

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rule, 2014]

To,  
Shri. Yogendra D. Patel  
Chairman & Managing Director,  
Bharat Agri Fert & Realty Limited  
Bharat Fertiliser House,  
12, Nanabhai Lane,  
Fort, Mumbai- 400 023.

Subject: 30<sup>th</sup> Annual General Meeting of the Shareholders of Bharat Agri Fert & Realty Limited held on Friday, 25<sup>th</sup> September, 2015 at 3.30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057.

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Bharat Agri Fert & Realty Ltd as a Scrutinizer vide resolution dated 28<sup>th</sup> May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the 30<sup>th</sup> Annual General Meeting venue under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges:

1. The remote e-voting period remained open from Monday, 21<sup>st</sup> September, 2015 (10:00 A.M.) to Friday, 24<sup>th</sup> September, 2015 (5:00 P.M) both days inclusive.
2. The shareholders holding shares as on "cut off" date i.e. 18<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.



5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company.
6. Incomplete, invalid and/or defective poll paper was rejected by me.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

**Resolution 1:**

Adoption of the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.

- (i) Votes in favour of the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	14	3584055	99.93
Ballot	9	2469	0.07
<b>Total</b>	<b>23</b>	<b>3586524</b>	<b>100</b>

- (ii) Votes against the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	300	0.01
<b>Total</b>	<b>1</b>	<b>300</b>	<b>0.01</b>

**Resolution 2:**

To declare Dividend on Equity Shares for the year ended 31st March, 2015.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	14	3584055	99.93
Ballot	9	2469	0.07
<b>Total</b>	<b>23</b>	<b>3586524</b>	<b>100</b>

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	300	0.01
<b>Total</b>	<b>1</b>	<b>300</b>	<b>0.01</b>



**Resolution 3:**

To appoint a Director in Place of Shri K. N. Jethwa (DIN NO: 00107034), who retires by rotation and being eligible offers himself for re-appointment.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	13	3580285	99.93
Ballot	9	2469	0.07
<b>Total</b>	<b>22</b>	<b>3582754</b>	<b>100</b>

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1*	3770	0.01
Ballot	1	300	0.01
<b>Total</b>	<b>1</b>	<b>300</b>	<b>0.02</b>

\* Shri K. N. Jethwa being interested in the said resolution remained abstained from voting.

**Resolution: 4**

Appointment of M/s. Desai Saksena & Associates, Chartered Accountants (Firm Registration No.:102358W).

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
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E-voting	14	3584055	99.93
Ballot	9	2469	0.07
<b>Total</b>	<b>23</b>	<b>3586524</b>	<b>100</b>

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	300	0.01
<b>Total</b>	<b>1</b>	<b>300</b>	<b>0.01</b>

**Resolution: 5**

Appointment of M/s. S. R. Singh, Cost Accountants (Firm Registration No.:101398).

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	14	3584055	99.93
Ballot	9	2469	0.07
<b>Total</b>	<b>23</b>	<b>3586524</b>	<b>100</b>

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	300	0.01
<b>Total</b>	<b>1</b>	<b>300</b>	<b>0.01</b>

**Resolution: 6**

Adoption of new Articles of Association of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	14	3584055	99.93
Ballot	9	2469	0.07
<b>Total</b>	<b>23</b>	<b>3586524</b>	<b>100</b>

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	300	0.01
<b>Total</b>	<b>1</b>	<b>300</b>	<b>0.01</b>



9. Based on the foregoing, the resolution no (s) 1 to 6 shall be deemed to have been passed with requisite majority.
10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,  
For GMJ & ASSOCIATES  
Company Secretaries

*Prabhat Maheshwari*



[CS PRABHAT MAHESHWARI]  
PARTNER  
FCS:2405; COP: 1432

PLACE: MUMBAI  
DATE: 26<sup>th</sup> SEPTEMBER, 2015