- To prepare remuneration report to be included in the report on corporate governance forming part of the annual report of the Company;
- To consider and administer the ESOP Scheme and to formulate the detailed terms and conditions of the ESOP scheme including the following matters:
 - a. The quantum of options to be granted under an employee stock option scheme per employee and in aggregate;
 - b. The conditions under which options vested in employees may lapse in case of termination of the employment for misconduct;
 - c. The exercise period within which the employee should exercise that option and that option would lapse on failure to exercise the option within the exercise period;
 - d. The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of the employee;
 - e. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - f. The procedure for making fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issue, bonus issues, merger, sale of division and others. In this regard the following shall be taken into consideration by the NRC:-
 - (i) the number and the price of stock options shall be adjusted in a manner such that the total value of the stock options remains the same after the corporate action;
 - (ii) for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered;
 - (iii) the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the option holders.
 - g. The grant, vest and exercise of option in case of employees who are on long leave and
 - h. The procedure for cashless exercise of option.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, to recommend to the Board their appointment and removal and shall carry out the performance evaluation of each of the Directors of the Company including Independent Directors.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- The NRC while formulating the above policy shall ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel, and senior management involves balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- To devise a policy on diversity of Board of Directors.
- To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

4.3 Performance evaluation criteria for Independent Directors:-

Independent Directors are evaluated on parameters such as qualifications, experience, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, commitment, independence, independent views and judgement, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of conduct of the Company as well as the Code for Independent Directors, as applicable, understanding the environment in which the company operates and contribution to strategic decision, contribution for resolving the issues at the meeting and raising valid concerns at the

Board, interpersonal relations with other Directors and management, objective evaluation of Board's performance, rendering independent unbiased opinion, safeguarding of confidential information and maintaining integrity.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee ("SRC") has been constituted for the redressal of the grievances of security holders of the Company.

5.1 Composition, Meetings and Attendance:

Stakeholders Relationship Committee comprises of Two Non-Executive Independent Directors and One Executive Director. The broad terms of reference of the Stakeholders Relationship Committee are in consonance with the provisions of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations.

| Name of Director | Designation | Category of Directorship | No. of Meetings during the Year | |
|----------------------------|-------------|---------------------------------------|---------------------------------|----------|
| | | | Held | Attended |
| Shri. Suresh M. Bhadrecha | Chairman | Non - Executive, Independent Director | 5 | 4 |
| Shri. Kantilal N. Jethwa | Member | Executive Director | 5 | 5 |
| Shri. Chunilal B. Gherwada | Member | Non - Executive, Independent Director | 5 | 4 |

The Stakeholders Relationship Committee meetings were held on 30th May, 2022, 7th July, 2022, 13th August, 2022, 14th November, 2022 and 14th February, 2023 and their attendance is mentioned in the above table.

5.2 Terms of reference:

The terms of reference of the Stakeholders Relationship Committee include the following:

- Redressal of Shareholders'/Investors' complaints;
- Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate and new share certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, annual report of the Company;
- Carrying out any other function contained in the Listing Regulations; and
- To consider and resolve the grievance of the stakeholders of the Company.

The Company has appointed Link Intime India Private Limited as Registrars and Share Transfer Agents of the Company for carrying out all the work relating to shares of the Company.

DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED, NOT SOLVED AND PENDING TRANSFERS:

The total number of complaints received during the year from 01.04.2022 to 31.03.2023: **2 (Two)**

The total number of complaints not resolved during the year from 01.04.2022 to 31.03.2023: **Nil**

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Company is having in place a "Corporate Social Responsibility" (CSR) Committee as required under Section 135 of the Companies Act, 2013.

6.1 Composition, Meetings and Attendance:

Corporate Social Responsibility (CSR) Committee comprises of One Non-Executive Independent Director and Two Executive Directors. The broad terms of reference of the Corporate Social Responsibility (CSR) are in consonance with the provisions of Section 135 of the Companies Act, 2013.

| Name of Director | Designation | Category of Directorship | No. of Meetings during the Year | |
|---------------------------|-------------|---------------------------------------|---------------------------------|----------|
| | | | Held | Attended |
| Shri. Suresh M. Bhadrecha | Chairman | Non - Executive, Independent Director | 1 | 1 |
| Shri. Kantilal N. Jethwa | Member | Executive Director | 1 | 1 |
| Shri. Vijal Y. Patel | Member | Executive Director | 1 | 1 |

The Meeting of the CSR Committee was held on 30th May, 2022.

6.2 Terms of reference:

The terms of reference of the CSR Committee include the following:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the activities in connection with Corporate Social Responsibility to be undertaken by the Company in accordance with Section 135 of the Companies Act, 2013; and
- To monitor the Corporate Social Responsibility Policy of the Company from time to time.

7. RISK MANAGEMENT COMMITTEE:

The Board in its meeting dated 30th May, 2016 has dissolved the Risk Management committee in view of its applicability only to top 1000 listed entities as per Regulation 21 of the SEBI (Listing Regulations and Disclosure Requirements) Regulation, 2015.

8. GENERAL BODY MEETINGS:

8.1 Location, date, time of the Annual General Meeting (AGM) held and the special resolutions passed thereat for the last 3 years are as under:

| Sr. No. | Financial Year | Annual General Meeting | Date | Time | Location | Particulars of Special Resolution | Passed |
|---------|----------------|------------------------|------------|---------|-----------------------------------|--|---------------------------------|
| 1 | 2019-2020 | 35 th | 29.09.2020 | 2.30 PM | Through Video Conferencing ("VC") | There were no Special Resolutions. | -- |
| 2 | 2020-2021 | 36 th | 29.09.2021 | 3.30 PM | Through Video Conferencing ("VC") | <p>ITEM NO. 4: Re-appointment of Shri. Yogendra Dahyabhai Patel (DIN: 00106864) as a Managing Director.</p> <p>ITEM NO. 5: Re-appointment of Smt. Anjni Y. Patel (DIN: 00106976) as a Whole-time Director.</p> <p>ITEM NO. 6:</p> | All the resolutions were passed |

| | | | | | | | |
|---|-----------|------------------|------------|---------|--|---|-------------------------|
| | | | | | | Re-appointment of Ms. Chandni Y. Patel (DIN: 02032483) as a Whole-time Director. ITEM NO.7: Re-appointment of Shri. Vijal Y. Patel (DIN: 06882828) as a Whole-time Director. | |
| 3 | 2021-2022 | 37 th | 30.09.2022 | 2.30 PM | Shri Vile Parle Patidar Mandal, Sardar Patel Baug, Parleshwar Road, Vile Parle (East), Mumbai - 400 057 | ITEM NO. 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. | Resolutions were passed |

8.2 Details of Special Resolutions passed at the Extra-Ordinary General Meetings (EGM) in the FY 2022-23:

| Sr. No. | Financial Year | Date | Time | Location | Particulars of Special Resolution | Passed |
|---------|----------------|------------|----------|--|--|---------------------------------|
| 1 | 2022-2023 | 28.02.2023 | 02.30 PM | Shri Vile Parle Patidar Mandal, Sardar Patel Baug, Parleshwar Road, Vile Parle (East), Mumbai - 400 057 | ITEM NO. 1: Adoption of new memorandum of association as per the companies act, 2013. ITEM NO. 2: Sub -division of equity shares from the face value of Rs. 10/- per share to Rs. 1/- per share ITEM NO. 3: Alteration of the capital clause in the memorandum of association consequent upon sub-division | All the resolutions were passed |

8.3 Postal Ballot:

During the Financial Year 2022-23, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, Special Resolution was passed by Shareholders on 23rd June, 2022 through Postal Ballot, the results of which were declared on 25th June, 2022:

The Notice of Postal Ballot was sent email only to the members of the Company, whose names appear on the Register of Members/ list of Beneficial Owners, as received from NSDL and Central Depository Services (India) Limited ("CDSL") on Friday, 20th May, 2022 ("cut-off date") and whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Transfer Agent ("RTA") - Link Intime India Private Limited. ("Linkintime").

The notice of Postal Ballot was also made available on the Company's website at <https://www.bharatrealty.co.in/>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, at www.bseindia.com and on the website of Linkintime's InstaVote Platform at www.instavote.linkintime.co.in.

E-voting facility was provided through Linkintime to the eligible Shareholders, in order to enable them to cast their votes electronically.

Shri. Prabhat Maheshwari (F2405) of M/s. GMJ and Associates, Practicing Company Secretary (CP: 1432), Mumbai was appointed as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner who submitted the report as on March 29, 2023.

The details of the Postal Ballot results are given below:

| Date of Passing of Resolution | Date of Announcement of Result | Type of Resolution | Particulars of Resolution | Total No. of Votes polled | % of Votes in Favour | % of Votes Against |
|-------------------------------|--------------------------------|--------------------|---|---------------------------|----------------------|--------------------|
| 23 rd June, 2022 | 25 th June, 2022 | Special Resolution | 1. Appointment of Shri. Kalpesh Chandrakant Shah (DIN: 09501247) as an Independent Director of the Company; | 19,76,083 | 100% | Nil |
| | | | 2. Appointment of Shri. Hemant Nandkishor Bataviya (DIN: 09535784) as an Independent Director of the Company; | 19,76,083 | 100% | Nil |

The procedure which is adopted by the Company whenever such resolutions are passed by Postal Ballot is as follows:

- The Board of Directors, at its Meeting, approves the items to be placed for approval of the Shareholders through Postal Ballot and the draft of the Postal Ballot Notice and also authorizes any of the Directors and the Company Secretary to be responsible for the conduct of the entire process of Postal Ballot.
- A professional such as a Company Secretary in practice, who is not in employment of the Company, is appointed as the "Scrutinizer" for the Postal Ballot process.
- Notice of Postal Ballot is sent to the Shareholders. An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of Notice of Postal Ballot. The Notice of Postal Ballot is also filed with the Stock Exchanges and hosted on the Company's website <https://www.bharatrealty.co.in/>
- E-voting facility is offered to eligible Shareholders to enable them to cast their votes electronically.
- Upon completion of voting, the Scrutinizer gives his/ her report and the results of the Postal Ballot are announced. The results are intimated to the Stock Exchanges and are hosted on the Company's website, <https://www.bharatrealty.co.in/>.

9. OTHER DISCLOSURES:

9.1 Disclosure of Related Party Transactions:

Transactions with the related parties as per the requirements of Indian Accounting Standard are disclosed in Note No. 32 to the Financial Statements. There are no materially significant transactions with related parties viz., Promoters, Directors or the Key Managerial Personnel or their relatives or Associate Company that had potential conflict with the interests of the Company. Suitable disclosure as required under the Indian Accounting Standard has been made in the Annual Report.

The Audit Committee had granted its approval for all transactions with related parties which were in the ordinary course of business and on an arm's length pricing basis. The Audit Committee also granted omnibus approval for certain repetitive transactions with the related parties. The same were reviewed on a quarterly basis by the Audit Committee. Transactions with the related parties as per the requirements of Indian Accounting Standard (Ind AS) 24 are disclosed in Note No. 33 to the Financial Statements.

9.2 Strictures and Penalties:

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years except the following:

1. Bombay Stock Exchange Limited ("BSE Limited") had levied a fine of Rs. 23,600/- against the company (inclusive of GST) against non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter ended 31st March, 2021 (4 days i.e. upto 4th July, 2021) against which the company had submitted its response dated 30th July, 2021 and requested to waive off the fine due to human inadvertence. The company had failed to attach the Statement of Impact of Audit Qualification of Consolidated Annual Financial Statements in the Financials results uploaded on the BSE website for the quarter ended 31st March, 2021 uploaded on 30th June, 2021 and subsequently filed the revised financials results on 4th July, 2021. BSE Limited vide email dated 17th January, 2022 had taken up the representation of the Company before the "Internal Committee for Fine Waiver" and waived off the fine. Since the Company had already made the payment, the same was adjusted against the Annual Listing fees paid for the financial year 2022-23.
2. BSE Limited had levied a fine of Rs. 11,800/- on the company (inclusive of GST) against non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter ended 31st March, 2021. The Company had paid the fine as levied by BSE Limited and has placed the same before the Board of Directors at their next meeting.
3. Bombay Stock Exchange Limited ("BSE Limited") had levied a fine of Rs. 88,500/- against the company (Inclusive of GST) against non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter ended 31st December, 2022. The listed entity had failed to submit quarterly consolidated financial results to the stock exchange within the period prescribed under this regulation for the quarter ended on 31st December, 2022 as the Mol Chem Ltd (the "Associate Concern") of the listed entity had not provided its financials to the listed entity and as a result of which the listed entity could not prepare the Unaudited Consolidated Financial Results for the quarter ended on 31st December, 2022. Hence, the same was not approved in its board meeting held on 14th February, 2023. However, the listed entity at its Board Meeting held on 1st March, 2023 had approved the Consolidated Financial Results for the quarter ended on 31st December, 2022 and submitted the same to the stock exchange.

9.3 Subsidiary Company:

During the year ended 31st March, 2023, the Company did not have any material listed/unlisted Subsidiary Company as defined in Regulation 16 of the Listing Regulations. The Company's policy for determining material subsidiaries is placed on the Company's website i.e. www.bharatrealty.co.in.

9.4 Disclosure of Accounting Treatment:

The Company has followed all relevant Indian Accounting Standards notified by The Companies (Indian Accounting Standards) Rules, 2015 while preparing financial statements.

9.5 Commodity price risks and hedging activities:

The Company is not exposed to any commodity price risk.

9.6 Details of Non-compliance:

There were no instances of non-compliance by the Company or any penalties, have been imposed by the Stock Exchange or Securities and Exchange Board of India ("SEBI") or any other statutory authority during the last three years on any matter related to the capital markets. The other details given in point 9.2 above

9.7 Code of Prevention of Insider Trading Practices:

In compliance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which came into effect from 14th May, 2015 the Company had formulated and adopted the (i) "Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and (ii) "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information"

Pursuant to Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has adopted with effect from 1st April, 2019, the revised Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Revised Code"). The revised Code has been placed on the Company's website at www.bharatrealty.co.in. The Company Secretary is responsible for implementation of the Code.

9.8 Vigil Mechanism/ Whistle Blower Policy:

In terms of the provisions of Section 177(9) of the Act read with Regulation 22 of the Listing Regulations, the Company has established a vigil mechanism policy for its Directors and Employees and any other person to report genuine concerns. The Policy has been disclosed on the website of the company at www.bharatrealty.co.in. During the year under review, no employee was denied access to the Audit Committee.

With rapid expansion in compliances under various acts, laws, rules and regulations and liability of high penalty in default, the audit committee is committed to ensure fraud free work environment, the committee has laid down a whistle blower policy for its directors, employees and customers to report the fraud, abuse of authority, breach of company's code of conduct, employee misconduct, illegality and other reportable matters through any of the following manners:

E-mail : bfilshivsai@gmail.com
Phone No. : (022)61980100

Written Communication: Chairman of Audit Committee, 301, 3rd Floor, Hubtown Solaris, N. S. Phadke Marg, Andheri (East), Mumbai -400 069.

9.9 CEO/CFO Certification:

The Managing Director & the CFO of the Company has given the certification on financial reporting and internal controls to the Board in terms of the Regulation 17(8) of the SEBI Listing Regulations.

9.10 Details of utilization of funds raised through preferential allotment or qualified institutions placement:

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement, therefore, there are no disclosures to be made under regulation 32(7A) of Listing Regulations.

9.11 Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors:

A certificate from Company Secretary in Practice certifying that none of the Directors on the Board of the Company as on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority, is annexed at the end of this Report.

9.12 Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:

During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

9.13 Total fees for all services paid to the Statutory Auditors by the Company:

Total fees paid by the Company excluding GST thereon, to the Statutory Auditors viz. M/s. Verma Mehta & Associates, Chartered Accountants, (Firm Registration No. 112118W) and all entities in the network firm/network entity of which the Statutory Auditors is a part, are as follows:

(Rs. In Lakhs)

| Sr. No. | Particulars | Amount |
|---------|-----------------------------|--------|
| 1 | Audit Fees | 2.97 |
| 2 | Limited Review | _____ |
| 3 | Other Professional Services | 1.33 |
| 4 | Re-imbursement of Expenses | _____ |
| | Total | 4.30 |

9.14 Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the Financial Year 2022-23:

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaint was received by the Internal Complaints Committee during the year under review and pending as at 31st March, 2023, pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has also complied with the requirements of Corporate Governance Report of Paras (2) to (10) mentioned in Part 'C' of Schedule V of the Listing Regulations, disclosed the extent to which the discretionary requirements as specified in Part E of Schedule II of the Listing Regulations and disclosed necessary information as specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of the Listing Regulations in the respective places in this Report.

9.15 Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with the mandatory requirements of corporate governance report specified under Regulation 34(3) read with Para C of Schedule V to the Listing Regulations as disclosed above.

In addition, the Company has also adopted the following non-mandatory/discretionary requirement as per Regulation 27 read with Part E of Schedule II to the Listing Regulations to the extent mentioned below:-

i. The Board

The Company has not maintained a Separate Chairman's office as Chairman of the Board is also the Managing Director of the Company.

ii. Shareholder Rights

The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading 'Means of Communication' and also uploaded on the website of the Company <http://bharatrealty.co.in/>. Since the financial results are published in the newspapers having wide circulation, only the annual accounts are sent to each member.

iii. Modified opinion(s) in audit report

The Auditors have issued modified opinion(s) in audit report on the financial statements of the Company for the financial year ended 31st March, 2023.

iv. Reporting of Internal Auditor

The Internal Auditor of the Company reports directly to the Audit Committee.

10. MEANS OF COMMUNICATION:

- Quarterly results: Results are submitted to Stock Exchanges electronically as provided by the respective exchange & published in newspapers and uploaded on the Company's website.
- Newspapers wherein results normally prominent: Free Press Journal & Navshakti
- Any website where displayed: www.bharatrealty.co.in.
- Whether it also displays official news releases: No official release was made
- The presentations made to institutional investors or to the analysts: No presentations were made during the year.

11. GENERAL SHAREHOLDER INFORMATION:

- 11.1 38th Annual General Meeting :**
Day & Date : Friday, 29th September, 2023
Time : 03:00 P.M.
Venue : The Company is conducting meeting through Physical Mode at the venue specified in the Notice of AGM.
 For further details, please refer to the Notice of AGM.

11.2: Tentative Financial Calendar for 2022-2023:

| | |
|--|--|
| Financial Reporting for the quarter ending June, 2023 | 2 nd week of August, 2023 |
| Financial Reporting for the quarter/half year ending September, 2023 | 2 nd Week of November, 2023 |
| Financial Reporting for the quarter ending December, 2023 | 2 nd Week of February, 2023 |
| Financial Reporting for the year ending March, 2023 | Last week of May, 2023 |

Book Closure: Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both Days inclusive)

Listing on Stock Exchange : BSE Limited, Security Code No. 531862

11.3: Stock Price Market Data:-

High/Low prices of Shares of the Company during each month in the last financial year on BSE Limited.

| Month | Company's Shares | | | Closing | |
|------------------|------------------|-----------|----------------------|--------------|------------|
| | High (Rs.) | Low (Rs.) | No. of Shares Traded | Closing(Rs.) | BSE Sensex |
| April - 2022 | 529.00 | 390.00 | 1,58,277 | 519.25 | 57,060.87 |
| May - 2022 | 530.00 | 445.15 | 57,062 | 468.90 | 55,566.41 |
| June - 2022 | 491.00 | 399.55 | 82,293 | 410.15 | 53,018.94 |
| July - 2022 | 450.00 | 369.00 | 1,27,177 | 378.40 | 57,570.25 |
| August - 2022 | 470.00 | 376.00 | 95,125 | 427.15 | 59,537.07 |
| September - 2022 | 630.00 | 400.00 | 2,40,591 | 627.80 | 57,426.92 |
| October - 2022 | 769.00 | 612.15 | 1,50,836 | 761.45 | 60,746.59 |
| November - 2022 | 851.00 | 750.55 | 1,29,264 | 839.00 | 63,099.65 |
| December - 2022 | 977.90 | 827.00 | 4,18,653 | 976.85 | 60,840.74 |

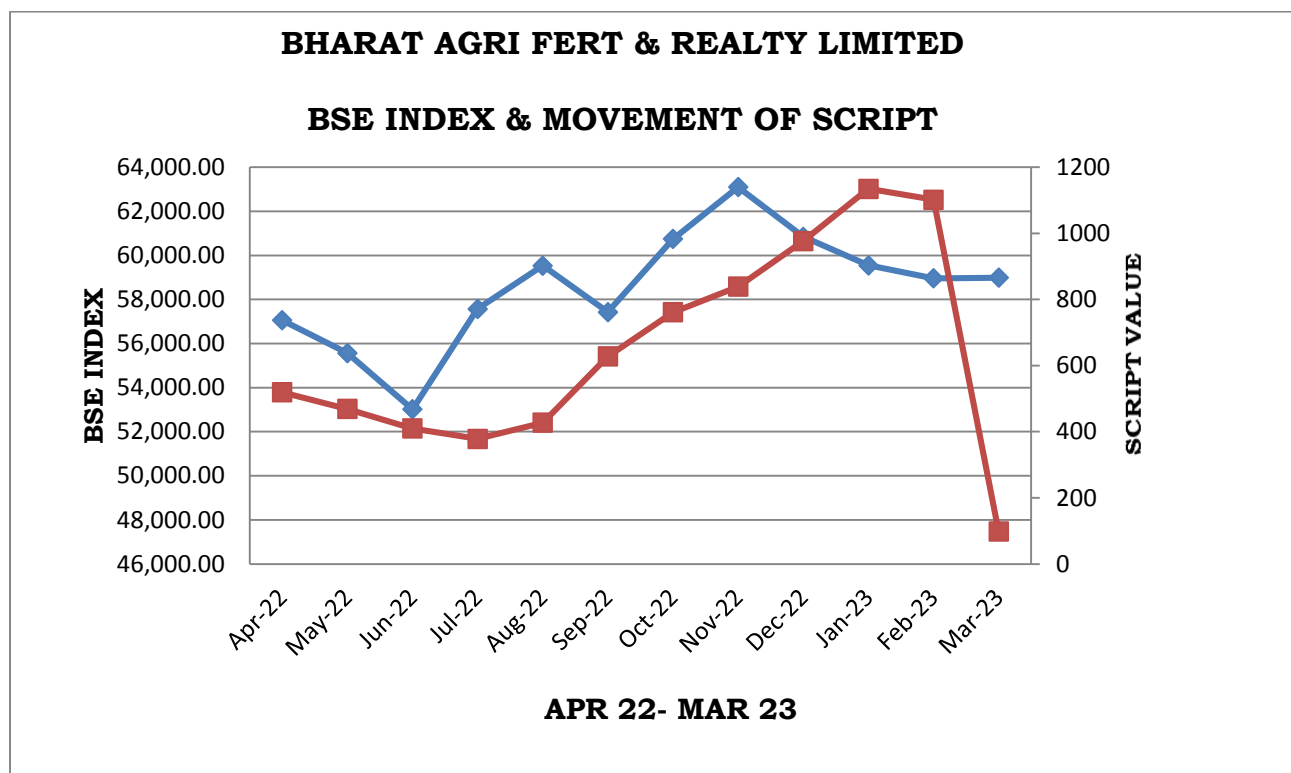
| | | | | | |
|-----------------|----------|----------|----------|----------|-----------|
| January - 2023 | 1,215.00 | 974.00 | 7,60,155 | 1,134.85 | 59,549.90 |
| February - 2023 | 1,195.00 | 1,050.00 | 2,13,410 | 1,101.95 | 58,962.12 |
| March - 2023 | 1,164.90 | 96.50 | 3,21,766 | 98.15 | 58,991.52 |

Sources: BSE- Sensex

Stock Performance in comparison to broad based indices such as BSE Sensex, etc.:

The performance of Bharat Agri Fert & Realty Limited ("BAFRL") Equity Shares relative to the BSE Sensex is given in the chart below:-

Stock Performance of BAFRL vs. BSE Index



11.4 Registrar and Share Transfer Agents:

Link Intime India Private Limited
 C-101, 1st Floor, 247 Park, L.B.S. Marg,
 Vikhroli (West), Mumbai - 400 083.
 Tel No. (91 22) 4918 6000/49186200
 Fax No. (91 22) 4918 6060

E-mail: rnt.helpdesk@linkintime.co.in
 Website: www.linkintime.co.in

11.5 Distribution of Share Holding as on 31st March 2023:

| No. of Equity Shares held | No. of Shareholder | No. of Share held | % of Share |
|---------------------------|--------------------|-------------------|------------|
| 1 - 500 | 2629 | 567151 | 53.3374 |
| 501 - 1000 | 1146 | 1059978 | 23.2502 |
| 1,001 - 2,000 | 499 | 851766 | 10.1238 |
| 2,001 - 3,000 | 194 | 517695 | 3.9359 |
| 3,001 - 4,000 | 91 | 337495 | 1.8462 |
| 4,001 - 5,000 | 84 | 411740 | 1.7042 |
| 5,001 - 10,000 | 117 | 926860 | 2.3737 |
| 10,001 - ABOVE | 169 | 48182425 | 3.4287 |
| TOTAL | 4929 | 52855110 | 100 |

Note: Out of total Capital of 5,58,55,110 equity shares, 4,82,73,620 (91.33%) equity shares are held in dematerialised form.

11.6 Categories of Shareholders as on 31st March 2023:

| Category | No. of shares held | % of shareholding |
|---|--------------------|-------------------|
| Promoters | 35892390 | 67.91 |
| Investor Education And Protection Fund | 396650 | 0.75 |
| Financial Institutions, Mutual Funds and Banks. | 1000 | 0.00 |
| Other Corporate Bodies | 681621 | 1.29 |
| Non Residents, OCBs | 382988 | 0.72 |
| Indian Public | 15494623 | 29.32 |
| Clearing Member/Market Maker | 5838 | 0.01 |
| TOTAL | 52855110 | 100.00 |
| Demat: 1 . N.S.D.L. | 3,98,20,134 | 75.34 |
| 2 . C.D.S.L. | 84,53,486 | 15.99 |

11.7 Top ten shareholders as on 31st March, 2023:

| Name of Shareholder | No. of Shares held | % of Shareholding |
|--------------------------------------|--------------------|-------------------|
| Yogendra Dahyabhai Patel | 8206500 | 15.5264 |
| Anjni Yogendra Patel | 7888720 | 14.9252 |
| Yogi Investments Private Limited | 7805860 | 14.7684 |
| Wada Alums and Acids Private Limited | 7678450 | 14.5274 |
| Vijal Shipping Private Limited | 3328000 | 6.2965 |
| Kedar Dilip Kothari | 1292640 | 2.4456 |
| Kantilal M Patel | 998800 | 1.8897 |
| Kashmira Kedar Kothari | 812340 | 1.5369 |
| Kamal Vithalbhai Patel | 725500 | 1.3726 |
| Meena Vithalbhai Patel | 719500 | 1.3613 |
| Total | 39456310 | 74.65 |

11.8. Shares Transfer System (Physical Form):

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited, the Share Transfer Agent (STA) of the Company at rnt.helpdesk@linkintime.co.in for assistance in this regard.

The Company obtains from the Practising Company Secretaries yearly certificate of compliance with regard to the share transfer formalities as required under 40(9) of the Listing Regulations and the same has been filed with the Stock Exchanges for the applicable period.

11.9. Reconciliation of Share Capital Audit:

Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital was carried out on a quarterly basis in accordance with the Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. M/s. GMJ & Associates, Company Secretaries have been appointed by the Company to conduct such audit. The Reconciliation of Share Capital Audit Report(s) issued by M/s. GMJ & Associates, which have been submitted to the Stock Exchanges within the stipulated period, inter-alia confirms that the equity shares of the Company held in dematerialised form and in physical form tally with the issued and paid-up equity share capital of the Company.

11.10 Dematerialisation of Shares:

As on 31st March, 2023, 4,82,73,620 Equity Shares representing 91.33% of the paid-up Equity Share Capital have been dematerialised. The Company's equity shares are regularly traded on BSE, in dematerialised form.

Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's equity shares is **INE842D01029**.

11.11 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity:

No GDRS/ADRS/Warrants or any convertible instruments have been issued by the Company during the financial year ended 31st March, 2023.

11.12 Dealing with securities which have remained unclaimed:

In terms of Regulation 39(4) read with schedule VI of the Listing Regulations, the Company has delegated procedural requirements to Link Intime India Private Limited, the Share Transfer Agent (STA) of the Company. The STA has confirmed that they do not have any unclaimed shares lying with them as on 31st March, 2023.

11.13 Unpaid and Unclaimed Dividends:

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the Company's website www.bharatrealty.co.in

Pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including the statutory modification(s) or re-enactment(s) thereof, for the time being in force ("IEPF Rules, 2016"), the Company is required to transfer not only all unclaimed / unpaid dividend but also the equity shares in respect of which dividends are not claimed for the continuous period of seven years from the date they first became due for payment, by any shareholder, to the Depository Account of the IEPF.

During the year under review, the Company has transferred Unclaimed Dividend of Rs. 94,578.00 to Investor Education and Protection Fund which was declared in FY 2014-15.

Given below were the last dates by which the Members could claim the unpaid / unclaimed dividend before transfer to the IEPF by the Company.

| Financial Year Ended | Date of Declaration of Dividend | Last date to claim unclaimed dividend * |
|----------------------|---------------------------------|---|
| 31-03-2015 | 25-09-2015 | 24-10-2022 |

*Indicative dates, actual dates may vary.

The Company had sent notices to all such members to claim the unclaimed amount(s) on or before 24th October, 2022.

Notice to claim the unclaimed amount(s) was sent through e-mail on the addresses which are registered with the Company/Depository Participants for communication purposes.

Further, notice to claim the unclaimed amount(s) was sent through speed post and was published via newspaper advertisement on 23rd July, 2022.

While the Registrar of the Company has already written to the shareholders informing them about the due dates of transfer to IEPF for these payments, attention of the shareholders is again drawn to this matter through the Annual Report.

11.14 Address of correspondence:

Shareholder correspondence should be addressed to the Company's Registrars, Link Intime India Private Limited at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083
Tel. No.(91 22) 4918 6000/49186200 Fax No. (91 22) 49186060. Email: investor@linkintime.co.in.

Shareholders may also write to or contact the Company Secretary at the Registered Office at the following address for any assistance.

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

Email ID: bfilshivsai@gmail.com

11.15 Name and Designation of Compliance Officer:

Shri. Akshay Kumar

Company Secretary & Compliance Officer,
Bharat Agri Fert & Realty Limited,
301, 3rd Floor, Hubtown Solaris,
N.S. Phadke Marg, Andheri (East),
Mumbai – 400 069.
Tel No: 022-61980100
Email ID: bfilshivsai@gmail.com

11.16 PLANT LOCATION:

Kharivali Village, Taluka : Wada, Dist : Palghar

11.17 Certificate on Corporate Governance:

The Company has obtained a certificate from Practicing Company Secretaries on compliance with the provisions relating to the Corporate Governance laid down in SEBI Listing Regulations. This Certificate is annexed to the report.

11.18 Update Address/E-Mail Address/Bank Details:

To receive all communications/corporate actions promptly, members holding shares in dematerialised form are requested to please update their address/e-mail address /bank details with respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

12. List of Credit Ratings obtained by the Company:

The Company does not have any Debt Instruments or Fixed Deposit Programmes or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

13. DECLARATION

The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management of the Company. All the Board Members and the Senior Management Personnel affirmed their Compliance with the respective Codes.

Place: Mumbai
Date: 22nd May, 2023

**For and on Behalf of Board
For Bharat Agri Fert & Realty Limited**

Sd/-
Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)

**CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR/EXECUTIVE DIRECTOR - FINANCE & CFO
(Issued in accordance with the provisions of Regulation 17(8) read with Part B of Schedule II to the Securities and
Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Board of Directors,
Bharat Agri Fert & Realty Limited

We have reviewed the financial statements and the cash flow statement of Bharat Agri Fert & Realty Limited for the year ended 31st March, 2023 and that to the best of our knowledge and belief, we state that;

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2023 which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes, if any, in the internal control over financial reporting during the year.
- (ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on Behalf of Board
For Bharat Agri Fert & Realty Limited**

Sd/-
Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)

Sd/-
Kantilal N. Jethwa
Executive Director & CFO
(DIN: 00107034)

Place: Mumbai
Date: 22nd May, 2023

DECLARATION AS REQUIRED UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct and Code of Conduct for Independent Directors, as applicable for Board Members/ Senior Management Personnel as adopted by the Company for the Financial Year ended 31st March, 2023.

**For and on Behalf of Board
For Bharat Agri Fert & Realty Limited**

**Place: Mumbai
Date: 22nd May, 2023**

Sd/-
**Yogendra D. Patel
Chairman & Managing Director
(DIN: 00106864)**

**CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

TO THE MEMBERS OF BHARAT AGRI FERT & REALTY LIMITED

We have examined the compliance of the conditions of Corporate Governance procedures implemented by **BHARAT AGRI FERT & REALTY LIMITED** (the “**Company**”) having CIN: L24100MH1985PLC036547 for the financial year ended on 31st March, 2023 as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) pursuant to the Listing Agreement of the Company with the Stock Exchange and we have examined the relevant records of the Company in accordance with the Guidance Note on Corporate Governance Certificate issued by The Institute of Company Secretaries of India (the “**ICSI**”).

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For GMJ & ASSOCIATES
Company Secretaries
ICSI Unique Code P2011MH023200

[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No.: 1432
UDIN : F002405E000350643
PEER REVIEW CERTIFICATE NO.: 647/2019

DATE: 22ND MAY, 2023
PLACE: MUMBAI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

Bharat Agri Fert & Realty Limited

301, 3rd Floor, Hubtown Solaris,

N. S. Phadke Marg,

Near Gokhale Bridge,

Andheri (East),

Mumbai- 400 069.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bharat Agri Fert & Realty Limited** having CIN: L24100MH1985PLC036547 and having registered office at 301, 3rd Floor, Hubtown Solaris, N. S. Phadke Marg, Near Gokhale Bridge, Andheri (East), Mumbai - 400 069 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of the Director | DIN | Date of appointment in Company |
|---------|----------------------------|----------|--------------------------------|
| 1. | Yogendra Dahyabhai Patel | 00106864 | 11/06/2019 |
| 2. | Anjni Yogendra Patel | 00106976 | 11/06/2019 |
| 3. | Chandni Yogendra Patel | 02032483 | 11/06/2019 |
| 4. | Vijal Yogendra Patel | 06882828 | 28/05/2019 |
| 5. | Kantilal Naryandas Jethwa | 00107034 | 30/05/2019 |
| 6. | Suresh Maganlal Bhadrecha | 00107186 | 31/03/2019 |
| 7. | Yogesh Shamjibhai Rathod | 06882709 | 28/05/2019 |
| 8. | Chunilal Bhanji Gherwada | 08125212 | 30/05/2018 |
| 9. | Hemant Nandkishor Bataviya | 09535784 | 31/03/2022 |
| 10. | Kalpesh Chandrakant Shah | 09501247 | 31/03/2022 |

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GMJ & ASSOCIATES

Company Secretaries

ICSI Unique Code P2011MH023200

[CS PRABHAT MAHESHWARI]

PARTNER

M. No. : FCS 2405

COP No.: 1432

UDIN : F002405E000350643

PEER REVIEW CERTIFICATE NO.: 647/2019

DATE: 22ND MAY, 2023

PLACE: MUMBAI

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BHARAT AGRI FERT AND REALTY LIMITED**

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **Bharat Agri Fert and Realty Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report*, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

1. Basis for Qualified Opinion

Attention is drawn to:

- a) Carrying value of old overdue trade receivables is Rs.10.79 crores as at 31st March 2023. The Company has not made any provision regarding the said old overdue trade receivables.
- b) **Old overdue advances:**
The Company has given advances to certain parties aggregating to Rs.1.08 Crores as at 31st March 2023. Certain material amounts aggregating to Rs.53.78 Lakhs, out of these advances are old and overdue. The Company has not made any provision regarding the said old overdue trade payables.
- c) **Society Maintenance Charges (SMC):**
Outstanding Society maintenance charges receivable aggregating to Rs.0.26 Crores as at 31st March 2023 are very old and the Company has not made provision in this regard.
- d) The amount of subsidy receivable from the financial year ended 31st March 2015 to 31st March 2018 is Rs.0.21 Crores as at 31st March 2023. The Company has not made provision in this regard.
- e) The carrying value of deposits which are not confirmed is Rs.25.01 lakhs as at 31st March 2023. The Company has not made provision in this regard.
- f) The carrying value of the stores, spares and packing material inventory is Rs.184.10 lacs as at March 2023. The requisite /requested data of non-moving and slow- moving inventory is not provide by the Company. As the Company has not maintained inventory of stores & spares, packing material & others in the books of accounts (tally), no observations can be made on old and non-moving inventory. The Company

- has not made any provision for non-moving and slow- moving stores, spares and packing material inventory.
- g) The Company has accepted interest free unsecured loans from the Directors. The Company has not complied with interest provision to be made on the said unsecured loans received. In view of this, the Company has not complied with Ind AS 109 in this regard.
- h) The Company has not complied with provision for Expected Credit Loss (ECL). In view of this, the Company has not complied with Ind AS 109 in this regard.
- i) The Company has made payment for the purpose of purchase of Transfer Developments Rights (TDR) from M/s Hubtown Limited (erstwhile Akruti City Limited) on 19/09/2014 for a sum aggregating to Rs.9.66 Crores. The Company has informed that, TDR is transferred in it's name and it has received short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores. The Company has not made any provision for short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores as at 31st March 2023. The Company has not given any accounting impact/has not made any provision in respect of the short receipt of TDR as above.
- j) The Resort Segment of the Company has incurred significant amount of loss in the March 2023 quarter and the earlier reporting periods. The Company has not carried out impairment study as required by Ind AS "Impairment of Assets" 36 of the Property Plant Equipment related to the Resort Segment of the Company. The Company has not made provision in this regard.
- k) The Fertiliser Segment of the Company has incurred significant amount of loss in the March 2023 quarter and the earlier reporting periods. The Capacity utilisation is less than 10% in the March 2023 quarter and the earlier reporting periods The Company has not carried out impairment study as required by Ind AS "Impairment of Assets" 36 of the Property Plant Equipment related to the Fertiliser Segment of the Company. The Company has not made provision in this regard.
- l) The Company has not laid down Standard Operating Procedures (SOPs) in the respect of any of the Accounting and related accounting functions. This results in major weakness in the Accounting and related accounting functions and consequently the Interim and other Financial Statements.
- m) The Company accounts for subsidy on the basis of sales to dealer, however, as per the Government notification the subsidy entitlement/payment to the Company is on the basis of sale to the customer by the dealer. This may result short receipt of subsidy in an unforeseen event of failure to sale by dealer to end user. However, the Company has not made provision in this regard.
- n) **Confirmations of certain trade receivables, trade payables & other receivables:** Balances of certain trade receivables, trade payables & other receivables are subject to confirmations and reconciliations. Management has stated that, all known liabilities are duly provided by the Company.

The Matters as per the sr. a) to n) as stated above have been qualified in the preceding quarter ended 31st December 2022 and the Matters as per the sr. a) to e) as stated above have been qualified in the year ended 31st March 2022 and the Matters as per the sr. a) & b) as stated above have been qualified in the quarter ended 31st December 2021.

In absence of the adequate audit evidence, we are unable to comment on quantum of provision to be made in respect of sr. nos. (a) to (n) above.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“SA”s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Matter of Emphasis:

We draw attention to the following matters:

- a) The outstanding subsidy receivable amount as at 31st March 2023 pertaining to the financial year 22-23 is Rs.4.43 Crores as at 31st March 2023. The management has contended that, the amount is recoverable and considered good.
- b) The Company has weak internal control in respect of the following:
 1. Accounting of Property Plant Equipment (PPE) with regard to regulatory aspects, location the date of accounting and the date of put to use.
 2. Maintenance of the Appropriate documentary evidence- bills, purchase, expenses invoices having more than significant amounts with regard to the Business of the Company.
 3. Bills, purchase, expenses invoices and vouchers having more than significant amounts. Payment voucher is considered as bill/invoice, which is incorrect.
 4. Input GST credit accounted for in the Books of accounts.
 5. Booking of the expenses as per the matching concept and the Provision for outstanding liabilities.
 6. Accounting for cash expenses.
 7. Tax Deducted at Source (TDS) in respect of various head.
 8. Bank payments are accounted for using journal vouchers.
 9. Reconciliation of resort sales as per the software vis a vis resort sales as per the books of accounts is not on record.
 10. Accounting in the appropriate accounting heads e.g. Capital and Revenue expenditure.
 11. Accounting of expenses without routing through vendor accounts.

c) Transfer Developments Rights & Real Estate Expenses:

The Company has made payment for the purpose of purchase of Transfer Developments Rights (TDR) from M/s Hubtown Limited (erstwhile Akruiti City Limited) on 19/09/2014 for a sum aggregating to Rs.9.66 Crores. The Company has informed that, TDR is transferred in its name and it has received short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores. The Company has not filed any claim for the said short receipt of TDR. The Company is intending to use the said TDR and other TDRs purchased in the proposed development of the real estate business. Carrying value of the said TDR aggregating to Rs.9.66 Crores and real estate construction expenses aggregating to Rs.32.94 Crores (excluding TDR purchased) as at 31st March 2023 depends on the Company’s ability to further fund the proposed development of realty business & other business segments.

d) Sub judice matters:

The Company has informed that, certain matters are sub judice as at 31st March 2023. The summary in brief is as under:

| Sn. | Particulars | Amt. Rs.(in Crores) |
|-----|--|---------------------|
| 1 | Amount deposited in protest with Maharashtra State Electricity Distribution Company Limited (MSEDCL)-Refer to point i. below @ | 0.53 |
| 2 | Maintenance Charges payable* | 0.33 |

@ The Company has not provided any documentary evidence in this regard.

* The Company has not provided any liability in view of note “2 J)” above.

i. In respect of the amount deposited in protest with MSEDCL:

Pursuant to the matter referred in the paragraph d) s.no. 1 above:

MSEDCL officials visited Bharat Agri Fert & Realty Ltd (“The Company”) factory at Wada on 21/05/2016 for inspection and made observation that, MSEDCL connection was in the name of Wada Alums & Acids Pvt Ltd and manufacturing activity is going on in the name of the Company and put allegation of transfer or extending unauthorized supply of electricity from one unit to another unit.

Accordingly, MSEDCL issued notice and order for payment of Rs.106 lacs against which the Company had filed appeal with The Chief Electrical Inspector and deposited Rs.53 lakhs (50% of the liability) with Chief Electric Inspector (CEI) office.

Upon various hearing, the Company received refund order of the amount paid dated 23rd January 2018. However, MSEDCL filed appeal in Mumbai High Court which is in Pre-admission stage.

In respect of the above, the Company has further clarified that, The Company Wada Alums & Acids Pvt Ltd had merged with erstwhile Bharat Fertilizer Industries Ltd, currently known as Bharat Agri Fert & Realty Ltd vide Mumbai High Court Merger Order on 15.06.2007. In view of this and other matters in this regard the management of the Company is hopeful about refund of the said amount deposited.

The above stated matters have significantly affected the company’s cash flows and ability to raise further funds.

Our opinion is not modified in respect of the said matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sn. | The Key Audit Matters | How our audit addressed the key audit matter |
|-----|-----------------------|--|
| 1 | Trade Receivables | <p>Our audit procedures included, among others, the following:</p> <ol style="list-style-type: none"> 1. Evaluation of sales procedure. 2. Evaluated the design of the internal controls relating to sale booking. 3. Evaluated sales invoices on test check ba 4. Evaluated ageing analysis and ledger accounts of the trade receivables. |
| 2. | Inventories | <p>Our audit procedures included, among others, the following:</p> <ol style="list-style-type: none"> 1. Evaluation of accounting of inventory related procedure. 2. Correlation of inventory as per books and as per physical stock verification reports. 3. Evaluated requirements of IND AS-2. |
| 3. | Loans & Advances | <p>Our audit procedures included, among others, the following:</p> <ol style="list-style-type: none"> 1. Evaluation of underlying contracts. 2. Evaluation of management perspective of overdue interest amount. |

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial

statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations *except for the effects of the matter described in the 'Basis of Qualified Opinion'* paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) *Except for the effects of the matter described in the 'Basis of Qualified Opinion'* paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) *Except for the effects of the matter described in the 'Basis of Qualified Opinion'* paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No.32 to the

standalone financial statements.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (a) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. **Dividend:**
 - (a) The Company did not propose dividend in the immediately preceding previous year and the financial year covered by the audit. As dividend is not declared, question of compliance or otherwise do not arise.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Verma Mehta & Associates

Chartered Accountants

FRN : 112118W

Sandeep Verma

Partner

Membership No.:045711

UDIN: 23045711BGTZHU8486

Place: Mumbai

Date: 22nd May 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Bharat Agri Fert and Realty Limited of even date)

Report on the Internal Financial Controls with reference to Standalone Financials Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to standalone financial statements of **Bharat Agri Fert and Realty Limited** (the “Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with

reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis of Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses has been identified in the operating effectiveness of the Company's internal financial controls over financial statements as at March 31, 2023:

1. Non provisioning of old overdue trade receivables
2. Old overdue advances
3. Society Maintenance Charges (SMC)
4. Subsidy receivable
5. Carrying value of deposits
6. The carrying value of the stores, spares and packing material inventory is Rs.184.10 lacs as at March 2023. The requisite /requested data of non-moving and slow-moving inventory is not provided by the Company.
7. The Company has not complied with interest provision to be made on the said unsecured loans received. In view of this, the Company has not complied with Ind AS 109 in this regard.
8. The Company has not complied with provision for Expected Credit Loss (ECL). In view of this, the Company has not complied with Ind AS 109 in this regard.
9. The Company has not made any provision for short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores as at 31st March 2023. The Company has not given any accounting impact/has not made any provision in respect of the short receipt of TDR
10. The Company has not carried out impairment study as required by Ind AS "Impairment of Assets" 36 of the Property Plant Equipment related to the

Resort Segment of the Company. The Company has not made provision in this regard.

11. The Company has not carried out impairment study as required by Ind AS "Impairment of Assets" 36 of the Property Plant Equipment related to the Fertiliser Segment of the Company. The Company has not made provision in this regard.
12. The Company has not laid down Standard Operating Procedures (SOPs) in the respect of any of the Accounting and related accounting functions. This results in major weakness in the Accounting and related accounting functions and consequently the Interim and other Financial Statements.
13. The Company accounts for subsidy on the basis of sales to dealer, however, as per the Government notification the subsidy entitlement/payment to the Company is on the basis of sale to the customer by the dealer. This may result in short receipt of subsidy in an unforeseen event of failure to sale by dealer to end user. However, the Company has not made provision in this regard.
14. Balances of certain trade receivables, trade payables & other receivables are subject to confirmations and reconciliations.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial statements, such that there is a reasonable possibility that a material misstatement of the Company's financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at 31 March 2023:

In our opinion, to the best of our information and according to the explanations given to us, *except for the effects / possible effects of the material weaknesses described above under Basis for Qualified Opinion paragraph* the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Verma Mehta & Associates

Chartered Accountants
FRN: 112118W

Sandeep Verma

Partner
Membership No.: 045711
UDIN: 23045711BGTZHU8486
Place: Mumbai
Date: 22nd May 2023

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Bharat Agri Fert and Realty Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets in a phased manner over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification
 - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. In respect Company's inventories:
 - (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification. This is subject to modified opinion on stores & spares inventory as referred to as per the point f) of Basis for Qualified opinion paragraph.

- (b) In respect of the working capital limits sanctioned in excess of Rs. 5 Crore on the basis of security of current assets :

The current assets hypothecated to the Bank are compared with the books of accounts. The discrepancies observed are as per Note No. 43 to the financial statements. It is reproduced as under also.-

| Sn. | Particulars | books of accounts | the bank | Difference |
|-----|---------------------|-------------------|--------------|------------|
| | | Total Amount | Total Amount | |
| | | A | B | |
| 1 | | Jun-22 | | |
| | Inventories | 645 | 2216 | -1571 |
| | Trade Receivables | 144 | 144 | 0 |
| | Subsidy Receivables | 609 | 609 | 0 |
| 2 | | Sep-22 | | |
| | Inventories | 500 | 2031 | -1531 |
| | Trade receivables | 65 | 56 | 10 |
| | Subsidy Receivables | 534 | 534 | 0 |
| 3 | | Dec-22 | | |
| | Inventories | 391 | 852 | -461 |
| | Trade receivables | 51 | 41 | 9 |
| | Subsidy Receivables | 440 | 440 | 0 |
| 4 | | Mar-23 | | |
| | Inventories | 371 | 907 | -536 |
| | Trade receivables | 107 | 90 | 17 |
| | Subsidy Receivables | 465 | 443 | 21 |

No reasons for the above discrepancies have been provided by the Company

- iii. The Company has made investments in the mutual fund Rs.30.00 lakhs during the year. The Company has not made investments in companies, firms, Limited Liability Partnerships, during the year and has not granted unsecured loans to other parties, during the year, Hence, reporting under clause 3 (iii) (a) (A) (B) (c) to (f) of the Order is not applicable to the Company.
- iv. The Company has not granted any loans, secured or unsecured or provided any guarantees or security to parties covered under section 185 of the Act during the year. The Company has not granted loans, no investment has been made, no guarantee and security is given to parties covered section 186 of the Act during the year. Accordingly, paragraph 3 (iv) of the Order is not applicable to the Company.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of accounts and records maintained by the Company pursuant to the Rules prescribed by the Central Government under sub section (1) of section 148 of the Act and are of the opinion that, prima facie the prescribed accounts and records have been made and maintained. However,

we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues deducted / accrued in the books of account, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

| Name of the Statute | Nature of Dues | Period to which it pertains | Forum Where Dispute is Pending | Amount (Excluding Interest and Penalty) (Rs. In Lakhs) |
|----------------------------|-----------------------|------------------------------------|---------------------------------------|---|
| Income Tax Act, 1961 | Income Tax | FY 2016-17 | CIT (A) | 10.47 |
| Income Tax Act, 1961 | Income Tax | FY2017-18 | CIT (A) | 9.33 |
| Income Tax Act, 1961 | | FY2012-13 | CIT (A) | 575.71 |

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. a. The Company has not defaulted in the repayment of loans or borrowings to any lender. The Company has not raised any monies from government or financial institutions and does not have any outstanding debentures.
- b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c. The term loans taken during the year and the outstanding term loans at the beginning of the year were applied for the purpose for which loans were obtained.
- d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. The Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate company. The Company do not have any subsidiary company.
- f. The Company do not have any subsidiary company. Hence question of raising any loans during the year on the pledge of securities held in its subsidiary Company do not arise and hence reporting under clause 3(ix) (f) of the Order is not applicable.

- x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
c. No whistle-blower complaints have been received during the year by the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Ind Accounting Standards.
- xiv. (a) The Company has not provided the internal audit reports for the period of July 2022 to March 2023. In the absence of the same we are unable to comment whether internal audit system is adequate and commensurate with the size and the nature of its business. The internal audit report for the first quarter is not commensurate with the size and nature of the Company.
(b) In view of the aforesaid, the question of considering the internal audit report in determining the nature, timing and extent of our audit procedures do not arise.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b), (c) and (d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses aggregating to Rs.499.04 lacs during the financial year covered by our audit. The Company has not incurred cash losses during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, financial support of the promoters, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not

an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The provisions regarding the Corporate Social Responsibility (CSR) activities under sub-section (5) of Section 135 of the Act are not applicable to the Company, hence reporting under clause (xx) (a) & (b) of paragraph 3 of the Order is not applicable to the Company.

For Verma Mehta & Associates

Chartered Accountants

FRN : 112118W

Sandeep Verma

Partner

Membership No.:045711

UDIN: 23045711BGTZHU8486

Place: Mumbai

Date: 22nd May 2023

STANDALONE BALANCE SHEET AS AT MARCH 31, 2023

(Amount in INR Lakhs)

| Particulars | Notes | As at 31st March 2023 | As at 31st March 2022 |
|--|-------|-----------------------|-----------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 4 | 2,897.19 | 2,642.70 |
| (b) Other Intangible Assets | 5 | 4.74 | 1.12 |
| (c) Financial Assets | | | |
| (i) Investments | 6 | 34.71 | 39.77 |
| (ii) Trade Receivables | 7 | 1,020.59 | - |
| (iii) Loans | 6 | - | 899.28 |
| (iv) Others | 6 | 25.01 | 236.58 |
| (d) Other Non-Current Assets | 12 | 1,207.75 | 1,239.16 |
| | | 5,190.00 | 5,058.61 |
| Current assets | | | |
| (a) Inventories | 8 | 3,694.26 | 3,217.57 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 9 | 94.15 | 991.19 |
| (ii) Cash and Cash Equivalents | 10 | 9.57 | 1.34 |
| (iii) Bank Balances Other than (ii) above | 11 | 68.35 | 102.39 |
| (iv) Loans | 6 | 13.52 | 8.23 |
| (v) Others | 6 | 5.89 | 168.62 |
| (c) Other Current Assets | 12 | 482.90 | 421.56 |
| | | 4,368.66 | 4,910.91 |
| | | 9,558.66 | 9,969.52 |
| TOTAL ASSETS | | | |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share capital | 14 | 528.55 | 528.55 |
| (b) Other Equity | 15 | 4,741.53 | 5,571.74 |
| | | 5,270.08 | 6,100.29 |
| Liabilities | | | |
| Non Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 1,131.67 | 261.11 |
| (b) Deferred Tax liabilities (Net) | 13 | 59.62 | 67.42 |
| (c) Other Non-Current Liabilities | 17 | 55.51 | 43.85 |
| | | 1,246.80 | 372.38 |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 1,563.83 | 2,033.63 |
| (ii) Trade Payables | 19 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 51.42 | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 728.60 | 793.93 |
| (iii) Other Financial Liabilities | 18 | 126.82 | 101.13 |
| (b) Other Current Liabilities | 20 | 571.12 | 561.79 |
| (c) Provisions | 21 | - | 6.38 |
| | | 3,041.78 | 3,496.86 |
| | | 9,558.66 | 9,969.52 |
| TOTAL EQUITY AND LIABILITIES | | | |

Significant Accounting Policies and Notes on Accounts form 1 to 47

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

Place : Mumbai

Date : May 22, 2023

Place : Mumbai

Date : May 22, 2023

BHARAT AGRI FERT & REALTY LIMITED**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in INR Lakhs)

| Particulars | Notes | 2022-23 | 2021-22 |
|---|-------|-----------------|-----------------|
| INCOME | | | |
| Revenue from operations | 22 | 2,923.30 | 2,301.47 |
| Other income | 23 | 161.67 | 336.99 |
| Total Income (I) | | 3,084.97 | 2,638.46 |
| EXPENSES | | | |
| Cost of Construction and Raw Materials Consumed | 24 | 1,280.47 | 588.57 |
| Changes in inventories of finished goods, stock-in-trade and work in progress | 25 | (440.71) | (56.49) |
| Employee benefits expense | 26 | 483.87 | 469.54 |
| Finance costs | 27 | 343.29 | 207.55 |
| Depreciation and amortization expense | 28 | 331.71 | 272.51 |
| Sales, administration and other expenses | 29 | 1,917.08 | 1,099.78 |
| Total Expenses (II) | | 3,915.71 | 2,581.46 |
| Exceptional Items | | | |
| Profit/(loss) before tax | | (830.75) | 57.00 |
| Tax expense: | | | |
| Current tax | | - | - |
| Deferred tax | | (7.81) | 5.30 |
| Adjustment of tax relating to earlier periods | | 1.70 | 0.92 |
| Net Profit / (loss) after tax | | (824.64) | 50.78 |
| OTHER COMPREHENSIVE INCOME | | | |
| A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods: | | | |
| Remeasurement of gains (losses) on defined benefit plans | | (5.29) | 16.46 |
| Income tax effect | | - | - |
| B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods: | | | |
| | | - | - |
| Other Comprehensive income for the year, net of tax | | (5.29) | 16.46 |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX | | (829.93) | 67.25 |

BHARAT AGRI FERT & REALTY LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,
2023

| | | | |
|--|----|--------|------|
| Earnings per share (EPS) for profit attributable to equity shareholders (in Rs.) | 30 | | |
| Face Value per equity share Re.1 (refer note 14 (iv)) | | | |
| Basic and Diluted EPS | | (1.56) | 0.96 |
| Diluted EPS | | | |

Significant Accounting Policies and Notes on Accounts 1 to 47 form an integral part of the financial statements.

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

Place : Mumbai

Date : May 22, 2023

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Place : Mumbai

Date : May 22, 2023

A. Y. Patel

Whole Time Director

(DIN : 00106976)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

STATEMENT OF CASH FLOWS (STANDALONE) FOR THE PERIOD ENDED 31st March, 2023

| Particulars | (Amount in INR Lakhs) | |
|--|-----------------------|-----------------|
| | 2022-23 | 2021-22 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Profit/(Loss) before tax | (830.75) | 57.00 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 331.71 | 272.51 |
| Finance costs | 343.29 | 207.55 |
| Dividend and interest income classified as investing cash flows | 12.58 | 6.04 |
| Net foreign exchange differences | 25.71 | (6.72) |
| Change in operating assets and liabilities: | | |
| (Increase)/Decrease in trade receivables | (123.55) | 39.89 |
| (Increase)/Decrease in inventories | (476.70) | 250.66 |
| Increase/(decrease) in trade payables | (13.91) | 127.73 |
| (Increase) in other financial assets | 1,110.85 | (162.81) |
| (Increase) in other financial liabilities | (25.69) | (25.74) |
| (Increase)/decrease in other current assets | 124.00 | (79.14) |
| Increase/(decrease) in provisions | (4.92) | 2.29 |
| (Increase)/decrease in other balances with bank | 42.27 | 84.74 |
| Increase in other liabilities | 13.19 | (39.39) |
| Cash generated from operations | 528.09 | 734.61 |
| Add: Gain on Gratuity | (5.29) | 16.46 |
| Add: Prior Period Expenses` | - | - |
| Add: Excess Provision of Income Tax | 1.69 | 0.92 |
| Net cash inflow from operating activities | 524.48 | 751.99 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Payment for acquisition of subsidiary, net of cash acquired | | |
| Payments for purchase of property, plant and equipment | (591.07) | (981.98) |
| Payments for Investments | 4.78 | (3.00) |
| Dividends received | 4.10 | 2.74 |
| Interest received | 8.48 | 3.30 |
| Net cash outflow from investing activities | (573.71) | (978.94) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from borrowings | 400.75 | 427.42 |
| Repayment of borrowings | - | - |
| Interest paid | (343.29) | (207.55) |
| Net cash inflow (outflow) from financing activities | 57.46 | 219.87 |
| Net increase (decrease) in cash and cash equivalents | 8.23 | (7.09) |
| Cash and Cash Equivalents at the beginning of the financial year | 1.34 | 8.43 |
| Cash and Cash Equivalents at end of the year | 9.57 | 1.34 |
| Reconciliation of cash and cash equivalents as per the cash flow statement: | | |
| Balances with banks on current accounts | 7.75 | 0.13 |
| Cash on hand | 1.82 | 1.21 |
| Balances per statement of cash flows | 9.57 | 1.34 |

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.
- Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 47

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**A Equity Share Capital**

(Amount in INR Lakhs)

| Particulars | Balance at the Beginning of the year | Changes in Equity share capital during the year | Balance at the end of the year |
|-----------------------|--------------------------------------|---|--------------------------------|
| March 31, 2022 | | | |
| Numbers | 52,85,511 | - | 52,85,511 |
| Amount | 528.55 | - | 528.55 |
| March 31, 2023 | | | |
| Numbers | 52,85,511 | 4,75,69,599 | 5,28,55,110 |
| Amount | 528.55 | - | 528.55 |

The Company had equity shares having face value Rs.10 vide Extra ordinary meeting dated 28/02/2023, the equity shares having face value Rs.10 has subdivided to Re 1 per share.

B Other Equity

(Amount in INR Lakhs)

| Particulars | Reserves and Surplus | | | | | | Total |
|--|----------------------|----------------------------|---|-----------------|-------------------|-----------------|-----------------|
| | Capital Reserve | Securities Premium Reserve | Property, Plant and Equipment Revaluation Reserve | General Reserve | Retained Earnings | Capital Subsidy | |
| As at April 1, 2021 | 70.01 | 318.90 | 144.73 | 629.66 | 4,333.69 | 7.50 | 5,504.49 |
| Profit / (loss) for the period | - | - | - | - | 50.78 | - | 50.79 |
| Other comprehensive income/ (losses) | | | | | 16.46 | | 16.47 |
| Total comprehensive income for the year | 70.01 | 318.90 | 144.73 | 629.66 | 4,400.93 | 7.50 | 5,571.75 |
| As at March 31, 2022 | 70.01 | 318.90 | 144.73 | 629.66 | 4,400.93 | 7.50 | 5,571.74 |
| Profit / (loss) for the period | - | - | - | - | (824.92) | - | (824.92) |
| Other comprehensive income/ (losses) | | | | | (5.29) | | (5.29) |
| Total comprehensive income for the year | 70.01 | 318.90 | 144.73 | 629.66 | 3,570.72 | 7.50 | 4,741.53 |
| As at March 31, 2023 | 70.01 | 318.90 | 144.73 | 629.66 | 3,570.72 | 7.50 | 4,741.53 |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 47

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

Place : Mumbai

Date : May 22, 2023

Place : Mumbai

Date : May 22, 2023

NOTES to the Standalone Financial Statements for the year ended March 31, 2023**1. Corporate Information about the Company**

These statements comprise financial statements of Bharat Agri Fert & Realty Limited (referred to as “the Company”) (CIN: L24100MH1985PLC036547) for the year ended March 31, 2023. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity shares are listed on Bombay Stock Exchange in India. The registered office of the company is located at 301, 3rd Floor, Hubtown Solaris, N S Phadke Marg, near Gokhale Bridge, Andheri (East), Mumbai - 400 069.

The Company is principally engaged in the business of construction and development of Residential and Commercial Complex, Manufacture of Fertilisers and Hospitality Sector-Resort.

The financial statements were approved by the Board of Directors and authorised for issue on May 22, 2023.

2. Significant Accounting Policies**a. Statement of Compliance**

These Financial Statements have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as amended and notified by Ministry of Corporate Affairs (“MCA”) pursuant to Section 133 of the Companies Act, 2013 read with Rule 3.

b. Basis of preparation & presentation

The Financial Statements have been prepared on the historical cost basis except for certain revalued PPE and financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these Financial Statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 ‘Inventories’ (“Ind AS 2”), Employee defined benefit assets/(obligations) are recognised at the present value of the defined benefit obligations.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, Level 2 or Level 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

All assets and liabilities have been classified as Current and Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products/ services rendered and the time between the rendering of the products/services and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of Current and Non- Current classification of assets and liabilities.

All the Indian Accounting Standards ("Ind AS") issued and notified by the MCA are effective and considered for the significant accounting policies to the extent relevant and applicable for the Company.

The Financial Statements are presented in Indian Rupee ("INR"), which is the Company's functional currency and all values are rounded to the nearest lakhs upto two decimals, except when otherwise indicated.

c. Key Accounting Estimates and Judgements

The preparation of Financial Statements in conformity with Ind AS requires Management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses at the date of these Financial Statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future period, if the revision affects current and future periods.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are:

i) Useful Lives of Property , Plant and Equipment and Intangible Assets

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed using the best information available to the Management.

ii) Provisions, Liabilities and Contingencies

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgments to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre – tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised, but disclosed in the Financial Statements when an inflow of economic benefit is probable. Provisions, contingent liability and assets are reviewed at each reporting date and are adjusted to reflect the current best estimates.

iii) Recognition and Measurement of defined benefit obligation

The obligation arising from defined benefit plans is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv) Income Taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Significant management judgements is also required in determining deferred tax assets and liabilities and recoverability of deferred tax assets which is based on estimates of taxable income.

d. Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on written down value basis over the useful lives estimated by the management based on internal assessment as follows:

| Particulars | Useful Life |
|------------------------------|--------------------|
| Factory/Office Buildings | 58 years |
| Plant and Machinery and ETP | 18 years |
| Pollution Control Equipments | 18 years |
| Laboratory Equipments | 15 years |
| Electrical Installation | 18 years |
| Office Equipments | 15 years |
| Computers | 6 years |
| Furniture and Fixtures | 15 years |
| Vehicles | 10 years |

The Company, based on internal assessments, believes that the useful lives as given above represents period over which the Management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The residual values are not more than 5% of the original cost of the asset.

e. Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets are amortized on a written down value basis over the useful life of five years which is estimated by the management

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

f. Impairment of Tangible Assets and Intangible Assets other than Goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

g. Investments in Associates

Investments in associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in associates, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

h. Inventories

(a) Fertiliser Division:

Raw Materials and Stores and Spares are valued at lower of moving average cost or net realisable value.

Finished stocks are valued at cost or net realisable value whichever is lower.

(b) Construction Division:

Inventory comprises completed property for sale and property under construction (Construction Work-in-Progress).

- Completed unsold inventory is valued at lower of cost and net realisable value. Cost is determined by including cost of land (at book value), TDR, materials, services and other related proportionate overheads.
- Work-in-progress is valued at lower of cost and net realisable value. Cost comprises cost of land (at book value), materials, services and other proportionate overheads related to projects under construction.

The valuation of inventories includes taxes, duties of non refundable nature and direct expenses and other direct cost attributable to the cost of inventory, net of GST/ countervailing duty / education cess and value added tax.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

i. Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks and other short term highly liquid investments, which are readily convertible into cash and which are subject to an insignificant risk of change in value and have original maturities of three months or less.

j. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby net profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash.

k. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of Profit and Loss.

Financial Assets:

On initial recognition, a financial asset is recognised at fair value. All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI") depending on the classification of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the Effective Interest Rate ("EIR") method net of any Expected Credit Losses ("ECL"). The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value. The Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument- by-instrument basis. Fair value changes on an equity instrument is recognised in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in the Statement of Profit and Loss.

Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

Expected credit losses is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Financial Liabilities and Equity Instruments Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as FVTPL. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

All financial liabilities are subsequently measured at amortized cost using the effective interest method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The EIR is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

When guarantee in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as cost of investment.

Derecognition of Financial Liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Derivative Financial Instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in Statement of Profit and Loss immediately. The Company has not designated any derivative instruments as a hedging instrument.

i. Provisions, Liabilities and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

m. Revenue Recognition

The Company derives revenues primarily from Sale of Fertiliser and business of Real Estate Development; its other operating revenues include Lease Rentals and Subvention Income.

Revenue from contracts with customers for sale of goods or services is recognised when the Company satisfies performance obligation by transferring promised goods or services to the customer at an amount that reflects the consideration which the Company is expected to be entitled to in exchange for those goods or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, incentives and returns, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. The trade discounts

incentives and right of return are estimated and provided for, based on historical, current and forecast information available. A refund liability is recognised for expected returns in relation to sales made, corresponding assets are recognised for the products expected to be returned.

The Company does not expect to have any contract where the period between the transfer of the promised goods or services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Sale of Goods

Revenue from sale of goods is recognised at a point in time when the control of the goods is transferred to the customer involving single performance obligation. The control of goods is transferred to the customer depending upon the incoterms or as agreed with customer, delivery basis or dispatch, as the case may be (i.e. at the point in time when goods are delivered at the dealer site or when the customer purchases the goods at the retail outlet).

Sale of Services

Revenue from services, which mainly consists of lease rentals from letting of space, is recognised over time on satisfying performance obligations as per the terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognised at a point in time.

Revenue is recognized upon rendering of the service, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain. Revenue from rendering of services is net of Indirect taxes, returns and discounts.

Government Subsidy

Subsidy is recognised on the basis of the rates notified from time to time by the Government of India in accordance with the Nutrient Based Subsidy (NBS) policy on the quantity of fertilisers sold by the Company for the period for which notification has been issued.

Construction and real estate development

The company derives revenues from sale of properties comprising of and residential units. The Company recognises revenue when it determines the satisfaction of performance obligations at a point in time. Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the Company expects to receive in exchange for those products.

In arrangements for sale of units the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering sale of units as distinct performance obligations.

For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

For sale of units the Company recognises revenue when its performance obligations are satisfied and customer obtains control of the asset.

Revenue from trading activity, in property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

Trade Receivables, Contract Assets and Contract Liabilities Trade Receivables

A receivable is recognised by the Company when the control over the goods and services is transferred to the customer such as when goods and services are delivered as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due (which is referred to as "Trade Receivable").

A receivable is recognised when the Company's right to an amount of consideration under the contract with the customer that is unconditional, as only the passage of time is required before payment is due.

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to the customer for which the consideration (or the amount is due) has been received from the customer. If the customer pays the consideration before the transfer of goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest Income and Dividend

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rates. Interest income is included under the head "Other Income" in the Statement of Profit and Loss.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income from a financial asset is recognized using the effective interest rate (EIR), which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income is recognised when the right to receive the payment is established. Incomes from investments are accounted on an accrual basis.

n. Lease Liability**Short-term leases and leases of low-value assets**

The Company has elected not to recognise right-to-use assets and Lease Liabilities for short-term lease of Property, Plant and Equipment that have a lease term of 12 months or less and leases of low-value assets. The Company recognise the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'Other Operating Income under Revenue from Operation' in the Statement of Profit and Loss.

o. Cost Recognition

Costs and expenses are recognised when incurred and are classified according to their nature.

p. Employee Benefits

Long Term Post-employment benefits

Contributions to defined contribution schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Provident and Family Pension Fund

The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident and family pension fund, in which both the employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). The contributions are made to the provident fund and pension fund to respective Regional Provident Fund Commissioner. The Company has no further obligations beyond making the contribution.

The company has the following Defined Benefit Plans:

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees.

Other long term employee benefits – The Company provides for encashment of leave or leave with pay subject to certain rules.

The Company makes provision for such compensated absences based on an actuarial valuation by an independent actuary at the year end, which is calculated using Project Unit Credit Method (PUCM). Actuarial gains and losses which comprise experience adjustment and the effect of change in actuarial assumptions are recognised in the Statement of Profit and Loss.

Short Term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, performance incentives and similar benefits other than compensated absences in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

q. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

r. Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in Statement of Profit and Loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the Balance Sheet and transferred to Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in Statement of Profit and Loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

s. Foreign Currency Transactions

The management of the Company has determined Indian Rupee ("INR") as the functional currency of the Company. In preparing the Financial Statements of the Company, transactions in currencies other than the Company's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

t. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus issue, bonus element in a rights issue and shares split that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating Diluted Earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

u. Taxation**Current Tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted

by the end of the reporting period.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and their corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against those deductible temporary differences which can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities relate to the income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the current tax liabilities and assets on a net or simultaneous basis.

Current and deferred tax for the year

Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

v. Segment Reporting

Ind AS 108 establishes standards for the way that public enterprises report information about operating segments and related disclosures about products, services, geographic areas, and major customers. Based on the 'management approach' as defined in Ind AS 108, the company is required to present information in the manner which the Chief Operating Decision Maker ("CODM") evaluates the company's performance and allocates resources. The analysis is generally based on an analysis of various performance indicators by business segments.

The accounting principles used in the preparation of the Financial Statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the relevant applicable accounting policies above. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment.

Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses. Inter- segment transfers are accounted at prevailing market prices.

3. Significant accounting judgments, estimates and assumptions

i. Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

ii. Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV). NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

iii. Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

iv. Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

v. Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves

making various assumptions that may differ from actual developments in the future.

These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi. Recent pronouncements:

On March 31, 2023, Ministry of Corporate Affairs amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, which becomes effective from April 1, 2023. The gist of the amendments is as follows:

- Ind AS 1, Presentation of Financial Statements - It is specified when the accounting policy information is material, and the requirement to disclose significant accounting policies is substituted with the disclosure of material accounting policy information.
- Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors - The definition of “change in accounting estimate” is substituted with the definition of “accounting estimates”. Accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty.
- Ind AS 12, Income Taxes – it is required to recognise deferred tax liability or asset for all temporary differences arising from initial recognition of an asset or liability in a transaction that gives rise to equal taxable and deductible temporary differences.

The above amendments will not have material impact on Company’s Financial Statements.

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| 4. PROPERTY, PLANT AND EQUIPMENT | | | | | | | | | | |
|--|-----------------------|-----------------|-----------------------------------|---------------|-------------------|--------------------|------------------------|--------------------------|----------|-----------------|
| Particulars | (Amount in INR Lakhs) | | | | | | | | | |
| | Freehold Land | Buildings | Plant and Equipments and Fixtures | Vehicles | Office Equipments | Computer Hardwares | Electric Installations | Capital Work in Progress | Total | |
| GROSS CARRYING VALUE | | | | | | | | | | |
| As at April 1, 2021 | 76.58 | 1,904.64 | 608.34 | 168.95 | 237.84 | 133.35 | 5.38 | 149.68 | 726.12 | 4,010.88 |
| Additions | - | 686.18 | 2.88 | 35.50 | 9.40 | 11.25 | 10.30 | 225.49 | - | 981.00 |
| Disposals | - | - | - | - | - | - | - | (4.41) | - | (4.41) |
| pPE capitalised | - | - | - | - | - | - | - | - | (726.12) | (726.12) |
| As at March 31, 2022 | 76.58 | 2,590.82 | 611.22 | 204.45 | 247.24 | 144.60 | 15.68 | 370.76 | - | 4,261.35 |
| Additions | - | 212.86 | 17.32 | 60.07 | 135.02 | 1.03 | 2.42 | 192.84 | - | 621.56 |
| Disposals | - | (16.00) | - | (1.47) | (66.16) | - | - | (13.48) | - | (97.10) |
| pPE capitalised | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2023 | 76.58 | 2,787.68 | 628.54 | 263.06 | 316.10 | 145.63 | 18.10 | 550.12 | - | 4,785.81 |
| ACCUMULATED DEPRECIATION/IMPAIRMENT | | | | | | | | | | |
| As at April 1, 2021 | - | 593.61 | 299.97 | 115.22 | 171.15 | 94.43 | 4.61 | 71.99 | - | 1,350.99 |
| Depreciation for the year | - | 142.41 | 50.76 | 16.05 | 18.41 | 11.19 | 3.41 | 29.84 | - | 272.07 |
| Deductions\Adjustments during the period | - | - | - | - | - | - | - | (4.41) | - | (4.41) |
| As at March 31, 2022 | - | 736.02 | 350.73 | 131.27 | 189.56 | 105.62 | 8.02 | 97.42 | - | 1,618.65 |
| Depreciation for the year | - | 168.43 | 42.82 | 26.67 | 21.13 | 9.39 | 3.57 | 58.69 | - | 330.70 |
| Deductions\Adjustments during the period | - | - | - | - | (60.74) | - | - | - | - | (60.74) |
| As at March 31, 2023 | - | 904.45 | 393.55 | 157.94 | 149.95 | 115.01 | 11.59 | 156.11 | - | 1,888.61 |
| Net Carrying value as at March 31, 2023 | 76.58 | 1,883.23 | 234.99 | 105.11 | 166.15 | 30.62 | 6.51 | 394.02 | - | 2,897.19 |
| Net Carrying value as at March 31, 2022 | 76.58 | 1,854.80 | 260.49 | 73.18 | 57.68 | 38.98 | 7.66 | 273.34 | - | 2,642.70 |

Notes:

i. Property, Plant and Equipment given as collateral security against borrowings by the company
#REF!

ii. Contractual Obligations

Refer to Note 32 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

5. OTHER INTANGIBLE ASSETS

(Amount in INR Lakhs)

| Particulars | Computer Software | Total |
|--|-------------------|-------------|
| GROSS CARRYING VALUE | | |
| As at April 1, 2021 | 2.90 | 2.90 |
| Additions | 0.98 | 0.98 |
| Deletions | - | - |
| Other Adjustments | - | - |
| As at March 31, 2022 | 3.88 | 3.88 |
| Additions | 4.62 | 4.62 |
| Deletions | - | - |
| Other Adjustments | - | - |
| As at March 31, 2023 | 8.50 | 8.50 |
| ACCUMULATED AMORTISATION AND IMPAIRMENT | | |
| As at April 1, 2021 | 2.32 | 2.32 |
| Amortisation for the year | 0.44 | 0.44 |
| Deductions\Adjustments during the period | - | - |
| As at March 31, 2022 | 2.76 | 2.76 |
| Amortisation for the year | 1.00 | 1.00 |
| Deductions\Adjustments during the period | - | - |
| As at March 31, 2023 | 3.76 | 3.76 |
| Net Carrying value as at March 31, 2023 | 4.74 | 4.74 |
| Net Carrying value as at March 31, 2022 | 1.12 | 1.12 |

STANDALONE NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| 6. FINANCIAL ASSETS | | |
|---|--------------------------|--------------------------|
| (Amount in INR Lakhs) | | |
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| (A) INVESTMENTS | | |
| Investments carried at fair value through profit and loss | | |
| Investments in fully paid up Equity Instruments - Others (Unquoted) | | |
| 68400* Equity Shares of Indian Potash Limited (face value Rs.10 each) (March 31, 2023: 68,400 and March 31, 2022: 68,400) *Including bonus shares | 1.71 | 1.71 |
| Investments carried at Cost | | |
| Investments in fully paid up Equity Instruments of Associate (Unquoted) | | |
| 13,22,880 Equity Shares Mol Chem Limited (face value Rs.10 each) (March 31, 2022: 13,22,880) Refer Note 40 | - | 35.06 |
| Investments carried at Cost | | |
| Investments in Mutual Funds (Quoted) | | |
| Edelweiss Large & Mid Cap Reg-G (March 31, 2023- 16021.226 units and March 31, 2022- 1457.653 units) | 8.25 | 0.75 |
| IDFC Multi Cap Fund Reg-G (PY 7560.106 units) | - | 0.75 |
| Invesco India Focused 20 Equity Fund Reg-G (March 31, 2023- 56973.943 units and March 31, 2022- 4956.791 units) | 8.25 | 0.75 |
| Mirae Asset Banking and Financial Services Fund Reg-G (March 31, 2023- 66464.284 units and March 31, 2022- 6355.076 units) | 8.25 | 0.75 |
| Bandhan Multi Cap Fund Reg-G (March 31, 2023- 81213.090 units) | 8.25 | - |
| Total | 33.00 | 3.00 |
| Total | 34.71 | 39.77 |
| Aggregate amount of unquoted investments | 1.71 | 36.77 |
| Investments carried at fair value through profit and loss | 1.71 | 1.71 |
| Investments carried at cost | 33.00 | 38.06 |
| NAV Value of Investments in Mutual Funds | 33.28 | 3.05 |
| (B) LOANS | | |
| Non Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Related Parties * (Refer Note 33) | - | 899.28 |
| Total | - | 899.28 |
| Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Employees | 13.52 | 8.23 |
| Total | 13.52 | 8.23 |
| (C) OTHER FINANCIAL ASSETS | | |
| Non Current | | |
| Financial assets carried at amortised cost | | |
| Unsecured, considered good | | |
| Security and other deposits | 25.01 | 24.27 |
| Common Maintenance charges receivable | - | 212.31 |
| Total | 25.01 | 236.58 |
| Current | | |
| Financial assets carried at amortised cost | | |
| Unsecured, considered good | | |
| Common Maintenance charges receivable | 4.70 | 167.44 |
| Rent receivable | 1.19 | 1.19 |
| Total | 5.89 | 168.62 |

STANDALONE NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

* There are no outstanding debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

7. TRADE RECEIVABLES (NON CURRENT)

| (Amount in INR Lakhs) | | |
|--|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Trade Receivables from customers | 1,020.59 | |
| | 1,020.59 | - |
| Breakup of Security details | | |
| Secured, considered good | | |
| Unsecured, considered good | 1,027.54 | |
| Doubtful | 324.06 | |
| | 1,351.60 | - |
| Loss Allowance (allowance for bad and doubtful debts) | | |
| Unsecured, considered good | | |
| Doubtful | 331.01 | |
| | 331.01 | - |
| Total | 1,020.59 | - |

Refer to Note 38 for information on trade receivables given as collateral security by the company.

Trade Receivables ageing schedule for the year ended March 31, 2023 is as follows:-

| Particulars | Advances | Outstanding for following periods from due date | | | | | in lacs |
|---|----------|---|-----------------------|-----------|-----------|-------------------------|----------------|
| | | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | more than 3 years | Total |
| Undisputed - considered good as at 31-03-23 | -9.09 | 1.58 | - | 1.38 | 69.69 | 1288.031 | 1351.60 |
| Disputed - considered good as at 31-03-23 | | | | | | | - |
| Total for the year 2022-23 | | | | | | | 1351.60 |
| Less: Allowances for bad and doubtful debts 22-23 | | | | | | | 331.01 |
| Net Trade Receivables 2022-23 | | | | | | | 1020.59 |

8. INVENTORIES

| (Amount in INR Lakhs) | | |
|---|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Valued at lower of Cost and Net Realisable value- refer note no.2 h. | | |
| (a) Construction Division | | |
| Real estate under Development | 3,255.40 | 2,647.51 |
| Property development project- completed property | 38.86 | 38.86 |
| | 3,294.26 | 2,686.38 |
| (b) Fertiliser Division | | |
| Raw materials | 146.52 | 32.34 |
| Raw materials in transit | - | 143.17 |
| Finished goods | 40.31 | 207.49 |
| Stores, consumables and packing material | 184.10 | 133.40 |
| | 370.94 | 516.40 |
| (c) Resort Division | 29.06 | 14.79 |
| | 29.06 | 14.79 |
| Total | 3,694.26 | 3,217.57 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

9. TRADE RECEIVABLES

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|-----------------------|-----------------------|
| Trade Receivables from customers | 94.15 | 991.19 |
| | 94.15 | 991.19 |
| Breakup of Security details | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 94.15 | 991.19 |
| Trade Receivables which have significant increase in Credit Risk | - | 331.01 |
| | 94.15 | 1,322.20 |
| Loss Allowance (allowance for bad and doubtful debts) | | |
| Unsecured, considered good | - | - |
| Allowance for Credit impairment | - | 331.01 |
| | - | 331.01 |
| | 94.15 | 991.19 |

Trade Receivables ageing schedule for the year ended March 31, 2023 is as follows:-

in lacs

| Particulars | Advances | Outstanding for following periods from due date | | | | | Total |
|---|----------|---|--------------------|-----------|-----------|-------------------|--------------|
| | | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | more than 3 years | |
| Undisputed - considered good as at 31-03-23 | - | 94.15 | - | - | - | - | 94.15 |
| Disputed - considered good as at 31-03-23 | | | | | | | - |
| Total for the year 2022-23 | | | | | | | 94.15 |
| Less: Allowances for bad and doubtful debts 22-23 | | | | | | | - |
| Net Trade Receivables 2022-23 | | | | | | | 94.15 |

Trade Receivables ageing schedule for the year ended March 31, 2022 is as follows:-

in lacs

| Particulars | Advances | Outstanding for following periods from due date | | | | | Total |
|---|----------|---|--------------------|-----------|-----------|-------------------|----------------|
| | | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | more than 3 years | |
| Undisputed - considered good as at 31-03-22 | (105.28) | 57.08 | 1.22 | 74.51 | 68.34 | 1226.34 | 1322.21 |
| Disputed - considered good as at 31-03-22 | | | | | | | - |
| Total for the year 2021-22 | | | | | | | 1322.21 |
| Less: Allowances for bad and doubtful debts 21-22 | | | | | | | 331.01 |
| Net Trade Receivables 2021-22 | | | | | | | 991.20 |

10. CASH AND CASH EQUIVALENTS

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Balances with banks on current accounts | 7.75 | 0.13 |
| Cash on hand | 1.82 | 1.21 |
| | 9.57 | 1.34 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

11. OTHER BANK BALANCES

| (Amount in INR Lakhs) | | |
|--|-----------------------|-----------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Balances with banks to the extent held as margin money | 68.35 | 102.29 |
| Balances with banks to the extent held as unclaimed dividend | | 0.10 |
| | 68.35 | 102.39 |

12. OTHER ASSETS

| (Amount in INR Lakhs) | | |
|-----------------------|-----------------------|-----------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Non Current | | |
| Capital Advances | 104.78 | 139.98 |
| Others* | 1102.97 | 1,099.18 |
| Total | 1207.75 | 1,239.16 |
| Current | | |
| Others** | 482.90 | 421.56 |
| Total | 482.90 | 421.56 |

* Includes mainly differential maintenance charges receivable

**Includes GST Credit receivables and IT refund receivables

13. INCOME TAX

| (Amount in INR Lakhs) | | |
|--|-----------------------|-----------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Deferred Tax | | |
| Deferred tax relates to the following: | | |
| Temporary difference in the carrying amount of property, plant and equipment | (59.62) | (67.42) |
| Net Deferred Tax Assets / (Liabilities) | (59.62) | (67.42) |

Movement in deferred tax (liabilities)/assets

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Opening balance as of April 1 | (67.42) | (62.12) |
| Tax income/(expense) during the period recognised in profit or loss | 7.81 | (5.30) |
| Tax income/(expense) during the period recognised in OCI | - | - |
| Other adjustment | - | - |
| Closing balance as at March 31 | (59.62) | (67.42) |

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Unrecognised deferred tax assets | | |
| Unrecognised tax losses | 457.53 | 6.20 |
| Unrecognised tax credits | 1,671.03 | 1,678.20 |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax credits carried forward by the Company.

Major Components of income tax expense for the years ended March 31, 2023 and March 31, 2022 are as follows:

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| i. Income tax recognised in profit or loss | | (Amount in INR Lakhs) | |
|---|---------------|-----------------------|--|
| Particulars | 2022-23 | 2021-22 | |
| Current income tax charge | - | - | |
| Adjustment in respect of current income tax of previous year | 1.70 | 0.92 | |
| Deferred tax | | | |
| Relating to origination and reversal of temporary differences | (7.81) | 5.30 | |
| Income tax expense recognised in profit or loss | (6.11) | 6.22 | |

ii. Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2023 and March 31, 2022

| | | (Amount in INR Lakhs) | |
|--|-----------------|-----------------------|--|
| Particulars | March 31, 2023 | March 31, 2022 | |
| Accounting profit before income tax | (830.75) | 57.00 | |
| Enacted tax rate in India | 26.00% | 26.00% | |
| Income tax on accounting profits | (215.99) | 14.82 | |
| Tax Effect of | | | |
| Depreciation | (10.76) | (4.74) | |
| Expenses not allowable or considered separately under Income Tax | 21.74 | 4.54 | |
| Income considered separately under Income Tax | 81.39 | | |
| Income not taxable under income tax | (4.10) | (0.71) | |
| Losses carried forward to future years | - | - | |
| Adjustment in respect of current income tax of previous year | - | - | |
| Other adjustments | 121.61 | (7.69) | |
| Tax at effective income tax rate | (6.11) | 6.22 | |

14. SHARE CAPITAL

| i. Authorised Share Capital | | (Amount in INR Lakhs) | |
|-------------------------------------|--------------------|-----------------------|--|
| | Equity Share | | |
| | Number | Amount | |
| At April 1, 2021 | 1,00,00,000 | 1,000.00 | |
| Increase/(decrease) during the year | - | - | |
| At March 31, 2022 | 1,00,00,000 | 1,000.00 | |
| Increase/(decrease) during the year | - | - | |
| At March 31, 2023 | 1,00,00,000 | 1,000.00 | |

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2023, the amount of per share final dividend recognised as distributions to equity shareholders was Nil (P.Y final dividend Nil)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by the shareholders.

| ii. Issued Capital | | (Amount in INR Lakhs) | |
|--|--------------------|-----------------------|--|
| Particulars | Number | Amount | |
| Equity shares of INR 1 each issued, subscribed and fully paid | | | |
| At April 1, 2021 | 52,85,511 | 528.55 | |
| Changes during the year | - | - | |
| At March 31, 2022 | 52,85,511 | 528.55 | |
| Changes during the year (refer note iv) | 4,75,69,599 | - | |
| At March 31, 2023 | 5,28,55,110 | 528.55 | |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**iii. Details of shareholders holding more than 5% shares in the company**

| Name of the shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|-----------|----------------------|-----------|
| | Number | % holding | Number | % holding |
| Equity shares of INR 1 each fully paid | | | | |
| Yogendra D Patel | 82,06,500 | 15.53% | 8,20,650 | 15.53% |
| Anjni Y Patel | 78,88,720 | 14.93% | 7,88,872 | 14.93% |
| Yogi Investment Private Limited | 78,05,860 | 14.77% | 7,80,586 | 14.77% |
| Wada Alums and Acids Private Limited | 76,78,450 | 14.53% | 7,67,845 | 14.53% |
| Vijal Shipping Private Limited | 33,28,000 | 6.30% | 3,32,800 | 6.30% |

iv. The Company had equity shares having face value Rs.10 vide Extra ordinary meeting dated 28/02/2023, the equity shares having face value Rs.10 has subdivided to Re 1 per share.

v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL (previous period of five years ended March 31, 2022: NIL)

vi. None of the above shares are reserved for issue under options/contract/commitments for sale of shares or disinvestment.

vii. The Company does not have any holding company.

viii. Shareholding of Promoters & Promoters Group

| Promoters Name | No of Shares held at the end of the year (Refer no.iv) | No of Shares held at the beginning of the year | % of Total Shares | % change during the year |
|----------------------------------|--|--|-------------------|--------------------------|
| Yogendra Dahyabhai Patel | 8206500 | 820650 | 15.53% | - |
| Anjni Yogendra Patel | 7888720 | 788872 | 14.93% | - |
| Vijal Yogendra Patel | 340610 | 33961 | 0.64% | 0.29% |
| Chandni Yogendra Patel | 215550 | 21555 | 0.41% | - |
| Kantilal Naryandas Jethwa | 37700 | 3770 | 0.07% | - |
| Yogi Investments Pvt Ltd | 7805860 | 780586 | 14.77% | - |
| Wada Alums And Acids Pvt Ltd | 7678450 | 767845 | 14.53% | - |
| Vijal Shipping Pvt Ltd | 3328000 | 332800 | 6.30% | - |
| Chavi Impex Pvt Ltd | 262000 | 26200 | 0.50% | - |
| Wada Bottling Industries Pvt Ltd | 129000 | 12900 | 0.24% | - |

15. OTHER EQUITY**Reserves and Surplus****(Amount in INR Lakhs)**

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Capital Reserve | 70.01 | 70.01 |
| Securities Premium Reserve | 318.90 | 318.90 |
| Property, Plant and Equipment Revaluation Reserve | 144.73 | 144.73 |
| General Reserve | 629.66 | 629.66 |
| Capital Subsidy | 7.50 | 7.50 |
| Retained Earnings | 3570.72 | 4,400.93 |
| | 4741.53 | 5,571.74 |

(a) Capital Reserve**(Amount in INR Lakhs)**

| | As at 31st March 2023 | As at 31st March 2022 |
|-------------------------------------|-----------------------|-----------------------|
| Opening balance | 70.01 | 70.01 |
| Add/(Less): Changes during the year | - | - |
| Closing balance | 70.01 | 70.01 |

(b) Securities Premium Reserve**(Amount in INR Lakhs)**

| | As at 31st March 2023 | As at 31st March 2022 |
|-------------------------------------|-----------------------|-----------------------|
| Opening balance | 318.90 | 318.90 |
| Add/(Less): Changes during the year | - | - |
| Closing balance | 318.90 | 318.90 |

The amount received in excess of face value of the equity shares is recognised in Share premium reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(c) Property, Plant and Equipment Revaluation Reserve**(Amount in INR Lakhs)**

| | As at 31st March 2023 | As at 31st March 2022 |
|-------------------------------------|-----------------------|-----------------------|
| Opening balance | 144.73 | 144.73 |
| Add/(Less): Changes during the year | - | - |
| Closing balance | 144.73 | 144.73 |

Property, plant and equipment reserve represents reserve created on revaluation of assets and it is non distributable reserve.

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| (d) General Reserve | | (Amount in INR Lakhs) | |
|-------------------------------------|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 629.66 | 629.66 | |
| Add/(Less): Changes during the year | - | - | |
| Closing balance | 629.66 | 629.66 | |

The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

| (e) Capital Subsidy | | (Amount in INR Lakhs) | |
|-------------------------------------|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 7.50 | 7.50 | |
| Add/(Less): Changes during the year | - | - | |
| Closing balance | 7.50 | 7.50 | |

| (f) Retained Earnings | | (Amount in INR Lakhs) | |
|---|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 4,400.93 | 4,333.68 | |
| Net Profit/(Loss) for the period | (824.92) | 50.78 | |
| Remeasurement of defined employee benefit plans | (5.29) | 16.46 | |
| Closing balance | 3570.72 | 4,400.93 | |

| 16. BORROWINGS | | |
|--|----------------------------------|----------------------------------|
| (Amount in INR Lakhs) | | |
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Non Current Borrowings | | |
| Secured | | |
| (a) Term Loan | | |
| i) From banks (BGECL & Others) | 1,131.67 | 261.11 |
| | 1,131.67 | 261.11 |
| Current Borrowings | | |
| Secured | | |
| (a) Loans repayables on demand | | |
| i) From banks | 1,127.94 | 1,763.46 |
| Unsecured | | |
| (a) Loans from related parties (refer to note no.33) | 299.00 | 123.50 |
| Current maturities of Non Current Borrowings | 136.89 | 146.67 |
| Total | 1,563.83 | 2,033.63 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**Current and Non Current Borrowings****Terms and Conditions of Repayment and Details of Securities are as under :**

- The loan from Bank of Baroda is Repayable on demand. Term loan (BGECL 1) is having repayment period of 48 months with 12 months of moratorium period (O/s Rs.161.11 Lacs), Term loan (BGECL 2) is having repayment period of 60 months with 24 months of moratorium period (O/s Rs.150.00 Lacs). Said loans are availed for Fertiliser Division. 1. Rate of interest 9.25% 2. Repayment in equal installments of Rs.8.05 lacs to Rs.4.17 lacs.
- Cash Credit loan is secured by hypothecation of stock of raw material, semi-finished goods and stores and spares, packing material, finished goods , receivables (both present and future).
- Cash Credit loan & term loanis secured by equitable mortgage on factory Land(measuring 18.36 acre) and buildings situated at village Kharivali, Taluka-Wada, District-Palghar.
- Cash Credit loan is secured by hypothecation of Plant and machinery and all other movable fixed Property, Plant and Equipment of the Company already in possession or to be in possession of the Company.
- Overdraft facility from Saraswat Bank is secured by equitable mortgage on land measuring 2 acre and building (studio) situated at survey no.180/1, Village Kharivali, Taluka Wada, District Palghar. Said facility is availed for Resort Division. Term loan 1 (GECL) is having repayment period of 72 months with 24 month of moratorium period. (O/s Rs.174.00 lacs) Rate of Interest - 11.45%. Term Loan - 3 is taken for expansion of resort is repayable in 66 months with moratorium period of 12 months. (O/s Rs.72.01 lacs)
- Overdraft facility from State Bank of India is secured by equitable mortgage on office premises situated at 301, Hubtown Solaris, N S Phadke Marg, Andheri East, Mumbai - 400069. Said facility is availed for Fertiliser Division.
- Personal Guarantee of Shri.Yogendra D Patel and Smt. Anjni Y Patel, Promoter Director of the company are given against working capital facility for fertiliser Division. Personal Guarantee of Shri.Yogendra D Patel, Promoter Director of the company is given against working capital facility for Resort Division.
- Vehicle loan is taken from HDFC Bank Ltd , Saraswat Co-op Bank Ltd and Mahindra Finance.(O/s Rs.148.37 lacs) Rate of interest - , Hypothecation of vehicles
- Term loan - 2 from Saraswat Bank is taken for Project finance for construction of residential tower which is repayable in 57 months with moratorium of 33 months O/s is Rs.564.45 lacs. Mortgage of land and building at Sector-5, S.No.112/2A, Majiwada, Thane.
- Rate of Interest is in the range of 11.45% p.a. - 12.50% p.a (PY 9.25% p.a - 10.35% p.a)

Net debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

| Particulars | (Amount in INR Lakhs) | |
|------------------------|-----------------------|-----------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Current Borrowings | 1,563.83 | 2,033.63 |
| Non-current Borrowings | 1,131.67 | 261.11 |
| Net Debt | 2,695.49 | 2,294.74 |

| Particulars | (Amount in INR Lakhs) | | |
|--------------------------------------|---------------------------------------|--------------------|------------------|
| | Liabilities from financing activities | | |
| | Non Current Borrowings | Current Borrowings | Total Borrowings |
| Net Debt as at April 1, 2021 | 217.50 | 1,606.21 | 1,823.71 |
| Cash Inflows | 43.61 | 427.43 | 471.04 |
| Cash Outflows | - | - | - |
| | 261.11 | 2,033.63 | 2,294.75 |
| Interest Expense | - | 178.26 | 178.26 |
| Interest Paid | - | (178.26) | (178.26) |
| Other non cash adjustments | - | - | - |
| Net Debt as at March 31, 2022 | 261.11 | 2,033.63 | 2,294.74 |
| Cash Inflows | 870.56 | - | 870.56 |
| Cash Outflows | - | (469.79) | (469.79) |
| | 1,131.67 | 1,563.83 | 2,695.51 |
| Interest Expense | 28.55 | 221.82 | 250.37 |
| Interest Paid | (28.55) | (221.82) | (250.37) |
| Other non cash adjustments | - | - | - |
| Net Debt as at March 31, 2023 | 1,131.67 | 1,563.83 | 2,695.49 |

There are no defaults in repayment of borrowings and interest thereon for the reporting periods presented.

17. OTHER NON CURRENT LIABILITIES

| Particulars | (Amount in INR Lakhs) | |
|--------------------|-----------------------|-----------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Non Current | | |
| Gratuity payables | 55.51 | 43.85 |
| | 55.51 | 43.85 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**18. OTHER FINANCIAL LIABILITIES**

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|-----------------------|-----------------------|
| Current | | |
| Other payables (mainly includes provision for expenses and deposit received against premises offered on leave and licenses) | 126.82 | 101.13 |
| Total | 126.82 | 101.13 |

19. TRADE PAYABLES

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Current | | |
| Total outstanding dues of micro enterprises and small enterprises (Refer Note No.39) | 51.42 | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 728.60 | 793.93 |
| Total | 780.02 | 793.93 |

| SR NO | Particular | 2022-23 | | | | Total |
|-------|---------------------------------|--|--------------|-------------|------------------|---------------|
| | | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Year | |
| | | Outstanding for following periods from due date of payment | | | | |
| 1 | MSME | 23.49 | | | 0.77 | 24.26 |
| 2 | Others | 498.04 | 54.17 | 105.99 | -7.22 | 650.98 |
| 3 | Disputed dues – MSME | | | | | |
| 4 | Disputed dues - Others | | | | | |
| | Advance to the creditors | 50.42 | 13.35 | 0.68 | 40.33 | 104.78 |
| | | | | | | 780.02 |

21-22

in lacs

| SR NO | Particular | 2021-22 | | | | Total |
|-------|---------------------------------|--|--------------|----------|------------------|---------------|
| | | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Year | |
| | | Outstanding for following periods from due date of payment | | | | |
| 1 | MSME | | | | | |
| 2 | Others | 345.10 | 267.86 | 20.68 | 20.30 | 653.95 |
| 3 | Disputed dues – MSME | | | | | |
| 4 | Disputed dues - Others | | | | | |
| Less | Advance to the creditors | 43.28 | 96.70 | | | 139.98 |
| | | | | | | 793.93 |

20. OTHER LIABILITIES

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|----------------------------|-----------------------|-----------------------|
| Current | | |
| Advance against flat sales | 456.40 | 456.40 |
| Statutory Liabilities | 66.32 | 59.22 |
| Income received in advance | 48.40 | 46.17 |
| Total | 571.12 | 561.79 |

21. PROVISIONS

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|------------------|-----------------------|-----------------------|
| Current | | |
| Dividend payable | - | 6.38 |
| Total | - | 6.38 |

BHARAT AGRI FERT & REALTY LIMITED**NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023****22. REVENUE FROM OPERATIONS**

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|---------------------------------|-----------------|-----------------|
| Sale of products | | |
| Fertilisers Sales | 842.27 | 650.22 |
| Sale of services | | |
| Renting of Immovable Properties | 0.56 | - |
| Resort Income | 1,337.15 | 725.31 |
| Other operating revenues | | |
| Government Subsidy | 743.31 | 925.94 |
| | 2,923.30 | 2,301.47 |

23. OTHER INCOME

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|--|---------------|---------------|
| Interest income on | | |
| Bank fixed deposits | 8.48 | 3.30 |
| Loans to others | - | - |
| Dividend income | 4.10 | 2.74 |
| Rent income | 68.80 | 30.75 |
| Insurance claim | 4.85 | 9.62 |
| Net gain / loss on disposal of Property, plant and equipment | 20.83 | 8.82 |
| Common Area Maintenance Charges | 38.76 | 264.91 |
| Sundry balances written back | - | 14.75 |
| Miscellaneous Income | 15.84 | 2.11 |
| | 161.67 | 336.99 |

24. COST OF CONSTRUCTION AND RAW MATERIAL CONSUMED

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|------------------------------|-----------------|---------------|
| As at beginning of the year | 175.51 | 27.24 |
| Add: Purchases | 1,251.48 | 736.84 |
| Less : As at end of the year | (146.52) | (175.51) |
| | 1,280.47 | 588.57 |

25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|---|-----------------|-----------------|
| Inventories as at the beginning of the year | | |
| Finished goods - Fertiliser division | 207.49 | 151.00 |
| Finished goods - Construction division | 38.86 | 38.86 |
| Work in progress - Real estate under Development | 2,647.51 | 2,647.51 |
| Total | 2,893.87 | 2,837.37 |
| Less : Inventories as at the end of the year | | |
| Finished goods - Fertiliser division | 40.31 | 207.49 |
| Finished goods - Construction division | 38.86 | 38.86 |
| Work in progress - Real estate under Development | 3,255.40 | 2,647.51 |
| Total | 3,334.57 | 2,893.87 |
| Net decrease / (increase) in inventories | (440.71) | (56.49) |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**26. EMPLOYEE BENEFITS EXPENSE**

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|---|---------------|---------------|
| Salaries, wages and bonus incl Directors Remuneration | 377.08 | 346.03 |
| Staff welfare expenses | 87.69 | 89.65 |
| Gratuity expense | 13.70 | 18.34 |
| Leave salary expenses | 0.54 | 0.28 |
| Contribution to provident and other funds | 4.86 | 15.24 |
| | 483.87 | 469.54 |

27. FINANCE COST

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|--------------------------------|---------------|---------------|
| Interest expense on borrowings | 250.37 | 178.26 |
| Other finance charges | 92.92 | 29.30 |
| | 343.29 | 207.55 |

28. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|-----------------------------------|---------------|---------------|
| Depreciation on tangible assets | 330.70 | 272.07 |
| Amortisation on intangible assets | 1.00 | 0.44 |
| | 331.71 | 272.51 |

29. OTHER EXPENSES

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|--|-----------------|-----------------|
| Operating and Other Expenses | | |
| Power and Fuel | 244.79 | 109.62 |
| Stores, Spares and Packing Material Consumed | 81.49 | 71.89 |
| Repairs and maintenance | | |
| Plant and Machinery | 22.71 | 7.54 |
| Building | 18.16 | 9.80 |
| Rates and Taxes | 46.95 | 13.31 |
| Insurance charges | 10.23 | 11.76 |
| Resort expenses | 419.51 | 285.12 |
| House keeping expenses | 67.10 | 29.81 |
| Other Operating Expenses | 40.80 | 43.26 |
| | 951.73 | 582.10 |
| Administrative expenses | | |
| Payments to auditors (Refer note (a) below) | 4.30 | 2.97 |
| Postage and Telegrams and Fax | 10.51 | 1.26 |
| Legal and other professional fees | 61.43 | 33.58 |
| Travelling and conveyance expenses | 46.71 | 18.15 |
| Vehicle Expenses | 74.31 | 29.21 |
| Donation | - | - |
| Freight Expenses | 148.62 | 171.60 |
| Marketing and sales promotion expenses | 187.04 | 37.81 |
| Repairs and maintenance - Others | 171.23 | 108.50 |
| Discount | 1.20 | 0.05 |
| Corporate social responsibility expenditure | - | - |
| Common maintenance expense | 107.05 | 34.62 |
| Sundry debtors written off | 23.07 | - |
| Loss on sale of investments | 8.33 | - |
| General expenses | 69.72 | 41.96 |
| Loading & Unloading Expenses | 29.48 | 22.10 |
| Miscellaneous expenses | 22.36 | 15.87 |
| | 965.36 | 517.68 |
| Total | 1,917.08 | 1,099.78 |

BHARAT AGRI FERT & REALTY LIMITED**NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023****(a) Details of Payments to statutory and Tax auditors****(Amount in INR Lakhs)**

| | 2022-23 | 2021-22 |
|-----------------------------|-------------|-------------|
| As auditor | | |
| Audit Fee | 2.97 | 2.97 |
| In other capacity | | |
| Taxation matters | - | - |
| Other Professional Services | 1.33 | - |
| Re-imburement of expenses | - | - |
| | 4.30 | 2.97 |

(b) Corporate social responsibility expenditure**(Amount in INR Lakhs)**

| | 2022-23 | 2021-22 |
|---|---------|---------|
| Amount required to be spent as per Section 135 of the Act | - | - |
| Amount spent during the year on | | |
| (i) Social and Education activities | - | - |
| (ii) on purposes other than (i) above | - | - |

30. EARNINGS PER SHARE**(Amount in INR Lakhs)**

| Particulars | March 31, 2023 | March 31, 2022 |
|---|--------------------|------------------|
| (a) Basic earnings per share (INR) | (1.56) | 0.96 |
| (b) Diluted earnings per share (INR) | (1.56) | 0.96 |
| (c) Reconciliations of earnings used in calculating earnings per share | | |
| <i>Basic earnings per share</i> | | |
| Profit attributable to the equity holders of the company used in calculating basic earnings per share | (824.64) | 50.78 |
| <i>Diluted earnings per share</i> | | |
| Profit attributable to the equity holders of the company used in calculating basic earnings per share | (824.64) | 50.78 |
| Adjustments for calculation of Diluted earnings per share: | - | - |
| Profit attributable to the equity holders of the company used in calculating diluted earnings per share | (824.64) | 50.78 |
| (d) Weighted average number of shares used as the denominator | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share | 5,28,55,110 | 52,85,511 |
| Adjustments for calculation of diluted earnings per share: | - | - |
| Weighted average number of equity shares used as the denominator in calculating diluted earnings per share | 5,28,55,110 | 52,85,511 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**31. EMPLOYEE BENEFIT OBLIGATIONS**

(Amount in INR Lakhs)

| | March 31, 2023 | | | March 31, 2022 | | |
|--|----------------|--------------|---------------|----------------|--------------|--------------|
| | Current | Non Current | Total | Current | Non Current | Total |
| Gratuity | 60.82 | 55.51 | 116.33 | 55.84 | 43.84 | 99.68 |
| Total Employee Benefit Obligation | 60.82 | 55.51 | 116.33 | 55.84 | 43.84 | 99.68 |

Post Employment obligations**Gratuity**

The company provides for gratuity for employees in india as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a **unfunded plan**.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows :
(Amount in INR Lakhs)

| | For the year ended 31st March, 2023 (In Lacs) | For the year ended 31st March, 2022 (In Lacs) |
|--|---|--|
| | Gratuity | Gratuity |
| I Components of Employer Expense | | |
| - Recognised in the Statement of Profit and Loss | | |
| 1 Current Service Cost | 6.96 | 9.84 |
| 2 Past Service Cost | - | - |
| 3 Net Interest Cost | 6.75 | 6.25 |
| 4 Total expense recognised in the Statement of Profit and Loss | 13.70 | 16.09 |
| - Remeasurements recognised in Other Comprehensive Income | | |
| 5 Return on plan assets (excluding amounts included in Net interest cost) | - | - |
| 6 Effect of changes in demographic assumptions | | |
| 7 Effect of changes in financial assumptions | (3.58) | (3.56) |
| 8 Changes in asset ceiling (excluding interest income) | | |
| 9 Effect of experience adjustments | 8.88 | (10.65) |
| 10 Total remeasurements included in Other Comprehensive Income | 5.29 | (14.21) |
| Total defined benefit cost recognised in the Statement of Profit and | | |
| 11 Loss and Other Comprehensive Income (4 + 10) | 19.00 | 1.88 |
| The current service cost, past service cost and net interest cost for the year, as applicable, | | |
| II Actual Returns | 0 | 0 |
| III Net Asset / (Liability) recognised in the Balance Sheet | | |
| Net Asset / (Liability) recognised | | |
| 1 Present Value of Defined Benefit Obligation | 116.33 | 99.68 |
| 2 Fair Value of Plan Assets | 0 | 0 |
| 3 Status (Surplus / (Deficit)) | (116.33) | (99.68) |
| 4 Restrictions on Asset Recognised | | |

| | For the year ended 31st March, 2023 (In Lacs) | For the year ended 31st March, 2022 (In Lacs) |
|---|---|--|
| | Gratuity | Gratuity |
| IV Change in Defined Benefit Obligation (DBO) | | |
| 1 Present Value of DBO at the beginning of the year | 99.69 | 99.99 |
| 2 Current Service Cost | 6.96 | 9.84 |
| 3 Past Service Cost | - | - |
| 4 Interest Cost | 6.75 | 6.25 |
| a. Effect of changes in demographic assumptions | - | - |
| b. Effect of changes in financial assumptions | (3.58) | (3.56) |
| c. Changes in asset ceiling (excluding interest income) | | |
| d. Effect of experience adjustments | 8.88 | (10.65) |
| 5 Benefits Paid | (2.36) | (2.18) |
| 6 Present Value of DBO at the end of the year | 116.33 | 99.68 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| | | For the year ended 31st March, 2023(In Lacs) | For the year ended 31st March, 2022(In Lacs) |
|----------|---|--|---|
| | | Gratuity | Gratuity |
| V | Change in Fair Value of Assets | | |
| 1 | Plan Assets at the beginning of the year | - | - |
| 2 | Actual Company Contributions | 2.36 | 2.18 |
| 3 | Benefits Paid | (2.36) | (2.18) |
| 4 | Plan Assets at the end of the year | - | - |

The significant actuarial assumptions were as follows:

| | March 31, 2023 | March 31, 2022 |
|------------------------------------|---------------------|---------------------|
| Mortality | IALM (2012-14) Ult. | IALM (2012-14) Ult. |
| Discount rate | 7.29% | 6.85% |
| Rate of Increase in compensation | 10.00% | 10.00% |
| Expected average remaining service | 12.66 | 11.52 |
| Retirement age | 56 years | 56 years |
| Employee Attrition Rate | 0.8 % For All Ages | 0.8 % For All Ages |

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is shown below:

(Amount in INR Lakhs)

| Assumptions | Discount rate | | Salary escalation rate | |
|--------------------------------------|---------------|-------------|------------------------|-------------|
| | 1% increase | 1% decrease | 1% increase | 1% decrease |
| March 31, 2023 | | | | |
| Impact on defined benefit obligation | (7.14) | 8.59 | 5.28 | (5.39) |
| % Impact | -6.13% | 7.39% | 4.54% | -4.63% |
| March 31, 2022 | | | | |
| Impact on defined benefit obligation | (5.80) | 7.04 | 4.39 | (4.00) |
| % Impact | -5.82% | 7.07% | 4.40% | -4.01% |

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected cash flows to the defined benefit plan in future years:

(Amount in INR Lakhs)

| | March 31, 2023 | March 31, 2022 |
|--------------------------------------|----------------|----------------|
| Expected outflow in the first year | 60.82 | 55.84 |
| Expected outflow in the second year | 0.72 | 0.62 |
| Expected outflow in the third year | 0.77 | 0.65 |
| Expected outflow in the fourth year | 3.22 | 0.69 |
| Expected outflow in the fifth year | 3.28 | 2.97 |
| Expected outflow in six to ten years | 12.90 | 12.52 |
| Total expected payments | 81.71 | 73.29 |

The average duration of the defined benefit plan obligation at the end of the reporting period is 7.23 years (March 31, 2022: 6.93 years)

(iii) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 4.86 Lakhs (March 31, 2022: INR 15.24 Lakhs)

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**32. COMMITMENTS AND CONTINGENCIES****A. Commitments****Capital Commitments**

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

| | (Amount in INR Lakhs) | |
|-------------------------------|-----------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Property, plant and equipment | 6.95 | 13.61 |

| B. Contingent Liabilities | (Amount in INR Lakhs) | |
|--|-----------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Claim against the company not acknowledged as debt | 595.50 | 36.81 |

| Name of the Statute | Nature of Dues | Period to which it pertains | Forum where dispute is pending | Amount (exl interest and penalty (Rs.in lakhs)) |
|----------------------|----------------|-----------------------------|--------------------------------|---|
| Income Tax Act, 1961 | Income Tax | 2012-13 | CIT(A) | 575.70 |
| | | 2016-17 | | 10.47 |
| | | 2017-18 | | 9.33 |
| | | | | 595.50 |

33. RELATED PARTY TRANSACTIONS**(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures**

| Name of Related Party | Country of Incorporation |
|----------------------------------|--------------------------|
| List of Related parties : | |

Associate

Mol Chem Limited India
(ceased to be an associate w.e.f 24/02/2023)

Entities over which Key Management personnel are able to exercise significant influence/control

Yogi Investments Private Limited India
Vijal Shipping Private Limited India
Waada Film Private Limited India
Wada Bottling Industries Private Limited India
Patel Entertainment Private Limited India
Chavi Impex Private Limited India
Wada Alums and Acids Private Limited India
My Shop India

Key Management Personnel

Y D Patel, Chairman and Managing Director
Kantilal Narandas Jethwa, Director and CFO
Suresh Maganlal Bhadrecha, Director
Yogesh Shamjibhai Rathod, Director
Chunilal Bhanji Gherwada, Director
Akshay Kumar, Company Secretary

Relatives of Key Management Personnel

Anjni Y. Patel, Whole Time Director
Chandni Y. Patel, Whole Time Director
Vijal Y. Patel, Whole Time Director
Shailendra D. Patel, Chief Executive Officer
Viraj S. Patel, Laboratory Incharge

(ii) Transactions with related parties

The following transactions occurred with related parties

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Amount in INR Lakhs)

| Name | Nature of Transaction | March 31, 2023 | March 31, 2022 |
|---------------------|--------------------------|----------------|----------------|
| Yogendra D. Patel | Remuneration | - | 20.00 |
| Anjni Y. Patel | Remuneration | - | 20.00 |
| Chandni Y. Patel | Remuneration | - | 20.00 |
| Vijal Y. Patel | Remuneration | - | 20.00 |
| Shailendra D. Patel | Remuneration | 4.55 | 4.77 |
| Viraj S. Patel | Remuneration | 3.25 | 3.47 |
| Mol Chem Limited | Loan given | - | - |
| | Loan repayments received | 899.28 | - |
| | Interest received | 4.72 | - |
| | Interest charges | - | - |

(iii) Loans to related parties

(Amount in INR Lakhs)

| Name | Particulars | March 31, 2023 | March 31, 2022 |
|---------------------------------|--------------------------|----------------|----------------|
| Loans to related parties | | | |
| Mol Chem Limited | Beginning of the year | 899.28 | 899.28 |
| | Loans advanced | - | - |
| | Loan repayments received | 899.28 | - |
| | Interest charged | 4.72 | - |
| | Interest received | 4.72 | - |
| | End of the year | - | 899.28 |

Loans from related parties

| | | | |
|-------------------|------------------------|---------|---------|
| Yogendra D. Patel | Beginning of the year | 78.01 | 23.56 |
| | Loans received | 107.75 | 125.20 |
| | Loan repayments made | (16.25) | (70.75) |
| | End of the year | 169.51 | 78.01 |
| Anjni Y. Patel | Beginning of the year | 44.57 | 17.96 |
| | Loans received | 93.50 | 74.53 |
| | Loan repayments made | (8.58) | (47.92) |
| | End of the year | 129.49 | 44.57 |
| Chandni Y. Patel | Beginning of the year | - | 6.46 |
| | Loans received | 9.72 | 14.08 |
| | Loan repayments made | (9.72) | (20.54) |
| | End of the year | - | - |
| Vijal Y. Patel | Beginning of the year | 0.92 | 2.96 |
| | Loans received | 13.21 | 18.20 |
| | Loan repayments made | (14.13) | (20.24) |
| | End of the year | - | 0.92 |

(iv) Key management personnel compensation

(Amount in INR Lakhs)

| | March 31, 2023 | March 31, 2022 |
|------------------------------------|----------------|----------------|
| Director sitting fees* | | |
| Short term employee benefits | 7.80 | 88.24 |
| Post-employment benefits* | - | - |
| Other long term employee benefits* | - | - |
| | 7.80 | 88.24 |

*The amount of post employment benefits and long term employee benefits cannot be separately identified from the composit figure advised by the actuary/valuer.

(v) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2023. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**34. SEGMENT REPORTING**

A. For management purposes, the Company is organized into following three business units based on the risks and rates of returns of the products offered by these unit as per Ind AS 108 on 'Operating Segment' :

- Construction
- Fertilizers
- Resort

No operating segments have been aggregated to form the above reportable operating segment.

The Managing Director (MD) monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis (unallocable) and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Year ended March 31, 2023

(Amount in INR Lakhs)

| Particulars | Construction | Fertilizers | Resort | Unallocable | Total segments |
|--|--------------|-----------------|-----------------|-------------|-----------------|
| Segment Revenue | | | | | |
| External sales revenue | 0.56 | 1,585.58 | 1,337.15 | - | 2,923.30 |
| Internal segment revenue | - | - | - | - | - |
| Total revenue | 0.56 | 1,585.58 | 1,337.15 | - | 2,923.30 |
| Segment results before interest, taxes prior period and exceptional items | (74.16) | (49.57) | (316.03) | (56.18) | (495.93) |
| Interest Expense | - | - | - | 343.29 | 343.29 |
| Interest Income | - | - | - | 8.48 | 8.48 |
| Profit/(Loss) before tax and Exceptional items | | | | | (830.75) |
| Exceptional items | - | - | - | - | - |
| Profit/(Loss) before tax | | | | | (830.75) |
| Tax expense | | | | (6.11) | (6.11) |
| Net Profit/(Loss) after tax | | | | | (824.64) |
| Other Information | | | | | |
| Segment Assets | 4,365.81 | 2,502.46 | 1,923.34 | 768.04 | 9,558.66 |
| Segment liabilities | 1,091.13 | 1,637.94 | 864.26 | 695.25 | 4,288.58 |
| Capital Expenditure | - | 0.40 | 487.06 | 138.72 | 626.18 |
| Depreciation | 5.63 | 77.90 | 248.17 | - | 331.71 |
| Non cash expenses other than Depreciation | 7.97 | 5.01 | 9.76 | 0.33 | 23.07 |

Year ended March 31, 2022

(Amount in INR Lakhs)

| Particulars | Construction | Fertilizers | Resort | Unallocable | Total segments |
|--|--------------|-----------------|---------------|-------------|-----------------|
| Segment Revenue | | | | | |
| External sales revenue | - | 1,576.16 | 725.31 | - | 2,301.47 |
| Internal segment revenue | - | - | - | - | - |
| Total revenue | - | 1,576.16 | 725.31 | - | 2,301.47 |
| Segment results before interest, taxes prior period and exceptional items | 195.81 | 424.37 | (321.86) | (37.07) | 261.25 |
| Interest Expense | - | - | - | 207.55 | 207.55 |
| Interest Income | - | - | - | 3.30 | 3.30 |
| Profit/(Loss) before tax and Exceptional items | | | | | 57.00 |
| Exceptional items | - | - | - | - | - |
| Profit/(Loss) before tax | | | | | 57.00 |
| Tax expense | - | - | - | 6.22 | 6.22 |
| Net Profit/(Loss) after tax | | | | | 50.78 |
| Other Information | | | | | |
| Segment Assets | 4,124.27 | 2,542.11 | 1,663.00 | 1,640.15 | 9969.52 |
| Segment liabilities | 495.48 | 2,559.33 | 450.24 | 364.19 | 3,869.24 |
| Capital Expenditure | - | 2.88 | 979.09 | - | 981.97 |
| Depreciation | 5.83 | 86.01 | 180.66 | - | 272.51 |
| Non cash expenses other than Depreciation | - | - | - | - | - |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**Adjustments and eliminations**

Finance income and costs are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

Capital expenditure consists of additions of property, plant and equipment and intangible assets.

B. Information about geographical areas**Revenue from external customers**

The Company is domiciled and have operations only in India. Hence, there is no geographical segment. Accordingly, no disclosure is required under Ind AS 108 "Operating Segment".

Revenue from Major Customers

Revenue from customers exceeding 10% of total revenue for the year ended March 31, 2023 and March 31, 2022 were as follows:

(Amount in INR Lakhs)

| Segment | March 31, 2023 | | March 31, 2022 | |
|--------------|---------------------|---------|---------------------|---------|
| | Number of Customers | Revenue | Number of Customers | Revenue |
| Construction | - | - | - | - |
| Fertilizers | 2 | 680.32 | 2 | 375.69 |
| Resort | - | - | - | - |

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

35. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

| Particulars | Carrying Amount | | Fair Value | |
|----------------------------------|-----------------|-----------------|-----------------|-----------------|
| | March 31, 2023 | March 31, 2022 | March 31, 2023 | March 31, 2022 |
| (Amount in INR Lakhs) | | | | |
| FINANCIAL ASSETS | | | | |
| Amortised cost | | | | |
| Trade Receivables | 1,114.74 | 991.19 | 1,114.74 | 991.19 |
| Loans | 13.52 | 907.52 | 13.52 | 907.52 |
| Cash and Cash Equivalents | 9.57 | 1.34 | 9.57 | 1.34 |
| Security Deposits | 25.01 | 24.27 | 25.01 | 24.27 |
| Other Bank Balances | 68.35 | 102.39 | 68.35 | 102.39 |
| Other Financial Assets | 5.89 | 380.93 | 5.89 | 380.93 |
| Financial assets at FVTPL | | | | |
| Investments in Equity | 1.71 | 1.71 | 1.71 | 1.71 |
| Investments in Mutual Funds | 33.00 | 3.00 | 33.00 | 3.00 |
| Total | 1,271.80 | 2,409.36 | 1,271.80 | 2,409.36 |

FINANCIAL LIABILITIES

| | | | |
|-----------------------------|-----------------|-----------------|-----------------|
| Amortised cost | | | |
| Borrowings | 2,695.49 | 2,294.74 | 2,294.74 |
| Trade Payables | 780.02 | 793.93 | 793.93 |
| Other financial liabilities | 126.82 | 101.13 | 126.82 |
| | 3,602.33 | 3,189.80 | 3,602.33 |

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans, deposits and other non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee(AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

v. Reconciliation of fair value measurement of financial assets classified as FVTPL(Level 3):

| Particulars | Unquoted equity shares |
|---|---------------------------|
| As at April 1, 2021 | 1.71 |
| Remeasurement recognised in Profit and loss | - |
| As at March 31, 2022 | 1.71 |
| Remeasurement recognised in Profit and loss | - |
| As at March 31, 2023 | 1.71 |

(Amount in INR Lakhs)

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**36. FINANCIAL RISK MANAGEMENT**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The finance team oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activity exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

(A) Credit risk

Credit risk is the risk that risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

(a) Trade and other receivables

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking infor

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

i. Provision for expected credit losses

The company follows 'simplified approach' for recognition of loss allowance on Trade receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ii. Exposure - Trade Receivables (Net of povisions)

The ageing of trade and other receivables that were not impaired was as follows:

(Amount in INR Lakhs)

| Particulars | Past Due | | Total |
|---------------------|----------------|--------------------|-----------------|
| | Up to 6 Months | More than 6 Months | |
| As at March 31,2023 | 94.15 | 1,020.59 | 1,114.74 |
| As at March 31,2022 | 57.08 | 934.11 | 991.19 |

iii. Reconciliation of loss allowance provision - Trade receivables**(Amount in INR Lakhs)**

| Particulars | |
|---|---------------|
| Loss allowance on April 1, 2021 | 331.01 |
| Changes in loss allowance | - |
| Loss allowance on March 31, 2022 | 331.01 |
| Changes in loss allowance | - |
| Loss allowance on March 31, 2023 | 331.01 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(b) Other Financial Assets

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The carrying amount of cash and cash equivalents, loans, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure.

(B) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

Contractual maturities of financial liabilities

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include principal cash flows.

(Amount in INR Lakhs)

| Particulars | Carrying Amount | Total | Less than 1 year | 1 to 5 years | More than 5 years |
|-----------------------------|-----------------|-----------------|------------------|-----------------|-------------------|
| March 31, 2023 | | | | | |
| Borrowings | 2,695.49 | 2,695.49 | 1,563.83 | 1,131.67 | - |
| Trade payables | 780.02 | 780.02 | 780.02 | - | - |
| Other financial liabilities | 126.82 | 126.82 | 126.82 | - | - |
| Total liabilities | 3,602.33 | 3,602.33 | 2,470.67 | 1,131.67 | - |
| March 31, 2022 | | | | | |
| Borrowings | 2,294.74 | 2,294.74 | 2,033.63 | 261.11 | - |
| Trade payables | 793.93 | 793.93 | 793.93 | - | - |
| Other financial liabilities | 101.13 | 101.13 | 101.13 | - | - |
| Total liabilities | 3,189.80 | 3,189.80 | 2,928.69 | 261.11 | - |

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

(i) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the import payables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| (a) Foreign currency risk exposure | | (Amount in INR Lakhs) |
|--|------------------------|-----------------------|
| Particulars | Exposure in USD | |
| March 31, 2023 | | |
| Trade Payables | | (220.89) |
| Net exposure to foreign currency risk | | (220.89) |
| March 31, 2022 | | |
| Trade Payables | | (292.82) |
| Net exposure to foreign currency risk | | (292.82) |

The following significant exchange rates have been applied during the year

| INR | Year end spot rate | |
|------------|---------------------------|-----------------------|
| | March 31, 2023 | March 31, 2022 |
| USD 1 | 82.21 | 75.91 |

(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

| Particulars | (Amount in INR Lakhs) | | | |
|--|------------------------------|--------------------|--------------------|--------------------|
| | 2022-23 | | 2021-22 | |
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| Foreign Currency changes | (2.21) | 2.21 | (2.93) | 2.93 |
| Net Increase/(decrease) in profit or loss | (2.21) | 2.21 | (2.93) | 2.93 |

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company' interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable and competitive cost of funding.

However, during the periods presented in the financial statements, the Company has primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Company is not significantly exposed to interest rate risk.

(iii) Inventory price risk

The company is exposed to the movement in price of principal finished product i.e Fertilizer. The main raw material i.e Rock Phosphate is imported from Egypt / Jordan and its price is variable depending upon exchange rate. Fertiliser being a seasonal as well as subsidized product; prices of fertilizer are monitored by government. Department of Fertilizer implemented "Direct Benefit Transfer" (DBT) system for eligibility of subsidy on sale of fertilizer through POS machines. Company monitors the fertilizer prices on daily basis and formulates the sales strategy to achieve maximum realisation.

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**37. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

(Amount in INR Lakhs)

| Particulars | March 31, 2023 | March 31, 2022 |
|----------------------------------|-----------------|-----------------|
| Borrowings | 2,695.49 | 2,294.74 |
| Trade payables | 780.02 | 793.93 |
| Other payables | 126.82 | 101.13 |
| Less: Cash and cash equivalents | (9.57) | (1.34) |
| Less: Other bank balance | (68.35) | (102.39) |
| Net Debt | 3,524.41 | 3,086.06 |
| Equity share capital | 528.55 | 528.55 |
| Other equity* | 4,741.53 | 5,571.74 |
| Total Capital | 5,270.08 | 6,100.29 |
| Total Equity and Net Debt | 8,794.49 | 9,186.35 |
| Gearing ratio (%) | 40.08 | 33.59 |

*Includes Property, plant and equipments revaluation reserve of INR 144.73 Lakhs.

(Amount in INR Lakhs)

38. ASSETS GIVEN AS PRIMARY / COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as prime/collateral security for current and non current borrowings are:

| | March 31, 2023 | March 31, 2022 |
|---------------------------------|-----------------|-----------------|
| CURRENT ASSETS | | |
| i. Financial Assets | | |
| Trade Receivables | 1,095.77 | 981.78 |
| ii. Non Financial Assets | | |
| Inventories | 370.94 | 516.40 |
| Total current assets | 1,466.71 | 1,498.18 |
| NON CURRENT ASSETS | | |
| Non Financial Assets | | |
| Freehold land | 76.58 | 76.58 |
| Freehold building | 525.44 | 149.80 |
| Plants and equipments | 218.25 | 260.48 |
| Total non current assets | 820.28 | 486.88 |

39. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

There are dues to Micro, Small and Medium Enterprises which are outstanding for more than 45 days during the year and also as at 31st March 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the company

Amount in INR Lakhs

| | March 31, 2023 | March 31, 2022 |
|--|----------------|----------------|
| a) Principal amount remaining unpaid to any supplier as at the end of the accounting year | | |
| On account of trade payables | 51.42 | - |
| On account of liabilities other than trade payables | - | - |
| Total | 51.42 | - |
| b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| c) Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year | - | - |
| d) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006 | - | - |
| e) Amount of interest accrued and remaining unpaid at the end of accounting year | - | - |
| f) Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise | - | - |

40. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

| Name of the Party | Nature | Purpose | March 31, 2023 | March 31, 2022 |
|-------------------|----------------|-----------------|----------------|----------------|
| Mol Chem Limited | Unsecured Loan | Working Capital | - | 899.28 |
| | Investment | Business | - | 35.06 |

The company has entered into Settlement MOU, sold its investment and ceased to be an associate w.e.f 24/02/2023.

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

41. ADDITIONAL REGULATORY INFORMATION

| Sr.No. | Particulars | As at 31.03.23 | As at 31.03.22 | Variance (in %) |
|--------|----------------------------------|----------------|----------------|-----------------|
| 1 | Current Ratio | 1.44 | 1.40 | -3% |
| 2 | Debt Equity Ratio | 0.51 | 0.38 | -35% |
| 3 | Debt Service Coverage Ratio | -0.31 | 1.90 | 116% |
| 4 | Return on Equity Ratio | -14.51% | 0.84% | 1827% |
| 5 | Inventory Turnover Ratio | 0.94 | 0.80 | -17% |
| 6 | Trade Receivables Turnover Ratio | 2.78 | 2.28 | -22% |
| 7 | Trade Payables Turnover Ratio | 1.59 | 0.86 | -85% |
| 8 | Net Capital Turnover Ratio | 2.20 | 1.63 | -35% |
| 9 | Net Profit Ratio | -28.21% | 1.92% | 1569% |
| 10 | Return on Capital Employed | -6.07% | 3.15% | 293% |
| 11 | Return on Investment | 12.18% | 4.25% | -187% |

- Debt Equity Ratio increased as debt of the company has increased during the year, borrowed funds are for real estate division and expansion of resort division.
- Debt service coverage ratio was negative due to increased operating expenses.
- Return on equity, Return on capital employed and Net Profit ratio has been affected due to losses of the company. Fertiliser division capacity utilization is less than 10% and increased overhead expenses has affected the performance of resort division.
- Trade payables Turnover ratio increased due to purchases incurred in construction division (PY- Nil).
- Net capital turnover ratio increased due to increase in turnover and increase in inventory, decrease in current borrowings and trade receivables.
- Returns on Mutual funds and dividend has improved the Return on investment ratio.

42. In the opinion of the Board, any of the assets other than Property, Plant and Equipment, Intangible assets and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

43. Discrepancy to be reported under Clause L(ix) under Additional Regulatory Information applicable to a Company required to prepare Financial Statements under Division II Ind AS Schedule III of the Company's Act

| in lacs | | | | |
|---------|---------------------|-------------------|---------------------------------|------------|
| Sn. | Particulars | Amount as per the | Amount as per stock | Difference |
| | | books of accounts | statement submitted to the bank | |
| | | Total Amount | Total Amount | A-B |
| | | A | B | A-B |
| Jun-22 | | | | |
| 1 | Inventories | 645 | 2216 | (1,571) |
| | Trade Receivables | 144 | 144 | 0 |
| | Subsidy Receivables | 609 | 609 | 0 |
| Sep-22 | | | | |
| 2 | Inventories | 500 | 2031 | (1,531) |
| | Trade receivables | 65 | 56 | 10 |
| | Subsidy Receivables | 534 | 534 | 0 |
| Dec-22 | | | | |
| 3 | Inventories | 391 | 852 | (461) |
| | Trade receivables | 51 | 41 | 9 |
| | Subsidy Receivables | 440 | 440 | 0 |
| Mar-23 | | | | |
| 4 | Inventories | 371 | 907 | (536) |
| | Trade receivables | 107 | 90 | 17 |
| | Subsidy Receivables | 465 | 443 | 21 |

44. Pursuant to Ind AS 1 "Presentation of financial statements"

a. Current assets expected to be recovered within twelve months and after twelve months from the reporting date:

| Particulars | Note No. | As at March 31, 2023 | | Total | Note No. | As at March 31, 2022 | | Total |
|------------------------|----------|----------------------|---------------------|----------------|----------|----------------------|---------------------|----------------|
| | | Within twelve months | After twelve months | | | Within twelve months | After twelve months | |
| Inventories | 8 | 438.87 | 3255.40 | 3694.26 | 8 | 570.05 | 2647.51 | 3217.57 |
| Trade Receivables | 7 | 94.15 | 1020.59 | 1114.74 | 7 | 991.19 | - | 991.19 |
| Loans | 6 | 13.52 | - | 13.52 | 6 | 8.23 | 899.28 | 907.51 |
| Other financial assets | 6,10,11 | 83.82 | 59.72 | 143.54 | 6,10,11 | 272.35 | 276.35 | 548.70 |
| Total | | 630.36 | 4335.71 | 4966.07 | | 1841.82 | 3823.15 | 5664.97 |

NOTES TO STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| Particulars | Note No. | As at March 31, 2023 | | Total | Note No. | As at March 31, 2022 | | Total | Amounts in INR lakhs |
|--|----------|----------------------|---------------------|----------------|----------|----------------------|---------------------|-----------------|----------------------|
| | | Within twelve months | After twelve months | | | Within twelve months | After twelve months | | |
| Trade Payables: | 19 | | | | 19 | | | | |
| Due to micro enterprises and small enterprises | | 51.42 | - | 51.42 | | - | - | - | |
| Due to others | | 728.60 | - | 728.60 | | 793.93 | - | 793.93 | |
| Other financial liabilities | 16,18 | 1690.64 | 1,131.67 | 2822.31 | 16,18 | 9969.52 | 1.34 | 9970.86 | |
| Other Current liabilities | 17,20 | 571.12 | 55.51 | 626.63 | 17,20 | 561.79 | 43.85 | 605.64 | |
| Provisions | 21 | - | - | - | 21 | 6.38 | - | 6.38 | |
| Total | | 3041.78 | 1187.18 | 4228.96 | | 11331.62 | 45.19 | 11376.81 | |

45. The Following disclosures are not applicable to the Company:

- Disclosure where a company is a declared willful defaulter by any bank or financial Institution
- Relationship with Struck off Companies
- Details of transaction not recorded in the books that has been surrendered or disclosed as income in the tax assessments
- Details of Crypto Currency or Virtual Currency
- Details of Benami Property held
- Compliance with number of layers of companies
- Compliance with approved Scheme(s) of Arrangements

46. There is no pending registration of charges or satisfaction of charges with Registrar of Companies.

47. Previous year's amounts are regrouped and reclassified to make them comparable with current year's classification, wherever necessary.

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

Place : Mumbai

Date : May 22, 2023

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Place : Mumbai

Date : May 22, 2023

A. Y. Patel

Whole Time Director

(DIN : 00106976)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARAT AGRI FERT & REALTY LIMITED

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Bharat Agri Fert & Realty Limited** (the "Company") and share of loss in its associates which comprise the Consolidated Balance Sheet as at March 31, 2023 and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, **except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report**, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2023 and the loss, the total comprehensive income, the changes in equity and their consolidated cash flows for the year ended on that date.

1. Basis for Qualified Opinion

Attention is drawn to:

- a) Carrying value of old overdue trade receivables is Rs.10.79 Crores as at 31st March 2023. The Company has not made any provision regarding the said old overdue trade receivables.
- b) **Old overdue advances:**
The Company has given advances to certain parties aggregating to Rs.1.08 Crores as at 31st March 2023. Certain material amounts aggregating to Rs.53.78 Lakhs. Out of these advances are old and overdue. The Company has not made any provision regarding the said old overdue trade payables.
- c) **Society Maintenance Charges (SMC):**
Outstanding Society maintenance charges receivable aggregating to Rs.0.26 Crores as at 31st March 2023 are very old and the Company has not made provision in this regard.
- d) The amount of subsidy receivable from the financial year ended 31st March 2015 to 31st March 2018 is Rs.0.21 Crores as at 31st March 2023. The Company has not made provision in this regard.
- e) The carrying value of deposits which are not confirmed is Rs.25.01 lakhs as at 31st March 2023. The Company has not made provision in this regard.

- f) The carrying value of the stores, spares and packing material inventory is Rs.184.10 lacs as at March 2023. The requisite /requested data of non-moving and slow- moving inventory is not provide by the Company. As the Company has not maintained inventory of stores & spares, packing material & others in the books of accounts (Tally), no observations can be made on old and non-moving inventory. The Company has not made any provision for non-moving and slow- moving stores, spares and packing material inventory.
- g) The Company has accepted interest free unsecured loans from the Directors. The Company has not complied with interest provision to be made on the said unsecured loans received. In view of this, the Company has not complied with Ind AS 109 in this regard.
- h) The Company has not complied with provision for Expected Credit Loss (ECL) In view of this, the Company has not complied with Ind AS 109 in this regard.
- i) The Company has made payment for the purpose of purchase of Transfer Developments Rights (TDR) from M/s Hubtown Limited (erstwhile Akruiti City Limited) on 19/09/2014 for a sum aggregating to Rs.9.66 Crores. The Company has informed that, TDR is transferred in it's name and it has received short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores. The Company has not made any provision for short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores as at 31st March 2023. The Company has not given any accounting impact/has not made any provision in respect of the short receipt of TDR as above.
- j) The Resort Segment of the Company has incurred significant amount of loss in the March 2023 quarter and the earlier reporting periods. The Company has not carried out impairment study as required by Ind AS "Impairment of Assets" 36 of the Property Plant Equipment related to the Resort Segment of the Company. The Company has not made provision in this regard.
- k) The Fertiliser Segment of the Company has incurred significant amount of loss in the March 2023 quarter and the earlier reporting periods. The Capacity utilisation is less than 10% in the March 2023 quarter and the earlier reporting periods The Company has not carried out impairment study as required by Ind AS "Impairment of Assets" 36 of the Property Plant Equipment related to the Fertiliser Segment of the Company. The Company has not made provision in this regard.
- l) The Company has not laid down Standard Operating Procedures (SOPs) in the respect of any of the Accounting and related accounting functions. This results in major weakness in the Accounting and related accounting functions and consequently the Interim and other Financial Statements.
- m) The Company accounts for subsidy on the basis of sales to dealer, however, as per the Government notification the subsidy entitlement/payment to the Company is on the basis of sale to the customer by the dealer. This may result in short receipt of subsidy in an unforeseen event of failure to sell by dealer to end user. However, the Company has not made provision in this regard.
- n) **Confirmations of certain trade receivables, trade payables & other receivables:**
Balances of the certain trade receivables, trade payables & other receivables are subject to confirmations and reconciliations. Management has stated that, all known liabilities are duly provided by the Company.

- o) The financial information of the associates are not prepared as per Indian Accounting Standards (Ind AS). Apart from violation of Ind AS, it is also a violation of Companies Act, 2013.

The Matters as per the sr. a) to o) as stated above have been qualified in the preceding quarter ended 31st December 2022 and the Matters as per the sr. a) to e) as stated above have been qualified in the year ended 31st March 2022 and the Matters as per the sr. a) & b) as stated above have been qualified in the quarter ended 31st December 2021.

In absence of adequate audit evidence, we are unable to comment on quantum of provision to be made in respect of sr. nos. (a) to (o) above.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (“SA”)s specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our modified audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

| Sn. | The Key Audit Matters | How our audit addressed the key audit matter |
|-----|-----------------------|--|
| 1 | Trade Receivables | <p>Our audit procedures included, among others, the following:</p> <ol style="list-style-type: none"> 1. Evaluation of sales procedure. 2. Evaluated the design of the internal controls relating to sale booking. 3. Evaluated sales invoices on test check basis. 4. Evaluated ageing analysis and ledger accounts of the trade receivables. |

| | | |
|----|------------------|--|
| 2. | Inventories | <p>Our audit procedures included, among others, the following:</p> <ol style="list-style-type: none"> 1. Evaluation of accounting of inventory related procedure. 2. Correlation of inventory as per books and as per physical stock verification reports. 3. Evaluated requirements of IND AS-2. |
| 3. | Loans & Advances | <p>Our audit procedures included, among others, the following:</p> <ol style="list-style-type: none"> 1. Evaluation of underlying contracts. 2. Evaluation of management perspective of overdue interest amount. |

Matter of Emphasis:

We draw attention to the following matters:

- a) The outstanding subsidy receivable amount as at 31st March 2023 pertaining to the financial year 2022-23 is Rs.4.43 Crores as at 31st March 2023. The management has contended that, the amount is recoverable and considered good.
- b) The Company has weak internal control in respect of the following:
 1. Accounting of Property Plant Equipment (PPE) with regard to regulatory aspects, location the date of accounting and the date of put to use.
 2. Maintenance of the Appropriate documentary evidence- bills, purchase, expenses invoices having more than significant amounts with regard to the Business of the Company.
 3. Bills, purchase, expenses invoices and vouchers having more than significant amounts. Payment voucher is considered as bill/invoice, which is incorrect.
 4. Input GST credit accounted for in the Books of accounts.
 5. Booking of the expenses as per the matching concept and the Provision for outstanding liabilities.
 6. Accounting for cash expenses.
 7. Tax Deducted at Source (TDS) in respect of various head.
 8. Bank payments are accounted for using journal vouchers.
 9. Reconciliation of resort sales as per the software vis a vis resort sales as per the books of accounts is not on record.
 10. Accounting in the appropriate accounting heads e.g. Capital and Revenue expenditure.
 11. Accounting of expenses without routing through vendor accounts.

c) Transfer Developments Rights & Real Estate Expenses:

The Company has made payment for the purpose of purchase of Transfer Developments Rights (TDR) from M/s Hubtown Limited (erstwhile Akruti City Limited) on 19/09/2014 for a sum aggregating to Rs.9.66 Crores. The Company has informed that, TDR is transferred in it's name and it has received short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores. The Company has not filed any claim for the said short receipt of TDR. The Company is intending to use the said TDR and other TDRs purchased in the proposed development of the real estate business. Carrying value of the said TDR aggregating to Rs.9.66 Crores and real estate construction expenses aggregating to Rs.32.94 Crores (including TDR purchased) as at 31st March 2023 depends on the Company's ability to further fund the proposed development of realty business & other business segments.

d) Sub judice matters:

The Company has informed that, certain matters are sub judice as at 31st March 2023. The summary in brief is as under:

| Sn. | Particulars | Amt. Rs.(in Crores) |
|-----|--|---------------------|
| 1 | Amount deposited in protest with Maharashtra State Electricity Distribution Company Limited (MSEDCL)-Refer to point i. below @ | 0.53 |
| 2 | Maintenance Charges payable* | 0.33 |

@ The Company has not provided any documentary evidence in this regard.

i. In respect of the Amount deposited in protest with MSEDCL:

Pursuant to the matter referred in the paragraph d) s.no. 1 above:

MSEDCL officials visited Bharat Agri Fert & Realty Ltd ("The Company") factory at Wada on 21/05/2016 for inspection and made observation that, MSEDCL connection was in the name of Wada Alums & Acids Pvt Ltd and manufacturing activity is going on in the name of the Company and put allegation of transfer or extending unauthorized supply of electricity from one unit to another unit.

Accordingly, MSEDCL issued notice and order for payment of Rs.106 lacs against which the Company had filed appeal with The Chief Electrical Inspector and deposited Rs.53 lakhs (50% of the liability) with Chief Electric Inspector (CEI) office.

Upon various hearing, the Company received refund order of the amount paid dated 23rd January 2018. However, MSEDCL filed appeal in Mumbai High Court which is in Pre-admission stage.

In respect of the above, the Company has further clarified that, The Company Wada Alums & Acids Pvt Ltd had merged with erstwhile Bharat Fertilizer Industries Ltd, currently known as Bharat Agri Fert & Realty Ltd vide Mumbai High Court Merger Order on 15.06.2007. In view of this and other matters in this regard the management of the Company is hopeful about refund of the said amount deposited.

- e) The above stated matters have significantly affected the company's cash flows and ability to raise further funds.

Our opinion is not modified in respect of these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The respective Company's Board of Directors of the company and its associate are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the respective Directors of the Company and its associate, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the company and its associate are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies are responsible for overseeing the financial reporting process of the Company and its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its associate company which are companies incorporated in India, has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and abstract financial information certified by Director of the associate Company. However, future events or conditions may cause the Company and associate company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Company to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of the associate, whose abstract financial information reflect total loss after tax of Rs.905.06 lakhs for the year ended on that date, as considered in the * Consolidated Financial Statements. These unaudited abstract financial information has been furnished to us by the Management (certified by a Director of the associate company) and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosure included in respect of this associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the unaudited financial information furnished to us by the Management (certified by a Director of the associate company).

1. *The consolidated financial statement includes (To the extent of carrying value of the investment) the condensed financial statement (results) certified by the Management of an Associate M/s. Mol Chem Limited.
2. *The Company has entered into agreements dated 24th February 2023. Pursuant to said agreement M/s. Mol Chem Limited ceased to be an associate company of the Company from 24th February 2023. However, the transfer of equity shares has taken place on 31st March 2023 as the shares were not held in DEMAT form.

3. *The share of loss is Rs.235.32 Lakhs from 01st April 2022 till 24th February 2023 and is Rs.224.13 Lakhs from 01st January 2023 till 24th February 2023 respectively. The carrying value of the M/s Mol Chem Investment was Rs.Nil as at 31st March 2022. In view of this, the share of loss for the year and for the quarter are considered as NIL for the purpose of consolidation.

Our Opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on condensed financial information certified by a Direct of the associate company.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and the other financial information of associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations *except for the effects of the matter described in the 'Basis of Qualified Opinion'* paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

b) Except for the effects of the matter described in the 'Basis of Qualified Opinion' paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) Except for the effects of the matter described in the 'Basis of Qualified Opinion' paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company as on March 31, 2023 taken on record by the Board of Directors of the Company none of the directors of the company incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act. No information is provided by the associate company in this regard.

f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on our report of the Company incorporated in India. Our report expresses a modified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of the company. No information is available in respect of the associate Company in this regard.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. No information is available in respect of the payment or otherwise of the managerial remuneration by an associate Company.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company. Refer Note 34 to the consolidated financial statements.

ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company and its associate company incorporated in India.

iv) (a) The Managements of the Company which are company incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such associate to or in any other person or entity, outside the Company, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. No information is available in respect of the associate Company.

(b) The Managements of the Company which is company incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. No information is available in respect of the associate Company.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company which is a company incorporated in India whose financial statements have been audited under the Act nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement. No information is available in respect of the associate Company.

v) Dividend:

a. The Company did not proposed dividend in the immediately preceding previous year and the financial year covered by the audit. As dividend is not declared, question of compliance or otherwise do not arise.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its associate, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order,2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and the other financial information of the associate company, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "**Annexure B**" a statement on the matters specified in paragraph 3(xxi) of the Order.

For Verma Mehta & Associates

Chartered Accountants

FRN : 112118W

Sandeep Verma

Partner

Membership No.:045711

UDIN: 23045711BGTZHT2536

Place: Mumbai

Date: 22nd May 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Bharat Agri Fert & Realty Limited** of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of **Bharat Agri Fert & Realty Limited** (hereinafter referred to as the “Company”), which is company incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Boards of Directors of the Company, which is company incorporated in India, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Company, which is company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Company, which is company incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial control over financial reporting as at 31st March 2023:

1. Non provisioning of old overdue trade receivables
2. Old overdue advances
3. Society Maintenance Charges (SMC)
4. Subsidy receivable
5. Carrying value of deposits
6. The carrying value of the stores, spares and packing material inventory is Rs.184.10 lacs as at March 2023. The requisite /requested data of non-moving and slow- moving inventory is not provide by the Company.
7. The Company has not complied with interest provision to be made on the said unsecured loans received. In view of this, the Company has not complied with Ind AS 109 in this regard.
8. The Company has not complied with provision for Expected Credit Loss (ECL) . In view of this, the Company has not complied with Ind AS 109 in this regard.

9. The Company has not made any provision for short TDR for area 332.180 sq. mtrs. aggregating to Rs.1.36 Crores as at 31st March 2023. The Company has not given any accounting impact/has not made any provision in respect of the short receipt of TDR
10. The Company has not carried out impairment study as required by Ind AS “Impairment of Assets” 36 of the Property Plant Equipment related to the Resort Segment of the Company. The Company has not made provision in this regard.
11. The Company has not carried out impairment study as required by Ind AS “Impairment of Assets” 36 of the Property Plant Equipment related to the Fertiliser Segment of the Company. The Company has not made provision in this regard.
12. The Company has not laid down Standard Operating Procedures (SOPs) in the respect of any of the Accounting and related accounting functions. This results in major weakness in the Accounting and related accounting functions and consequently the Interim and other Financial Statements.
13. The Company accounts for subsidy on the basis of sales to dealer, however, as per the Government notification the subsidy entitlement/payment to the Company is on the basis of sale to the customer by the dealer. This may result short receipt of subsidy in an unforeseen event of failure to sale by dealer to end user. However, the Company has not made provision in this regard.
14. Balances of certain trade receivables, trade payables & other receivables are subject to confirmations and reconciliations.

A ‘material weakness’ is a deficiency, or a combination of deficiencies in internal financial controls over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual financial statements will not be prevented or detected on a timely basis.

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects / possible effects of the material weaknesses described above under Basis for Qualified Opinion paragraph* the Company, which is company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

No comments can be made in respect of our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Company, in so far as it relates to an associate which is a company incorporated in India as no information in this regard is provided by the Associate Company.

Consolidated Independent Auditor's Report

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

(xxi) In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

| S . N . | Company Name | Relationship | CIN | Clause number of the CARO report which is qualified or adverse |
|----------------------------|--|---------------------|---------------------------|---|
| 1 | Bharat Agri Fert & Realty Limited | Company | L24100MH1985PLC 036547 | (ii) (a) & (b),(xiv) |

The audited financial statements of the associate are not provided to us. Hence no observations can be made in respect of clause 3 (xxi) of the order.

For Verma Mehta & Associates

Chartered Accountants
FRN : 112118W

Sandeep Verma

Partner
Membership No.:045711
UDIN: 23045711BGTZHT2536
Place: Mumbai
Date: 22nd May 2023

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

(Amount in INR Lakhs)

| Particulars | Notes | As at 31st March 2023 | As at 31st March 2022 |
|--|-------|-----------------------|-----------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 4 | 2,897.19 | 2,642.70 |
| (b) Other Intangible Assets | 5 | 4.74 | 1.12 |
| (c) Financial Assets | | | |
| (i) Investments | 6 | 34.99 | 4.71 |
| (ii) Trade Receivables | 9 | 1,020.59 | - |
| (iii) Loans | 6 | - | 899.28 |
| (iv) Others | 6 | 25.01 | 236.58 |
| (d) Other Non-Current Assets | 12 | 1,207.75 | 1,239.16 |
| | | 5,190.28 | 5,023.56 |
| Current assets | | | |
| (a) Inventories | 7 | 3,694.26 | 3,217.57 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 9 | 94.15 | 991.19 |
| (ii) Cash and Cash Equivalents | 10 | 9.57 | 1.34 |
| (iii) Bank Balances Other than (ii) above | 11 | 68.35 | 102.39 |
| (iv) Loans | 6 | 13.52 | 8.23 |
| (v) Others | 6 | 5.89 | 168.62 |
| (c) Other Current Assets | 12 | 482.90 | 421.56 |
| | | 4,368.66 | 4,910.91 |
| | | 9,558.94 | 9,934.47 |
| TOTAL ASSETS | | | |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share capital | 14 | 528.55 | 528.55 |
| (b) Other Equity | 15 | 4,741.81 | 5,536.68 |
| | | 5,270.36 | 6,065.23 |
| Liabilities | | | |
| Non Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 1,131.67 | 261.11 |
| (b) Deferred Tax liabilities (Net) | 13 | 59.62 | 67.42 |
| (c) Other Non-Current Liabilities | 17 | 55.51 | 43.85 |
| | | 1,246.80 | 372.38 |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 1,563.83 | 2,033.63 |
| (ii) Trade Payables | 19 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 51.42 | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 728.60 | 793.93 |
| (iii) Other Financial Liabilities | 18 | 126.82 | 101.13 |
| (b) Other Current Liabilities | 20 | 571.12 | 561.79 |
| (c) Provisions | 21 | - | 6.38 |
| | | 3,041.78 | 3,496.86 |
| | | 9,558.94 | 9,934.47 |
| TOTAL EQUITY AND LIABILITIES | | | |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 49

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

Place : Mumbai

Date : May 22, 2023

Place : Mumbai

Date : May 22, 2023

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

(Amount in INR Lakhs)

| Particulars | Notes | 2022-23 | 2021-22 |
|---|-------|-----------------|-----------------|
| INCOME | | | |
| Revenue from operations | 22 | 2,923.30 | 2,301.47 |
| Other income | 23 | 161.39 | 336.99 |
| Total Income (I) | | 3,084.69 | 2,638.46 |
| EXPENSES | | | |
| Cost of Construction and Raw Materials Consumed | 24 | 1,280.47 | 588.57 |
| Changes in inventories of finished goods, stock-in-trade and work in progress | 25 | (440.71) | (56.49) |
| Employee benefits expense | 26 | 483.87 | 469.54 |
| Finance costs | 27 | 343.29 | 207.55 |
| Depreciation and amortization expense | 28 | 331.71 | 272.51 |
| Sales, administration and other expenses | 29 | 1,917.08 | 1,099.78 |
| Total Expenses (II) | | 3,915.71 | 2,581.46 |
| Profit/(loss) before share of profit/(loss) of an associate and tax (I-II) | | (831.02) | 57.00 |
| Share of profit/(loss) of an associate | | - | (7.60) |
| Profit/(loss) before tax | | (831.02) | 49.40 |
| Tax expense: | | | |
| Current tax | | - | - |
| Deferred tax | | (7.81) | 5.30 |
| Adjustment of tax relating to earlier periods | | 1.70 | 0.92 |
| Net Profit / (loss) after tax | | (824.92) | 43.18 |
| OTHER COMPREHENSIVE INCOME | | | |
| A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods: | | | |
| Remeasurement of gains (losses) on defined benefit plans | | (5.29) | 16.46 |
| Income tax effect | | - | - |
| B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods: | | | |
| Other Comprehensive income for the year, net of tax | | (5.29) | 16.46 |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX | | (830.21) | 59.64 |

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

| | | | |
|---|----|--------|------|
| Earnings per share (EPS) for profit attributable to equity shareholders (in Rs.) | 30 | | |
| Face Value per equity share Re.1 (refer note 14 (iv)) | | | |
| Basic and Diluted EPS | | (1.49) | 0.82 |

Significant Accounting Policies and Notes on Accounts 1 to 49 form an integral part of the financial statements.

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

Place : Mumbai

Date : May 22, 2023

Place : Mumbai

Date : May 22, 2023

STATEMENT OF CASH FLOWS (CONSOLIDATED) FOR THE PERIOD ENDED 31st March, 2023

| Particulars | (INR Lacs.) | |
|--|-----------------|-----------------|
| | 2022-23 | 2021-22 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Profit/(Loss) before tax | (795.69) | 57.00 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 331.71 | 272.51 |
| Finance costs | 343.29 | 207.55 |
| Dividend and interest income classified as investing cash flows | 12.58 | 6.04 |
| Net foreign exchange differences | 25.71 | (6.72) |
| Loss on sale of investment shares | (8.33) | - |
| Change in operating assets and liabilities: | | |
| (Increase)/Decrease in trade receivables | (123.55) | 39.89 |
| (Increase)/Decrease in inventories | (476.70) | 250.66 |
| Increase/(decrease) in trade payables | (13.91) | 127.73 |
| (Increase) in other financial assets | 1,110.85 | (162.81) |
| (Increase) in other financial liabilities | (25.69) | (25.74) |
| (Increase)/decrease in other current assets | 124.00 | (79.14) |
| Increase/(decrease) in provisions | (4.92) | 2.29 |
| (Increase)/decrease in other balances with bank | 42.27 | 84.74 |
| Increase in other liabilities | 13.19 | (39.39) |
| Cash generated from operations | 554.81 | 734.61 |
| Add: Gain on Gratuity | (5.29) | 16.46 |
| Add: Prior Period Expenses` | - | - |
| Add: Excess Provision of Income Tax | 1.69 | 0.92 |
| Net cash inflow from operating activities | 551.21 | 751.99 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Payment for acquisition of subsidiary, net of cash acquired | | |
| Payments for purchase of property, plant and equipment | (591.07) | (981.98) |
| Payments for Investments | 4.78 | (3.00) |
| Dividends received | 4.10 | 2.74 |
| Interest received | 8.48 | 3.30 |
| Net cash outflow from investing activities | (600.43) | (978.94) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from borrowings | 400.75 | 427.42 |
| Repayment of borrowings | - | - |
| Interest paid | (343.29) | (207.55) |
| Net cash inflow (outflow) from financing activities | 57.46 | 219.87 |
| Net increase (decrease) in cash and cash equivalents | 8.23 | (7.09) |
| Cash and Cash Equivalents at the beginning of the financial year | 1.34 | 8.43 |
| Cash and Cash Equivalents at end of the year | 9.57 | 1.34 |

| Reconciliation of cash and cash equivalents as per the cash flow statement: | | |
|---|-------------|-------------|
| Balances with banks on current accounts | 7.75 | 0.13 |
| Cash on hand | 1.82 | 1.21 |
| Balances per statement of cash flows | 9.57 | 1.34 |

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.
- Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 49

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**A Equity Share Capital**

(Amount in INR Lakhs)

| Particulars | Balance at the Beginning of the year | Changes in Equity share capital during the year | Balance at the end of the year |
|-----------------------|--------------------------------------|---|--------------------------------|
| March 31, 2022 | | | |
| Numbers | 52,85,511 | - | 52,85,511 |
| Amount | 528.55 | - | 528.55 |
| March 31, 2023 | | | |
| Numbers | 52,85,511 | 4,75,69,599 | 5,28,55,110 |
| Amount | 528.55 | - | 528.55 |

The Company had equity shares having face value Rs.10 vide Extra ordinary meeting dated 28/02/2023, the equity shares having face value Rs.10 has subdivided to Re 1 per share.

B Other Equity

(Amount in INR Lakhs)

| Particulars | Reserves and Surplus | | | | | | Total |
|--|----------------------|----------------------------|---|-----------------|-------------------|-----------------|----------|
| | Capital Reserve | Securities Premium Reserve | Property, Plant and Equipment Revaluation Reserve | General Reserve | Retained Earnings | Capital Subsidy | |
| As at April 1, 2021 | 70.01 | 318.90 | 144.73 | 629.66 | 4,306.22 | 7.50 | 5,477.04 |
| Profit / (loss) for the period | - | - | - | - | 43.18 | - | 43.19 |
| Other comprehensive income/ (losses) | | | | | 16.46 | | 16.47 |
| Total comprehensive income for the year | 70.01 | 318.90 | 144.73 | 629.66 | 4,365.86 | 7.50 | 5,536.68 |
| As at March 31, 2022 | 70.01 | 318.90 | 144.73 | 629.66 | 4,365.86 | 7.50 | 5,536.68 |
| Profit / (loss) for the period | - | - | - | - | (824.92) | - | (824.92) |
| Other comprehensive income/ (losses) | | | | | (5.29) | | (5.29) |
| Other Adjustment | | | | | 35.34 | | 35.34 |
| Total comprehensive income for the year | 70.01 | 318.90 | 144.73 | 629.66 | 3,570.99 | 7.50 | 4,741.81 |
| As at March 31, 2023 | 70.01 | 318.90 | 144.73 | 629.66 | 3,570.99 | 7.50 | 4,741.81 |

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 47

As per our report of even date attached

For VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel

Chairman and Managing Director

(DIN : 00106864)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

A. Y. Patel

Whole Time Director

(DIN : 00106976)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

Place : Mumbai

Date : May 22, 2023

Place : Mumbai

Date : May 22, 2023

NOTES to the Consolidated Financial Statements for the year ended March 31, 2023**1. Corporate Information about the Company**

These statements comprise financial statements of Bharat Agri Fert Realty Limited (referred to as “the Company”) (CIN: L24100MH1985PLC036547) for the year ended March 31, 2023. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity shares are listed on Bombay Stock Exchange in India. The registered office of the company is located at 301, 3rd Floor, Hubtown Solaris, N S Phadke Marg, near Gokhale Bridge, Andheri (East), Mumbai - 400 069.

The Company is principally engaged in the business of construction and development of Residential and Commercial Complex, Manufacture of Fertilisers and Operating Resort.

The financial statements were approved by the Board of Directors and authorised for issue on May 22, 2023.

2. Significant Accounting Policies**a. Statement of Compliance**

These Financial Statements have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as amended and notified by Ministry of Corporate Affairs (“MCA”) pursuant to Section 133 of the Companies Act, 2013 read with Rule 3.

b. Basis of preparation & presentation

The Consolidated Financial Statements have been prepared on the historical cost basis except for certain revalued PPE and financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these Financial Statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 ‘Inventories’ (“Ind AS 2”), Employee defined benefit assets/(obligations) are recognised at the present value of the defined benefit obligations.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, Level 2 or Level 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value

measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

All assets and liabilities have been classified as Current and Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products/ services rendered and the time between the rendering of the products/services and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of Current and Non- Current classification of assets and liabilities.

All the Indian Accounting Standards ("Ind AS") issued and notified by the MCA are effective and considered for the significant accounting policies to the extent relevant and applicable for the Company.

The Financial Statements are presented in Indian Rupee ("INR"), which is the Company's functional currency and all values are rounded to the nearest lakhs upto two decimals, except when otherwise indicated.

Principles of consolidation

i. Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Generally, there is a presumption that a majority of voting rights results in control. to support this presumption and when the group has less than a majority of voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee.

The Group re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting

policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Profit or loss and each component of other comprehensive income (the 'OCI') are attributed to the equity holders of the parent of the Group and to the non controlling interests, even if this results in the non controlling interest having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring there accounting policies into line with the Group's accounting policies.

ii. Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

iii. Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has investment in joint ventures.

Joint Ventures

Interests in joint ventures are accounted for using the equity method (see(iv) below), after initially being recognised at cost in the consolidated balance sheet.

iv. Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted

investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in below.

c. Key Accounting Estimates and Judgements

The preparation of Financial Statements in conformity with Ind AS requires Management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses at the date of these Financial Statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future period, if the revision affects current and future periods.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are:

i) Useful Lives of Property , Plant and Equipment and Intangible Assets

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed using the best information available to the Management.

ii) Provisions, Liabilities and Contingencies

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgments to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre – tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. Contingent liabilities are disclosed

when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is not recognised, but disclosed in the Financial Statements when an inflow of economic benefit is probable. Provisions, contingent liability and assets are reviewed at each reporting date and are adjusted to reflect the current best estimates.

iii) Recognition and Measurement of defined benefit obligation

The obligation arising from defined benefit plans is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv) Income Taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Significant management judgements is also required in determining deferred tax assets and liabilities and recoverability of deferred tax assets which is based on estimates of taxable income.

d. Property, Plant and Equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and

equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on written down value basis over the useful lives estimated by the management based on internal assessment as follows:

| Particulars | Useful Life |
|------------------------------|--------------------|
| Factory/Office Buildings | 58 years |
| Plant and Machinery and ETP | 18 years |
| Pollution Control Equipments | 18 years |
| Laboratory Equipments | 15 years |
| Electrical Installation | 18 years |
| Office Equipments | 15 years |
| Computers | 6 years |
| Furniture and Fixtures | 15 years |
| Vehicles | 10 years |

The Company, based on internal assessments, believes that the useful live as given above represents period over which the Management expects to use these assets. Hence, the useful lives for these assets is difference from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount

is greater than its estimated recoverable amount. The residual values are not more than 5% of the original cost of the asset.

e. Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets are amortized on a written down value basis over the useful life of five years which is estimated by the management

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

f. Impairment of Tangible Assets and Intangible Assets other than Goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying

amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

g. Investments in Associates

Investments in associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in associates, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

h. Inventories

(a) Fertiliser Division:

Raw Materials and Stores and Spares are valued at lower of moving average cost or net realisable value.

Finished stocks are valued at cost or net realisable value whichever is lower.

(b) Construction Division:

Inventory comprises completed property for sale and property under construction (Construction Work-in-Progress).

- Completed unsold inventory is valued at lower of cost and net realisable value. Cost is determined by including cost of land (at book value), TDR, materials, services and other related proportionate overheads.
- Work-in-progress is valued at lower of cost and net realisable value. Cost comprises cost of land (at book value), materials, services and other proportionate overheads related to projects under construction.

The valuation of inventories includes taxes, duties of non refundable nature and direct expenses and other direct cost attributable to the cost of inventory, net of GST/ countervailing duty / education cess and value added tax.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

i. Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks and other short term highly liquid investments, which are readily convertible into cash and which are subject to an insignificant risk of change in value and have original maturities of three months or less.

j. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby net profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash.

k. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of Profit and Loss.

Financial Assets:

On initial recognition, a financial asset is recognised at fair value. All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI") depending on the classification of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the Effective Interest Rate ("EIR") method net of any Expected Credit Losses ("ECL"). The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value. The Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument- by-instrument basis. Fair value changes on an equity instrument is recognised in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised in the Statement of Profit and Loss.

Derecognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset

Expected credit losses are recognised for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

Expected credit losses is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Financial Liabilities and Equity Instruments Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as FVTPL. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

All financial liabilities are subsequently measured at amortized cost using the effective interest method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The EIR is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

When guarantee in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as cost of investment.

Derecognition of Financial Liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Derivative Financial Instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in Statement of Profit and Loss immediately. The Company has not designated any derivative instruments as a hedging instrument.

I. Provisions, Liabilities and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

m. Revenue Recognition

The Company derives revenues primarily from Sale of Fertiliser and business of Real Estate Development; its other operating revenues include Lease Rentals and Subvention Income.

Revenue from contracts with customers for sale of goods or services is recognised when the Company satisfies performance obligation by transferring promised goods or services to the customer at an amount that reflects the consideration which the Company is expected to be entitled to in exchange for those goods or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, incentives and returns, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. The trade discounts incentives and right of return are estimated and provided for, based on historical, current and forecast information available. A refund liability is recognised for expected returns in relation to sales made, corresponding assets are recognised for the products expected to be returned.

The Company does not expect to have any contract where the period between the transfer of the promised goods or services to the customer and payment by the customer exceed one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Sale of Goods

Revenue from sale of goods is recognised at a point in time when the control of the goods is transferred to the customer involving single performance obligation. The control of goods is transferred to the customer depending upon the incoterms or as agreed with customer, delivery basis or dispatch, as the case may be (i.e. at the point in time when goods are delivered at the dealer site or when the customer purchases the goods at the retail outlet).

Sale of Services

Revenue from services, which mainly consists of lease rentals from letting of space, is recognised over time on satisfying performance obligations as per the terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognised at a point in time.

Revenue is recognized upon rendering of the service, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain. Revenue from rendering of services is net of Indirect taxes, returns and discounts.

Government Subsidy

Subsidy is recognised on the basis of the rates notified from time to time by the Government of India in accordance with the Nutrient Based Subsidy (NBS) policy on the quantity of fertilisers sold by the Company for the period for which notification has been issued.

Construction and real estate development

The company derives revenues from sale of properties comprising of and residential units. The Company recognises revenue when it determines the satisfaction of performance obligations at a point in time. Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the Company expects to receive in exchange for those products.

In arrangements for sale of units the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering sale of units as distinct performance obligations.

For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

For sale of units the Company recognises revenue when its performance obligations are satisfied and customer obtains control of the asset.

Revenue from trading activity, in property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

Trade Receivables, Contract Assets and Contract Liabilities Trade Receivables

A receivable is recognised by the Company when the control over the goods and services is transferred to the customer such as when goods and services are delivered as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due (which is referred to as “Trade Receivable”).

A receivable is recognised when the Company’s right to an amount of consideration under the contract with the customer that is unconditional, as only the passage of time is required before payment is due.

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to the customer for which the consideration (or the amount is due) has been received from the customer. If the customer pays the consideration before the transfer of goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

Interest Income and Dividend

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rates. Interest income is included under the head “Other Income” in the Statement of Profit and Loss.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income from a financial asset is recognized using the effective interest rate (EIR), which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.

Dividend Income is recognised when the right to receive the payment is established. Incomes from investments are accounted on an accrual basis.

n. Lease Liability**Short-term leases and leases of low-value assets**

The Company has elected not to recognise right-to-use assets and Lease Liabilities for short-term lease of Property, Plant and Equipment that have a lease term of 12 months or less and leases of low-value assets. The Company recognise the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'Other Operating Income under Revenue from Operation' in the Statement of Profit and Loss.

o. Cost Recognition

Costs and expenses are recognised when incurred and are classified according to their nature.

p. Employee Benefits**Long Term Post-employment benefits**

Contributions to defined contribution schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Provident and Family Pension Fund

The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident and family pension fund, in which both the employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). The contributions are made to the provident fund and pension fund to respective Regional Provident Fund Commissioner. The Company has no further obligations beyond making the contribution.

The company has the following Defined Benefit Plans:**Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees.

Other long term employee benefits – The Company provides for encashment of leave or leave with pay subject to certain rules.

The Company makes provision for such compensated absences based on an actuarial valuation by an independent actuary at the year end, which is calculated using Project Unit Credit Method (PUCM). Actuarial gains and losses which comprise experience adjustment and the effect of change in actuarial assumptions are recognised in the Statement of Profit and Loss.

Short Term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, performance incentives and similar benefits other than compensated absences in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

q. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

r. Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in Statement of Profit and Loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the Balance Sheet and transferred to Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in Statement of Profit and Loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

s. Foreign Currency Transactions

The management of the Company has determined Indian Rupee ("INR") as the functional currency of the Company. In preparing the Financial Statements of the Company, transactions in currencies other than the Company's functional currency

("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

t. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus issue, bonus element in a rights issue and shares split that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating Diluted Earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

u. Taxation

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and their corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against those deductible temporary differences which can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets and liabilities relate to the income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the current tax liabilities and assets on a net or simultaneous basis.

Current and deferred tax for the year

Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

v. Segment Reporting

Ind AS 108 establishes standards for the way that public enterprises report information about operating segments and related disclosures about products, services, geographic areas, and major customers. Based on the 'management approach' as defined in Ind AS 108, the company is required to present information in the manner which the Chief Operating Decision Maker ("CODM") evaluates the company's performance and allocates resources. The analysis is generally based on an analysis of various performance indicators by business segments.

The accounting principles used in the preparation of the Financial Statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the relevant applicable accounting policies above. Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment.

Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expenses. Inter-segment transfers are accounted at prevailing market prices.

3. Significant accounting judgments, estimates and assumptions

i. Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

ii. Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV). NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

iii. Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

iv. Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

v. Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi. Recent pronouncements:

On March 31, 2023, Ministry of Corporate Affairs amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, which becomes effective from April 1, 2023. The gist of the amendments is as follows:

- Ind AS 1, Presentation of Financial Statements - It is specified when the accounting policy information is material, and the requirement to disclose significant accounting policies is substituted with the disclosure of material accounting policy information.
- Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors - The definition of "change in accounting estimate" is substituted with the definition of "accounting estimates". Accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty.

- Ind AS 1, Presentation of Financial Statements - It is specified when the accounting policy information is material, and the requirement to disclose significant accounting policies is substituted with the disclosure of material accounting policy information.
- Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors - The definition of “change in accounting estimate” is substituted with the definition of “accounting estimates”. Accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty.
- Ind AS 12, Income Taxes – it is required to recognise deferred tax liability or asset for all temporary differences arising from initial recognition of an asset or liability in a transaction that gives rise to equal taxable and deductible temporary differences.

The above amendments will not have material impact on Company’s Financial Statements.

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| 4. PROPERTY, PLANT AND EQUIPMENT | | | | | | | | | | |
|--|-----------------------|-----------------|----------------------|------------------------|---------------|-------------------|--------------------|------------------------|--------------------------|-----------------|
| Particulars | (Amount in INR Lakhs) | | | | | | | | | |
| | Freehold Land | Buildings | Plant and Equipments | Furniture and Fixtures | Vehicles | Office Equipments | Computer Hardwares | Electric Installations | Capital Work in Progress | Total |
| GROSS CARRYING VALUE | | | | | | | | | | |
| As at April 1, 2021 | 76.58 | 1,904.64 | 608.34 | 168.95 | 237.84 | 133.35 | 5.38 | 149.68 | 726.12 | 4,010.88 |
| Additions | - | 686.18 | 2.88 | 35.50 | 9.40 | 11.25 | 10.30 | 225.49 | - | 981.00 |
| Disposals | - | - | - | - | - | - | - | (4.41) | - | (4.41) |
| PPE capitalised | - | - | - | - | - | - | - | - | (726.12) | (726.12) |
| As at March 31, 2022 | 76.58 | 2,590.82 | 611.22 | 204.45 | 247.24 | 144.60 | 15.68 | 370.76 | - | 4,261.35 |
| Additions | - | 212.86 | 17.32 | 60.07 | 135.02 | 1.03 | 2.42 | 192.84 | - | 621.56 |
| Disposals | - | (16.00) | - | (1.47) | (66.16) | - | - | (13.48) | - | (97.10) |
| PPE capitalised | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2023 | 76.58 | 2,787.68 | 628.54 | 263.06 | 316.10 | 145.63 | 18.10 | 550.12 | - | 4,785.81 |
| ACCUMULATED DEPRECIATION/IMPAIRMENT | | | | | | | | | | |
| As at April 1, 2021 | - | 593.61 | 299.97 | 115.22 | 171.15 | 94.43 | 4.61 | 71.99 | - | 1,350.99 |
| Depreciation for the year | - | 142.41 | 50.76 | 16.05 | 18.41 | 11.19 | 3.41 | 29.84 | - | 272.07 |
| Deductions\Adjustments during the period | - | - | - | - | - | - | - | (4.41) | - | (4.41) |
| As at March 31, 2022 | - | 736.02 | 350.73 | 131.27 | 189.56 | 105.62 | 8.02 | 97.42 | - | 1,618.65 |
| Depreciation for the year | - | 168.43 | 42.82 | 26.67 | 21.13 | 9.39 | 3.57 | 58.69 | - | 330.70 |
| Deductions\Adjustments during the period | - | - | - | - | (60.74) | - | - | - | - | (60.74) |
| As at March 31, 2023 | - | 904.45 | 393.55 | 157.94 | 149.95 | 115.01 | 11.59 | 156.11 | - | 1,888.61 |
| Net Carrying value as at March 31, 2023 | 76.58 | 1,883.23 | 234.99 | 105.11 | 166.15 | 30.62 | 6.51 | 394.02 | - | 2,897.19 |
| Net Carrying value as at March 31, 2022 | 76.58 | 1,854.80 | 260.49 | 73.18 | 57.68 | 38.98 | 7.66 | 273.34 | - | 2,642.70 |

Notes:

i. Property, Plant and Equipment given as collateral security against borrowings by the company

Refer to Note 40 for information on property, plant and equipment given as collateral security by the company.

ii. Contractual Obligations

Refer to Note 34 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| 5. OTHER INTANGIBLE ASSETS | | |
|--|------------------------------|--------------|
| | (Amount in INR Lakhs) | |
| Particulars | Computer Software | Total |
| GROSS CARRYING VALUE | | |
| As at April 1, 2021 | 2.90 | 2.90 |
| Additions | 0.98 | 0.98 |
| Deletions | - | - |
| Other Adjustments | - | - |
| As at March 31, 2022 | 3.88 | 3.88 |
| Additions | 4.62 | 4.62 |
| Deletions | - | - |
| Other Adjustments | - | - |
| As at March 31, 2023 | 8.50 | 8.50 |
| ACCUMULATED AMORTISATION AND IMPAIRMENT | | |
| As at April 1, 2021 | 2.32 | 2.32 |
| Amortisation for the year | 0.44 | 0.44 |
| Deductions\Adjustments during the period | - | - |
| As at March 31, 2022 | 2.76 | 2.76 |
| Amortisation for the year | 1.00 | 1.00 |
| Deductions\Adjustments during the period | - | - |
| As at March 31, 2023 | 3.76 | 3.76 |
| Net Carrying value as at March 31, 2023 | 4.74 | 4.74 |
| Net Carrying value as at March 31, 2022 | 1.12 | 1.12 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| 6. FINANCIAL ASSETS | | |
|---|--------------------------|--------------------------|
| (Amount in INR Lakhs) | | |
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| (A) INVESTMENTS | | |
| Non Current | | |
| Investments carried at fair value through profit and loss | | |
| Investments in fully paid up Equity Instruments - Others (Unquoted) | | |
| 68400* Equity Shares of Indian Potash Limited (face value Rs.10 each) (March 31, 2023: 68,400 and March 31, 2022: 68,400) *Including bonus shares | 1.71 | 1.71 |
| Investments carried at Cost | | |
| Investments in fully paid up Equity Instruments of Associate (Unquoted) | | |
| 13,22,880 Equity Shares Mol Chem Limited (face value Rs.10 each)(March 31, 2022: 13,22,880) Refer Note 42 Profit/ (loss) of Associate Concerns | - | 7.60 (7.60) |
| Investments carried at Cost | | |
| Investments in Mutual Funds (Quoted) | | |
| Edelweiss Large & Mid Cap Reg-G (March 31, 2023- 16021.226 units and March 31, 2022- 1457.653 units) | 8.25 | 0.75 |
| IDFC Multi Cap Fund Reg-G (PY 7560.106 units) | - | 0.75 |
| Invesco India Focused 20 Equity Fund Reg-G (March 31, 2023- 56973.943 units and March 31, 2022- 4956.791 units) | 8.25 | 0.75 |
| Mirae Asset Banking and Financial Services Fund Reg-G (March 31, 2023- 66464.284 units and March 31, 2022- 6355.076 units) | 8.25 | 0.75 |
| Bandhan Multi Cap Fund Reg-G (March 31, 2023- 81213.090 units) | 8.25 | - |
| Total | 34.99 | 4.71 |
| Aggregate amount of unquoted investments | 1.71 | 9.31 |
| Investments carried at fair value through profit and loss | 1.71 | 1.71 |
| Investments carried at cost | 33.00 | 10.60 |
| NAV Value of Investments in Mutual Funds | 33.28 | 3.05 |
| (B) LOANS | | |
| Non Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Related Parties * (Refer Note 33) | - | 899.28 |
| Total | - | 899.28 |
| Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Employees | 13.52 | 8.23 |
| Total | 13.52 | 8.23 |
| (C) OTHER FINANCIAL ASSETS | | |
| Non Current | | |
| Financial assets carried at amortised cost | | |
| Unsecured, considered good | | |
| Security and other deposits | 25.01 | 24.27 |
| Common Maintenance charges receivable | - | 212.31 |
| Total | 25.01 | 236.58 |
| Current | | |
| Financial assets carried at amortised cost | | |
| Unsecured, considered good | | |
| Common Maintenance charges receivable | 4.70 | 167.44 |
| Rent receivable | 1.19 | 1.19 |
| Total | 5.89 | 168.62 |

* There are no outstanding debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**7. TRADE RECEIVABLES (NON CURRENT)**

| (Amount in INR Lakhs) | | |
|--|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Trade Receivables from customers | 1,020.59 | |
| Breakup of Security details | 1,020.59 | - |
| Secured, considered good | 1,027.54 | |
| Unsecured, considered good | 324.06 | |
| Doubtful | | |
| Loss Allowance (allowance for bad and doubtful debts) | 1,351.60 | - |
| Unsecured, considered good | 331.01 | |
| Doubtful | 331.01 | - |
| Total | 1,020.59 | - |

Refer to Note 38 for information on trade receivables given as collateral security by the company.

Trade Receivables ageing schedule for the year ended March 31, 2023 is as follows:-

| Particulars | Advances | Outstanding for following periods from due date | | | | | in lacs |
|---|----------|---|-----------------------|-----------|-----------|-------------------------|----------------|
| | | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | more than 3 years | Total |
| Undisputed - considered good as at 31-03-23 | -9.09 | 1.58 | - | 1.38 | 69.69 | 1288.031 | 1351.60 |
| Disputed - considered good as at 31-03-23 | | | | | | | - |
| Total for the year 2022-23 | | | | | | | 1351.60 |
| Less: Allowances for bad and doubtful debts 22-23 | | | | | | | 331.01 |
| Net Trade Receivables 2022-23 | | | | | | | 1020.59 |

8. INVENTORIES

| (Amount in INR Lakhs) | | |
|---|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Valued at lower of Cost and Net Realisable value- refer note no.2 h. | | |
| (a) Construction Division | | |
| Real estate under Development | 3,255.40 | 2,647.51 |
| Property development project- completed property | 38.86 | 38.86 |
| | 3,294.26 | 2,686.38 |
| (b) Fertiliser Division | | |
| Raw materials | 146.52 | 32.34 |
| Raw materials in transit | - | 143.17 |
| Finished goods | 40.31 | 207.49 |
| Stores, consumables and packing material | 184.10 | 133.40 |
| | 370.94 | 516.40 |
| (c) Resort Division | | |
| | 29.06 | 14.79 |
| | 29.06 | 14.79 |
| Total | 3,694.26 | 3,217.57 |

Refer to Note 40 for information on inventories given as collateral security by the company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

9. TRADE RECEIVABLES

| Particulars | (Amount in INR Lakhs) | |
|--|-----------------------|-----------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Trade Receivables from customers | 94.15 | 991.19 |
| | 94.15 | 991.19 |
| Breakup of Security details | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 94.15 | 991.19 |
| Trade Receivables which have significant increase in Credit Risk | - | 331.01 |
| | 94.15 | 1,322.20 |
| Loss Allowance (allowance for bad and doubtful debts) | | |
| Unsecured, considered good | - | - |
| Allowance for Credit impairment | - | 331.01 |
| | - | 331.01 |
| | 94.15 | 991.19 |

Refer to Note 40 for information on trade receivables given as collateral security by the company.

| Particulars | Advances | Outstanding for following periods from due date | | | | | Total |
|---|----------|---|--------------------|-----------|-----------|-------------------|--------------|
| | | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | more than 3 years | |
| Undisputed - considered good as at 31-03-23 | - | 94.15 | - | - | - | - | 94.15 |
| Disputed - considered good as at 31-03-23 | | | | | | | - |
| Total for the year 2022-23 | | | | | | | 94.15 |
| Less: Allowances for bad and doubtful debts 22-23 | | | | | | | - |
| Net Trade Receivables 2022-23 | | | | | | | 94.15 |

| Particulars | Advances | Outstanding for following periods from due date | | | | | Total |
|---|----------|---|--------------------|-----------|-----------|-------------------|----------------|
| | | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | more than 3 years | |
| Undisputed - considered good as at 31-03-22 | (105.28) | 57.08 | 1.22 | 74.51 | 68.34 | 1226.34 | 1322.21 |
| Disputed - considered good as at 31-03-22 | | | | | | | - |
| Total for the year 2021-22 | | | | | | | 1322.21 |
| Less: Allowances for bad and doubtful debts 21-22 | | | | | | | 331.01 |
| Net Trade Receivables 2021-22 | | | | | | | 991.20 |

10. CASH AND CASH EQUIVALENTS

| Particulars | (Amount in INR Lakhs) | |
|---|-----------------------|-----------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Balances with banks on current accounts | 7.75 | 0.13 |
| Cash on hand | 1.82 | 1.21 |
| | 9.57 | 1.34 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**11. OTHER BANK BALANCES**

| (Amount in INR Lakhs) | | |
|--|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Balances with banks to the extent held as margin money | 68.35 | 102.29 |
| Balances with banks to the extent held as unclaimed dividend | - | 0.10 |
| | 68.35 | 102.39 |

12. OTHER ASSETS

| (Amount in INR Lakhs) | | |
|-----------------------|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Non Current | | |
| Capital Advances | 104.78 | 139.98 |
| Others* | 1,102.97 | 1,099.18 |
| Total | 1,207.75 | 1,239.16 |
| Current | | |
| Others** | 482.90 | 421.55 |
| Total | 482.90 | 421.56 |

* Includes mainly differential maintenance charges receivable

**Includes GST Credit receivables and IT refund receivables

13. INCOME TAX

| (Amount in INR Lakhs) | | |
|--|--------------------------|--------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Deferred Tax | | |
| Deferred tax relates to the following: | | |
| Temporary difference in the carrying amount of property, plant and equipment | (59.62) | (67.42) |
| Net Deferred Tax Assets / (Liabilities) | (59.62) | (67.42) |

Movement in deferred tax (liabilities)/assets

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|--------------------------|--------------------------|
| Opening balance as of April 1 | (67.42) | (62.12) |
| Tax income/(expense) during the period recognised in profit or loss | 7.81 | (5.30) |
| Tax income/(expense) during the period recognised in OCI | - | - |
| Other adjustment | - | - |
| Closing balance as at March 31 | (59.62) | (67.42) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|--------------------------|--------------------------|
| Unrecognised deferred tax assets | | |
| Unrecognised tax losses | 457.53 | 6.20 |
| Unrecognised tax credits | 1,671.03 | 1,678.20 |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Considering the probability of availability of future taxable profits in the period in which tax losses expire, deferred tax assets have not been recognised in respect of tax credits carried forward by the Company.

Major Components of income tax expense for the years ended March 31, 2023 and March 31, 2022 are as follows:

| Particulars | (Amount in INR Lakhs) | |
|---|-----------------------|-------------|
| | 2022-23 | 2021-22 |
| i. Income tax recognised in profit or loss | | |
| Current income tax charge | - | - |
| Adjustment in respect of current income tax of previous year | 1.70 | 0.92 |
| Deferred tax | | |
| Relating to origination and reversal of temporary differences | (7.81) | 5.30 |
| Income tax expense recognised in profit or loss | (6.11) | 6.22 |

ii. Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2023 and March 31, 2022

| Particulars | (Amount in INR Lakhs) | |
|--|-----------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Accounting profit before income tax | (831.02) | 57.00 |
| Enacted tax rate in India | 26.00% | 26.00% |
| Income tax on accounting profits | (216.06) | 14.82 |
| Tax Effect of | | |
| Depreciation | (10.76) | (4.74) |
| Expenses not allowable or considered separately under Income Tax | 21.74 | 4.54 |
| Income considered separately under Income Tax | 81.39 | - |
| Income not taxable under income tax | (4.10) | (0.71) |
| Losses carried forward to future years | - | - |
| Adjustment in respect of current income tax of previous year | - | - |
| Other adjustments | 121.61 | (7.69) |
| Tax at effective income tax rate | (6.18) | 6.22 |

14. SHARE CAPITAL**i. Authorised Share Capital**

(Amount in INR Lakhs)

| | Equity Share | |
|-------------------------------------|--------------------|-----------------|
| | Number | Amount |
| At April 1, 2021 | 1,00,00,000 | 1,000.00 |
| Increase/(decrease) during the year | - | - |
| At March 31, 2022 | 1,00,00,000 | 1,000.00 |
| Increase/(decrease) during the year | - | - |
| At March 31, 2023 | 1,00,00,000 | 1,000.00 |

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2023, the amount of per share final dividend recognised as distributions to equity shareholders was Nil (P.Y final dividend Nil)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**ii. Issued Capital (Amount in INR Lakhs)**

| Particulars | Number | Amount |
|---|--------------------|---------------|
| Equity shares of INR 1 each issued, subscribed and fully paid | | |
| At April 1, 2021 | 52,85,511 | 528.55 |
| Changes during the year | - | - |
| At March 31, 2022 | 52,85,511 | 528.55 |
| Changes during the year (refer note iv) | 4,75,69,599 | - |
| At March 31, 2023 | 5,28,55,110 | 528.55 |

iii. Details of shareholders holding more than 5% shares in the company

| Name of the shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|-----------|----------------------|-----------|
| | Number | % holding | Number | % holding |
| Equity shares of INR 1 each fully paid | | | | |
| Yogendra D Patel | 82,06,500 | 15.53% | 8,20,650 | 15.53% |
| Anjni Y Patel | 78,88,720 | 14.93% | 7,88,872 | 14.93% |
| Yogi Investment Private Limited | 78,05,860 | 14.77% | 7,80,586 | 14.77% |
| Wada Alums and Acids Private Limited | 76,78,450 | 14.53% | 7,67,845 | 14.53% |
| Vijal Shipping Private Limited | 33,28,000 | 6.30% | 3,32,800 | 6.30% |

iv. The Company had equity shares having face value Rs.10 vide Extra ordinary meeting dated 28/02/2023, the equity shares having face value Rs.10 has subdivided to Re 1 per share.

v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL (previous period of five years ended March 31, 2022: NIL)

vi. None of the above shares are reserved for issue under options/contract/commitments for sale of shares or disinvestment.

vii. The Company does not have any holding company.

viii. Shareholding of Promoters & Promoters Group

| Promoters Name | No of Shares held at the end of the year (Refer no.iv) | No of Shares held at the beginning of the year | % of Total Shares | % change during the year |
|----------------------------------|--|--|-------------------|--------------------------|
| Yogendra Dahyabhai Patel | 8206500 | 820650 | 15.53% | - |
| Anjni Yogendra Patel | 7888720 | 788872 | 14.93% | - |
| Vijal Yogendra Patel | 340610 | 33961 | 0.64% | 0.29% |
| Chandni Yogendra Patel | 215550 | 21555 | 0.41% | - |
| Kantilal Naryandas Jethwa | 37700 | 3770 | 0.07% | - |
| Yogi Investments Pvt Ltd | 7805860 | 780586 | 14.77% | - |
| Wada Alums And Acids Pvt Ltd | 7678450 | 767845 | 14.53% | - |
| Vijal Shipping Pvt Ltd | 3328000 | 332800 | 6.30% | - |
| Chavi Impex Pvt Ltd | 262000 | 26200 | 0.50% | - |
| Wada Bottling Industries Pvt Ltd | 129000 | 12900 | 0.24% | - |

15. OTHER EQUITY**Reserves and Surplus (Amount in INR Lakhs)**

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Capital Reserve | 70.01 | 70.01 |
| Securities Premium Reserve | 318.90 | 318.90 |
| Property, Plant and Equipment Revaluation Reserve | 144.73 | 144.73 |
| General Reserve | 629.66 | 629.66 |
| Capital Subsidy | 7.50 | 7.50 |
| Retained Earnings | 3,570.99 | 4,365.86 |
| | 4,741.81 | 5,536.68 |

(a) Capital Reserve (Amount in INR Lakhs)

| | As at 31st March 2023 | As at 31st March 2022 |
|-------------------------------------|-----------------------|-----------------------|
| Opening balance | 70.01 | 70.01 |
| Add/(Less): Changes during the year | - | - |
| Closing balance | 70.01 | 70.01 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| (b) Securities Premium Reserve | | (Amount in INR Lakhs) | |
|---------------------------------------|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 318.90 | 318.90 | |
| Add/(Less): Changes during the year | - | - | |
| Closing balance | 318.90 | 318.90 | |

The amount received in excess of face value of the equity shares is recognised in Share premium reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

| (c) Property, Plant and Equipment Revaluation Reserve | | (Amount in INR Lakhs) | |
|--|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 144.73 | 144.73 | |
| Add/(Less): Changes during the year | - | - | |
| Closing balance | 144.73 | 144.73 | |

Property, plant and equipment reserve represents reserve created on revaluation of assets and it is non distributable reserve.

| (d) General Reserve | | (Amount in INR Lakhs) | |
|-------------------------------------|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 629.66 | 629.66 | |
| Add/(Less): Changes during the year | - | - | |
| Closing balance | 629.66 | 629.66 | |

The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

| (e) Capital Subsidy | | (Amount in INR Lakhs) | |
|-------------------------------------|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 7.50 | 7.50 | |
| Add/(Less): Changes during the year | - | - | |
| Closing balance | 7.50 | 7.50 | |

| (f) Retained Earnings | | (Amount in INR Lakhs) | |
|--|----------------------------------|----------------------------------|--|
| | As at 31st March 2023 | As at 31st March 2022 | |
| Opening balance | 4,365.86 | 4,306.22 | |
| Net Profit/(Loss) for the period | (824.92) | 43.18 | |
| Remeasurement of defined employee benefit plans | (5.29) | 16.46 | |
| Adjustment for fair valuation of financial instruments | - | - | |
| Other Adjustment | 35.34 | - | |
| Closing balance | 3,570.99 | 4,365.86 | |

16 . BORROWINGS

| (Amount in INR Lakhs) | | |
|--|----------------------------------|----------------------------------|
| Particulars | As at 31st March 2023 | As at 31st March 2022 |
| Non Current Borrowings | | |
| Secured | | |
| (a) Term Loan | | |
| i) From banks (BGECL & Others) | 1,131.67 | 261.11 |
| | 1,131.67 | 261.11 |
| Current Borrowings | | |
| Secured | | |
| (a) Loans repayables on demand | | |
| i) From banks | 1,127.94 | 1,763.46 |
| Unsecured | | |
| (a) Loans from related parties (refer to note no.33) | 299.00 | 123.50 |
| Current maturities of Non Current Borrowings | 136.89 | 146.67 |
| Total | 1,563.83 | 2,033.63 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**Current and Non Current Borrowings****Terms and Conditions of Repayment and Details of Securities are as under :**

- The loan from Bank of Baroda is Repayable on demand. Term loan (BGECL 1) is having repayment period of 48 months with 12 months of moratorium period (O/s Rs.161.11 Lacs), Term loan (BGECL 2) is having repayment period of 60 months with 24 months of moratorium period (O/s Rs.150.00 Lacs). Said loans are availed for Fertiliser Division. 1. Rate of interest 9.25% 2. Repayment in equal installments of Rs.8.05 lacs to Rs.4.17 lacs.
- Cash Credit loan is secured by hypothecation of stock of raw material, semi-finished goods and stores and spares, packing material, finished goods , receivables (both present and future).
- Cash Credit loan & term loanis secured by equitable mortgage on factory Land(measuring 18.36 acre) and buildings situated at village Kharivali, Taluka-Wada, District-Palghar.
- Cash Credit loan is secured by hypothecation of Plant and machinery and all other movable fixed Property, Plant and Equipment of the Company already in possession or to be in possession of the Company.
- Overdraft facility from Saraswat Bank is secured by equitable mortgage on land measuring 2 acre and building (studio) situated at survey no.180/1, Village Kharivali, Taluka Wada, District Palghar. Said facility is availed for Resort Division. Term loan 1 (GECL) is having repayment period of 72 months with 24 month of moratorium period. (O/s Rs.174.00 lacs) Rate of Interest - 11.45%. Term Loan - 3 is taken for expansion of resort is repayable in 66 months with moratorium period of 12 months. (O/s Rs.72.01 lacs)
- Overdraft facility from State Bank of India is secured by equitable mortgage on office premises situated at 301, Hubtown Solaris, N S Phadke Marg, Andheri East, Mumbai - 400069. Said facility is availed for Fertiliser Division.
- Personal Guarantee of Shri.Yogendra D Patel and Smt. Anjni Y Patel, Promoter Director of the company are given against working capital facility for fertiliser Division. Personal Guarantee of Shri.Yogendra D Patel, Promoter Director of the company is given against working capital facility for Resort Division.
- Vehicle loan is taken from HDFC Bank Ltd , Saraswat Co-op Bank Ltd and Mahindra Finance.(O/s Rs.148.37 lacs) Rate of interest - , Hypothecation of vehicles
- Term loan - 2 from Saraswat Bank is taken for Project finance for construction of residential tower which is repayable in 57 months with moratorium of 33 months O/s is Rs.564.45 lacs. Mortgage of land and building at Sector-5, S.No.112/2A, Majiwada, Thane.
- Rate of Interest is in the range of 11.45% p.a. - 12.50% p.a (PY 9.25% p.a - 10.35% p.a)

Net debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

| Particulars | (Amount in INR Lakhs) | |
|------------------------|-----------------------|-----------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Current Borrowings | 1,563.83 | 2,033.63 |
| Non-current Borrowings | 1,131.67 | 261.11 |

| Particulars | (Amount in INR Lakhs) | | |
|--------------------------------------|---------------------------------------|--------------------|------------------|
| | Liabilities from financing activities | | |
| | Non Current Borrowings | Current Borrowings | Total Borrowings |
| Net Debt as at April 1, 2021 | 217.50 | 1,606.21 | 1,823.71 |
| Cash Inflows | 43.61 | 427.43 | 471.04 |
| Cash Outflows | - | - | - |
| | 261.11 | 2,033.63 | 2,294.75 |
| Interest Expense | - | 178.26 | 178.26 |
| Interest Paid | - | (178.26) | (178.26) |
| Other non cash adjustments | - | - | - |
| Net Debt as at March 31, 2022 | 261.11 | 2,033.63 | 2,294.74 |
| Cash Inflows | 870.56 | - | 870.56 |
| Cash Outflows | - | (469.79) | (469.79) |
| | 1,131.67 | 1,563.83 | 2,695.51 |
| Interest Expense | 28.55 | 221.82 | 250.37 |
| Interest Paid | (28.55) | (221.82) | (250.37) |
| Other non cash adjustments | - | - | - |
| Net Debt as at March 31, 2023 | 1,131.67 | 1,563.83 | 2,695.49 |

17. OTHER NON CURRENT LIABILITIES

| Particulars | (Amount in INR Lakhs) | |
|--------------------|-----------------------|-----------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Non Current | | |
| Gratuity payables | 55.51 | 43.85 |
| | 55.51 | 43.85 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**18. OTHER FINANCIAL LIABILITIES**

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|-----------------------|-----------------------|
| Current | | |
| Other payables (mainly includes provision for expenses and deposit received against premises offered on leave and licenses) | 126.82 | 101.13 |
| Total | 126.82 | 101.13 |

19. TRADE PAYABLES

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|-----------------------|-----------------------|
| Current | | |
| Total outstanding dues of micro enterprises and small enterprises (Refer Note No.39) | 51.42 | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 728.60 | 793.93 |
| Total | 780.02 | 793.93 |

| SR NO | Particular | 2022-23 | | | | Total |
|-------|---------------------------------|--|--------------|-------------|------------------|---------------|
| | | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Year | |
| | | Outstanding for following periods from due date of payment | | | | |
| 1 | MSME | 23.49 | | | 0.77 | 24.26 |
| 2 | Others | 498.04 | 54.17 | 105.99 | -7.22 | 650.98 |
| 3 | Disputed dues – MSME | | | | | |
| 4 | Disputed dues - Others | | | | | |
| | Advance to the creditors | 50.42 | 13.35 | 0.68 | 40.33 | 104.78 |
| | | | | | | 780.02 |

| SR NO | Particular | 21-22 | | | | Total |
|-------|---------------------------------|--|--------------|----------|------------------|---------------|
| | | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 Year | |
| | | Outstanding for following periods from due date of payment | | | | |
| 1 | MSME | | | | | |
| 2 | Others | 345.10 | 267.86 | 20.68 | 20.30 | 653.95 |
| 3 | Disputed dues – MSME | | | | | |
| 4 | Disputed dues - Others | | | | | |
| Less | Advance to the creditors | 43.28 | 96.70 | | | 139.98 |
| | | | | | | 793.93 |

20. OTHER LIABILITIES

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|----------------------------|-----------------------|-----------------------|
| Current | | |
| Advance against flat sales | 456.40 | 456.40 |
| Statutory Liabilities | 66.32 | 59.22 |
| Income received in advance | 48.40 | 46.17 |
| Total | 571.12 | 561.79 |

21. PROVISIONS

(Amount in INR Lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|------------------|-----------------------|-----------------------|
| Current | | |
| Dividend payable | - | 6.38 |
| Total | - | 6.38 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**22. REVENUE FROM OPERATIONS**

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|---------------------------------|-----------------|-----------------|
| Sale of products | | |
| Fertilisers Sales | 842.27 | 650.22 |
| Sale of services | | |
| Renting of Immovable Properties | 0.56 | - |
| Resort Income | 1,337.15 | 725.31 |
| Other operating revenues | | |
| Government Subsidy | 743.31 | 925.94 |
| | 2,923.30 | 2,301.47 |

23. OTHER INCOME

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|--|---------------|---------------|
| Interest income on | | |
| Bank fixed deposits | 8.48 | 3.30 |
| Loans to others | - | - |
| Dividend income | 4.10 | 2.74 |
| | - | - |
| Rent income | 68.80 | 30.75 |
| Insurance claim | 4.85 | 9.62 |
| Net gain / loss on disposal of Property, plant and equipment | 20.83 | 8.82 |
| Common Area Maintenance Charges | 38.76 | 264.91 |
| Sundry balances written back | - | 14.75 |
| Miscellaneous Income | 15.56 | 2.11 |
| | 161.39 | 336.99 |

24. COST OF CONSTRUCTION AND RAW MATERIAL CONSUMED

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|------------------------------|-----------------|---------------|
| As at beginning of the year | 175.51 | 27.24 |
| Add: Purchases | 1,251.48 | 736.84 |
| Less : As at end of the year | (146.52) | (175.51) |
| | 1,280.47 | 588.57 |

25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|---|-----------------|-----------------|
| Inventories as at the beginning of the year | | |
| Finished goods - Fertiliser division | 207.49 | 151.00 |
| Finished goods - Construction division | 38.86 | 38.86 |
| Work in progress - Real estate under Development | 2,647.51 | 2,647.51 |
| Total | 2,893.87 | 2,837.37 |
| Less : Inventories as at the end of the year | | |
| Finished goods - Fertiliser division | 40.31 | 207.49 |
| Finished goods - Construction division | 38.86 | 38.86 |
| Work in progress - Real estate under Development | 3,255.40 | 2,647.51 |
| Total | 3,334.57 | 2,893.87 |
| Net decrease / (increase) in inventories | (440.71) | (56.49) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**26. EMPLOYEE BENEFITS EXPENSE**

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|---|---------------|---------------|
| Salaries, wages and bonus incl Directors Remuneration | 377.08 | 346.03 |
| Staff welfare expenses | 87.69 | 89.65 |
| Gratuity expense | 13.70 | 18.34 |
| Leave salary expenses | 0.54 | 0.28 |
| Contribution to provident and other funds | 4.86 | 15.24 |
| | 483.87 | 469.54 |

27. FINANCE COST

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|--------------------------------|---------------|---------------|
| Interest expense on borrowings | 250.37 | 178.26 |
| Other finance charges | 92.92 | 29.30 |
| | 343.29 | 207.55 |

28. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|-----------------------------------|---------------|---------------|
| Depreciation on tangible assets | 330.71 | 272.07 |
| Amortisation on intangible assets | 1.00 | 0.44 |
| | 331.71 | 272.51 |

29. OTHER EXPENSES

(Amount in INR Lakhs)

| Particulars | 2022-23 | 2021-22 |
|--|-----------------|-----------------|
| Operating and Other Expenses | | |
| Power and Fuel | 244.79 | 109.62 |
| Stores, Spares and Packing Material Consumed | 81.49 | 71.89 |
| Repairs and maintenance | | |
| Plant and Machinery | 22.71 | 7.54 |
| Building | 18.16 | 9.80 |
| Rates and Taxes | 46.95 | 13.31 |
| Insurance charges | 10.23 | 11.76 |
| Resort expenses | 419.51 | 285.12 |
| House keeping expenses | 67.10 | 29.81 |
| Other Operating Expenses | 40.80 | 43.26 |
| | 951.73 | 582.10 |
| Administrative expenses | | |
| Payments to auditors (Refer note (a) below) | 4.30 | 2.97 |
| Postage and Telegrams and Fax | 10.51 | 1.26 |
| Legal and other professional fees | 61.43 | 33.58 |
| Travelling and conveyance expenses | 46.71 | 18.15 |
| Vehicle Expenses | 74.31 | 29.21 |
| Donation | - | - |
| Freight Expenses | 148.62 | 171.60 |
| Marketing and sales promotion expenses | 187.04 | 37.81 |
| Repairs and maintenance - Others | 171.23 | 108.50 |
| Discount | 1.20 | 0.05 |
| Corporate social responsibility expenditure | - | - |
| Common maintenance expense | 107.05 | 34.62 |
| Sundry debtors written off | 23.07 | - |
| Loss allowance on Receivables | - | - |
| Loss on sale of investments | 8.33 | - |
| General expenses | 69.72 | 41.96 |
| Loading & Unloading Expenses | 29.48 | 22.10 |
| Miscellaneous expenses | 22.36 | 15.87 |
| | 965.36 | 517.68 |
| Total | 1,917.08 | 1,099.78 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**(a) Details of Payments to statutory and Tax auditors****(Amount in INR Lakhs)**

| | 2022-23 | 2021-22 |
|-----------------------------|-------------|-------------|
| As auditor | | |
| Audit Fee | 2.97 | 2.97 |
| In other capacity | | |
| Taxation matters | - | - |
| Other Professional Services | 1.33 | - |
| Re-imbusement of expenses | - | - |
| | 4.30 | 2.97 |

(b) Corporate social responsibility expenditure**(Amount in INR Lakhs)**

| | 2022-23 | 2021-22 |
|---|---------|---------|
| Amount required to be spent as per Section 135 of the Act | - | - |
| Amount spent during the year on | | |
| (i) Social and Education activities | - | - |
| (ii) on purposes other than (i) above | - | - |

30. EARNINGS PER SHARE**(Amount in INR Lakhs)**

| Particulars | March 31, 2023 | March 31, 2022 |
|---|--------------------|------------------|
| (a) Basic earnings per share (INR) | (1.49) | 0.82 |
| (b) Diluted earnings per share (INR) | (1.49) | 0.82 |
| (c) Reconciliations of earnings used in calculating earnings per share | | |
| <i>Basic earnings per share</i> | | |
| Profit attributable to the equity holders of the company used in calculating basic earnings per share | (824.92) | 43.18 |
| <i>Diluted earnings per share</i> | | |
| Profit attributable to the equity holders of the company used in calculating basic earnings per share | (824.92) | 43.18 |
| Adjustments for calculation of Diluted earnings per share: | - | - |
| Profit attributable to the equity holders of the company used in calculating diluted earnings per share | (824.92) | 43.18 |
| (d) Weighted average number of shares used as the denominator | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share | 5,28,55,110 | 52,85,511 |
| Adjustments for calculation of diluted earnings per share: | - | - |
| Weighted average number of equity shares used as the denominator in calculating diluted earnings per share | 5,28,55,110 | 52,85,511 |

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

31. INTEREST IN OTHER ENTITIES

Interest in associate

(i) Set out below are the details of associate of the company as at Feb 24, 2023 which, in the opinion of the directors, is material to the company. The share capital consisting solely of equity shares, which are held directly by the ownership interest is the same as the proportion of voting rights held.

| Name of entity | Place of Business | % of ownership interest | Relationship | Accounting Method | Carrying Amount | |
|------------------|-------------------|-------------------------|--------------|-------------------|-----------------|----------------|
| | | | | | Feb 24, 2023 | March 31, 2022 |
| Mol Chem Limited | India | 26.00% | Associate | Equity Method | - | - |

| Name of entity | Carrying Amount | | Quoted Fair Value | |
|------------------|-----------------|----------------|-------------------|----------------|
| | Feb 24, 2023 | March 31, 2022 | Feb 24, 2023 | March 31, 2022 |
| Mol Chem Limited | - | - | ** | ** |

** Unlisted entity - no quoted price available

^ The company has entered into Settlement MOU, sold its investment and ceased to be an associate w.e.f 24/02/2023.

(ii) Summarised financial information for associate

The table below provides summarised financial information for this associate that are material to the company. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and not group's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made at the time of acquisition and modification for differences in accounting policies.

| Summarised balance sheet | Mol Chem Limited | |
|-------------------------------|------------------|----------------|
| | Feb 24, 2023 | March 31, 2022 |
| Total current assets | 170.24 | 173.04 |
| Total non current assets | 1,212.45 | 2,059.74 |
| Total current liabilities | 335.98 | 517.62 |
| Total non current liabilities | 1,431.38 | 1,196.11 |
| Net Assets | (384.67) | 519.05 |

Reconciliation to carrying amounts

| Particulars | Mol Chem Limited | |
|----------------------------|------------------|----------------|
| | Feb 24, 2023 | March 31, 2022 |
| Opening net assets | 453.67 | 487.99 |
| Profit for the Year | (905.67) | (34.32) |
| Other comprehensive income | - | - |
| Closing net assets | (452.00) | 453.67 |
| Group's share in % | 26.00% | 26.00% |
| Group's share in INR | (117.52) | 117.95 |
| Other adjustments | 117.52 | (117.95) |
| Carrying amount | - | - |

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

| Summarised statement of profit and loss | Mol Chem Limited | |
|---|------------------|----------------|
| | Feb 24, 2023 | March 31, 2022 |
| Revenue from operations | - | 473.20 |
| Profit for the year | (905.67) | (34.32) |
| Other comprehensive income | - | - |
| Total comprehensive income | (905.67) | (34.32) |
| Dividends paid | - | - |

| Particulars | Feb 24, 2023 | March 31, 2022 |
|--|--------------|----------------|
| Share of profits (Loss) of an associates | - | (7.60) |
| Total share of profits from associates and joint ventures | - | (7.60) |

32. DISCLOSURES REQUIRED BY SCHEDULE III

| Name of the Entity in the Group | Net Assets, i.e. total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|--|---|-----------------|-------------------------------------|-----------------|---|---------------|-------------------------------------|-----------------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent Bharat Agri Fert & Realty Limited | 100.00% | 8,312.15 | 100.00% | (831.02) | 100.00% | (5.29) | 100.00% | (836.31) |
| Associates (Investment as per the equity method) Indian Mol Chem Limited | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| Total Elimination/ consolidation adjustments | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| Total | 100.00% | 8,312.15 | 100.00% | (831.02) | 100.00% | (5.29) | 100.00% | (836.31) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**33. EMPLOYEE BENEFIT OBLIGATIONS**

(Amount in INR Lakhs)

| | March 31, 2023 | | | March 31, 2022 | | |
|--|----------------|--------------|---------------|----------------|--------------|--------------|
| | Current | Non Current | Total | Current | Non Current | Total |
| Gratuity | 60.82 | 55.51 | 116.33 | 55.84 | 43.84 | 99.68 |
| Total Employee Benefit Obligation | 60.82 | 55.51 | 116.33 | 55.84 | 43.84 | 99.68 |

Post Employment obligations**Gratuity**

The company provides for gratuity for employees in india as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a **unfunded plan**.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows :

(Amount in INR Lakhs)

| | For the year ended 31st March, 2023 (In Lacs) | For the year ended 31st March, 2022 (In Lacs) |
|--|---|---|
| | Gratuity | Gratuity |
| I Components of Employer Expense | | |
| - Recognised in the Statement of Profit and Loss | | |
| 1 Current Service Cost | 6.96 | 9.84 |
| 2 Past Service Cost | - | - |
| 3 Net Interest Cost | 6.75 | 6.25 |
| 4 Total expense recognised in the Statement of Profit and Loss | 13.70 | 16.09 |
| - Remeasurements recognised in Other Comprehensive Income | | |
| 5 Return on plan assets (excluding amounts included in Net interest cost | - | - |
| 6 Effect of changes in demographic assumptions | | |
| 7 Effect of changes in financial assumptions | (3.58) | (3.56) |
| 8 Changes in asset ceiling (excluding interest income) | | |
| 9 Effect of experience adjustments | 8.88 | (10.65) |
| 10 Total remeasurements included in Other Comprehensive Income | 5.29 | (14.21) |
| Total defined benefit cost recognised in the Statement of Profit and Loss | | |
| 11 and Loss and Other Comprehensive Income (4 + 10) | 19.00 | 1.88 |

The current service cost, past service cost and net interest cost for the year, as applicable,

| | | |
|--|----------|---------|
| II Actual Returns | 0 | 0 |
| III Net Asset / (Liability) recognised in the Balance Sheet | | |
| Net Asset / (Liability) recognised | | |
| 1 Present Value of Defined Benefit Obligation | 116.33 | 99.68 |
| 2 Fair Value of Plan Assets | 0 | 0 |
| 3 Status [Surplus / (Deficit)] | (116.33) | (99.68) |
| 4 Restrictions on Asset Recognised | | |

| | For the year ended 31st March, 2023 (In Lacs) | For the year ended 31st March, 2022 (In Lacs) |
|---|---|---|
| | Gratuity | Gratuity |
| IV Change in Defined Benefit Obligation (DBO) | | |
| 1 Present Value of DBO at the beginning of the year | 99.69 | 99.99 |
| 2 Current Service Cost | 6.96 | 9.84 |
| 3 Past Service Cost | - | - |
| 4 Interest Cost | 6.75 | 6.25 |
| a. Effect of changes in demographic assumptions | - | - |
| b. Effect of changes in financial assumptions | (3.58) | (3.56) |
| c. Changes in asset ceiling (excluding interest income) | | |
| d. Effect of experience adjustments | 8.88 | (10.65) |
| 5 Benefits Paid | (2.36) | (2.18) |
| 6 Present Value of DBO at the end of the year | 116.33 | 99.68 |

| | For the year ended 31st March, 2023 (In Lacs) | For the year ended 31st March, 2022 (In Lacs) |
|---|---|---|
| | Gratuity | Gratuity |
| V Change in Fair Value of Assets | | |
| 1 Plan Assets at the beginning of the year | - | - |
| 2 Actual Company Contributions | 2.36 | 2.18 |
| 3 Benefits Paid | (2.36) | (2.18) |
| 4 Plan Assets at the end of the year | - | - |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

The significant actuarial assumptions were as follows:

| | March 31, 2023 | March 31, 2022 |
|------------------------------------|---------------------|---------------------|
| Mortality | IALM (2012-14) Ult. | IALM (2012-14) Ult. |
| Discount rate | 7.29% | 6.85% |
| Rate of Increase in compensation | 10.00% | 10.00% |
| Expected average remaining service | 12.66 | 11.52 |
| Retirement age | 56 years | 56 years |
| Employee Attrition Rate | 0.8 % For All Ages | 0.8 % For All Ages |

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is shown below:

| Assumptions | Discount rate | | Salary escalation rate | |
|--------------------------------------|---------------|-------------|------------------------|-------------|
| | 1% increase | 1% decrease | 1% increase | 1% decrease |
| (Amount in INR Lakhs) | | | | |
| March 31, 2023 | | | | |
| Impact on defined benefit obligation | (7.14) | 8.59 | 5.28 | (5.39) |
| % Impact | -6.13% | 7.39% | 4.54% | -4.63% |
| March 31, 2022 | | | | |
| Impact on defined benefit obligation | (5.80) | 7.04 | 4.39 | (4.00) |
| % Impact | -5.82% | 7.07% | 4.40% | -4.01% |

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected cash flows to the defined benefit plan in future years:

| | March 31, 2023 | March 31, 2022 |
|--------------------------------------|----------------|----------------|
| (Amount in INR Lakhs) | | |
| Expected outflow in the first year | 60.82 | 55.84 |
| Expected outflow in the second year | 0.72 | 0.62 |
| Expected outflow in the third year | 0.77 | 0.65 |
| Expected outflow in the fourth year | 3.22 | 0.69 |
| Expected outflow in the fifth year | 3.28 | 2.97 |
| Expected outflow in six to ten years | 12.90 | 12.52 |
| Total expected payments | 81.71 | 73.29 |

The average duration of the defined benefit plan obligation at the end of the reporting period is 7.23 years (March 31, 2022: 6.93 years)

(iii) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 4.86 Lakhs (March 31, 2022: INR 15.24 Lakhs)

34. COMMITMENTS AND CONTINGENCIES

A. Commitments

Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

| | March 31, 2023 | March 31, 2022 |
|-------------------------------|----------------|----------------|
| (Amount in INR Lakhs) | | |
| Property, plant and equipment | 6.95 | 13.61 |

| B. Contingent Liabilities | March 31, 2023 | March 31, 2022 |
|--|----------------|----------------|
| (Amount in INR Lakhs) | | |
| Claim against the company not acknowledged as debt | 595.50 | 36.81 |

| Name of the Statute | Nature of Dues | Period to which it pertains | Forum where dispute is pending | Amount (exl interest and penalty (Rs.in lakhs) |
|----------------------|----------------|-----------------------------|--------------------------------|--|
| Income Tax Act, 1961 | Income Tax | 2012-13 | CIT(A) | 575.70 |
| | | 2016-17 | | 10.47 |
| | | 2017-18 | | 9.33 |
| | | | | 595.50 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**35. RELATED PARTY TRANSACTIONS****(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures**

| Name of Related Party | Country of Incorporation |
|-----------------------|--------------------------|
|-----------------------|--------------------------|

List of Related parties :**Associate**

| | |
|--|-------|
| Mol Chem Limited (ceased to be an associate w.e.f 24/02/2023) | India |
|--|-------|

Entities over which Key Management personnel are able to exercise significant influence/control

| | |
|--|-------|
| Yogi Investments Private Limited | India |
| Vijal Shipping Private Limited | India |
| Waada Film Private Limited | India |
| Wada Bottling Industries Private Limited | India |
| Patel Entertainment Private Limited | India |
| Chavi Impex Private Limited | India |
| Wada Alums and Acids Private Limited | India |
| My Shop | India |

Key Management Personnel

Y D Patel, Chairman and Managing Director
 Kantilal Narandas Jethwa, Director and CFO
 Suresh Maganlal Bhadrecha, Director
 Yogesh Shamjibhai Rathod, Director
 Chunilal Bhanji Gherwada, Director
 Akshay Kumar, Company Secretary

Relatives of Key Management Personnel

Anjni Y. Patel, Whole Time Director
 Chandni Y. Patel, Whole Time Director
 Vijal Y. Patel, Whole Time Director
 Shailendra D. Patel, Chief Executive Officer
 Viraj S. Patel, Laboratory Incharge

(ii) Transactions with related parties

The following transactions occurred with related parties

(Amount in INR Lakhs)

| Name | Nature of Transaction | March 31, 2023 | March 31, 2022 |
|---------------------|--------------------------|----------------|----------------|
| Yogendra D. Patel | Remuneration | - | 20.00 |
| Anjni Y. Patel | Remuneration | - | 20.00 |
| Chandni Y. Patel | Remuneration | - | 20.00 |
| Vijal Y. Patel | Remuneration | - | 20.00 |
| Shailendra D. Patel | Remuneration | 4.55 | 4.77 |
| Viraj S. Patel | Remuneration | 3.25 | 3.47 |
| Mol Chem Limited | Loan given | - | - |
| | Loan repayments received | 899.28 | - |
| | Interest received | 4.72 | - |
| | Interest charges | - | - |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**(iii) Loans to related parties****(Amount in INR Lakhs)**

| Name | Particulars | March 31, 2023 | March 31, 2022 |
|-----------------------------------|--------------------------|----------------|----------------|
| Loans to related parties | | | |
| Mol Chem Limited | Beginning of the year | 899.28 | 899.28 |
| | Loans advanced | - | - |
| | Loan repayments received | 899.28 | - |
| | Interest charged | 4.72 | - |
| | Interest received | 4.72 | - |
| | End of the year | - | 899.28 |
| Loans from related parties | | | |
| Yogendra D. Patel | Beginning of the year | 78.01 | 23.56 |
| | Loans received | 107.75 | 125.20 |
| | Loan repayments made | (16.25) | (70.75) |
| | End of the year | 169.51 | 78.01 |
| Anjni Y. Patel | Beginning of the year | 44.57 | 17.96 |
| | Loans received | 93.50 | 74.53 |
| | Loan repayments made | (8.58) | (47.92) |
| | End of the year | 129.49 | 44.57 |
| Chandni Y. Patel | Beginning of the year | - | 6.46 |
| | Loans received | 9.72 | 14.08 |
| | Loan repayments made | (9.72) | (20.54) |
| | End of the year | - | - |
| Vijal Y. Patel | Beginning of the year | 0.92 | 2.96 |
| | Loans received | 13.21 | 18.20 |
| | Loan repayments made | (14.13) | (20.24) |
| | End of the year | - | 0.92 |

(iv) Key management personnel compensation**(Amount in INR Lakhs)**

| | March 31, 2023 | March 31, 2022 |
|------------------------------------|----------------|----------------|
| Short term employee benefits | 7.80 | 88.24 |
| Post-employment benefits* | - | - |
| Other long term employee benefits* | - | - |
| | 7.80 | 88.24 |

*The amount of post employment benefits and long term employee benefits cannot be separately identified from the composit figure advised by the actuary/valuer.

(v) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2023. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**36. SEGMENT REPORTING**

A. For management purposes, the Company is organized into following three business units based on the risks and rates of returns of the products offered by these unit as per Ind AS 108 on 'Operating Segment' :

- Construction
- Fertilizers
- Resort

No operating segments have been aggregated to form the above reportable operating segment.

The Managing Director (MD) monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis (unallocable) and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Year ended March 31, 2023

(Amount in INR Lakhs)

| Particulars | Construction | Fertilizers | Resort | Unallocable | Total segments |
|--|--------------|-----------------|-----------------|-------------|-----------------|
| Segment Revenue | | | | | |
| External sales revenue | 0.56 | 1,585.58 | 1,337.15 | - | 2,923.30 |
| Internal segment revenue | - | - | - | - | - |
| Total revenue | 0.56 | 1,585.58 | 1,337.15 | - | 2,923.30 |
| Segment results before interest, taxes prior period and exceptional items | (74.16) | (49.57) | (316.31) | (56.18) | (496.21) |
| Interest Expense | - | - | - | 343.29 | 343.29 |
| Interest Income | - | - | - | 8.48 | 8.48 |
| Profit/(Loss) before share of profit/(loss) of an associate and tax | | | | | (831.02) |
| Share of profit/(loss) of an associate | - | - | - | - | - |
| Profit/(Loss) before tax | | | | | (831.02) |
| Tax expense | | | | (6.11) | (6.11) |
| Net Profit/(Loss) after tax | | | | | (824.92) |
| Other Information | | | | | |
| Segment Assets | 4,364.81 | 2,502.46 | 1,923.34 | 768.04 | 9,558.66 |
| Segment liabilities | 1,091.13 | 1,637.94 | 864.26 | 695.25 | 4,288.58 |
| Capital Expenditure | - | 0.40 | 487.06 | 138.72 | 626.18 |
| Depreciation | 5.63 | 77.90 | 248.17 | - | 331.71 |
| Non cash expenses other than Depreciation | 7.97 | 5.01 | 9.76 | 0.33 | 23.07 |

Year ended March 31, 2022

(Amount in INR Lakhs)

| Particulars | Construction | Fertilizers | Resort | Unallocable | Total segments |
|--|--------------|-----------------|---------------|-------------|-----------------|
| Segment Revenue | | | | | |
| External sales revenue | - | 1,576.16 | 725.31 | - | 2,301.47 |
| Internal segment revenue | - | - | - | - | - |
| Total revenue | - | 1,576.16 | 725.31 | - | 2,301.47 |
| Segment results before interest, taxes prior period and exceptional items | 195.81 | 424.37 | (321.86) | (37.07) | 261.25 |
| Interest Expense | - | - | - | 207.55 | 207.55 |
| Interest Income | - | - | - | 3.30 | 3.30 |
| Profit/(Loss) before share of profit/(loss) of an associate and tax | | | | | 57.00 |
| Share of profit/(loss) of an associate | - | - | - | - | (7.60) |
| Profit/(Loss) before tax | | | | | 50.78 |
| Tax expense | - | - | - | 6.22 | 6.22 |
| Net Profit/(Loss) after tax | | | | | 43.18 |
| Other Information | | | | | |
| Segment Assets | 4,124.27 | 2,542.11 | 1,663.00 | 1,605.09 | 9,934.47 |
| Segment liabilities | 495.48 | 2,559.33 | 450.24 | 364.19 | 3,869.24 |
| Capital Expenditure | - | 2.88 | 979.09 | - | 981.97 |
| Depreciation | 5.83 | 86.01 | 180.66 | - | 272.51 |
| Non cash expenses other than Depreciation | - | - | - | - | - |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**Adjustments and eliminations**

Finance income and costs are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

Capital expenditure consists of additions of property, plant and equipment and intangible assets.

B. Information about geographical areas**Revenue from external customers**

The Company is domiciled and have operations only in India. Hence, there is no geographical segment. Accordingly, no disclosure is required under Ind AS 108 "Operating Segment".

Revenue from Major Customers

Revenue from customers exceeding 10% of total revenue for the year ended March 31, 2023 and March 31, 2022 were as follows:

| Segment | (Amount in INR Lakhs) | | | |
|--------------|-----------------------|---------|---------------------|---------|
| | March 31, 2023 | | March 31, 2022 | |
| | Number of Customers | Revenue | Number of Customers | Revenue |
| Construction | - | - | - | - |
| Fertilizers | 2 | 680.32 | 2 | 375.69 |
| Resort | - | - | - | - |

BHARAT AGRI FERT & REALTY LIMITED
NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

37. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category (Amount in INR Lakhs)

| Particulars | Carrying Amount | | Fair Value | |
|----------------------------------|-----------------|-----------------|-----------------|-----------------|
| | March 31, 2023 | March 31, 2022 | March 31, 2023 | March 31, 2022 |
| FINANCIAL ASSETS | | | | |
| Amortised cost | | | | |
| Trade Receivables | 1,114.74 | 991.19 | 1,114.74 | 991.19 |
| Loans | 13.52 | 907.52 | 13.52 | 907.52 |
| Cash and Cash Equivalents | 9.57 | 1.34 | 9.57 | 1.34 |
| Security Deposits | 25.01 | 24.27 | 25.01 | 24.27 |
| Other Bank Balances | 68.35 | 102.39 | 68.35 | 102.39 |
| Other Financial Assets | 5.89 | 380.93 | 5.89 | 380.93 |
| Financial assets at FVTPL | | | | |
| Investments in Equity | 1.71 | 1.71 | 1.71 | 1.71 |
| Investments in Mutual Funds | 33.28 | 3.00 | 33.28 | 3.00 |
| Total | 1,272.08 | 2,409.36 | 1,272.08 | 2,409.36 |
| FINANCIAL LIABILITIES | | | | |
| Amortised cost | | | | |
| Borrowings | 2,695.49 | 2,294.74 | 2,695.49 | 2,294.74 |
| Trade Payables | 780.02 | 793.93 | 780.02 | 793.93 |
| Other financial liabilities | 126.82 | 101.13 | 126.82 | 101.13 |
| | 3,602.33 | 3,189.80 | 3,602.33 | 3,189.80 |

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans, deposits and other non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

BHARAT AGRI FERT & REALTY LIMITED**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023****ii. Fair Value Hierarchy**

All assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

| Particulars | (Amount in INR Lakhs) | | | | | |
|---|---|---|-------------|---|---|-------------|
| | March 31, 2023 | | | March 31, 2022 | | |
| | Fair value measurement using | | Total | Fair value measurement using | | Total |
| Quoted prices in active markets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | | Quoted prices in active markets (Level 1) | Significant Observable Inputs (Level 2) | |
| Financial Assets | | | | | | |
| Financial Investments at FVTPL | | | | | | |
| Unquoted equity shares | - | - | 1.71 | - | - | 1.71 |
| Quoted Mutual Funds | 33.28 | - | - | 3.00 | - | - |
| Total Financial Assets | 33.28 | - | 1.71 | 3.00 | - | 4.71 |

There have been no transfers among Level 1, Level 2 and Level 3 during the period

Measurement

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares included in level 3.

BHARAT AGRI FERT & REALTY LIMITED**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023****iii. Valuation technique used to determine fair value**

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee(AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

v. Reconciliation of fair value measurement of financial assets classified as FVTPL(Level 3):

| Particulars | Unquoted equity shares |
|---|---------------------------|
| As at April 1, 2021 | 1.71 |
| Remeasurement recognised in Profit and loss | - |
| As at March 31, 2022 | 1.71 |
| Remeasurement recognised in Profit and loss | - |
| As at March 31, 2023 | 1.71 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**38. FINANCIAL RISK MANAGEMENT**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The finance team oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activity exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

(a) Trade and other receivables

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

i. Provision for expected credit losses

The company follows 'simplified approach' for recognition of loss allowance on Trade receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ii. Exposure - Trade Receivables (Net of provisions)

The ageing of trade and other receivables that were not impaired was as follows:

(Amount in INR Lakhs)

| Particulars | Past Due | | Total |
|---------------------|----------------|--------------------|-----------------|
| | Up to 6 Months | More than 6 Months | |
| As at March 31,2023 | 94.15 | 1,020.59 | 1,114.74 |
| As at March 31,2022 | 57.08 | 934.11 | 991.19 |

iii. Reconciliation of loss allowance provision - Trade receivables

(Amount in INR Lakhs)

| Particulars | |
|---|---------------|
| Loss allowance on April 1, 2021 | 331.01 |
| Changes in loss allowance | - |
| Loss allowance on March 31, 2022 | 331.01 |
| Changes in loss allowance | - |
| Loss allowance on March 31, 2023 | 331.01 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(b) Other Financial Assets

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The carrying amount of cash and cash equivalents, loans, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure.

(B) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

Contractual maturities of financial liabilities

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include principal cash flows.

(Amount in INR Lakhs)

| Particulars | Carrying Amount | Total | Less than 1 year | 1 to 5 years | More than 5 years |
|-----------------------------|-----------------|-----------------|------------------|-----------------|-------------------|
| March 31, 2023 | | | | | |
| Borrowings | 2,695.49 | 2,695.49 | 1,563.83 | 1,131.67 | - |
| Trade payables | 780.02 | 780.02 | 780.02 | - | - |
| Other financial liabilities | 126.82 | 126.82 | 126.82 | - | - |
| Total liabilities | 3,602.33 | 3,602.33 | 2,470.67 | 1,131.67 | - |
| March 31, 2022 | | | | | |
| Borrowings | 2,294.74 | 2,294.74 | 2,033.63 | 261.11 | - |
| Trade payables | 793.93 | 793.93 | 793.93 | - | - |
| Other financial liabilities | 101.13 | 101.13 | 101.13 | - | - |
| Total liabilities | 3,189.80 | 3,189.80 | 2,928.69 | 261.11 | - |

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

(i) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the import payables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

| (a) Foreign currency risk exposure | | (Amount in INR Lakhs) |
|--|------------------------|-----------------------|
| Particulars | Exposure in USD | |
| March 31, 2023 | | |
| Trade Payables | | (220.89) |
| Net exposure to foreign currency risk | | (220.89) |
| March 31, 2022 | | |
| Trade Payables | | (292.82) |
| Net exposure to foreign currency risk | | (292.82) |

The following significant exchange rates have been applied during the year

| INR | Year end spot rate | |
|------------|---------------------------|-----------------------|
| | March 31, 2023 | March 31, 2022 |
| USD 1 | 82.21 | 75.91 |

(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

| Particulars | (Amount in INR Lakhs) | | | |
|--|------------------------------|--------------------|--------------------|--------------------|
| | 2022-23 | | 2021-22 | |
| | 1% Increase | 1% Decrease | 1% Increase | 1% Decrease |
| Foreign Currency changes | (2.21) | 2.21 | (2.93) | 2.93 |
| Net Increase/(decrease) in profit or loss | (2.21) | 2.21 | (2.93) | 2.93 |

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company' interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable and competitive cost of funding.

However, during the periods presented in the financial statements, the Company has primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Company is not significantly exposed to interest rate risk.

(iii) Inventory price risk

The company is exposed to the movement in price of principal finished product i.e Fertilizer. The main raw material i.e Rock Phosphate is imported from Egypt / Jordan and its price is variable depending upon exchange rate. Fertiliser being a seasonal as well as subsidized product; prices of fertilizer are monitored by government. Department of Fertilizer implemented "Direct Benefit Transfer" (DBT) system for eligibility of subsidy on sale of fertilizer through POS machines. Company monitors the fertilizer prices on daily basis and formulates the sales strategy to achieve maximum realisation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023**39. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

(Amount in INR Lakhs)

| Particulars | March 31, 2023 | March 31, 2022 |
|----------------------------------|-----------------|-----------------|
| Borrowings | 2,695.49 | 2,294.74 |
| Trade payables | 780.02 | 793.93 |
| Other payables | 126.82 | 101.13 |
| Less: Cash and cash equivalents | (9.57) | (1.34) |
| Less: Other bank balance | (68.35) | (102.39) |
| Net Debt | 3,524.41 | 3,086.06 |
| Equity share capital | 528.55 | 528.55 |
| Other equity* | 4,741.81 | 5,536.68 |
| Total Capital | 5,270.36 | 6,065.23 |
| Total Equity and Net Debt | 8,794.77 | 9,151.29 |
| Gearing ratio (%) | 40.07 | 33.72 |

*Includes Property, plant and equipments revaluation reserve of INR 144.73 Lakhs.

In order to achieve the objective of maximize shareholders value, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements.

(Amount in INR Lakhs)

40. ASSETS GIVEN AS PRIMARY / COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as prime/collateral security for current and non current borrowings are:

| | March 31, 2023 | March 31, 2022 |
|---------------------------------|-----------------|-----------------|
| CURRENT ASSETS | | |
| i. Financial Assets | | |
| Trade Receivables | 1,095.77 | 981.78 |
| ii. Non Financial Assets | | |
| Inventories | 370.94 | 516.40 |
| Total current assets | 1,466.71 | 1,498.18 |
| NON CURRENT ASSETS | | |
| Non Financial Assets | | |
| Freehold land | 76.58 | 76.58 |
| Freehold building | 525.44 | 149.80 |
| Plants and equipments | 218.25 | 260.48 |
| Total non current assets | 820.28 | 486.88 |

41. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

There are dues to Micro, Small and Medium Enterprises which are outstanding for more than 45 days during the year and also as at 31st March 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the company

Amount in INR Lakhs

| | March 31, 2023 | March 31, 2022 |
|---|----------------|----------------|
| Principal amount remaining unpaid to any supplier as at the end of the accounting year | | |
| On account of trade payables | 51.42 | - |
| On account of liabilities other than trade payables | - | - |
| Total | 51.42 | - |
| Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year | - | - |
| Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006 | - | - |
| Amount of interest accrued and remaining unpaid at the end of accounting year | - | - |
| Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise | - | - |

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

42. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

| Name of the Party | Nature | Purpose | March 31, 2023 | March 31, 2022 |
|-------------------|----------------|-----------------|----------------|----------------|
| Mol Chem Limited | Unsecured Loan | Working Capital | - | 899.28 |
| | Investment | Business | - | 35.06 |

The company has entered into Settlement MOU, sold its investment and ceased to be an associate w.e.f 24/02/2023.

43. ADDITIONAL REGULATORY INFORMATION

| Sr.No. | Particulars | As at 31.03.23 | As at 31.03.22 | Variance (in %) |
|--------|----------------------------------|----------------|----------------|-----------------|
| 1 | Current Ratio | 1.44 | 1.40 | -3% |
| 2 | Debt Equity Ratio | 0.51 | 0.38 | -35% |
| 3 | Debt Service Coverage Ratio | -0.31 | 1.90 | 116% |
| 4 | Return on Equity Ratio | -14.55% | 0.84% | 1833% |
| 5 | Inventory Turnover Ratio | 0.94 | 0.80 | -17% |
| 6 | Trade Receivables Turnover Ratio | 2.78 | 2.28 | -22% |
| 7 | Trade Payables Turnover Ratio | 1.59 | 0.86 | -85% |
| 8 | Net Capital Turnover Ratio | 2.20 | 1.63 | -35% |
| 9 | Net Profit Ratio | -28.22% | 1.92% | 1570% |
| 10 | Return on Capital Employed | -6.08% | 3.15% | 293% |
| 11 | Return on Investment | 12.18% | 4.25% | -187% |

Debt Equity Ratio increased as debt of the company has increased during the year, borrowed funds are for real estate division and expansion of resort division.

Debt service coverage ratio was negative due to increased operating expenses.

Return on equity, Return on capital employed and Net Profit ratio has been affected due to losses of the company. Fertiliser division capacity utilization is less than 10% and increased overhead expenses has affected the performance of resort division.

Trade payables Turnover ratio increased due to purchases incurred in construction division (PY- Nil).

Net capital turnover ratio increased due to increase in turnover and increase in inventory, decrease in current borrowings and trade receivables.

Returns on Mutual funds and dividend has improved the Return on investment ratio.

44. In the opinion of the Board, any of the assets other than Property, Plant and Equipment, Intangible assets and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

45. Discrepancy to be reported under Clause L(ix) under Additional Regulatory Information applicable to a Company required to prepare Financial Statements under Division II Ind AS Schedule III of the Company's Act

| Sn. | Particulars | in lacs | | |
|-----|---------------------|-------------------------------------|---|------------|
| | | Amount as per the books of accounts | Amount as per stock statement submitted to the bank | Difference |
| | | Total Amount | Total Amount | |
| | | A | B | A-B |
| 1 | | Jun-22 | | |
| | Inventories | 645 | 2216 | (1,571) |
| | Trade Receivables | 144 | 144 | 0 |
| | Subsidy Receivables | 609 | 609 | 0 |
| 2 | | Sep-22 | | |
| | Inventories | 500 | 2031 | (1,531) |
| | Trade receivables | 65 | 56 | 10 |
| | Subsidy Receivables | 534 | 534 | 0 |
| 3 | | Dec-22 | | |
| | Inventories | 391 | 852 | (461) |
| | Trade receivables | 51 | 41 | 9 |
| | Subsidy Receivables | 440 | 440 | 0 |
| 4 | | Mar-23 | | |
| | Inventories | 371 | 907 | (536) |
| | Trade receivables | 107 | 90 | 17 |
| | Subsidy Receivables | 465 | 443 | 21 |

BHARAT AGRI FERT & REALTY LIMITED**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2023****46. Pursuant to Ind AS 1 "Presentation of financial statements"**

a. Current assets expected to be recovered within twelve months and after twelve months from the reporting date:

| Particulars | Note No. | As at March 31, 2023 | | | Total | Note No. | As at March 31, 2022 | | |
|------------------------|----------|----------------------|----------------|---------------------|---------|----------------|----------------------|----------------|---------------------|
| | | Within twelve months | | After twelve months | | | Within twelve months | | After twelve months |
| | | | | | | | | | |
| Inventories | 8 | 438.87 | 3255.40 | 3694.26 | 8 | 570.05 | 2647.51 | 3217.57 | |
| Trade Receivables | 7 | 94.15 | 1020.59 | 1114.74 | 7 | 991.19 | - | 991.19 | |
| Loans | 6 | 13.52 | 53.02 | 66.54 | 6 | 8.23 | 899.28 | 907.51 | |
| Other financial assets | 6,10,11 | 84.45 | 60.00 | 144.46 | 6,10,11 | 272.35 | 241.29 | 513.64 | |
| Total | | 631.00 | 4389.00 | 5020.00 | | 1841.82 | 3788.09 | 5629.91 | |

| Particulars | Note No. | As at March 31, 2023 | | | Total | Note No. | As at March 31, 2022 | | |
|--|----------|----------------------|----------------|---------------------|-------|-----------------|----------------------|-----------------|---------------------|
| | | Within twelve months | | After twelve months | | | Within twelve months | | After twelve months |
| | | | | | | | | | |
| Trade Payables: | 19 | | | | 19 | | | | |
| Due to micro enterprises and small enterprises | | 51.42 | - | 51.42 | | - | - | - | |
| Due to others | | 728.60 | - | 728.60 | | 793.93 | - | 793.93 | |
| Other financial liabilities | 16,18 | 1690.64 | 1,131.67 | 2822.31 | 16,18 | 9934.47 | 1.34 | 9935.81 | |
| Other Current liabilities | 17,20 | 571.12 | 55.51 | 626.63 | 17,20 | 561.79 | 43.85 | 605.64 | |
| Provisions | 21 | - | - | - | 21 | 6.38 | - | 6.38 | |
| Total | | 3041.78 | 1187.18 | 4228.96 | | 11296.57 | 45.19 | 11341.76 | |

47. The Following disclosures are not applicable to the Company:

- Disclosure where a company is a declared willful defaulter by any bank or financial Institution
- Relationship with Struck off Companies
- Details of transaction not recorded in the books that has been surrendered or disclosed as income in the tax assessments
- Details of Crypto Currency or Virtual Currency
- Details of Benami Property held
- Compliance with number of layers of companies
- Compliance with approved Scheme(s) of Arrangements

48. There is no pending registration of charges or satisfaction of charges with Registrar of Companies.

49. Previous year's amounts are regrouped and reclassified to make them comparable with current year's classification, wherever necessary.

As per our report of even date attached**For VERMA MEHTA & ASSOCIATES**

Chartered Accountants

Firm Registration No : 112118W

Sandeep Verma

Partner

Membership No. 045711

Place : Mumbai

Date : May 22, 2023

For BHARAT AGRI FERT & REALTY LIMITED**Y. D. Patel**

Chairman and Managing Director

(DIN : 00106864)

K. N. Jethwa

Director & CFO

(DIN : 00107034)

Place : Mumbai

Date : May 22, 2023

A. Y. Patel

Whole Time Director

(DIN : 00106976)

Akshay Kumar

Company Secretary

Membership No. ACS 53650

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

38TH ANNUAL GENERAL MEETING ON FRIDAY, 29TH SEPTEMBER, 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 38th Annual General Meeting held on Friday, 29th September, 2023 at 03:00 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:

- Name: _____ Email id: _____
Address: _____ or failing him/her,
- Name: _____ Email id: _____
Address: _____ or failing him/her,
- 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 38th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2023 at 3:00 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:

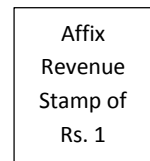
| Resolution No. | Particulars | For | Against |
|---------------------------|---|-----|---------|
| Ordinary Business: | | | |
| 1. | a) Consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2023 which includes the Audited Balance Sheet as at 31 st March, 2023, 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. | | |
| 2. | To appoint a Director in place of Mr. Vijal Yogendra Patel (DIN: 06882828) , who retires by rotation and being eligible offers herself for re-appointment. | | |
| 3. | Appointment of statutory auditor of the company | | |

| Special Business: | | | |
|--------------------------|---|--|--|
| 4. | Payment of remuneration to M/S. Tapan Chattopadhyay & Associates , cost accountants (FRN: Prop/101121), the cost auditors of the company for the financial year 2023-24; | | |
| 5. | Appointment of Mr. Bipin Shantilal Mavadiya (DIN: 10275277) as an Independent Director of the Company for the term of 5(Five) years: | | |
| 6. | Appointment of Mr. Viren Pranjivan Bhundia (DIN: 10276134) as an Independent Director of the Company for the term of 5(Five) years: | | |

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 Annual General Meeting of the Company.
2. For the resolution, Explanatory Statement and Notes, please refer to Notice of the 38th 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

38th Annual General Meeting

| | | |
|----------------------|---|--|
| Day and Date | : | Friday, 29 th September, 2023 |
| Time | : | 03:00 P.M. |
| Venue Address | : | Sardar Patel Baug, Vile Parle, Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057. |

