

# **BHARAT AGRI FERT & REALTY LTD.**

(Formerly Known as Bharat Fertiliser Industries Ltd.)

## **MUMBAI**



## **29th. ANNUAL REPORT (2013 - 2014)**

**Board of Directors**

Shri Yogendra D. Patel	-	Chairman & Managing Director
Smt. Anjni Y. Patel	-	Whole Time Director
Ms. Chandni Y. Patel	-	Whole Time Director
Shri Vijal Y. Patel	-	Whole Time Director (w.e.f. 29/05/2014)
Shri K. N. Jethwa	-	Whole Time Director
Shri Suresh M. Bhadrecha	-	Director
Shri Shrish P. Gajendragadkar	-	Director
Shri Pradyumna J. Bapat	-	Director (w.e.f. 31/03/2014)
Shri Ramesh J. Vekaria	-	Director (w.e.f. 31/03/2014)
Shri Yogesh J. Rathod	-	Director (w.e.f. 29/05/2014)

Shri Shailendra D. Patel - C.E.O. (Fertiliser)

Shri A. J. Chakote - Company Secretary

**AUDITORS**

**M/s. Desai Saksena & Associates**  
Chartered Accountants  
Laxmi Building, 1<sup>st</sup> Floor, Fort,  
Mumbai – 400 001

**Registrars for Share Transfers & Dematerialisation**

**M/s. Link Intime (India) Pvt. Ltd.**  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West)  
Mumbai – 400 078

**Registered Office**

Bharat Fertiliser House,  
12, Nanabhai Lane,  
Fort,  
Mumbai – 400 023  
Tel.No.(022)22835547

**Corporate Office**

301, 3<sup>rd</sup> Floor, Hubtown Solaris  
N. S. Phadke Marg, Near East West Flyover  
Andheri (East)  
Mumbai – 400 069  
Tel. No.(022)61980100/26820498/90/91  
Website: [www.bharatrealty.co.in](http://www.bharatrealty.co.in)  
CIN No. L24100MH1985PLC036547

**PLANT**

Kharivali Village,  
Taluka : Wada,  
Dist : Thane

**BANKERS**

**BANK OF BARODA**  
Vile Parle (East) Branch

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**ANNUAL GENERAL MEETING**

Date : Thursday 11<sup>th</sup> September 2014  
Time : 3.30 P.M.  
Venue : Shri Vile Parle Patidar Mandal,  
Sardar Patel Baug, Parleshwar Road,  
Vile Parle (East),  
Mumbai – 400 057.

**BOOK CLOSURE :**

2<sup>nd</sup> September 2014  
To  
11<sup>th</sup> September 2014  
(Both Days Inclusive)

**NOTICE**

**NOTICE** is hereby given that the 29th Annual General Meeting of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Thursday, 11<sup>th</sup> September, 2014, at 3.30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai – 400 057 to transact, with or without modification(s) the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the fourth consecutive Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

**“RESOLVED THAT**, pursuant to the provisions of Section 139 of The Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Desai Saksena & Associates, Chartered Accountants having firm Registration No: 102358W, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors.

**SPECIAL BUSINESS:**

4. To appoint Shri Pradyumna Jayant Bapat (DIN: 02054061) as an Independent Director, not liable to retire by rotation and in this regard 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 sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Pradyumna Jayant Bapat (DIN: 02054061), who was appointed as an Additional Director w.e.f. March 31, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive years for a term up to March 31, 2019, not liable to retire by rotation.”

5. To appoint Shri Ramesh Jamnadas Vekaria (DIN: 00286657) as an Independent Director, not liable to retire by rotation and in this regard 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 sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ramesh Jamnadas Vekaria (DIN: 00286657), who was appointed as an Additional Director w.e.f. March 31, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive years for a term up to March 31, 2019, not liable to retire by rotation.”

6. To appoint Shri Yogesh Shamjibhai Rathod (DIN: 06882709) as an Independent Director, not liable to retire by rotation and in this regard 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 sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Yogesh Shamjibhai Rathod (DIN: 06882709), who was appointed as an Additional Director w.e.f. May 29, 2014 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) Consecutive years for a term up to May 28, 2019, not liable to retire by rotation."

7. To appoint Shri Vijal Patel (DIN: 06882828) as a Director, liable to retire by rotation and also as a Whole time Director and in this regard 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 149 of the Companies Act, 2013 and rules made thereunder and the Articles of Association of the Company, Shri Vijal Patel, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2014 and who holds office until the date of the AGM, in the terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, alongwith required deposit signifying his intention to propose Shri Vijal Patel as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, Liable to retire by rotation.

8. To appoint Shri Vijal Patel (DIN: 06882828) as Whole time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to Shri Vijal Patel (DIN: 06882828) as Whole-Time Director of the Company for a period of Five Years from 29th May, 2014 on the terms and conditions including the remuneration payable to him as the Whole Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

9. To appoint Shri Suresh Bhadrecha (DIN: 00107186) as an Independent Director, not liable to retire by rotation and in this regard 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 Sections 149 & 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri Suresh Bhadrecha, (DIN : 00107186), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from April 1, 2014 to March 31, 2019, not liable to retire by rotation."

10. To appoint Shri Shirish Gajendragadkar (DIN: 01681405) as an Independent Director, not liable to retire by rotation and in this regard 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 Sections 149 & 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri Shirish Gajendragadkar, (DIN: 01681405), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from April 1, 2014 to March 31, 2019, not liable to retire by rotation."

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



**“RESOLVED THAT** subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to the re-appointment of Shri Yogendra Patel (DIN: 00106864) as Chairman and Managing Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to him as the Chairman and Managing Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

**12. To consider and if thought fit, to pass, with or without modifications, the following Resolutions as an Ordinary Resolution:**

**“RESOLVED THAT** subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to the re-appointment of Smt. Anjni Y Patel (DIN: 00106976) as Whole Time Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to her as the Whole Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to her in the event of absence or inadequacy of profits in any year.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

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

**“RESOLVED THAT** subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 to the re-appointment of Ms. Chandni Y. Patel (DIN: 02032483) as Whole-Time Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to her as the Whole Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to her in the event of absence or inadequacy of profits in any year.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

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

**“RESOLVED THAT** subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents, and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013

to the re-appointment of Shri Kantilal N. Jethwa (DIN: 00107034) as Whole-Time Director of the Company for a period of Five Years from June 12, 2014 on the terms and conditions including the remuneration payable to him as the Whole-Time Director as specified and mentioned in the Explanatory Statement enclosed herewith and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of the appointment provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S. R. Singh & Co., Cost Accountants be and are hereby appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

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

**"RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks/ Others on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to create mortgage/charge over the substantial assets of the Company in certain events in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be

required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

4. 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.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday 02/09/2014 to Thursday 11/09/2014 (both days inclusive).

6. The dividend on Equity Shares, if any, as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company will be paid on or after September 15, 2014.

7. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

8. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.

9. The shares of the Company are listed on Bombay Stock Exchange.

9a. In view of Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. physical as well as Demat, the Company has already appointed M/s. Link Intime (India) Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfer i.e. physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below.

9b. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**M/s. Link Intime (India) Pvt. Ltd.**

**[Unit: BHARAT AGRI FERT & REALTY LIMITED]**

**G-13, Pannalal Silk Mills Compound**

**L.B.S. Marg, Bhandup (West), Mumbai – 400 078.**

**Phone: 022-25946970; Fax: 022-25946969.**

**Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); URL: [www.linkintime.co.in](http://www.linkintime.co.in)**

10. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.

11. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

12. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.



13. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in Demat form, they must quote their Client ID and DP ID numbers.

14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Depository Participant to enable us to send you the quarterly reports and other communications via email.

15. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.

These e-voting instructions are being sent to you as your name appears in the Register of Members as on Friday, 1<sup>st</sup> August, 2014, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of Twenty-ninth Annual General Meeting together with the Annual Report and to participate through e-voting.

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

In case of members receiving e-mail:

(i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(ii) Click on "Shareholders" tab.

(iii) Now, select the "BHARAT AGRI FERT & REALTY LIMITED" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN *</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
<b>DOB#</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details#</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to



mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant BHARAT AGRIFERT & REALTY LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.

\* Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

\* They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

\* After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

\* The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

\* They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) Mr. Prabhat Maheshwari, Partner, GMJ & Associate, Company Secretaries, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the evoting process in fair and transparent manner.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Thursday, 4th September, 2014 at 9:00 a.m. and ends on Saturday, 6th September, 2014 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 1<sup>st</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail id with LINK INTIME INDIA PRIVATE LIMITED (Registrar and Share Transfer Agents of the company) by sending a request letter duly signed by the first / sole shareholder.

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

A. J. Chakote  
Company Secretary

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

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

The Following statement sets out all material facts relating to the special Business mentioned in the accompanying notice.

**Item no. 4:**

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Article of Association of the Company, appointed Shri Pradyumna Jayant Bapat as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2014.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Pradyumna Jayant Bapat for the office of Director of the Company. Shri Pradyumna Jayant Bapat is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to Section 149, an Independent Director can hold office for a term upto 5 consecutive years on the Board of a Company and he shall not retire by rotation.

The Company has received from received from him (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Pradyumna Jayant Bapat possesses appropriate skills, experience and knowledge, inter alia , in the field of Real Estate.

Brief resume of Shri Pradyumna Jayant Bapat, nature of his expertise in specific functional areas and names of Companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as per the listing agreement below the explanatory statement.

Copy of the letter for appointment of Shri Pradyumna Jayant Bapat as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Shri Pradyumna Jayant Bapat and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

**Item no. 5:**

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Article of Association of the Company, appointed Shri Ramesh Jamnadas Vekaria as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2014.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Ramesh Jamnadas Vekaria for the office of Director of the Company. Shri Ramesh Jamnadas Vekaria is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to Section 149, an Independent Director can hold office for a term upto 5 consecutive years on the Board of a Company and he shall not retire by rotation.

The Company has received from received from him (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Ramesh Jamnadas Vekaria possesses appropriate skills, experience and knowledge, inter alia , in the field of Finance.

Brief resume of Shri Ramesh Jamnadas Vekaria, nature of his expertise in specific functional areas and names of Companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as per the listing agreement below the explanatory statement.

Copy of the letter for appointment of Shri Ramesh Jamnadas Vekaria as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Shri Ramesh Jamnadas Vekaria and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of this Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

**Item no. 6:**

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Article of Association of the Company, appointed Shri Yogesh Shamjibhai Rathod as an Additional Director of the Company with effect from 29<sup>th</sup> May 2014.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Yogesh Shamjibhai Rathod for the office of Director of the Company. Shri Yogesh Shamjibhai Rathod is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to Section 149, an Independent Director can hold office for a term upto 5 consecutive years on the Board of a Company and he shall not retire by rotation.

The Company has received from received from him (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Shri Yogesh Shamjibhai Rathod possesses appropriate skills, experience and knowledge, inter alia, in the field of Manufacturing of Garments.

Brief resume of Shri Yogesh Shamjibhai Rathod, nature of his expertise in specific functional areas and names of Companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, as per the listing agreement below the explanatory statement.

Copy of the letter for appointment of Shri Yogesh Shamjibhai Rathod as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Shri Yogesh Shamjibhai Rathod and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of this Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

**Item no. 7:**

The Board, at its meeting held on 29th May, 2014, appointed Shri Vijal Patel as an Additional Director of the Company with effect from 29th May, 2014, pursuant to section 161 of the Companies Act, 2013.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Shri Vijal Patel will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a requisite deposit proposing the candidature of Shri Vijal Patel for the office of Director.

The Company has received from received from him (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, Shri Vijal Patel possesses appropriate skills, experience and knowledge, inter alia, in the field of Real Estate.

The Board recommends the Resolution set out at item no. 7 of the Notice for the approval of the shareholders.

Shri Vijal Patel may be deemed to be concerned or interested in this Resolution as it relates to his own



reappointment. Also Shri Yogendra Patel, Smt. Anjni Y. Patel and Ms. Chandni Patel may be deemed to be concerned or interested in the Resolution being related to Shri Vijal Patel.

**Item no. 8:**

The Board at its meeting held on 29th May, 2014, appointed subject to approval of members in the general meeting, Shri Vijal Patel as a Whole-time Director of the Company for a period of five years commencing 29th May, 2014.

The terms and conditions of his appointment are as follows:

**1. Remuneration:**

Salary	:	Rs. 1,25,000/- per month
Commission	:	The Whole Time Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196, 197 and Schedule V as amended, if any, of the Companies Act, 2013.
Perquisites	:	Subject to a ceiling of 20% of annual salary per annum.
i) Provident Fund	:	Company's contribution subject to ceiling of 12% of the Salary
ii) Gratuity	:	Not to exceed half month's salary for each completed year of service as per payment of Gratuity Act, 1972.
iii) Medical Benefit	:	For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month's salary in a year or three months salary in a block of three years.
iv) Leave	:	One month's leave with pay for every eleven month's service.
v) Leave Travel	:	For self, Father & Mother to and from any place in India, once in year, subject to the condition that only actual fares will be paid and no hotel expenses etc, will be allowed.
vi) Conveyance	:	Free use of Company's car with Driver. The monetary value of the perquisite will be evaluated as per the Income Tax Rules, 1962.
vii) Personal accident	:	Personal accident insurance of an amount the premium of which does not exceed Rs. 4000/- per annum
viii) Telephone	:	Free telephone facility at residence
ix) Club	:	Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(Items I, II, VI, & VIII above will not form part of the perquisites.)

**PROVIDED THAT** the remuneration as above shall not in any financial year exceed 5% of the Net Profits (where the Company has only one such managerial personnel) OR 10% of the Net Profits if the Company has more than one managerial person for all of them put together.

Shri Vijal Patel possesses appropriate skills, experience and knowledge, inter alia, in the field of Real Estate. Shri Vijal Patel shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of the members in terms of Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and Rules made thereunder for the appointment of Shri Vijal Patel as a Whole-time director for a period of five years commencing 29th May, 2014.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of this tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.



The Directors recommend the Resolution set out at item no. 8 of the Notice for the approval of the shareholders.

Shri Vijal Patel may be deemed to be concerned or interested in this Resolution as it relates to his own reappointment. Also Shri Yogendra Patel, Smt. Anjni Y. Patel and Ms. Chandni Patel may be deemed to be concerned or interested in the Resolution being related to Shri Vijal Patel.

**Item No.9 to 10:**

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Shri Suresh Bhadrecha and Shri Shirish Gajendragadkar, Independent Directors retire at the ensuing AGM. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five consecutive years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Suresh Bhadrecha and Shri Shirish Gajendragadkar, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Shri Suresh Bhadrecha and Shri Shirish Gajendragadkar for a period of one term that does not exceed 5 years each commencing from April 1, 2014.

In the opinion of the Board, Shri Suresh Bhadrecha and Shri Shirish Gajendragadkar, fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company.

The Company has received from each of them (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

A copy of the Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the Ordinary Resolutions as set out at item no. 9 to 10 for approval of the Members.

**Item No. 11:**

It is proposed to re-appoint Shri Yogendra Patel as Chairman and Managing Director of the Company for a period of Five Years from June 12, 2014.

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

**I) REMUNERATION :**

Salary	:	Rs. 3,00,000/- per month.
Commission	:	The Chairman and Managing Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196,197 and Schedule V as amended, if any, of the Companies Act, 2013.
Perquisites	:	Subject to a ceiling of 20% of annual salary per annum.
I) Provident Fund	:	Company's contribution subject to ceiling of 12% of the Salary
II) Gratuity	:	Not to exceed half month's salary for each completed year of service as per payment of Gratuity Act, 1972.

- iii) **Medical Benefit :** For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month salary in a year or three months salary in a block of three years.
- iv) **Leave :** One month's leave with pay for every eleven month's service.
- v) **Leave Travel :** For self, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare will be paid and no hotel expenses etc. will be allowed
- vi) **Conveyance :** Free use of Company's car with Driver. The monetary value of the Perquisite will be evaluated as per the Income Tax Rules, 1962.
- vii) **Personal accident:** Personal accident Insurance of an amount the premium of which does not exceed Rs. 4000/- per annum
- viii) **Telephone :** Free telephone facility at residence
- ix) **Club :** Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.  
(items i, ii, vi, & vii above will not form part of the perquisites.)

**PROVIDED THAT** the remuneration as above shall not in any financial year exceed 5% of the Net Profits (where the Company has only one such managerial personnel) OR 10% of the Net Profits if the Company has more than one managerial person for all of them put together.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of this tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at Item no. 11 of the Notice for the approval of the shareholders.

Shri Yogendra Patel may be deemed to be concerned or interested in this Resolution as it relates to his own reappointment. Also Smt. Anjni Patel, Ms. Chandni Y. Patel and Shri Vijal Patel may be deemed to be concerned or interested in the Resolution being related to Shri Yogendra Patel.

**Item No. 12:**

It is proposed to re-appoint Smt. Anjni Y Patel, as Whole Time Director of the Company for a period of Five Years from June 12, 2014.

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

**REMUNERATION:**

- Salary : Rs. 1,50,000/- per month
- Commission : She shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196, 197 and Schedule V as amended, if any, of the Companies Act, 2013.
- Perquisites : Subject to a ceiling of 20% of annual salary per annum.
- i) **Provident Fund :** Company's contribution subject to ceiling of 12% of the Salary
- ii) **Gratuity :** Not to exceed half month's salary for each completed year of service as per payment of Gratuity Act, 1972.
- iii) **Medical Benefit :** For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month salary in a year or three months salary in a block of three years.
- iv) **Leave :** One month's leave with pay for every eleven month's service.

- v) Leave Travel : For self, Husband and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare will be paid and no hotel expenses etc. will be allowed.
- vi) Conveyance : Free use of Company's car with Driver. The monetary value of the perquisite will be evaluated as per the Income Tax Rules, 1962.
- vii) Personal accident: Personal accident insurance of an amount the premium of which does not exceed Rs. 4000/- per annum
- viii) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items i, ii, vi, & vii above will not form part of the perquisites.)

**PROVIDED THAT** the remuneration as above shall not in any financial year exceed 5% of the Net Profits (where the Company has only one such managerial personnel) OR 10% of the Net Profits if the Company has more than one managerial person for all of them put together.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of this tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at Item no. 12 of the Notice for the approval of the shareholders.

Smt. Anjni Y Patel may be deemed to be concerned or interested in this Resolution as it relates to her own reappointment. Also Shri Yogendra Patel, Ms. Chandni Y. Patel and Shri Vijal Patel may be deemed to be concerned or interested in the Resolution being related to Smt. Anjni Y Patel.

#### **Item No. 13:**

It is proposed to re-appoint Ms. Chandni Y. Patel, as Whole-Time Director of the Company for a period of Five Years from June 12, 2014.

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

#### **1. REMUNERATION:**

- Salary : Rs. 1,25,000/- per month
- Commission : The Whole Time Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196, 197 and Schedule V as amended, if any, of the Companies Act, 2013.
- Perquisites : Subject to a ceiling of 20% of annual salary per annum.
- i) Provident Fund : Company's contribution subject to ceiling of 12% of the Salary
- ii) Gratuity : Not to exceed half month's salary for each completed year of service as per payment of Gratuity Act, 1972.
- iii) Medical Benefit : For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month salary in a year or three months salary in a block of three years.
- iv) Leave : One month's leave with pay for every eleven month's service.
- v) Leave Travel : For self, Husband and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare will be paid and no hotel expenses etc. will be allowed.

- vi) Conveyance : Free use of Company's car with Driver. The monetary value of the perquisite will be evaluated as per the Income Tax Rules, 1962.
- vii) Personal accident: Personal accident insurance of an amount the premium of which does not exceed Rs. 4000/- per annum
- viii) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items i, ii, vi, & vii above will not form part of the perquisites.)

**PROVIDED THAT** the remuneration as above shall not in any financial year exceed 5% of the Net Profits (where the Company has only one such managerial personnel) OR 10% of the Net Profits if the Company has more than one managerial person for all of them put together.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of this tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

The Directors recommend the Resolution set out at item no. 13 of the Notice for the approval of the shareholders.

Ms. Chandni Y. Patel may be deemed to be concerned or interested in this Resolution as it relates to her own reappointment. Also Shri Yogendra Patel, Smt. Anjni Y. Patel and Shri Vijal Patel may be deemed to be concerned or interested in the Resolution being related to Ms. Chandni Y. Patel.

#### **Item No. 14:**

It is proposed to re-appoint Shri Kantilal N. Jethwa, as Whole Time Director of the Company for a period of Five Years from June 12, 2014.

The terms and conditions including the remuneration payable to Shri Kantilal N. Jethwa as Whole Time Director of the Company are as follows:

#### **1. REMUNERATION:**

- Salary : Rs. 25,000/- per month
- Perquisites : Subject to a ceiling of 20% of annual salary per annum.
- i) Provident Fund : Company's contribution subject to ceiling of 12% of the Salary
- ii) Gratuity : Not to exceed half month's salary for each completed year of service as per payment of Gratuity Act, 1972.
- iii) Medical Benefit : For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month salary in a year or three months salary in a block of three years.
- iv) Leave : One month's leave with pay for every eleven month's service.
- v) Leave Travel : For self, wife and dependent children to and from any place in India, once in a year, subject to the conditions that only actual fare will be paid and no hotel expenses etc. will be allowed.
- vi) Conveyance : Free use of Company's car with Driver. The monetary value of the perquisite will be evaluated as per the Income Tax Rules, 1962.
- vii) Personal accident: Personal accident insurance of an amount the premium of which does not exceed Rs. 4000/- per annum
- viii) Telephone : Free telephone facility at residence
- ix) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

(items i, ii, vi, & vii above will not form part of the perquisites.)



**PROVIDED THAT** the remuneration as above shall not in any financial year exceed 5% of the Net Profits (where the Company has only one such managerial personnel) OR 10% of the Net Profits if the Company has more than one managerial person for all of them put together.

The above mentioned perquisites viz., a) contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961, b) Gratuity Payment at the rate not exceeding half a month's Salary for each completed year of service and c) Encashment of Leave at the end of this tenure of office shall not be included in the computation of the above mentioned ceiling on remuneration as computed on the basis of the effective capital of the Company and the remuneration shall stand reduced accordingly.

Shri Kantilal N. Jethwa is Science Graduate and possesses appropriate skills, experience and knowledge, inter alia, in the field of Fertilizer. The Directors recommend the Resolution set out at Item no. 14 of the Notice for the approval of the shareholders.

Shri Kantilal N. Jethwa may be deemed to be concerned or interested in this Resolution as it relates to his own reappointment. None of the other Directors are concerned or interested in this Resolution.

**Item No. 15:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. S. R. Singh & Co., Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at an Audit Fee of Rs 75,000/- p.a.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.15 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.15 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

**Item No. 16 & 17:**

Pursuant to the provisions of Section 180 (1) of the Companies Act, 2013, the Board of Directors of the Company shall exercise their borrowings powers in excess of the Paid Up Share Capital & Free Reserves, (apart from temporary loans obtained from the Company Bankers in ordinary course of business) only with the consent of the Shareholders at the General Meeting of the Company. The Board of Directors therefore seeks the approval of the Members at the ensuing Annual General Meeting under Section 180(1)(c) to borrow monies from time to time on behalf of the Company not exceeding Rs. 100 Crores (Rupees One Hundred Crores) for the business of the Company.

The approval of the shareholders is also required for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings under Section 180(1)(a) of the Companies Act, 2013.

However, Section 180(1) of the Companies Act, 2013, provides that the Board of Directors of the Company shall exercise the said powers only with the consent of the Company by a Special Resolution. Hence, the Special Resolution at Item No. 16 & 17 is intended for this purpose.

It may be noted that Directors of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**LISTING REQUIREMENTS:**

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed / reappointed are as given below:

1. Name	: MR. PRADYUMNA JAYANT BAPAT
Age	: 50 years (25/02/1964)
Qualification	: B.com (DBS)
No. of Shares held In the Company	: NIL

Brief Resume & Functional expertise Outside Directorship	: Corporate strategist : Adharaya Financial Advisors Pvt. Ltd. Amav Asset Solutions Pvt. Ltd. Abhidi Realty Advisors Pvt. Ltd. Abhidi Retail Advisors LLP Adharaya Holding Pvt. Ltd. Vastu Housing Finance Corporation Ltd. Namu Eco Alternatives India Pvt. Ltd.
Committee Memberships	: NIL
2. Name	: <b>MR. RAMESH JAMNADAS VEKARIA</b>
Age	: 60 years (08/08/1954)
Qualification	: C.A.
No. of Shares held In the Company	: NIL
Brief Resume & Functional expertise Outside Directorship	: Financial Advisory : S. J. Financial & Management Consultants Ltd. Unispace Developers Pvt. Ltd. New India Co-op. Bank Ltd.
Committee Memberships	: NIL
3. Name	: <b>MR. YOGESH SHAMJIBHAI RATHOD</b>
Age	: 51 years (20/10/1963)
Qualification	: F.Y.Sc.
No. of Shares held In the Company	: NIL
Brief Resume & Functional expertise Outside Directorship	: production of garment : NIL
Committee Memberships	: NIL
4. Name	: <b>MR. VIJAL YOGENDRAPATEL</b>
Age	: 26 years (25/11/1988)
Qualification	: BMS
No. of Shares held in the Company	: 26538
Brief Resume & Functional expertise	: Construction of phase I successfully completed for 5 building, Phase II-4 buildings are under his supervision & took full interest in restarting closed SSP Fertiliser unit from 2011-12.
Outside Directorship	: NIL
Committee Memberships	: NIL
5. Name	: <b>MR. SURESH MAGANLAL BHADRECHA</b>
Age	: 56 years (30/08/1958)
Qualification	: B.Com
No. of Shares held in the Company	: NIL
Brief Resume & Functional expertise Outside Directorship	: production of garment : NIL
Committee Memberships	: NIL
6. Name	: <b>MR. SHIRISH PRABHAKAR GAJENDRAGADKAR</b>
Age	: 52 years (08/06/1962)
Qualification	: B.com
No. of Shares held in the Company	: NIL
Brief Resume & Functional expertise Outside Directorship	: Land Acquisition & Institutional/Corporate Marketing : Adharaya Financial Advisors Pvt. Ltd. Amav Asset Solutions Pvt. Ltd. Abhidi Realty Advisors Pvt. Ltd. Abhidi Retail Advisors LLP Adharaya Holding Pvt. Ltd.
Committee Memberships	: NIL

By Order of the Board  
**Bharat Agrl Fert & Realty Ltd.**

**DIRECTORS REPORT TO MEMBERS**

Your Directors have great pleasure in presenting the 29<sup>th</sup> Annual Report along with the Audited Statement of Accounts for the year ended 31st March 2014.

**FINANCIAL RESULTS**

	<b>2013-2014</b>	<b>2012-2013</b>
	<b>(Rs .In lacs)</b>	<b>(Rs .In lacs)</b>
Revenue from Operation	<b><u>7918.06</u></b>	<b><u>5911.51</u></b>
Earning before Interest and depreciation	2896.04	2805.54
Less : Finance Cost	57.07	36.10
Less : Depreciation	155.37	85.22
	-----	-----
Profit before Tax	2683.60	2684.22
Less : Tax Expenses	581.07	586.81
Less : Prior Period Expenses	3.11	1.95
	-----	-----
Profit for The Year	2099.42	2085.46
Balance brought forward	3504.39	1781.05
<b><u>Appropriations</u></b>		
Interim Dividend 10%	52.86	52.86
Proposed Final Dividend 15%	79.28	79.28
Tax on Dividends (Interim & Proposed)	23.07	21.43
General Reserve	209.94	208.55
	-----	-----
Balance Carried to Balance Sheet	<b><u>5238.67</u></b>	<b><u>3504.39</u></b>

During the year ended 31<sup>st</sup> March 2014, the Company has achieved Turnover of Rs.7918.06 Lacs as against Rs. 5911.51Lacs during corresponding period.

The Accounting Year 2013-2014 has ended in a Profit of Rs.2896.04 Lacs as compared to Profit of Rs.2805.54 Lacs during the corresponding period last year. After providing for finance cost amounting to Rs. 57.07 Lacs and depreciation of Rs.155.37 Lacs, the Company has earned a Profit of Rs.2683.60 Lacs as against the Profit of Rs.2684.22 Lacs during the last year. After deducting prior period expenses of Rs.3.11 Lacs and taking into account the provision for Taxation for the current year amounting to Rs.581.07 Lacs the year has ended in a Profit of Rs.2099.42 Lacs.

**DIVIDEND:**

Your Board is pleased to recommend for consideration of the Shareholders at the Annual General Meeting payment of a Final Dividend of Rs.1.50 paise (15%) per Equity Share for the financial year ended 31<sup>st</sup> March 2014. In addition to Interim Dividend of Rs1.00 already paid, thereby making a total dividend of Rs.2.50 (25%) per Equity Share for the financial year.

**REVIEW OF OPERATIONS:****a) Fertilizer Division :-**

The company had produced 43,383.329 M.T. SSP during the year and sold 45,068.250 M.T. SSP in the state of Maharashtra. The overall share of SSP Granulated was 60% and SSP Powder was 40%. The company had successfully executed orders of M/s. Indian Potash Limited with 100% satisfaction of quality and timely supply for the year.

The Company entered into marketing agreement with M/s. Indian Potash Limited, Chennai for 30,000 M.T. SSP during 2014-2015 and contract was signed and supply will be started.

Similarly, company had also executed orders received from state owned NPK Fertilizer Company namely Maharashtra Agro Industries Development Corporation Ltd. (MAIDC) directly in BHARAT brand and many orders are expected in 2014-2015 through marketing Tie-up arrangement.

**b) Realty Division :-**

The company had already started construction of PHASE II project which will add additional 2,12,000 Sq. Ft. area for sale and may increase to 2,80,000 Sq. Ft. after declaration of new TDR policy by Urban Development Department of Mantralaya. Unsold area of 32,000 Sq Ft of PHASE- I will be sold during the current year.

**c) Agriculture Division:-**

The Company started plantation of aromatic grass in 20 acres land for palmarosa and pachauli and distillation plant was also installed and started during 2013-2014. Presently plant started on trial operation and once quality of oil is approved by perfumery clients commercial crop can be increased.

**CURRENT YEAR WORKING:****a) Fertilizer Division :-**

The Company has planned production and sale of minimum 60,000 SSP during 2014-2015. However production/sale may increase based on good monsoon and timely receipt of fertilizer Subsidy.

The Company is planning to sell through M/s. Indian Potash Limited., 30,000 M.T. and in its own BHARAT Brand 30,000 M.T. in Maharashtra state for which sufficient quantity of Raw Material is planned and production does not have any anticipated problems as all plants are in upto date condition.

**b) Realty Division :-**

The PHASE II project has already started for 4 high rise Tower of stilt + 14 and permissions are received from MoEF and TMC and work of 1<sup>st</sup> Tower completed up to 7<sup>th</sup> Floor and entire project will be completed in 4-5 years, which will add 2,12,000 Sq. Ft. saleable area and may be increased upto 2,80,000 Sq. Ft. if revised policy on TDR is finalized for D. P. Road and AOS.

The balance unsold area of 32,000 Sq. Ft. will be sold during 2014-2015 to get funds to complete construction work as well as buying TDR when needed for extra FSI.

The Company's Head Office work will start only after clearance received from HERITAGE Committee and permission received from Municipal Corporation of Greater Mumbai based on new policy finalized by Urban Development Department of Mantralaya. Once permission is received work can be completed in 18 months and area of 15,000 Sq. Ft. can be given on lease to prospective buyer at that time to get additional revenue in future.

**c) Agriculture Division:-**

The Company has started oil distillation plant to extract perfumery oils from palmarosa and pachauli grass plants and it is under quality approved stage with clients and once approved commercial scale plantation will be decided in surplus land.



**BOARD OF DIRECTORS:**

Shri Suresh M. Bhadrecha, Shri Shirish P. Gajendragadkar, Shri Pradyumna Jayant Bapat, Shri Ramesh Jamnadas Vekaria and Shri Yogesh Shamjibhai Rathod are appointed as Independent Directors of the Company for a term of 5 years, not liable to retire by rotation.

Shri Pradyumna Jayant Bapat, Shri Ramesh Jamnadas Vekaria, Shri Yogesh Shamjibhai Rathod and Shri Vijal Yogendra Patel were appointed as the Additional Directors of the Company and being eligible offer themselves for reappointment.

The Board has appointed Shri Yogendra D. Patel as the Chairman & Managing Director and Smt. Anjni Y. Patel, Ms. Chandni Y. Patel and Shri Vijal Y. Patel and Shri K. N. Jethwa as the Whole Time Directors of the Company, the resolutions for their appointment are placed for the Members approval.

**CORPORATE GOVERNANCE:**

A Report on the Corporate Governance for the period commencing 01.04.2013 to 31.03.2014 is annexed hereto.

**AUDITORS REPORT:**

Auditors Report is self-explanatory and replies to observations of the Auditors have been sufficiently covered in the notes forming part of accounts and therefore do not call for any further comments.

**FIXED DEPOSITS:**

Fixed Deposits amounting to Rs. 166.90 Lacs were accepted by the Company during the year under report from Shareholders, Related Parties, Directors and their relatives. Fixed Deposits with the Company as at 31/03/2014 is Rs.345.50 Lacs(Rs.178.60 Lacs as at 31/03/2013)

**DONATION:**

An amount of Rs. 2.38 Lacs was incurred during the year.

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

The information pursuant to section 217 (I) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors ) Rules, 1988 are given in Annexure "A" to this report.

**PARTICULARS OF EMPLOYEES:**

None of the employees of the Company came within the purview of the information required u/s 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

**LISTING:**

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

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- (b) appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year ended 31<sup>st</sup> March, 2014.
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) the annual accounts have been prepared on a going concern basis.

**AUDITORS:**

M/s. Desai Saksena & Associates, Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder,

it is proposed to appoint M/s Desai Saksena & Associates as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the thirty - third AGM to be held in the year 2018, subject to ratification of their appointment at every AGM.

**SAFETY, ENVIRONMENT CONTROL AND PROTECTION:**

The Company has taken all the necessary steps for safety and environmental control and protection at the Plant.

**ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their sincere thanks 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 place on record the untiring efforts of the employees at all levels during the difficult periods faced by the company.

For and on behalf of the Board

(YOGENDRA D. PATEL)  
CHAIRMAN & MG. DIRECTOR

**Registered Office :**

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

Date : 12.06.2014

**ANNEXURE TO THE DIRECTORS' REPORT****ANNEXURE "A"**

Information under section 217 (l) (a) of the Companies Act, 1956:

**A. CONSERVATION OF ENERGY**

Your company has taken effective steps to achieve maximum conservation of Energy. Some measures taken by your company for energy conservation are :

- (a) Installation of specially designed burner nozzles and furnaces to stop furnace oil consumption in granulating process by adopting use of Agricultural work (Bio-Coal).

**FORM 'A'****DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.**

<b>A. POWER &amp; FUEL CONSUMPTION</b>	<b>April-2013 to March-2014</b>	<b>April-2012 to March-2013</b>
(a) Purchased Units rate unit	6.25	6.25
(b) Own generation through Diesel, Company has installed two nos. of Kirloskar make 180 KVA each Diesel Generating Sets.		
Units per Liter of Diesel Oil	-	-
Average cost per liter	-	-

**B. CONSUMPTION PER UNIT OF PRODUCTION**

	<b>Units</b>	<b>Units</b>
(a) Powder Super Phosphate per ton	22	-
(b) Granulated super phosphate per ton	18	-

**FORM 'B'****A. ABSORPTION OF TECHNOLOGY**

Absorption of technology does not arise

**B. Research and development (R. & D.)**

Company has no separate R & D Department. The company has well equipped laboratory for testing raw materials & finished goods

**MANAGEMENT DISCUSSION AND OPPORTUNITIES & THREATS  
FERTILISER DIVISION**

Poverty alleviation & inclusive growth necessarily pre-supposes growth in Agriculture. Seen in this context Union Budget 2013-14 has rightly proposed a number of measures for sustainable growth in Agriculture. These include 22% increase in allocation for Agriculture and 22% growth for Agricultural credit. However, the expectations of Indian Fertiliser Sector which provides crucial input to Agriculture growth have been belied. The Indian Fertiliser Industry fully supports the need to maintain fiscal discipline and contain fiscal deficit to acceptable level reducing expenditure on subsidies including Fertiliser Subsidy is understandable. The Budget has missed the opportunity to correct the imbalance between NPK Fertiliser Subsidy & Urea Subsidy. The Major reforms commenced with implementation of NBS Policy on P & K Fertiliser w.e.f. 01.04.2010 have not been carried in urea Policy on which all ground work has been done & has been part of earlier Budget of the Govt. Let us hope this will be rectified by the Government of India soon. Increasing the price of Urea & bringing Urea under NBS is urgently needed so as to correct the imbalance in use of primary nutrients NPK. There should be balance in use of urea & NPK fertilizers. So that the total money spent by Farmers for purchase of Fertilisers shall be balanced.

The objective of containing fiscal deficit & fertilizer subsidy is appreciable but can this be achieved by providing subsidies in the Budget at much lower levels than actually worked out as per Govt. pricing policy? Carrying forward unpaid Subsidy Bill every year leads to Industry borrowing Working Capital through Banks who charge heavy interest.

The Industry is working with the Govt. for implementation of direct transfer of Subsidy to the Farmers but this will take time to be operational at National Level. In the meantime, Govt. needs to take effective measures to rectify the situation.

Perpetual under provision in Budget for Fertiliser Subsidy resulting in non-payment of dues for months together will drive industry into Sickness. The need of the hour is to correct the pricing policy on urea. At the same time the Govt. should provide supplementary funds for subsidy for industry to sustain production & imports. This is necessary to ensure timely availability of fertilizers in sufficient quantity to Indian Farmers.

However all Fertilizer Companies business is based on timely & sufficient monsoon all over Maharashtra.

### **AGRICULTURE DIVISION**

Agriculture is essential for ensure Food Security for the Country, Nearly two-third of India's population still depends on Agriculture for livelihood. However, only 14% of Company's GDP comes from this sector. Through this sector is required to support for more people than it can. Nearly 9 million people left farming as non-remunerative business and number of landless workers increased by 36% in the last decade.

Although food production has touched new highs, the productivity needs to increase rapidly to feed increasing population and increasing future needs.

The top priorities in Agriculture are :-

1. Increase Investment in Agriculture both Public & Private to build infrastructure, realize untapped Irrigation potential, catalyse scientific research and link producers with consumers without intermediaries.
  2. Increase productivity of food grains & other each crops which lag behinds international benchmarks; for this and dependence on rain by expanding irrigation network, provide better seeds and other inputs, ensure soil health and reduce dependence on intermediaries.
  3. Strengthen agri-extension services to deliver new technologies and modern in-puts to farmers. Gujarat has successfully achieved this in recent years. The Farmers have been assisted by Government agencies for achieve good results.
  4. Develop Agricultural Markets with deep linkages with small producers, including transport infra-structure, storage infra-structure, warehousing facilities.
  5. Ensure remunerative prices for Farmers and competitive wages for agricultural labourers. Investment in irrigation and technical help to guide farmers will help farmers to earn better.
- Implement through going land reforms to unleash the potential of small land holders and the landless; 67% of the land is held by small, marginal and semi medium farmers with holding of less than 4 hectares. There were 8.6 crore landless labourers households in India in 2011 and this is the force that land reforms can tap into.
  - The new Government at centre is headed by a successful Chief Minister of Gujarat. It will be the endeavor of new Prime Minister to make agriculture remunerative to farmers.

The Methodology of fixing MSP needs to be looked into. It will be endeavor of newly elected Prime Minister and his government to increase productivity and income of the Farmers.

### **CONSTRUCTION DIVISION**

The Policy paralysis, inflation and negative sentiments were hurting the cause of Indian Business Community in general and the Real Estate Sector in particular the developers have reason to look upto the new Government at the centre, which has received huge mandate based on promises of curbing inflation and leading to economic turnaround, the recent result of Loksabha appears to have changed the mood and outlook of business community across the country. The developers in Mumbai seem to be equally elated. Their confidence in new government is not based on emotions but the grounded reality that if the new government has to do a turn-around of the economy then the Housing Sector has to play key role.

The Experts and property consultants are very confident and positive about the prospects of the sector under the newly formed government. The Sensex has touched 25000 mark, Nifty has touched 7500 mark.

The Rupee has staged a smart recovery on the Modi Government taking on reins of new government.

The new Government with the clear majority will function smoothly without interruption by opposition. This will help



better and uninterrupted power to take good decision and will attract foreign investment. The availability of Funds will ease and interest rates are expected to come down as inflation subsides. The supply side of real estate will ease and sentiments will improve. If the GDP growth picks up the early beneficiary would be Real Estate Sector. However the economic fundamentals will have to be tackled; infrastructure projects implemented with sense of urgency and housing mortgage interest rates have to decline before we would see any significant impact on the Real Estate Market.

The new Government seems to be determined to bring about dynamic changes that will help the Indian Real estate Sector, making it investment friendly and attractive. The clear mandate indicates that the party in power will be stable and free to implement its policies for the growth of housing and construction sectors in next 12 months period.

The Housing Sector is facing a number of problems / challenges- particularly subdued buyer sentiment, prospective home buyers have become wary of entering into the market on account of problems such as retail inflation, lack of regulation faulty Builder- buyer agreements favoring Developers, rising property prices and uncertainty over completion of projects.

The new government shall have to tackle these issues and bring back consumer confidence into market by removing these impediments.

Realty is one of the Sectors providing second highest revenue to government exchange and maximum employment opportunities. Industry status and single window clearances are expected by Real Estate from new government. This will help Industry to raise money from Financial Institutions / Banks instead of Private sources of funds raising with heavy interest charges.

There should be control on prices of Raw Material such as Steel, Cement etc. speeding up of stalled Projects on infra-structure side and realty sector should be primary focus of the new government.

The new government with sound voting power should be able to provide new direction and guidance to the core policies with the legislature & executive getting back to governance for next 5 years, investments in various sectors of economy are expected to pick up pace which will generate more demand for real estate assets.

The investor community will lift the sentiments and contribute to the growth. The people have voted for development, education and jobs.

The developers were waiting for new government to take charge and put an end specialization and policy paralysis. The new government has to take burden of expectations- The real estate sector looks at the change in government as an opportunity. This will boost Real Estate Market to work more vigor.

For and on behalf of the Board

(YOGENDRA D. PATEL)  
CHAIRMAN & MG. DIRECTOR

**Registered Office :**  
Bharat Fertiliser House,  
12, Nanabhai Lane, Fort,  
Mumbai – 400 023.  
Date : 12.06.2014

**REPORT ON CORPORATE GOVERNANCE**

**In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE) on Corporate Governance, the report containing the details of Corporate Governance is as under:**

**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 we are committed to meet the aspirations of all our stakeholders.

Bharat Agri Fert & Realty Limited is committed to do business in an efficient, responsible, honest and ethical manner. The core values of the Company's Governance process include Independence, Integrity, accountability, transparency, responsibility and fairness.

Bharat Agri Fert & Realty Limited is focused towards its Vision of:

- *Inspiring, nurturing and empowering the next generation of professionals.*
- *Achieving continuous improvements through innovation and state of the art technology.*
- *Committing to highest standards in health, safety, security and environment.*

The corporate governance structure specifies the distribution of rights, responsibilities and powers among different participants in the corporation. All strategic decisions regarding investment, diversification, major decisions regarding procurement, commercial and finance are forwarded ahead after approval of the Board.

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.

Strong Governance has indeed helped Bharat Agri Fert & Realty Limited to deliver wealth to its shareholders in the form of uninterrupted dividends.

**2. BOARD OF DIRECTORS:**

The Company has an optimum combination of executive Directors and Non- Executive Directors, The Board comprises of Ten Director, of whom Five are Independent Directors and Five Executive Directors.

All The Directors possesses experience and specialization in diverse fields

During the financial year ended on March 31, 2014, 5 Board Meetings were held on 16/05/2013, 27/08/2013, 13/08/2013, 24/10/2013 & 13/02/2014.

The Company's last Annual General Meeting was held on 16/08/2013. The Board's composition and categories as on March 31, 2014 and the attendance of each Director at Board Meeting and last Annual General Meeting are as under:-

Name of Director	Category	No. of Directorship in Other Cos.	No of Board, Committee For which Chairperson	Nos.of Board Meetings Attended	Whether Attended Last A.G.M.
Shri. Yogendra D. Patel	Chairman & Mg. Director	7	Nil	5	Yes
Smt. Anjni Y. Patel	Whole-Time Director	7	Nil	5	Yes
Ms. Chandni Y. Patel	Whole-Time Director	Nil	Nil	5	Yes
*Shri Vijal Y. Patel	Whole-Time Director	Nil	Nil	Nil	Nil
Shri. Kantilal N. Jethwa	Whole-Time Director	1	Nil	5	Yes
Shri. Suresh M. Bhadrecha	Non – Executive Independent Director	Nil	Nil	5	Yes
Shri Shirish P. Gajendragadkar	Non-Executive Independent Director	5	Nil	5	Yes
**Shri Pradyumna J. Bapat	Non-Executive Independent Director	7	Nil	Nil	Nil
#Shri Ramesh J. Vekaria	Non-Executive Independent Director	3	Nil	Nil	Nil
##Shri Yogesh Rathod	Non-Executive Independent Director	Nil	Nil	Nil	Nil

\* Shri. Vijal Patel appointed w.e.f 29<sup>th</sup> May, 2014

\*\*Shri Pradyumna J. Bapat appointed w.e.f 31<sup>st</sup> March, 2014

# Shri Ramesh Vekaria appointed w.e.f 31<sup>st</sup> March, 2014

## Shri Yogesh Rathod appointed w.e.f 29<sup>th</sup> May, 2014

**Remuneration to the Managing Directors' for the year ended 31<sup>st</sup> March 2014.**

Director	Salary, Perquisites and Allowances (Rs. In Lacs)	Company's contribution Provident funds (Rs. In Lacs)	Total (Rs. in Lacs)
Shri. Yogendra D. Patel Chairman & Mg. Director	95.38	-	95.38
Smt. Anjni Y. Patel Whole Time Director	47.69	2.16	49.85
Miss Chandni Y. Patel Whole Time Director	16.25	1.80	18.05

**3. COMMITTEES OF THE BOARD :-****A. AUDIT COMMITTEE:****BROAD TERMS OF REFERENCE**

The Audit Committee of the Board was constituted in the meeting of the Board of Directors held on 02/01/2003 in conformity with the requirements of Clause 49 of the Listing Agreement, as well as Section 292A of the Companies Act, 1956. The terms of reference and the role of Audit Committee are set out in the Listing Agreement and Section 292A of the Companies Act, 1956.

The Audit Committee consisted of following members:

S.No.	Name	Chairman/Member	No of meeting Attended
1.	Shri S. M. Bhadrecha	Chairman - Non-Executive	5
2.	Shri K. N. Jethwa	Member - Non-Executive	5
3.	Shri Shirish P. Gajendragadkar	Member - Non-Executive	5

The Audit Committee meetings were held on 16/05/2013, 27/06/2013, 13/08/2013, 24/10/2013 & 13/02/2014 and all the member Directors of Audit Committee were present.

The terms of the reference of the Audit Committee are as under:-

1. To review quarterly, half-yearly and annual financial results of the company before submission to the Board
2. Appointment of Cost Auditor and payment of his remuneration/out of pocket expenses.
3. To hold periodic discussions with the Statutory Auditors concerning the accounts of the company, internal control systems, scope of audit and observations of the auditors.
4. To make recommendations to the Board on any other matters relating to financial management of the company including Audit Report.

**B. REMUNERATION COMMITTEE:**

The Board has appointed a Remuneration Committee of the following Directors for considering Managerial remuneration.

S.No.	Name	Chairman/Member	No of meeting Attended.
1.	Shri K. N. Jethwa	Chairman - Non-Executive	2
2.	Shri S. M. Bhadrecha	Member - Non-Executive	2
3.	Shri Shirish P. Gajendragadkar	Member - Non-Executive	2

**C. SHAREHOLDERS/INVESTOR GRIEVANCE COMMITTEE:**

The Board of BHARAT AGRI FERT & REALTY LTD has constituted a Shareholders/Investor Grievance Committee consisting of three members, Chaired by an Independent Non-Executive Director. The Committee meets at frequent intervals to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates, non receipt of declared dividend and to review of the status of Investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of Share Transfer/transmissions approved by the committee are placed at the Board Meetings from time to time.

**COMPOSITION:**

The composition of the Shareholders/Investor's Grievance Committee is as under:-

S.No.	Name	Chairman/Member	No of meeting Attended.
1.	Shri K. N. Jethwa	Chairman - Non-Executive	5
2.	Shri S. M. Bhadrecha	Member - Non-Executive	5
3.	Shri Shirish P. Gajendragadkar	Member - Non-Executive	5



**NAME AND DESIGNATION OF COMPLIANCE OFFICER:**

Shri A.J.Chakote  
 Company Secretary & Compliance Officer,  
 Bharat Agri Fert & Realty Limited,  
 Bharat Fertiliser House, 12 Nanabhai Lane, Fort,  
 Mumbai-400 023.

**DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED, NOT SOLVED AND PENDING TRANSFERS.**

The total number of complaints received during the year 1.4.2013 to 31.3.2014: 25

These complaints were attended promptly to the satisfaction of the complainants.

**ANNUAL GENERAL MEETINGS HELD:**

Location and time, where the last three Annual General Meetings were held as given below:-

Financial year	Date	Location	Time
2010-2011	26/09/2011	Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (E) Mumbai-400 057.	3.30 P.M.
2011-2012	24/07/2012	-do-	3.30 P.M.
2012-2013	16/08/2013	-do-	3.30 P.M.

**CODE OF CONDUCT:**

The Company has adopted a Code of Conduct for the Directors and senior management of the Company. The members of the Board and senior management of the Company have submitted their affirmation on compliance with the code for the effective period.

**MANAGEMENT DISCUSSIONS & ANALYSIS:**

Management discussion and analysis report is given in a separate section forming part of the Directors' Report in this Annual Report.

**POSTAL BALLOT:**

No Special Resolution was put through postal ballot during the previous year.

**COMPLIANCE CERTIFICATE:**

The Certificate/Comments regarding compliance of conditions of Clause 49 of the Listing Agreement is annexed hereto.

**SHAREHOLDERS INFORMATION**

Regd. Office	: Bharat Fertiliser House, 12 Nanabhai Lane, Fort, Mumbai-400023.
Annual General Meeting	: 29 <sup>th</sup> Annual General Meeting
Date & Time	: Thursday, 11/09/2014, 3.30 P.M.
Venue	: Sardar Patel Baug, Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (E) Mumbai-400 057.

**Tentative Financial Calendar:**

Financial Reporting for the quarter ending June 2014 : by 15<sup>th</sup> August, 2014.  
 Financial Reporting for the half year ending Sept. 2014 : by 15<sup>th</sup> November, 2014.  
 Financial Reporting for the quarter ending Dec.2014 : by 15<sup>th</sup> February, 2015.  
 Financial Reporting for the year ending Mar. 2015 : by end of May, 2015.

Date of Book Closure : Tuesday 02/09/2014 to Thursday 11/09/2014  
 (both days inclusive)

Listing on Stock Exchange : Bombay Stock Exchange  
 Code No. 531862

Dividend Payment Date : on or after 15th September, 2014.

**Payment of dividend:**

Dividend will be paid by "Account Payee" / Non-negotiable instrument or through Electronic Clearing Service (ECS) as notified by the SEBI through Stock Exchanges. The Company had already written to all the shareholders setting out in details the procedure to be followed for availing this facility. In view of the advantage of receiving dividend through ECS shareholders are requested to opt for this mode.

Transfer under physical and demat mode:  
 M/s. Link Intime (India) Private Limited,  
 C-13 Pannal Silk Mills Compound,  
 L.B.S. Marg, Bhandup (West),  
 Mumbai-400 0078.

**Share Transfer system:**

Share transfer requests received in physical form are registered within 15 days from the date of receipt and Demat requests are normally confirmed within an average of 7 days from the date of receipt.

**Share Transfer Record:**

Year	2013 - 2014	2012 - 2013	2011 - 2012
Share Transferred	40730	10778	37960
No. of Transfers	85	118	134

Shareholders services, enquiries, complaints. It has been our endeavor to provide prompt, efficient and satisfactory:

Sr. No	Nature of Query	No. of days for disposal
1	Share Transfers	15 days
2	Demat of Share	21 days
3	Dividend Revalidation	7 days
4	Issue of New Shares on Surrender of old	15 days
5	Change of Address/Bank Mandate	7 days
6	General Queries	7 days

**Categories of Shareholders as on March 31, 2014.**

Category	No. of shares held	% of shareholding
Promoters	3547568	67.12
Other Directors	26538	0.50
Financial Institutions, Mutual Funds and Banks.	100	-
Private Corporate Bodies	45376	0.86
Non Residents, OCBs	214614	4.06
Indian Public	1432616	27.11
Clearing Member/Market Maker	18699	0.35
<b>TOTAL</b>	<b>5285511</b>	<b>100.00</b>
Demat. 1 N.S.D.L.	4280540	80.99
2 C.D.S.L.	434944	8.23

**Correspondence:**

1. Share Department,  
BHARAT AGRI FERT & REALTY  
LIMITED,  
12 Nanabhai Lane, Fort,  
Mumbai-400023.

2. Link Intime India Private Limited  
Registrars for Share Transfers &  
Dematerialisation,  
C-13 Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W),  
Mumbai-400078.

**Stock Price Market Data:-**

High/Low prices of Shares of the Company during each month in last financial year on Bombay Stock Exchange Ltd.

Month	Bombay Stock Exchange Ltd.	
	High(Rs.)	Low(Rs.)
April - 2013	121.00	113.25
May - 2013	114.00	109.25
June - 2013	92.00	85.00
July - 2013	85.00	80.50
August - 2013	78.00	69.50
September - 2013	75.00	73.25
October - 2013	73.00	71.60
November - 2013	74.90	70.20
December - 2013	66.70	65.00
January - 2014	75.00	73.00
February - 2014	98.00	81.55
March - 2014	107.00	99.10

**DISTRIBUTION OF SHARE HOLDING AS ON 31<sup>ST</sup> MARCH 2014.**

Shareholding of Nominal value of (Rs).	Share holders		Physical Form Rs.
	Number	%	
1	4674	92.48	5664740
501	183	3.62	1430000
1,001	80	1.58	1195470
2,001	31	0.61	788950
3,001	21	0.42	759360
4,001	9	0.18	414710
5,001	23	0.46	1665330
10,001	33	0.65	40936550
<b>TOTAL:-</b>	<b>5054</b>	<b>100.00</b>	<b>52855110</b>

## BHARAT AGRI FERT & REALTY LTD.

Note : Out of total Capital of 5285511 equity shares, 4715484(89.22%) equity shares are held in dematerialised form.

### Dematerialisation of Shares and Liquidity:

Trading the shares of the company is permitted in the dematerialized form also.

The Equity Shares of the Company are actively traded on Bombay Stock Exchange.

ISIN CODE NO. OF THE COMPANY : INE842D01011.

PLANT LOCATION: Kharivali Village, Taluka : Wada, Dist : Thane

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### 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 : 12/6/2014

BharatAgri Fert & Realty Ltd.

Yogendra D. Patel  
Chairman & Mg. Director



**CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE IN INDIA****Auditor's Certificate on Corporate Governance**

To the Members of

Bharat Agri Fert and Realty Limited

We have examined compliance of the conditions of Corporate Governance by Bharat Agri Fert and Realty Limited ('the Company') as stipulated in Clause 49 of the Listing Agreement entered into, with the Stock Exchanges for the year ended on 31<sup>st</sup> March, 2014.

The compliance of 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 the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for review, and the information and explanations given to us by the Company.

In our opinion and to the best of our information and according to the explanations given to us, the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We 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 Desai Saksena & Associates  
Chartered Accountants

Place: Mumbai  
Date: 29<sup>th</sup> May 2014

Alok K. Saksena  
Partner  
M. No. 35170

**Independent Auditors' Report**

To the Members of  
**Bharat Agri Fert and Realty Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of Bharat Agri Fert and Realty Limited ("the Company") which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) of the Act;
  - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Desai Saksena & Associates  
Chartered Accountants  
(Firm's Registration No: 102358W)

Place: Mumbai  
Date: 29<sup>th</sup> May, 2014

Alok K Saksena  
Partner  
Membership No: 35170

**Annexure to Independent Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- i. In respect of its fixed assets:
  - (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) In our opinion, during the year, the Company has not disposed off a substantial part of the fixed assets and in our opinion the going concern status of the Company is not affected.
  
- ii. In respect of its inventories:
  - a) As explained to us, inventories of raw materials, finished goods pertaining to manufacturing division and finished apartments pertaining to construction division were physically verified during the year by the Management. According to the information and explanation given to us, keeping in view the nature of the operations of the Company, inventory of work-in-progress cannot be physically verified.
  - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - (c) The company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
  
- iii. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956:
  - (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act 1956. As the Company has not granted any loans, secured or unsecured to the parties listed in the Register maintained under section 301 of the Companies Act 1956, paragraphs (iii) (b), (c) and (d) of the Order are not applicable.
  - (b) According to the information and explanations given to us, the Company has taken interest free loan from four parties and interest bearing loans from six parties listed in the Register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding at any time during the year and the yearend balance in respect of interest bearing loan is Rs.86,71,311/- and Rs.94,74,845/- respectively. The maximum amount outstanding at any time during the year and the yearend balance in respect of non interest bearing loan is Rs.2,33,25,000/- and Rs.2,33,25,000/- respectively.
  - (c) In our opinion and according to the information and explanations given to us, rate of interest and other terms and conditions of such loans taken by the Company are prima facie not prejudicial to the interest of the Company.
  - (d) There are no stipulations with regard to repayment of principal and payment of interest. Accordingly question of overdue do not arise.
  
- iv. In our opinion, and according to the information and explanation given to us, having regard to the explanation, except that some of the items purchased are of a special nature and suitable alternative sources do not exist for obtaining comparable quotations, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of



inventory, fixed assets and sale of goods. During the course of our audit, we have not observed any major weaknesses in such internal control systems.

- v. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956;
- (a) In our opinion and according to the information and explanations given to us, since, there were no transactions of sale & purchase during the year with the parties covered under Register maintained under section 301 of the Companies Act, 1956, therefore, the provisions of clause 4(v) (a) of Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, as there are no contracts or agreements that need to be entered into register maintained under section 301 Companies Act 1956, therefore the provisions of clause 4(v) (b) of Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- vi. According to the information and explanations given to us, in our opinion the Company has complied with the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under. To the best of our knowledge and according to the information and explanations given to us, the Company has not received any order under above-mentioned sections from the Company Law Board, National Company Law Tribunal, Reserve Bank of India or any Court or any other Tribunal.
- vii. In our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.
- viii. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix. In respect of statutory dues :
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Custom Duty, Excise Duty, Cess, Service tax and any other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2014 for a period of more than six months from the date of becoming payable other than undisputed statutory dues mentioned below:

Sr. No.	Nature of Statute	Nature of Dues	Year to which Liability pertains	Amount (Rs.)	Due Dates	Date of Payment	Net Due
1	Sales Tax Deferral Loan	Sales Tax Loan	April 99 to July 2001	67,18,347	31/3/2009 31/3/2010 31/03/2011 31/03/2012 31/03/2013 Rs. 1,35,000 each month starting from 01/01/2009	40,00,000/- paid on various dates.	27,18,347
Total				67,18,347			27,18,347

- (b) According to the explanation given to us, the disputed statutory dues aggregating Rs. 6,53,333/- that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Sr. No.	Nature of Statute	Nature of Dues	Year to which Liability pertains	Amount (Rs.)	Due Dates	Forum where dispute is pending
1	Bombay Sales Tax Act	Interest on Sales Tax dues till the date of assessment order.	2002- 2003 to 2004-2005	6,00,079	08/04/2010	Maharashtra Sales Tax Tribunal
2	Central Sales Tax Act	Interest on Central Sales Tax dues till the date of assessment order.	2002-2003 to 2003-2004	53,254	08/04/2010	Maharashtra Sales Tax Tribunal
Total				6,53,333		

- x. The Company does not have accumulated losses as at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- xi. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions or banks.
- xii. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund /nidhi/mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- xiv. According to information and explanations given to us, we are of the opinion that the Company is not trading in shares, debentures and other investments. Therefore, the provisions of clause 4(xiv) of Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xvi. The Company has not raised term loans during the year. The Company did not have any outstanding term loan at the beginning of the year. Therefore the provisions of clause 4(xvi) of Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, prima facie, we are of the opinion that no funds raised on short-term basis have been used for long-term investments.
- xviii. According to the information and explanations given to us, the Company has not made preferential allotment of shares during the accounting year.
- xix. According to the information and explanations given to us, the Company has not issued any debentures; hence the question of creation of securities or charge does not arise.
- xx. The Company has not raised any monies by way of public issue during the year.
- xxi. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For Desai Saksena & Associates  
Chartered Accountants  
(Firm's Registration No: 102358W)

Place: Mumbai  
Date: 29<sup>th</sup> May, 2014

Alok K Saksena  
Partner  
Membership No: 35170

**BALANCE SHEET AS AT 31st March 2014**

	Note No	As at 31.03.14 Rupees	As at 31.03.13 Rupees
<b>I Equity And Liabilities</b>			
<b>1 Shareholder's Funds</b>			
(a) Share Capital	2	5,28,55,110	5,28,55,110
(b) Reserves & Surplus	3	63,15,51,746	43,87,38,158
		<u>68,44,06,856</u>	<u>49,15,93,268</u>
<b>2 Non Current Liabilities</b>			
(a) Long-Term Borrowings	4	3,45,49,845	1,78,59,845
(b) Deferred Tax Liabilities(Net)	5	86,15,866	76,69,187
(c) Other Long Term Liabilities	6	-	12,20,000
		<u>4,31,65,711</u>	<u>2,67,49,032</u>
<b>3 Current Liabilities</b>			
(a) Short-Term Borrowings	7	3,60,78,329	5,21,86,561
(b) Trade Payables	8	6,81,47,490	13,43,37,259
(c) Other Current Liabilities	9	9,46,07,076	12,38,53,293
(d) Short-Term Provisions	10	3,13,23,289	2,43,65,204
		<u>23,01,56,184</u>	<u>33,47,42,317</u>
<b>TOTAL</b>		<u>95,77,28,731</u>	<u>85,30,84,617</u>
<b>II Assets</b>			
<b>1 Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	11	18,92,45,254	17,57,88,767
(ii) Intangible Assets	11	21,667	32,499
(b) Non Current Investments	12	1,71,000	1,71,000
(c) Long-Term Loans and Advances	13	1,28,07,317	41,16,505
		<u>20,22,45,238</u>	<u>18,01,08,771</u>
<b>2 Current Assets</b>			
(a) Inventories & TDR Receivable	14	33,40,30,165	41,21,84,202
(b) Trade Receivable	15	12,35,58,750	7,65,36,226
(c) Cash & Bank Balances	16	22,17,42,118	12,50,65,970
(d) Short-term Loans & Advances	17	18,77,225	29,87,442
(e) Other Current Assets	18	7,42,75,236	5,62,02,006
		<u>75,54,83,493</u>	<u>67,29,75,846</u>
<b>TOTAL</b>		<u>95,77,28,731</u>	<u>85,30,84,617</u>

Note : Significant Accounting Policies and Note to Account 1 to 43

As per our report attached  
For DESAI SAKSENA & ASSOCIATES  
Chartered Accountants

For **BHARAT AGRI FERT & REALTY LIMITED.**

Alok K. Saksena (Partner)  
Membership No. 35170

Y. D. Patel  
Chairman & Mg. Director

K. N. Jethwa  
Director

A. Y. Patel  
Joint Mg. Director

Shirish Gajendragadkar  
Director

Place : Mumbai  
Dated : 29/05/2014

Chandni Y. Patel  
Whole Time Director

S. M. Bhadrecha  
Director

A. J. Chakote  
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2014**

	Note No	As at 31.03.14 Rupees	As at 31.03.13 Rupees
I Revenue From Operations	19	79,18,06,432	57,26,80,838
II Other Income	20	1,67,55,597	1,84,69,773
III Total Revenue (I + II)		<u>80,85,62,029</u>	<u>59,11,50,611</u>
IV Expenses:			
Raw Material consumed (Including Labour Overheads of Construction Division)	21	30,78,48,644	18,21,35,892
Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade	22	2,75,54,367	12,73,159
Employee Benefits Expenses	23	4,24,76,531	4,10,76,554
Finance Costs	24	57,06,882	36,10,278
Depreciation and Amortization Expense	25	1,55,37,131	85,21,536
Operating & Other Expenses	28	14,10,77,584	8,61,10,830
Total Expenses		<u>54,02,01,139</u>	<u>32,27,28,249</u>
V Profit before Tax		<u>26,83,60,890</u>	<u>26,84,22,362</u>
VI Prior Period Expenses/(Income)	27	3,11,115	1,94,821
VII Profit before tax		<u>26,80,49,775</u>	<u>26,82,27,541</u>
VIII Tax expense:			
(1) Current tax		5,69,94,981	5,56,59,381
(2) Deferred tax		9,46,677	11,58,309
(3) Short Provision for Income Tax of Earlier Years		1,65,670	28,63,510
IX Profit (Loss) for the period		<u>20,99,42,447</u>	<u>20,85,46,341</u>
X Earnings per Equity Share of face value of Rs.10/- each :			
Before & After Exceptional Items :			
(1) Basic & Diluted		39.72	39.46

Note : Significant Accounting Policies and Note to Account 1 to 43

As per our report of even date  
For DESAI SAKSENA & ASSOCIATES  
Chartered Accountants

For **BHARAT AGRI FERT & REALTY LIMITED.**

Alok K. Saksena (Partner)  
Membership No. 35170

Y. D. Patel  
Chairman & Mg. Director

K. N. Jethwa  
Director

A. Y. Patel  
Joint Mg. Director

Shirish Gajendragadkar  
Director

Place : Mumbai  
Dated : 29/05/2014

Chandni Y. Patel  
Whole Time Director

S. M. Bhadrecha  
Director

A. J. Chakote  
Company Secretary



**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st March, 2014**

<b>PARTICULARS</b>	<b>2013-14 Rupees</b>	<b>2012-13 Rupees</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax as per Profit & Loss A/c	28,80,49,775	26,82,27,541
Adjusted for : Depreciation & Amortisation	1,55,37,131	85,21,536
Finance Cost/ Interest	57,06,882	36,10,278
Interest	(79,28,932)	(18,44,177)
Profit on Sale of fixed Asset	(1,26,981)	(35,23,422)
Dividend Income	(85,500)	(85,500)
<b>Operating Profit before Working Capital Charges</b>	<b>28,11,52,395</b>	<b>27,49,06,257</b>
Adjusted for :		
Trade Receivable	(4,70,22,523)	(2,68,01,163)
Loans and Advances	(2,77,73,907)	(7,20,77,749)
Current Liabilities & Provisions	(12,16,99,842)	4,99,33,697
Inventories	7,81,54,037	(6,29,08,029)
<b>Cash Generated from Operations</b>	<b>16,28,10,159</b>	<b>16,30,53,013</b>
Income Tax Paid	3,37,69,799	4,01,69,908
<b>Net Cash Flow from Operating Activities (A)</b>	<b>12,90,40,360</b>	<b>12,28,83,105</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(3,00,23,092)	(9,18,37,669)
Sale proceeds of Fixed Assets	2,05,790	35,32,542
Dividend Income	85,500	85,500
Interest Received	64,78,014	13,82,441
<b>Net Cash Flow from Investing Activities(B)</b>	<b>(2,32,53,788)</b>	<b>(8,68,57,186)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Borrowings (Net)	5,81,768	2,90,42,261
Finance Cost/Interest Paid	(70,79,410)	(37,28,809)
Dividend and Dividend tax Paid	(61,83,784)	(61,42,927)
<b>Net Cash Flow from Financial Activities (C)</b>	<b>(1,26,81,425)</b>	<b>1,91,70,525</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>9,31,05,147</b>	<b>5,51,96,444</b>
Cash & Cash equivalents(Closing Balance)	19,48,01,118	10,16,95,970
Cash & Cash equivalents(Opening Balance)	10,16,95,970	4,64,99,527
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents As per our Report of Even date</b>	<b>9,31,05,147</b>	<b>5,51,96,444</b>

**For Desai Saksena & Associates**  
Chartered Accountants

Alok K. Saksena (Partner)  
Membership No. 35170

Place : Mumbai  
Dated : 29/05/2014

**For BHARAT AGRIFERT & REALTY LIMITED**

Y. D. Patel  
Chairman & Mg. Director

A. Y. Patel  
Joint Mg. Director

Chandni Y. Patel  
Whole Time Director

K. N. Jethwa  
Director

Shirish Gajendragadkar  
Director

S. M. Bhadrecha  
Director

A. J. Chakote  
Company Secretary

**BHARAT AGRI FERT & REALTY LIMITED****OVERVIEW:**

The Company is engaged in the business of construction and development of Residential & Commercial Complex and manufacture of Fertilizers.

**1) SIGNIFICANT ACCOUNTING POLICIES****(A) Basis of Preparation of Financial Statements:**

The financial statements have been prepared under the historical cost convention except revaluation of Single Super Phosphate Plant Buildings and Sulphuric Acid Plant Buildings, on an accrual basis of accounting, in accordance with Generally Accepted Accounting Principles (GAAP) accepted in India; accounting standards issued by the Institute of Chartered Accountants of India, as applicable and as per the provisions of Companies Act, 1956.

**(B) Use of Estimates:**

The preparation of financial statement requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

**(C) Fixed Assets and Depreciation:**

- i) Fixed Assets are stated at cost except Single Super Phosphate Plant Buildings and Sulphuric Acid Plant Buildings which were revalued on 31<sup>st</sup> March 2000, net of Cenvat and Value added tax less accumulated depreciation including impairment loss.
- ii) Software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation cost includes license fees, cost of implementation/system, integration services & Incidental expenses related to its acquisition.
- iii) Depreciation on Fixed Assets has been provided on Written Down Value Method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

**(D) Investments:**

Long Term Investments are carried at cost less provision, if any, for permanent diminution in value of such investments. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

**(E) Inventories:****a) Fertiliser Division:**

- i) Raw Materials and Stores & Spares are valued at cost.
- ii) Finished stocks are valued at cost or net realisable value whichever is lower.
- iii) 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 excise duty, education cess and value added tax.

**b) Construction Division:**

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

- i) Completed unsold inventory is valued at lower of cost and net realisable value. Cost is determined by including cost of land (at book value), materials, services and other related proportionate overheads.
- ii) 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.

**(F) Provision for Current tax and Deferred tax**

- i) Tax on Income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act 1961, and based on expected outcome of earlier year assessments/appeals.
- ii) Deferred Tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date.
- iii) Deferred tax assets are recognized and carried forward to the extent that there is virtual certainty sufficient future taxable income will be available against which such deferred tax assets can be realised.

**(G) Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are determined based on management estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimate. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

**(H) Segment policies**

The Company's reporting segments are identified based on activities/products, risk and reward structure, organization structure and internal reporting systems.

**(I) Earnings per share**

The earnings considered in ascertaining the Company's EPS is the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The weighted diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

**(J) Revenue Recognition:**

- i) Sales of goods of Manufacturing Division are recognised on dispatches to the customers.
- ii) Revenue from real estate is recognised on the transfer of all significant risks and rewards of ownership to the buyers by way of execution of documents. The Company has recognised the revenue on the basis of Percentage of Completion Method of accounting. Proportionate revenue is recognised in relation to sold area only. As per this method, revenue from sale of properties is recognised in Profit and Loss Account in proportion to the actual cost incurred as against the total estimated cost of the project, subject to such actual costs being 30% or more of the total estimated cost.

iii) Dividends are recognised when the right to receive the same is established.

**(K) Turnover**

Turnover includes sale of goods, net of excise duty, service tax and value added tax.

**(L) Employee Benefits:**

a) Short term employee benefits:

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

b) Post-employment benefits:

i) Defined contribution plans: The state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.

ii) Defined benefit plans: The employees' gratuity liability is a defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows.

**(M) Cost of Construction/Development:**

Cost of construction/development (including book value of land) incurred is charged to Profit & Loss Account proportionate to area sold. Adjustments, if required, are made on completion of the respective projects.

**(N) Excise Duty**

Excise duty has been accounted on the basis of payments made in respect of goods cleared. No excise duty provision has been made on closing inventory of finished goods.

**(O) Leased Assets**

Operating Leases: Assets acquired on lease where a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease Rentals are charged to the Profit and Loss account on an accrual basis.



## Notes to Financial Statements

	As at 31.03.2014 Rupees	As at 31.03.2013 Rupees
<b>2. SHARE CAPITAL</b>		
The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares having a par value of Rs. 10/- as follows :		
Authorised Share Capital 1,00,00,000 (Prev.year 1,00,00,000)		
Equity Shares of Rs.10/- each	10,00,00,000	10,00,00,000
Issued Subscribed & Paid up Share Capital 52,85,511 (prev.year 52,85,511)		
Equity shares of Rs.10/- each fully paid-up	5,28,55,110	5,28,55,110
	<u>5,28,55,110</u>	<u>5,28,55,110</u>

**a. Reconciliation of the number of shares**

Particulars	Equity Shares			
	2013-14		2012-13	
	No. of Shares	Rupees	No. of Shares	Rupees
<b>Equity Shares of Rs.10each fully paid</b>				
Opening Balance	5285511	52,855,110	5285511	52,855,110
Shares Issued during the year	-	-	-	-
Shares Bought Back During the year	-	-	-	-
Closing Balance	5285511	52,855,110	5285511	52,855,110

**b. Rights, preferences and restrictions attached to shares****Equity Shares:**

The Company has only one class of shares referred to as equity shares having a par value of 10/-. 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 2014, the amount of per share final dividend recognised as distributions to equity shareholders was Rs. 2.50/-per share( P.Y. final dividend Rs.2.50/-)

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.

**C details of shares held by shareholder holding more than 5% of the aggregate shares in the Company.**

Name of Shareholder	2013-14		2012-13	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Yogendra D Patel	820850	15.53%	820850	15.53%
Anjni Y Patel	788872	14.93%	788872	14.93%
Yogi Investments Pvt Ltd	780586	14.77%	780586	14.77%
Wada Alums & Acids Private Ltd.	767845	14.53%	767845	14.53%
Vijal Shipping Private Ltd.	332800	6.30%	332800	6.30%

As per records of the Company, including its register of shareholders/members and other declaration received from shareholders, regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the above shareholding.

	As at 31.03.14 Rupees	As at 31.03.13 Rupees
<b>3. RESERVES &amp; SURPLUS</b>		
(a) Capital Reserve		
Opening Balance	70,01,320	70,01,320
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<u>70,01,320</u>	<u>70,01,320</u>
(b) Securities Premium Account		
Opening balance	3,18,90,220	3,18,90,220
(+) Premium against warrant issued	-	-
Closing Balance	<u>3,18,90,220</u>	<u>3,18,90,220</u>
(c) Capital Subsidy		
Opening Balance	7,50,000	7,50,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<u>7,50,000</u>	<u>7,50,000</u>
(d) Investment Allowance Reserve		
Opening Balance	-	6,50,000
(+) Current Year Transfer	-	-
(-) Transfer to General Reserve	-	6,50,000
Closing Balance	<u>-</u>	<u>-</u>
(e) Revaluation Reserve		
Opening Balance	1,60,81,136	1,78,67,929
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	16,08,114	17,86,793
Closing Balance	<u>1,44,73,022</u>	<u>1,60,81,136</u>
(f) Statement of Profit & Loss		
Opening Balance	35,04,39,483	17,81,05,093
(+) Net Profit/(Net Loss) For the current year	20,99,42,447	20,85,46,341
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	79,28,267	79,28,267
(-) Dividend Distribution Tax	23,06,968	21,43,539
(-) Interim Dividends	52,85,511	52,85,511
(-) Transfer to General Reserves	2,09,94,245	2,08,54,634
Closing Balance	<u>52,38,66,940</u>	<u>35,04,39,483</u>
(g) General Reserve		
Opening Balance	3,25,75,999	1,10,71,365
(+) Current Year Transfer	2,09,94,245	2,15,04,634
(-) Written Back in Current Year	-	-
Closing Balance	<u>5,35,70,244</u>	<u>3,25,75,999</u>
<b>Total (a + b + c + d + e + f + g + h)</b>	<u>63,15,51,746</u>	<u>43,87,38,158</u>
<b>4. Long Term Borrowings</b>		
Long-term borrowings consist of the following:		
Unsecured Loans		
From Others		
From Related Parties	3,27,99,845	1,33,59,845
From Shareholders	17,50,000	45,00,000
	<u>3,45,49,845</u>	<u>1,78,59,845</u>
<b>5. Deferred Tax Liability / (Asset)</b>		
Deferred Tax Liability/(Asset) consist of the following :		
<b>Deferred tax Liability</b>		
Related to Fixed Assets	86,15,866	76,69,187
Net Deferred Tax Liability	<u>86,15,866</u>	<u>76,69,187</u>

	<b>As at 31.03.14 Rupees</b>	<b>As at 31.03.13 Rupees</b>
<b>6. Other Long Term Liabilities</b>		
Other Long-term Liabilities consist of the following:		
<u>Unsecured-From Others</u>		
Sales Tax Deferral Loan	-	12,20,000
	<u>-</u>	<u>12,20,000</u>
<b>7. Short Term Borrowings</b>		
Short-term borrowings consist of the following:		
<u>Secured From Banks</u>		
Cash Credit Loan	3,60,78,329	5,21,86,561
	<u>3,60,78,329</u>	<u>5,21,86,561</u>
<b>Terms of Conditions of Repayment and Details of Securities are as under :</b>		
1. The loan is Repayable on demand.		
2. Cash Credit loan is secured by hypothecation of stock of raw material, semi-finished goods and finished goods, receivables (both present and future)		
3. Cash Credit loan is secured by hypothecation of goods covered by bill supported by document to title of goods.		
4. Cash Credit loan is secured by equitable mortgage on factory Land(measuring 18.36 acre) and buildings situated at village Kharivali, Tal-Wada, Dist-Thane.		
5. Cash Credit loan is secured by hypothecation of Plant and machinery and all other movable fixed assets of the Company already in possession or to be in possession of the Company.		
6. Cash Credit loan is secured by Personal guarantee of Shri Yogendra D. Patel (Promoter Director) and Anjni Y. Patel (Promoter Director)		
7. Rate of Interest is 13.00% p.a. (P.Y. 15.60%)		
<b>8. Trade Payables</b>		
Trade payables consist of the following :		
Trade Payables	6,81,47,490	13,43,37,259
	<u>6,81,47,490</u>	<u>13,43,37,259</u>
<b>9. Other Current Liabilities</b>		
Other current liabilities consist of the following:		
Current liability of Sales Tax Deferral loan	27,18,347	54,98,347
Advance against Flats Sales	6,60,19,289	8,59,18,957
Statutory Liabilities	1,05,99,689	1,90,39,099
Other Payables	1,52,69,771	1,33,96,890
	<u>9,46,07,076</u>	<u>12,38,53,293</u>
<b>10. Short Term Provision</b>		
Short-term provision consist of the following:		
Dividend & Dividend Distribution Tax Payable	89,77,986	96,15,775
Income Tax Provision (Net of Advance Tax Paid RS. 14,39,00,717/- P.Y. Rs. 9,45,01,590/-)	2,23,45,283	1,47,49,429
	<u>3,13,23,269</u>	<u>2,43,65,204</u>
<b>12. Non Current Investments</b>		
Non Current Investment consist of the following:		
<u>(Long Term non trade Investment In Equity Shares)</u>		
Unquoted		
34200* (Prev.Year 34200) Shares of Rs.10/-each of Indian Potash Limited	1,71,000	1,71,000
*Including bonus shares		
	<u>1,71,000</u>	<u>1,71,000</u>

<b>11. : FIXED ASSETS</b>											
Sr.	Particulars	Gross Block				Depreciation				Net Block	
		Opening Balance as at 01.04.13	Additions	Deduction	Closing Balance as at 31.03.14	Total Dep./Ami. 01.04.13	Dep. for the period ended 31.03.14	Deletion during the year	Total Dep./Amount As at 31.03.14	As at 31.03.14	As at 31.03.13
a)	<b>Tangible Assets</b>										
1	Freehold Land	7,658,446	-	-	7,658,446	-	-	-	-	7,658,446	7,658,446
2	Road	7,699,085	906,137	-	8,605,222	2,954,898	240,861	-	3,195,761	5,409,461	4,744,186
3	Buildings	199,087,651	1,246,705	-	200,344,356	80,667,782	6,905,542	-	87,573,324	112,771,032	118,429,867
4	Plant & Machinery	101,435,752	25,463,773	-	126,899,525	88,093,510	3,229,601	-	91,323,111	35,576,414	13,342,242
5	Technical Know-how	1,000,000	-	-	1,000,000	1,000,000	-	-	1,000,000	-	-
6	Vehicles	17,964,339	2,130,536	885,760	19,209,115	8,443,358	2,668,638	806,931	10,305,065	8,904,050	9,520,981
7	Furniture & Fixture	15,290,920	155,702	-	15,446,622	4,190,398	2,015,164	-	6,205,561	9,241,061	11,100,822
8	Laboratory Equipment	400,297	19,125	-	419,422	239,274	25,777	-	265,051	154,371	161,023
9	Office Equipment	12,022,290	643,239	-	12,665,529	5,032,019	1,359,715	-	6,391,734	6,273,795	6,990,271
10	Electrical Installation	9,867,614	-	-	9,867,614	7,040,882	433,338	-	7,474,220	2,393,394	2,826,732
11	Pollution Control Equip.	13,457,826	-	-	13,457,828	12,767,548	105,820	-	12,873,368	584,460	690,280
12	Computer	754,071	104,510	-	858,581	429,853	149,957	-	579,810	278,771	324,218
	<b>Sub Total (a)</b>	<b>386,648,293</b>	<b>30,869,727</b>	<b>885,760</b>	<b>416,432,260</b>	<b>210,959,524</b>	<b>17,134,413</b>	<b>806,931</b>	<b>227,187,006</b>	<b>189,245,254</b>	<b>175,788,767</b>
b)	<b>Intangible Assets</b>										
	Software	108,100	-	-	108,100	75,601	10,832	-	86,433	21,667	32,499
	<b>Sub total (b)</b>	<b>108,100</b>	<b>-</b>	<b>-</b>	<b>108,100</b>	<b>75,601</b>	<b>10,832</b>	<b>-</b>	<b>86,433</b>	<b>21,667</b>	<b>32,499</b>
	<b>Total</b>	<b>386,756,393</b>	<b>30,869,727</b>	<b>885,760</b>	<b>416,540,360</b>	<b>210,935,125</b>	<b>17,145,245</b>	<b>806,931</b>	<b>227,273,439</b>	<b>199,266,921</b>	<b>175,821,266</b>
	<b>Previous Year Total</b>	<b>322,141,056</b>	<b>92,487,804</b>	<b>27,872,467</b>	<b>386,756,393</b>	<b>227,938,034</b>	<b>10,308,329</b>	<b>27,312,236</b>	<b>210,935,127</b>	<b>175,921,266</b>	<b>94,202,022</b>
	<b>Capital-work-in-progress</b>										

Note :

1. Single Super Phosphate Plants Buildings Sulphuric Acid Plants Building were revalued on 31st March, 2000 on the basis of valuation report.

2. Depreciation for the year includes Rs. 16,08,114/- (Previous year Rs. 17,86,793/-) being depreciation on revalued component of the Fixed Assets.



	<b>As at 31.03.14 Rupees</b>	<b>As at 31.03.13 Rupees</b>
<b>13. Long Term Loans and Advances</b>		
Long-term loans and advances (Unsecured, Considered Good) consist of the following:		
Security & Other Deposit	36,30,667	33,66,505
Advance to a Related Party	7,50,000	7,50,000
Other Receivables	34,30,650	-
Advance to creditors for Capital Expenditure	49,96,000	-
	<u>1,28,07,317</u>	<u>41,16,505</u>
<b>14. Inventories</b>		
Inventories consist of the following:		
<u>Inventories</u>		
(As Taken, valued & Certified by the management )		
a) Construction Division		
Construction Material Inventory	-	-
Real estate under development	14,75,63,917	8,41,45,947
Stock In Trade	7,87,83,544	15,31,92,242
	<u>22,63,47,461</u>	<u>23,73,38,189</u>
(a)		
b) Fertiliser Division		
Raw Materials	1,67,19,416	7,10,97,220
Finished Goods	8,28,08,254	9,93,71,894
Stores, Spares, & Packing Material	81,55,033	43,76,899
	<u>10,76,82,704</u>	<u>17,48,46,013</u>
(b)		
(a+b)	<u>33,40,30,165</u>	<u>41,21,84,202</u>
<b>14 (a) Details of Raw Materials :</b>		
<b>Fertiliser Division</b>		
Rock Phosphate	1,11,99,943	64,89,9991
Sulphuric Acid & Dilute Sulphuric Acid	87,515	34,46,011
Others	54,31,958	27,51,218
Total	<u>1,87,19,416</u>	<u>7,10,97,220</u>
*Details regarding construction Division are not required to furnish as per the Revised Schedule VI.		
<b>14 (b) Details of Finished Goods :</b>		
<b>Fertiliser Division</b>		
Solid Alum	79,750	79,750
Single Super Phosphate Powder & Granulated	8,27,28,504	9,92,92,144
Total	<u>8,28,08,254</u>	<u>9,93,71,894</u>
*Details regarding construction Division are not required to furnish as per the Revised Schedule VI.		
<b>15. Trade Receivables</b>		
Trade receivables consist of the following:		
<u>Trade Receivables</u>		
Trade receivables outstanding for a period less than six months from the date they are due for payment:	-	-
Unsecured, considered good	10,95,89,142	7,11,79,188
Unsecured, considered doubtful	-	-
	<u>10,95,89,142</u>	<u>7,11,79,188</u>
Less: Provision for doubtful debts	-	-
(a)	<u>10,95,89,142</u>	<u>7,11,79,188</u>

	As at 31.03.14 Rupees	As at 31.03.13 Rupees
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered good	-	-
Unsecured, considered good	1,52,12,913	91,22,414
unsecured, considered doubtful	-	-
	<u>1,52,12,913</u>	<u>91,22,414</u>
Less : Provision for doubtful debts	12,43,305	37,65,376
	<u>(b)</u> <u>1,39,69,608</u>	<u>53,57,038</u>
	<u>(a+b)</u> <u>12,35,58,750</u>	<u>7,65,36,226</u>
<b>16. Cash and Bank Balances</b>		
Cash and bank balances consist of the following:		
<b>Cash &amp; Cash Equivalents</b>		
a) Balance With Banks		
Current Account	3,51,91,643	5,96,71,993
b) Cash on Hand	1,28,199	23,978
c) Fixed Deposit kept with bank having less than three months maturity period	15,94,81,276	4,20,00,000
<b>Other Bank Balances</b>		
Balance with Bank to the extent held as Margin Money	2,69,41,000	2,33,70,000
	<u>22,17,42,118</u>	<u>12,50,65,970</u>
<b>17. Short Term Loans and Advances</b>		
Short-term loans and advances (unsecured, considered good) consist of the following:		
Loan to Staff	10,89,105	9,99,631
Prepaid Expenses	7,87,900	10,86,569
Balance with Government Authorities	220	9,01,241
	<u>18,77,225</u>	<u>29,87,442</u>
<b>18. Other Current Assets</b>		
Other current assets (unsecured, considered good) consist of the following:		
Interest Receivable	19,51,694	5,00,776
Common maintenance charges receivable	27,98,520	-
Subsidy Receivable	6,95,25,021	5,57,01,230
	<u>7,42,75,236</u>	<u>5,62,02,006</u>
<b>19. Revenue from operations</b>		
Revenue from operation consist of the following:		
<b>A) Revenue from operations</b>		
i) Revenue from Real Estate Activity	38,01,17,833	40,17,10,762
ii) Fertilisers Sales (Net of Excise Duty)	26,86,27,042	10,94,30,165
iii) Sale of Organic Products & Agriculture Income	60,000	16,23,180
<b>B) Other operating Income</b>		
Subsidy	14,30,01,558	5,99,16,731
	<u>78,18,06,432</u>	<u>57,26,80,838</u>
<b>19A. Details of Sales of Products :</b>		
Single Super Phosphate Powder & Granulated	26,86,27,042	10,94,30,165
Total	<u>26,86,27,042</u>	<u>10,94,30,165</u>
<b>20. OTHER INCOME</b>		
Other income consist of the following:		
Interest on Fixed Deposit	79,28,932	18,44,177
Dividend from Long Term Investment	85,500	85,500
Consultancy Fees	-	2,00,000
Farm House Income	1,25,000	-
Rent Income	2,58,000	18,000
Profit on Sale of Fixed Assets	1,26,961	35,23,422

	As at 31.03.14 Rupees	As at 31.03.13 Rupees
Liabilities/Provisions no longer required written back (Net)	59,32,733	51,84,764
Foreign Exchange Gain/(Loss)	(39,80,158)	32,76,484
Miscellaneous Income	62,78,629	43,37,427
	<u>1,67,55,597</u>	<u>1,84,69,773</u>

**21 Cost of Construction & materials consumed/Sold**

Cost of Construction and Raw Materials Consumed consist of followings		
Opening Stock	7,10,97,220	66,01,769
Purchase (Including Labour & other Overheads of Construction Division)	<u>25,34,70,841</u>	<u>24,66,31,342</u>
	32,45,68,060	25,32,33,111
(-) Closing Stock	<u>1,67,19,416</u>	<u>7,10,97,220</u>
	<u>30,78,48,644</u>	<u>18,21,35,892</u>

**\* Details of Imported and Indigenous Raw Material Consumed :**

	2013-2014 Rupees	2013-2014 % of Consumption	2012-2013 Rupees	2012-2013 % of Consumption
Imported	20,94,91,600	86	14,29,62,353	79
Indigenous	<u>3,39,20,369</u>	<u>14</u>	<u>3,90,54,467</u>	<u>21</u>
Total	<u>24,34,11,969</u>	<u>100</u>	<u>18,20,16,820</u>	<u>100</u>

\*Details regarding construction Division are not required to furnish as per the Revised Schedule VI.

**21A. Details Regarding Raw Material Consumed/sold**

<b>Fertiliser Division</b>		
Rock Phosphate	20,94,91,600	14,29,62,353
Sulphuric Acid & Dilute Sulphuric Acid	<u>3,39,20,369</u>	<u>3,90,54,467</u>
	<u>24,34,11,969</u>	<u>18,20,16,820</u>

**22. Changes in Inventories of finished goods work-in-progress and Stock-in-Trade**

Changes in Inventories of finished goods work-in-progress and Stock-in-Trade consist of the following

Changes in inventories of finished goods work-in-progress and Stock-in-Trade		
Opening Stock	33,67,10,083	33,79,83,241
Closing Stock	<u>30,91,55,715</u>	<u>33,67,10,083</u>
	<u>2,75,54,367</u>	<u>12,73,158</u>

The Fertiliser Division do not have work in progress inventory. the details of Construction Division work in progress Inventory is not required to disclose as per Revised Schedule VI.

**23. Employee Benefits Expense**

Employee benefit expenses consist of the following:		
Salaries, Wages & Bonus	3,56,16,727	3,21,35,145
Staff Welfare Expenses	57,82,649	28,64,317
Gratuity Expenses	37,532	50,41,488
Contribution to Provident Fund & Other Funds	<u>10,39,623</u>	<u>10,35,604</u>
	<u>4,24,76,531</u>	<u>4,10,76,554</u>

**24. Finance costs**

Finance costs consist of the following:		
Interest paid to Others	11,24,664	13,64,457
Other Finance Charges	<u>45,82,218</u>	<u>22,45,821</u>
	<u>57,06,882</u>	<u>36,10,278</u>

	As at 31.03.14 Rupees	As at 31.03.13 Rupees
<b>25. Depreciation and Amortisation</b>		
Depreciation and Amortisation	1,71,45,245	1,03,08,329
Less : Withdrawn from Revaluation Reserve	16,08,114	17,86,793
	<u>1,55,37,131</u>	<u>85,21,536</u>
<b>26. Operating and Other expenses</b>		
Operating and Other expenses consist of the following:		
Power & Fuel	89,83,752	60,98,560
Stores & Spares, & Packing Material Consumed	2,23,31,549	1,10,91,279
Repairs & Maintenance to Plant & Machinery	9,84,353	25,49,126
Repairs & Maintenance to Building	17,85,526	21,09,116
Rent, Rates & Taxes	26,17,486	21,51,076
Insurance Charges	11,89,474	11,99,563
Other Operating Expenses	47,16,120	69,61,654
<b>Administrative Expenses :</b>		
Postage & Telegrams & Fax	1,95,982	2,42,941
Legal & Other Professional Fees	16,09,430	23,44,438
Travelling Expenses	28,71,833	31,67,304
Vehicle Expenses	41,90,400	25,21,906
Repairs & Maintenance Expenses	18,14,267	9,65,908
Donation	2,37,932	1,74,669
Other Administrative Expenses	75,65,072	88,27,382
Freight Expenses	5,80,86,432	1,56,00,870
Marketing Expenses & Sales Promotion	64,42,291	35,86,679
Quantity Discount	83,69,002	84,85,423
Other Miscellaneous Expenses	70,86,683	38,89,975
Sundry Creditors/Debtors written off (net)	-	3,77,586
Provision for Doubtful Debtors	-	37,65,376
	<u>14,10,77,584</u>	<u>8,61,10,830</u>

**27. Prior Period Expenses/(Income)**

Prior Period Expenses/(Income) consist of the following:

Rent, Rates & Taxes	<u>3,11,115</u>	<u>1,94,821</u>
	<u>3,11,115</u>	<u>1,94,821</u>

28. The details in respect of Enterprises covered/registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are not available with the Company. Hence the details of the principal amounts and interest, if any, payable to the suppliers as on 31<sup>st</sup> March 2014 have not been furnished.

**29. Contingent Liabilities:****A. Letter of Credit issued outstanding as at 31<sup>st</sup> March 2014**

Sn.	Particulars	As at 31st March 2014	As at 31st March 2013
1.	LC opened with Bank of Baroda	10,60,43,735	Nil

**B) Claims against the Company not acknowledged as a debt:**

1.	Maharashtra State Electricity Board	16,04,084	16,04,084
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ii) Commitments: Estimated amount of contracts on capital accounts remaining to be executed and not provided for is Rs.18,95,000/- (P.Y.Rs.5,88,500/-).

30. The values of Current Assets and Loans & Advances and Deposits are stated values which is the opinion of the Management of the Company are realizable in the ordinary course of the business, of the Company.

**31. Retirement Benefits**

a) Defined Benefit Plan: The Company Provides for Gratuity on the basis of Actuarial valuation. The Company does not have any fund for Gratuity Liability.

The following table summarised the net benefit/ Expenses recognised in Statement of Profit & Loss and Balance Sheet.



		As at 31st March 2014 (Unfunded)	As at 31st March 2013 (Unfunded)
<b>I</b>	<b>Reconciliation of Opening &amp; Closing Balance of Present Value of Defined Benefit obligations (PVDBO)</b>		
	(PVDBO) at beginning of period	50,41,488	-
	Interest Cost	2,02,226	-
	Current Service Cost	5,04,354	5,68,359
	Benefits Paid	(34,500)	-
	Actuarial (gain)/Loss on obligation	(6,69,048)	44,73,129
	(PVDBO) at end of period	50,44,520	50,41,488
<b>II</b>	<b>Reconciliation of Opening &amp; Closing Balance of fair value of plan assets</b>		
	Fair Value of Plan Assets at beginning of period	-	-
	Expected Return on Plan Assets	-	-
	Employer Contributions	-	-
	Benefit Paid	34,500	-
	Actuarial gain/(loss) on plan assets	(34,500)	-
	Fair Value of Plan Assets at end of period	-	-
	<b>Fair Value of Plan Assets</b>	-	-
	Fair Value of Plan Assets at beginning of period	-	-
<b>III</b>	<b>Fair Value of Plan Assets</b>		
	Fair Value of Plan Assets at beginning of period	-	-
	Actual Return on Plan Asset	34,500	-
	Contributions	(34,500)	-
	Benefit Paid	-	-
	Fair Value of Plan Assets at end of period	(50,44,520)	(50,41,488)
	Present Value of Defined Benefit obligations	-	-
	Excess of actual over estimated return on Plan Assets	-	-
<b>IV</b>	<b>Amounts to be recognised in the Balance Sheet</b>		
	(PVDBO) at end of period	50,44,520	50,41,488
	Fair Value of Plan Assets at end of period	-	-
	Funded Status	(50,44,520)	(50,41,488)
	Unrecognised Actuarial Gain /(Loss)	-	-
	Net Asset/(Liability) recognised in the balance sheet	(50,44,520)	(50,41,488)
<b>V</b>	<b>Expense recognised in the statement of P &amp; L A/c.</b>	<b>2013-2014 (Unfunded)</b>	<b>2012-2013 (Unfunded)</b>
	Current Service Cost		
	Interest Cost	5,04,354	5,68,359
	Expected Return on Plan Assets	2,02,226	-
	Net Actuarial (Gain)/Loss recognised for the period	-	-
	Expense recognised in the statement of P & L A/c.	(6,69,048)	44,73,129
		37,532	50,41,488
<b>VI</b>	<b>Movements in the Liability recognised in Balance Sheet</b>		
	Opening Net Liability	50,41,488	-
	Expenses as above	37,532	50,41,488
	Contribution paid	(34,500)	-
	Closing Net Liability	50,44,520	50,41,488
<b>VII</b>	<b>Assumptions as at</b>		
	Mortality Table	IALM(2006-08)	LIC(1994-96)
<b>VIII</b>	<b>Discount Rate</b>	Ultimate	Ultimate
	Rate of increase in compensation	9.10%	8.05%
	Rate of return (expected) on plan assets	10.00%	10.00%
	Withdrawal rates	-	-
		0.80%	0.80%

The above information is certified by Actuary.

	Rupees 2013-2014	Rupees 2012-2013
<b>32. Auditors Remuneration (incl. Service Tax)</b>		
Audit fees	3,30,900	3,30,900
Tax Audit Fees	1,65,450	1,65,450
<b>Total</b>	<u>4,96,350</u>	<u>4,96,350</u>
<b>33. Directors Remuneration</b>		
Salaries, Perquisites and Company's Contribution to PF Commission	81,23,000 84,57,338	2,23,34,475 85,28,571
<b>Total</b>	<u>1,65,80,338</u>	<u>3,08,63,046</u>

\* Perquisite includes assignment of keyman insurance policies Rs. Nil (Previous Year Rs. 1,47,86,475)

**34. Details of expenditure in foreign Currency: Amts in Rupees**

Sn.	Particulars	2013-2014	2012-2013
1.	CIF value of Imports	5,03,27,240	12,81,82,963
2.	Travelling & Business Promotion	10,64,863	4,99,254

**35. Foreign currency exposures that are not hedged by Derivative Instruments:**

Amts in Rupees

Sri.	Particulars	2013-2014	2012-2013
1.	Creditors	4,84,39,339	11,36,16,886

**36. Excise Duty has not been provided on Closing stock Inventory. This, however do not have any Impact on profit of the Company.**

**37. Disclosure of Related Party:**

Details of Related Parties as required by Accounting Standard, "Related Party Disclosure" AS-18 is as under:

a. List of Related Parties:

Subsidiary Companies	None
Associate Concerns	1. Yogi Investments Private Limited 2. Vijal Shipping Private Limited 3. Wada Agro Chemicals Private Limited 4. Wada Bottling Industries Private Limited 5. Patel Combi-Therm (India) Private Limited 6. Chavi Impex Private Limited 7. Wada Alums and Acids Private Limited 8. My Shop
Key Management Personnel	Shri Y. D. Patel - Chairman & Managing Director
Relatives of Key Management Personnel	Smt. Anjni Y. Patel - Whole Time Director Miss. Chandni Y. Patel - Whole Time Director Shri Vijal Y. Patel - Whole Time Director Shri Shailendra D. Patel - CEO (Fertiliser Division)

b. Transaction with Related Parties:

Sr. No.	Relation	Transaction	2013-14	2012-13
1	<b>Association Concerns</b>	<b>Rent Received</b>		
I	Wada Alums & Aids Pvt Ltd.		12,000	12,000
II	Vijal Shipping Pvt Ltd.		3,000	3,000
III	Yogi Investment Pvt Ltd.		3,000	3,000
			<b>18,000</b>	<b>18,000</b>
2	<b>Associate Concerns</b>	<b>Rent Paid</b>		
I	My Shop		1,030,000	807,500
3	<b>Key Management Personnel</b>	<b>Remuneration including perquisites</b>		
I	Yogendra D. Patel		3,900,000	11,425,850
4	<b>Relatives of Key Management Personnel</b>	<b>Remuneration including perquisites</b>		
I	Anjni Y. Patel		2,166,000	8,975,525
II	Chandni Y. Patel		1,805,000	1,680,000
III	Vijal Y. Patel		1,083,000	1,008,000
IV	Shallendra D. Patel		484,360	484,360
V	Viraj S. Patel		334,360	334,360
			<b>5,852,720</b>	<b>12,463,245</b>
5	<b>Key Management Personnel</b>	<b>Commission</b>		
I	Yogendra D. Patel		5,638,225	5,685,714
6	<b>Relatives of Key Management Personnel</b>	<b>Commission</b>		
I	Anjni Y. Patel		2,818,113	2,842,857
7	<b>Associate Concerns</b>	<b>Year End Balances-Deposit Given</b>		
I	My Shop		750,000	750,000
8	<b>Associate Concerns</b>	<b>Year End Balances-unsecured Loan Payable</b>		
I	Chavi Impex Private Ltd.		60,000	35,000
II	Yogi Investments Pvt Ltd.		3,925,000	1,975,000
III	Wada Alums & Aids Pvt Ltd.		3,827,845	1,917,845
IV	Vijal Shipping Pvt Ltd.		1,662,000	832,000
			<b>9,474,845</b>	<b>4,759,845</b>
9	<b>Key Management Personnel</b>	<b>Year End Balances-unsecured Loan Payable</b>	<b>As at 31st March 2014</b>	<b>As at 31st March 2013</b>
	Yogendra D. Patel		12,350,000	45,00,000
10	<b>Relatives of Key Management Personnel</b>	<b>Year End Balances-unsecured Loan Payable</b>	<b>As at 31st March 2014</b>	<b>As at 31st March 2013</b>
	Anjni Y. Patel		7,325,000	2,500,000
	Chandni Y. Patel		2,150,000	1,500,000
	Vijal Y. Patel		1,500,000	0
	Shailendra D. Patel		100,000	50,000
			<b>11,075,000</b>	<b>4,050,000</b>

**38. Disclosure of Segment Reporting:**

- i) The Company has two reportable primary business segments namely Construction and Fertiliser. Business segment has been considered as primary segment. Details of primary segment disclosure are as follows.
- ii) The Construction Segment includes construction and sale of residential and commercial units. The Fertiliser segment includes manufacturing and sale of Single Super Phosphate (SSP) in Powder and Granulated form

Sr.	Particulars	Construction		Fertilizers		Unallocable		Total	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	<b>Segment Revenue</b>								
	External Sales Revenue	380,117,833	401,710,762	411,628,599	169,346,896	60,000	1,623,180	791,806,432	572,680,838
	Inter Segment Revenue	0	0	0	0	0	0	0	0
	<b>Total Revenue</b>								
2	<b>Segment results before Interest, taxes prior period &amp; exceptional items</b>	299,444,063	285,983,718	13,986,058	20,740,036	(47,291,282)	(38,751,112)	266,138,840	267,942,642
	Interest expense	0	0	0	0	5,706,882	1,364,457	5,706,882	1,364,457
	Interest income	0	0	0	0	7,928,932	1,844,177	7,928,932	1,844,177
	<b>Profit/(Loss) before and Exceptional items</b>								
	Exceptional items Prior Period expenses (Income)	247,891	0	28,234	47,327	34,990	147,494	311,115	194,821
	<b>Profit/(Loss) before tax</b>								
	<b>Provision for income tax</b>								
	Provision for Deferred tax					56,994,981	55,659,381	56,994,981	55,659,381
	Short provision of income tax of earlier year					946,677	1,158,309	946,677	1,158,309
	<b>Profit/(Loss) after tax</b>								
						165,670	2,863,510	165,670	2,863,510
								209,942,447	208,546,341
3	<b>Other Information</b>								
	Segment Assets	452,451,435	289,503,497	409,181,104	484,427,548	96,096,192	99,153,571	957,728,731	853,084,617
	Segment Liabilities	72,110,870	96,507,394	145,399,148	218,694,378	55,811,858	46,289,577	273,321,875	361,491,349
	Capital Expenditure	117,000	306,422	27,884,224	7,321,098	2,668,503	84,860,284	30,669,727	92,487,804
	Depreciation	1,115,257	1,660,374	6,230,296	5,174,765	8,191,579	1,686,397	15,537,131	8,521,536
	Non cash expenses other than Depreciation	809,971	3,773,218	21,172	369,744	0	0	831,143	4,142,962

ii) The Company is operating in India hence there is no reportable geographic/secondary segment. Accordingly no disclosure is required under AS-17.



## 39. Earning Per Share :

Particulars	2013-2014 (Rupees)	2012-2013 (Rupees)
Net Profit / (Loss) for the year before Exceptional Items, Prior Period Items and after Tax.	20,99,42,447	20,85,46,341
Net Profit / (Loss) for the year after Exceptional Items, Prior Period Items and after Tax.	20,99,42,447	20,85,46,341
Net Profit for the year		
No. of weighted Average Equity Shares of Rs. 10/- each	52,85,511	52,85,511
No. of Diluted Equity Shares	-	-
Earning Per Share Before Exceptional Items		
- Basic & Diluted	39.72	39.46
Earning Per Share After Exceptional Items		
- Basic & Diluted	39.72	39.46

## 40. Reconciliation of Cash and Cash Equivalents:

Sn	Particulars	As at 31st March 2014	As at 31st March 2013
1	Cash & Bank Balance as per Note 16	22,17,42,118	12,50,65,970
2	Less : Fixed deposit earmarked for letter of credit purpose	2,69,41,000	2,33,70,000
3	Cash and Cash equivalents as per cash flow statement	19,48,01,118	10,16,95,970

## 41. Details of operating lease are as under:

Sn	Particulars	2013-14	2012-2013
a.	Future minimum lease payments are as under:		
	a. Operating leases for each of the following periods:		
1	Not later than one year	28,37,500	10,30,000
2	Later than one year but not later than five years.	92,50,000	2,62,500

42. Entire consumption of Stores & Spares is indigenous for the current and previous financial years.

43. Previous year's figures are regrouped and reclassified wherever necessary to make them comparables with current period's classification.

As per our report of even date

For **DESAI SAKSENA & ASSOCIATES**  
Chartered Accountants

Alok K. Saksena  
Partner  
M.N. 35170

Place : Mumbai  
Dated : 29/05/2014

For **BHARAT AGRI FERT & REALTY LIMITED.**

Y. D. Patel  
Chairman & Mg. Director

A. Y. Patel  
Joint Mg. Director

Chandni Y. Patel  
Whole Time Director

K. N. Jethwa  
Director

Shirish Gajendragadkar  
Director

S. M. Bhadrecha  
Director

A. J. Chakote  
Company Secretary

# Bharat Agri Fert & Realty Ltd.

## ATTENDANCE SLIP

Regd. Office :

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

CIN No. L24100MH1985PLC036547

DP ID*	
--------	--

Folio No.	
-----------	--

Client ID*	
------------	--

No. of Share	
--------------	--

Name & Address of Shareholder : \_\_\_\_\_

I/We here by record my presence at the 29th Annual General Meeting at Shri Vile Parle Patidar Mandal, Sardar Patel Baug, Parleeshwar Road, Vile Parle (East), Mumbai – 400 057 on Thursday, the 11th Day of September, 2014 at 3.30 P.M.

\*Applicable for Investors holdings shares in electronic form

Signature of Shareholder / Proxy

(TEAR HEAR)

# Bharat Agri Fert & Realty Ltd.

## PROXY FORM

Regd. Office :

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

(Pursuant to the Section 105(6) of the companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rul, 2014)

CIN No. L24100MH1985PLC036547

Name of the Members (S) : _____
Registered Address : _____
_____ E-Mail Id : _____
Folio No./Client Id : _____
DP ID : _____

I/We being the member(s) of \_\_\_\_\_ shares of BAFRL, here by appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_

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 29th Annual General Meeting of the Company, to be held on Thursday, the 11th Day of September, 2014 at 3.30 P.M. at Shri Vile Parle Patidar Mandal, Sardar Patel Baug, Parleeshwar Road, Vile Parle (East), Mumbai – 400 057 and at any adjournment thereof in respect of such resolution as are indicated below.

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

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. Declaration of Dividend on Equity Shares.		
3. Appointment of M/s. Desai Saksena & Associates, Chartered Accountants as Auditors and fixing their remuneration		
4. Appointment of Shri Pradyumna J. Bapat as an Independent Director.		
5. Appointment of Shri Ramesh J. Vekaria as an Independent Director.		
6. Appointment of Shri Yogesh J. Rathod as an Independent Director.		
7. Appointment of Shri Vijal Y. Patel as a Director.		
8. Appointment of Shri Vijal Y. Patel as a Whole Time Director.		
9. Appointment of Shri. Suresh M. Bhadrecha, as an Independent Director.		
10. Appointment of Shri Shirish P. Gajendragadkar, as an Independent Director		
11. Re-appointment of Shri Yogendra D. Patel, as a Chairman & Managing Director		
12. Re-appointment of Smt. Anjni Y. Patel, as a Whole Time Director		
13. Re-appointment of Ms. Chandni Y. Patel, as a Whole Time Director		
14. Re-appointment of Shri K. N. Jethwa, as a Whole Time Director		
15. Appointment of the Cost Auditors and fixing of the Remuneration		
16. Special resolution under section 180(1)(c) of the Companies Act, 2013 for Borrowing money upto 100 Crores.		
17. Special Resolution under section 180(1) (a) of the Companies Act, 2013 for Creation of security/charge/ mortgages and hypothecations.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(S): \_\_\_\_\_

Affix 15 Paise Revenue Stamp
---------------------------------------

Note (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hour before the commencement of Annual General Meeting of the Company.

\*\* (2) This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.

**REGISTERED BOOK POST**

If undelivered Please return to :

**Bharat Agri Fert & Realty Limited**

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