

BHARAT AGRI FERT & REALTY LTD.

Manufacturers : Single Superphosphate (Powder & Granulated)
Registered Off. : 301, Hubtown Solaris, N.S. Phadke Marg, Andheri (E), Mumbai - 400 069.
Tel. : 6198 0100 / 2682 0490 Fax : 2682 0498 E-mail : bfilshivisai@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



13th June, 2023

To,
The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Security ID: BHARATAGRI

Security Code: 531862

Dear Sir/ Ma'am,

Sub: Revised Annual Secretarial Compliance Report of Bharat Agri Fert & Realty Limited (the "Company") for the financial year ended 31st March, 2023.

In compliance with the Securities and Exchange Board of India Circular No. CIR/CFD/CMDI/27 /2019 dated 8th February, 2019, please find enclosed revised copy of the Annual Secretarial Compliance Report of the Company, dated 22nd May, 2023, for the financial year ended 31st March, 2023, certified by Mr. Prabhat Maheshwari, Partner, GMJ and Associates, Company Secretaries.

We request you to kindly take the above on record.

Thanking you,

For Bharat Agri Fert & Realty Limited

Yogendra Dahyabhai Patel
Chairman and Managing Director
DIN: 00106864



**SECRETARIAL COMPLIANCE REPORT OF BHARAT AGRI FERT & REALTY
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023**

To,
The Members,
BHARAT AGRI FERT & REALTY LIMITED
301, 3rd Floor, Hubtown Solaris, N S Phadke Marg,
Near Gokhale Bridge,
Andheri (East),
Mumbai - 400 069

We GMJ & Associates, Practicing Company Secretaries have conducted the review of compliance of the applicable statutory provisions and adherence to good corporate practices by Bharat Agri Fert & Realty Limited (hereinafter referred as 'the listed entity'), bearing CIN: L24100MH1985PLC036547 and having its Registered Office at 301, 3rd Floor, Hubtown Solaris, N S Phadke Marg, Near Gokhale Bridge, Andheri (East), Mumbai - 400 069. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity,
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,



d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the period commencing from 1st April, 2022 to 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- iii. The following Regulations prescribed under The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the circulars/ guidelines issued thereunder, have been examined:-
 - a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the company during the review period**);
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the company during the review period**);
 - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Formerly known as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014] (**Not applicable to the company during the review period**);
 - f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the company during the review period**);
 - g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the company during the review period**);



- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the company during the review period);**
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the company during the review period);**
- j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- l) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1	<p><u>Secretarial Standard:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable and the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3.</p>	Yes	-



2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents / information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	-
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Not Applicable	-



6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	-
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee.</p>	<p>a. Yes</p> <p>b. Not Applicable</p>	-
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	The company has been maintaining the requisite information in Microsoft Excel sheet during the year ended 31 st March, 2023 and is in the process of finalizing the provider for the software.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p>		No action was taken against the listed



	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	entity/ its promoters/ directors/ by SEBI or Stock Exchange(s) during the review period.
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Not Applicable	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 	Not Applicable	It was noted that there was no change in the auditors during the review period.
2.	Other conditions relating to resignation of statutory auditor		



	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in</p>	<p>Not Applicable</p>	<p>It was noted that there was no change in the auditors during the review period.</p>
--	--	-----------------------	--



	accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	Not Applicable	It was noted that there was no change in the auditors during the review period.

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given by the listed entity, we report that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliances Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation /Circular No.	Deviations	Action taken by	Type of Action
1.	Regulation 33 of the SEBI (LODR) Regulations, 2015 pertaining to submission of the financial results within the period prescribed under this regulation.	Regulation 33 of the SEBI (LODR) Regulations, 2015.	The listed entity had failed to submit quarterly consolidated financial results to the stock exchange within the period prescribed under this regulation for the quarter ended 31 st December, 2022.	BSE Limited	A fine of Rs.88,500/- (inclusive of GST) was levied by BSE Limited for non-submission of the consolidated financial results for the quarter ended 31 st December, 2022 within the period prescribed under the said regulation.



Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Non-submission of the financial results within the period prescribed under this regulation.	Rs.88,500/- (Inclusive of GST)	The listed entity had paid the fine levied by BSE Limited and had placed the same before the Board of Directors at their next meeting. Further, the listed entity at its Board Meeting held on 1 st March, 2023 had approved the Consolidated Financial Results for the quarter ended on 31 st December, 2022 and submitted the same to the stock exchange.	Mol Chem Ltd (the "Associate Concern") of the listed entity had not provided its financials to the listed entity and as a result of which the listed entity could not prepare the Unaudited Consolidated Financial Results for the quarter ended on 31 st December, 2022. Hence, the same was not approved in its board meeting held on 14 th February, 2023. However the listed entity at its Board Meeting held on 1 st March, 2023 had approved the Consolidated Financial Results for the quarter ended on 31 st December, 2022 and submitted the same to the stock exchange.	The listed entity had paid the fine levied by the stock exchange on 15 th March, 2023.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliances Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation /Circular No.	Deviations	Action taken by	Type of Action
1.	Regulation 33 - Non-submission of the financial results within the period prescribed	Regulation 33 of SEBI (LODR) Regulations, 2015	The listed entity had inadvertently failed to attach the Statement on Impact of Audit Qualification of Consolidated Annual Financial Statements in the Financial results for the quarter ended 31 st March, 2021.	BSE Limited	BSE Limited had levied a fine of Rs.23,600/- against the listed entity (inclusive of GST) for non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March, 2021 (for 4 days i.e. upto 4 th July, 2021).
2.	Regulation 24A - Non submission of Secretarial Compliance report	Regulation 24A of SEBI (LODR) Regulations, 2015	The listed entity had failed to submit the Annual Secretarial Compliance report by 4 days i.e. upto 4 th July, 2021.	BSE Limited	BSE Limited had levied a fine of Rs.11,800/- against the company (inclusive of GST) for non-compliance of Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March, 2021 (for 4 days i.e. upto 4 th July, 2021).



Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
The listed entity had inadvertently failed to attach the Statement of Impact of Audit Qualification of Consolidated Annual Financial Statements in the Financial results for the quarter ended 31 st March, 2021.	Rs.23,600/- (Inclusive of GST)	<p>The listed entity had submitted its response dated 30th July, 2021 and requested to waive off the fine due to human inadvertence, the listed entity had failed to attach the Statement of Impact of Audit Qualification of Consolidated Annual Financial Statements in the Financials results uploaded on the BSE website for the quarter ended 31st March, 2021 uploaded on 30th June, 2021 and subsequently filed the correct Financial results on 4th July, 2021.</p> <p>However, the BSE Ltd vide email dated 17th January, 2022 had taken up the representation of the listed entity before the "Internal Committee for Fine Waiver" and waived off the fine to be paid. Since the listed entity had already made the payment, the same was adjusted with the Annual Listing fees paid for the financial year 2022-23.</p>	The listed entity had inadvertently failed to attach the Statement of Impact of Audit Qualification of Consolidated Annual Financial Statements in the Financial results for the quarter ended 31 st March, 2021.	--
The listed entity had failed to submit the Annual Secretarial Compliance report by 4 days i.e. upto 4 th July, 2021.	Rs. 11,800/- (Inclusive of GST)	The listed entity had paid fine as levied by BSE Limited and had placed the same before the Board of Directors at their next meeting.	--	--



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For GMJ & ASSOCIATES
Company Secretaries

Prabhat Maheshwari



[CS PRABHAT MAHESHWARI]
PARTNER

M. No. : FCS 2405
COP No. : 1432
UDIN : F002405E000350711

PLACE : MUMBAI
DATE : 22ND MAY, 2023