

# BHARAT AGRI FERT & REALTY LTD.

(Formerly Known as Bharat Fertiliser Industries Ltd.)



Manufacturers : Single Superphosphate (Powder & Granulated)  
Registered Off. : 301, Hubtown Solaris, N.S. Phadke Marg, Andheri (E), Mumbai - 400 069.  
Tel. : 61980100 / 26820490 Fax : 26820498 E-mail : bfilshivsai@gmail.com  
Factory & Resort : Kharivali Village, Tal.: Wada, Dist.: Palghar, Maharashtra Pin. 421303.  
www.bharatrealty.co.in / www.anchaviyo.com E-mail : bfil1318@yahoo.in / bfil1318@gmail.com  
CIN - L24100MH1985PLC036547

Date: 16<sup>th</sup> March, 2024

To,  
The Secretary,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Security ID: BHARATAGRI**

**Security Code: 531862**

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of "SEBI LODR" Regulations, 2015 Enclosing herewith the Postal Ballot Notice dated 14<sup>th</sup> February, 2024 (the Notice'), together with Explanatory Statement which is being sent to the Members on their registered email address, seeking approval for the following Special Business as set out in the said Notice:

- **To approve continuation of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as a Non-Executive Independent Director beyond the age of 75 years:**

The remote e-voting period will commence on Monday, 18<sup>th</sup> March, 2024 (9:00 hours IST) and will end on Tuesday, 16<sup>th</sup> April, 2024 (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, 15<sup>th</sup> March, 2024, may cast their votes communicating assent or dissent by way of remote e-voting system only.

The results of voting by means of Postal Ballot through remote e-voting shall be declared on or before Thursday, 18<sup>th</sup> April, 2024 at any time before 5:00 p.m.

The said information is also being made available on the website of the Company at <http://www.bafri.com>

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www.bharatrealty.co.in / www.anchaviyo.com E-mail : bfil1318@yahoo.in / bfil1318@gmail.com

CIN - L24100MH1985PLC036547

Kindly take the same on records.

Yours faithfully,

**For Bharat Agri Fert & Realty Limited**



**Yogendra D.Patel**  
**Chairman and Managing Director**  
**DIN: 00106864**

Encl: As above

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CIN - L24100MH1985PLC036547

## Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 108, Section 102 and all other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India for holding general meetings / conducting postal ballot process through voting by electronic means ("remote e-voting") vide General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively, the "MCA Circulars") and other applicable laws and regulations, the following item of special business is proposed to be passed by the Members of **BHARAT AGRI FERT & REALTY LIMITED** ("the Company") through Postal Ballot via remote e-voting.

### **SPECIAL BUSINESS:**

**1. To approve continuation of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as a Non-Executive Independent Director beyond the age of 75 years.**

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the

Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as a Non -Executive Independent Director of the Company beyond the age of 75 years till the expiry of his current term till 29<sup>th</sup> May, 2028.

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

**Registered Office:**

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

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

Sd/-  
**Akshay Kumar**  
**Company Secretary and Compliance officer**

**Dated: 14<sup>th</sup> February, 2024**

**Place: Mumbai**

## **NOTES:**

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 15<sup>th</sup> March, 2024 (“Cut-off date”). For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.12. Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e. casting of votes electronically.
3. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Link Intime India Private Limited (“Link Intime”) for facilitating e-voting to enable the Members to cast their votes electronically.
4. Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.bafri.com](http://www.bafri.com) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited at [instavote.linkintime.co.in](http://instavote.linkintime.co.in)
5. All the material documents referred to in the Explanatory Statement, or as may be relevant to/ connected with the proposed resolution, shall be available for inspection from 11:00 am to 2:00 pm on all working days from the date of dispatch of this Postal Ballot Notice at the registered office of the Company till the last date of e-voting by the Members.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 15<sup>th</sup> March, 2024 being the cut-off date fixed for the purpose.
7. Members whose name appears on the Register of Members/List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period commences at 9:00 a.m. (IST) on Monday, 18<sup>th</sup> March, 2024 and ends at 5:00 p.m. (IST) on Tuesday, 16<sup>th</sup> April, 2024. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to record their assent (FOR) or dissent (AGAINST) only through the remote e-Voting process not later than 5:00 p.m. (IST) Tuesday, 16<sup>th</sup> April, 2024, in order to be eligible for being considered, failing which it will be strictly considered that no votes are received from the Member.

8. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.

9. The Board of Directors has appointed Mr. Prabhat Maheshwari, Partner of GMJ & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

10. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before Thursday, 18<sup>th</sup> April, 2024 at the Registered Office of the Company and the result will also be displayed on the Notice Board at the registered office of the Company, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The decision of the Scrutinizer shall be final. The result of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website [www.bafri.com](http://www.bafri.com) and on the website of Link Intime India Private Limited at [instavote.linkintime.co.in](http://instavote.linkintime.co.in). A Member cannot exercise his/her vote by proxy on Postal Ballot.

11. The result of the Postal Ballot shall be communicated to BSE Limited where the equity shares of the Company are listed and Link Intime India Private Limited. The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 16<sup>th</sup> April, 2024, being the last date specified by the Company for e-voting.

12. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and Nomination details in prescribed Form at the earliest. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and amendments therein, in case any of the above cited documents/details are not available in the Folio(s) on or after January 01, 2024, RTA shall be constrained to freeze such Folio(s). Physical Shareholders are requested to dematerialize their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialized mode only. Request for dematerialization can be submitted to Link Intime India Private Limited, RTA of the Company.

13. Any query in relation to the resolution proposed to be passed through Postal Ballot may be addressed to Mr. Akshay Kumar, Company Secretary at Email: [bfilshivsai@gmail.com](mailto:bfilshivsai@gmail.com) or query/ grievance with respect to e-voting may be sent at Email: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

## **General information and instructions relating to e-voting:**

### **PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING:**

1. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). Link Intime India Private Limited will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolution proposed to be considered through this Postal Ballot Notice by electronic means.

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

3. Login method for Individual Members holding securities in demat mode/ physical mode is given below:

#### **Individual Shareholders holding securities in demat mode with NSDL:**

##### **METHOD 1 - If registered with NSDL IDeAS facility**

##### **Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to evoting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL:**

### **METHOD 1 - If registered with CDSL Easi/Easiest facility**

#### **Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., Link India Private Limited, for voting during the remote e-voting period.
- e) Click on "Linkintime" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit
- b) RL:<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- c) Proceed with updating the required fields.
- d) Post registration, user will be provided Login ID and password.
- e) After successful login, user able to see e-voting menu.
- f) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



## **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "Linkintime" or "e-voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

### **A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID;

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

\*Shareholders holding shares in **NSDL form**, shall provide 'D' above

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

## **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

### **STEP 1 - Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

### **STEP 2 - Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. Investor's Name - Enter full name of the entity.
  - c. Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour/Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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

### Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime:

<https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered email address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

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

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered email address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

Mr. Chunilal Bhanji Gherwada (DIN: 08125212) was appointed as an Independent Non-Executive Director of the Company by the members at the 33<sup>rd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 for a period of five consecutive years commencing from 30<sup>th</sup> May, 2018 till 29<sup>th</sup> May, 2023. Based on recommendation of Nomination and Remuneration Committee Mr. Chunilal Bhanji Gherwada (DIN: 08125212), was reappointed as an Independent Non-Executive Director for a second term of five consecutive years from 30<sup>th</sup> May, 2023 up-to 29<sup>th</sup> May, 2028.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1<sup>st</sup> April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Mr. Chunilal Bhanji Gherwada (DIN: 08125212) will attain the age of 75 years with effect from 8<sup>th</sup> May, 2024 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term till 29<sup>th</sup> May, 2028.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to continuation of directorship of Mr. Chunilal Bhanji Gherwada (DIN: 08125212) as an Independent Director till the expiry of the current term till 29<sup>th</sup> May, 2028, for the approval by the shareholders of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution. The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

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

**Registered Office:**

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

Sd/ -  
**Akshay Kumar**  
**Company Secretary and Compliance Officer**

**Dated: 14<sup>th</sup> February, 2024**

**Place: Mumbai**

## Annexure I

### **Additional Information on Directors Recommended for Appointment/ Re-Appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	Chunilal Bhanji Gherwada
<b>Date of Birth/Age</b>	08/05/1949 / 74 Years
<b>Qualification</b>	B.Sc.
<b>Date of first appointment on the Board</b>	30/05/2018
<b>Brief Resume &amp; Expertise</b>	Mr. Chunilal B, Gherwada is a Science Graduate, worked s as Techno/Commercial Manager and later on started his own company for providing engineering services to core sectors, including Refineries, Power plants, Cross country pipeline and Petro Chemical Complexes. He has rich knowledge in finance & accounting. Further, he has good exposure in planning business strategy.
<b>Relationship between the Directors</b>	Not related to any Director
<b>Number of equity shares held in the Company</b>	Nil
<b>Terms and condition of appointment</b>	Appointed as an independent Director, not liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice. He has been associated with the company as an independent director since 2018.
<b>Recognition or awards</b>	NIL
<b>Job Profile and his suitability</b>	Industrial Engineering, Foundry, Business Management, technical expertise
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	Sittings fees as per Companies Act Remuneration being given is at par with industry level and size of the company.



<b>Board membership of other Companies</b>	NIL
<b>Membership/Chairmanship of Committees of the Board of Directors of other Companies Listed and unlisted</b>	NIL
<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</b>	Not related to any managerial personnel
<b>Date of Appointment &amp; term of Appointment</b>	For a remaining term of Four years up to 30 <sup>th</sup> May, 2028
<b>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20<sup>th</sup> June, 2018.</b>	Mr. Chunilal Bhanji Gherwada is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

**Registered Office:**

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

**Sd/-  
Akshay Kumar  
Company Secretary and Compliance Officer**

**Dated: 14<sup>th</sup> February, 2024**

**Place : Mumbai**