

# 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 : bfilshivsai@gmail.com

Factory & Resort : Kharivali Village, Tel. : Wada, Dist. : Palghar, Maharashtra Pin. 421303.

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

CIN - L24100MH1985PLC036547



Date:- 4<sup>th</sup> September, 2019

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Reg: Security Code No. 531862

Script Name - BHARATAGRI

Dear Sir/Madam,

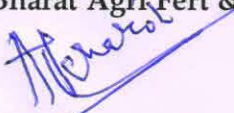
Sub: Submission of Annual Report pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With regards to the captioned subject, please find the Annual Report for the Financial Year ended 31<sup>st</sup> March, 2019.

Kindly take the same on record and facilitate.

Thanking You,

Yours faithfully,  
For Bharat Agri Fert & Realty Ltd.

  
A. J. Chakote  
Company Secretary and Compliance Officer  
M. No.: A550

Encl: as above.

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



## **34<sup>th</sup> ANNUAL REPORT (2018 - 2019)**

**Corporate Information****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  
**Shri Kantilal N. Jethwa**  
Director  
**Shri Suresh M. Bhadrecha**  
Independent Director  
**Shri Chunilal Bhanji Gherwada**  
Independent Director  
**Shri Ramesh J. Vekaria**  
Independent Director  
**Shri Rohit C. Vakharia**  
Independent Director  
**Shri Yogesh S. Rathod**  
Independent Director

**C.F.O.**

**Shri Kantilal N. Jethwa**

**COMPANY SECRETARY**

**Shri Arvind J. Chakote**

**STATUTORY AUDITORS**

**M/s. Verma Mehta & Associates**  
Chartered Accountants

**BANKERS**

**Bank of Baroda**

**REGISTERED OFFICE**

301, 3rd Floor, Hubtown Solaris,  
N.S. Phadke Marg, Near Gokale Bridge,  
Andheri (East), Mumbai – 400 069.  
Tel.No.(022)67980100 / 26820498 /90 /91  
Website : [www.bharatrealty.co.in](http://www.bharatrealty.co.in)  
CIN No. L24100MH1985PLC036547

**REGISTRARS & SHARE TRANSFER AGENT**

**M/s. Link Intime (India) Pvt. Ltd.**  
C 101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai - 400 083.

**SITE OFFICE**

Shiv Sai Paradise, 'C' Mayfair Gr. Floor,  
Opp. URCT, Majiwada, Thane (West) - 400 601.

**PLANT & ANCHAVIYO RESORT**

Kharivali Village  
Taluka : Wada  
Dist : Palghar.

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<b><u>ANNUAL GENERAL MEETING</u></b>		<b><u>BOOK CLOSURE :</u></b>
Date	: Thursday 26 <sup>th</sup> September, 2019	20 <sup>th</sup> September, 2019
Time	: 3.30 P.M.	To
Venue	: Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai – 400 057.	26 <sup>th</sup> September, 2019 <b>(Both Days Inclusive)</b>

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of **BHARAT AGRI FERT & REALTY LIMITED** will be held on Thursday, 26<sup>th</sup> September, 2019, 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 business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt :
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 including Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Reports of the Board of Directors and Statutory Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 including Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss for the year ended on that date and Cash Flow Statement together with the Report of Statutory Auditors thereon.
- To appoint a Director in place of **Shri. Vijal Yogendra Patel** (DIN: **06882828**), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

- To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s. S. R. Singh & Co., Cost Accountants** (Firm Registration No.: **101398**) appointed by the Board of Directors on the recommendation of the Audit Committee to conduct the audit of the cost records maintained by the Company, be paid a remuneration for the financial year ending 31<sup>st</sup> March, 2020 of Rs. 60,000/- plus taxes as may be applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit."

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/-  
**A. J. Chakote**  
Company Secretary

Dated: 30<sup>th</sup> May, 2019  
Place : Mumbai

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. 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.**  
 A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
- The business set out in the notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the members separately.
- The Explanatory 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.
- Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- A statement giving the details of the Director seeking appointment and re-appointment, nature of his expertise in specific functional areas, names of the companies in which he hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Secretarial Standard and Regulations 26(4) and 36(3) of the SEBI LODR with Stock Exchange, are provided in the **Annexure**.
- 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.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20<sup>th</sup> September, 2019 to Thursday, 26<sup>th</sup> September, 2019 (both days inclusive).

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
10. 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.
11. 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.
12. The shares of the Company are listed on BSE Limited, Mumbai.
13. In view of the circular issued by the SEBI for appointing common agency the Company has appointed M/s. Link Intime (India) Private Limited as Registrar & Transfer Agent. Members are therefore requested to send their grievances to them for early disposal at the address given below.

**M/S. LINK INTIME (INDIA) PRIVATE LIMITED**  
**[Unit: BHARAT AGRI FERT & REALTY LIMITED]**  
**C 101, 1<sup>ST</sup> FLOOR, 247 PARK, L. B. S. MARG, VIKHROLI (WEST), MUMBAI - 400 083.**  
**Phone: +9122 49186000 Fax: +9122 49186060**  
**Email: rnt.helpdesk@linkintime.co.in; URL: www.linkintime.co.in**

14. 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 above 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. Pursuant to the applicable provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority. The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No.	Year ended	Date of Declaration	Due date of transfer to IEPF
1	31.03.2012	24.07.2012	23.08.2019
2	31.03.2013( Interim)	22.10.2012	21.11.2019
3	31.03.2013	16.08.2013	15.09.2020
4	31.03.2014 (Interim)	24.10.2013	23.11.2020
5	31.03.2014	11.09.2014	10.10.2021
6	31.03.2015	25.09.2015	24.10.2022

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar & Transfer Agent of the Company or the Company at its Registered Office, with full details.

21. Voting through electronic means:
  - (i) Pursuant to Section 108 of the Companies Act, 2013 read with (Companies Management & Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) the Company is pleased to provide its members the facility of remote e-voting (i.e., e-voting from a place other than venue of AGM) to exercise their right to vote at the 34<sup>th</sup> Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Link Intime India Private Limited.
  - (ii) The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of 34<sup>th</sup> AGM. The members attending the meeting, who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at AGM.
  - (iii) The Board of Directors has appointed Shri. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and voting process at AGM in a fair and transparent manner.
  - (iv) Voting rights shall be reckoned on the paid up value of shares registered in the name of the members/ beneficial owner (in case of electronic shareholding) as on cut-off date i.e. 19<sup>th</sup> September, 2019.
  - (v) A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date,

i.e. 19<sup>th</sup> September, 2019 only shall be entitled to avail the facility of e-voting / remote e-voting.

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off date i.e. 19<sup>th</sup> September, 2019, may obtain the User ID and Password from LINK INTIME (INDIA) PRIVATE LIMITED (Registrar & Transfer Agent of the Company.)

(vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26<sup>th</sup> September, 2019.

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

(i) The voting period begins on Monday, 23<sup>rd</sup> September, 2019 at 9.00 A.M. and ends on Wednesday, 25<sup>th</sup> September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e., 19<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) after 5.00 P.M. on 25<sup>th</sup> September, 2019.

A. Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

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

5. Your Password details are given below: If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

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

For Members holding shares in Demat Form and Physical Form	
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.</b>
DOB#	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.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folionumber in the Dividend Bank details field.

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.

2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.



Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions'

4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

c. General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

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

3. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please click on <https://instavote.linkintime.co.in>, under Feedback section or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

D. In the event, the draft resolution is assented to by the requisite majority of Members by means of electronic voting, the date of declaration of result shall be deemed to be the date of passing of the said resolution at the Annual General Meeting.

E. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.bharatrealty.co.in> and on the website of Linkintime immediately after the result declared by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE Limited.

### ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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. 3:**

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 maintained by the Company at Rs. 60,000/- plus taxes as may be applicable to be paid as remuneration for the financial year ending 31<sup>st</sup> March, 2020.

In terms of the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

**Registered Office:**

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

Dated: 30<sup>th</sup> May, 2019  
Place : Mumbai

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

Sd/-  
A.J. Chakote  
Company Secretary

**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 Director</b>	Shri. Vijal Y. Patel
<b>Date of Birth</b>	25/11/1988
<b>Qualification</b>	BMS
<b>Date of Appointment/ Re-appointment</b>	28/05/2019
<b>Brief Resume&amp;Expertise</b>	Shri. Vijal Yogendra Patel is in-charge of the Company's diverse investments and growth strategy along with the operations and management of Anchaviyo Resort.
<b>Relationship between the Directors</b>	Son of Yogendra D. Patel & Anjni Y. Patel, Brother of Ms. Chandni Y. Patel
<b>Directorship held in other Companies as on 31st March, 2019</b>	Mol Chem Limited.
<b>Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2019</b>	NIL
<b>Number of Shares held in the Company as on 31st March, 2019</b>	33,961



**DIRECTORS REPORT TO MEMBERS**

Your Directors have great pleasure in presenting the 34<sup>th</sup> Annual Report along with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019

**FINANCIAL RESULTS****(Rs. In Lakhs)**

Particulars	2018-19	2017-18
Sales and other Income	4741.46	3569.45
Profit / (Loss) before tax	(361.51)	16.95
Profit / (Loss) after tax	(326.68)	(2.26)
Balance brought forward	5922.65	6027.66
<u>Appropriations</u>		
Interim Dividend	0.00	0.00
Proposed Final Dividend	0.00	0.00
Tax on Dividends (Interim & Proposed)	0.00	0.00
General Reserve	0.00	0.00
<b>Balance Carried To Balance Sheet</b>	<b>5595.97</b>	<b>5922.65</b>

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

The Company has produced 41,063 M.T. SSP during the year and sold 40,246 M.T. SSP during the year ended 31<sup>st</sup> March, 2019. Management is having pleasure in informing that turnover of fertiliser division has increased by 76% and expecting further turnover growth by 20-25% on forecast of better monsoon and wide coverage of area through channelized wholesaler and dealer network.

Company is getting subsidy through "Direct Benefit Transfer" (DBT) mechanism on regular basis.

**b) Realty Division**

The Company had procured TDR and necessary approvals for construction of Phase II Residential Project consisting 2 Towers of stilt + 23 floors. The acquired TDR is 60% of the proposed construction area of 3,05,000 sq.ft and remaining 40% TDR will be acquired in near future. Company will positively launch this project shortly once Phase II MoEF permission received.

Company is expecting revenue of Rs.350 Crore approx.. from Phase II Residential Project in phase manner and generate sufficient funds for future development projects.

Company has received RERA registration No.P51700001183 dt.27/07/2017.

**c) Resort Division (ANCHAVIYO):-**

The Company is getting good response for ANCHAVIYO Resort with 45-50% occupancy level. Recently Resort got classification as 3 Star from India Tourism Development Corporation (ITDC).

The resort of the company is well recognised by many corporates and event management companies for their conferences, get together function of 80-90 persons on customised basis. We have offered resort location for pre-wedding photo shoots, serial and film shooting and response is enhancing over the period.

**DIVIDEND:** Your Directors have not recommended any dividend for the year ended 31<sup>st</sup> March, 2019 due to loss incurred during the financial year.

**RESERVES:**

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

**SHARE CAPITAL OF THE COMPANY:**

The Paid up Equity Share Capital, as at 31<sup>st</sup> March, 2019 was Rs. 5,28,55,110/- divided into 52,85,511 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has neither issued any shares nor granted any stock options or sweat equity.

**SUBSIDIARIES, ASSOCIATE COMPANIES & JOINT VENTURES:**

MOL CHEM LIMITED is an associate. The company's gross revenue for FY 2018-19 stood at Rs. 46,52,589/-. The company made a loss of Rs.62,89,564/-. However, the Company does not have any Subsidiary or Joint Venture. The details of Associate Company containing salient features of financial statement in 'AOC-1' are shown in **Annexure "A"** which forms part of the report.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The company ceased to be covered under sub-section (1) of section 135 of the Companies Act, 2013 for three consecutive financial years. Therefore, the Company is not required to comply with the provisions contained in sub-section (2) to (5) of the said section, till such time it meets the criteria specified in sub-section (1) of section 135 of Companies Act, 2013, however, the Company is having in place a "Corporate Social Responsibility" (CSR) Committee and in observance of good corporate governance the Committee met at regular intervals to discuss about CSR related issues. The Company has spent the entire amount prescribed for CSR activities during the previous years and no CSR amount is outstanding as on date.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate governance practices.

The Corporate Governance and Management Discussion & Analysis Report, which forms an integral part of this Report, are set out as separate Annexures, together with the Certificate from the Practising Company Secretaries regarding compliance with the requirements of Corporate Governance as stipulated in the SEBI Listing Regulations.

**RELATED PARTY TRANSACTIONS:**

All related party transactions entered during the Financial Year were in the ordinary course of the business and on an arm's length basis. No material related party transactions were entered during the Financial Year by the Company. Accordingly, no disclosure is made in respect of related party transactions, as required under Section 134(3)(h) of the Act in Form AOC-2.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:****Number of meetings of the Board of Directors:**

The Board met 7 (seven) times during the financial year. The meeting details are provided in the Corporate Governance Report that forms a part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

**Directors:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Shri. Vijal. Y. Patel (DIN: 06882828), Wholtime Director retires by rotation and being eligible offers himself for re-appointment.

**Re-appointment, Appointment & Resignation:**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee has approved the appointment of Shri. Kantilal Narandas Jethwa as the Chief Financial Officer with effect from 30<sup>th</sup> May, 2019.

Smt. Vidya Gidde, Chief Financial Officer, has resigned from the office with effect from 30<sup>th</sup> May, 2019.

**Statement on declaration given by Independent Directors:**

The Independent Directors have submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence provided under Section 149(6) of the Act and the SEBI Listing Regulations.

**Board evaluation:**

Pursuant to the provisions of Section 134 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

**Key Managerial Personnel:**

The following persons are the Key Managerial Personnel of the Company:

Sr. No.	Name of the Person	Designation
1.	Mr. Yogendra Dahyabhai Patel	Chairman & Managing Director
2.	Mr. Arvind Jaykumar Chakote	Company Secretary
3.	Mrs. Vidya Pradeep Gidde	Chief Financial Officer
4.	Shri. Kantilal N. Jethwa	Chief Financial Officer

**\*Note :-** Smt. Vidya P. Gidde has resigned from the office of Chief Financial Officer w.e.f. 30.05.2019 and Shri. Kantilal N. Jethwa was appointed as Chief Financial Officer w.e.f. 30.05.2019.

**Familiarisation Programme of Independent Directors:**

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

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

**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;

- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **AUDIT COMMITTEE:**

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

#### **REMUNERATION & NOMINATION POLICY:**

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

#### **AUDITORS AND AUDIT REPORTS:**

##### **Statutory Auditor:**

M/s. Verma Mehta & Associates, Chartered Accountants, (Firm Registration No. **112118W**) who were appointed as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of 33<sup>rd</sup> AGM of the Company to hold office till the conclusion of the 38<sup>th</sup> AGM. As required under the provisions of Section 139 & 142 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Verma Mehta & Associates, that they are not disqualified from continuing as the Statutory Auditor of the Company for the F.Y. 2019-20.

##### **Secretarial Audit:**

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

##### **Cost Audit:**

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

The Board of Directors, on the recommendation of the Audit Committee, has appointed **M/s. S R Singh & Co.**, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at a remuneration of Rs. 60,000/- plus taxes as may be applicable and out of pocket expenses. As required under the provisions of the Companies Act, 2013, a resolution seeking member's approval for remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

##### **Internal Audit:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 the Board on the recommendation of the Audit Committee has appointed M/s. V. M. Bhageria & Co., Chartered Accountants having a Registration No. **0147382W** as Internal Auditors of the Company.

##### **Auditor's observations:**

There were no audit qualifications in the Statutory Auditors Report as well as in the Secretarial Audit Report for the financial year 2018-2019 as annexed to this Annual Report.

#### **DISCLOSURE:**

##### **Risk Management:**

The Board in its meeting dated 30<sup>th</sup> May, 2016 has dissolved the risk management committee in view of its applicability only to top 500 listed entities as per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### **Vigil Mechanism / Whistle Blower Policy:**

The Company has a Vigil Mechanism/Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism/Whistle Blower policy has been posted on the website of the Company.

##### **Particulars of Loans, Guarantees or Investments:**

The particulars of Loans, Guarantees and Investments made during the year as required under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Standalone Financial Statements.

##### **Extract of Annual Return:**

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure 'C'** and forms an integral part of this Report.

##### **Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

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

##### **Secretarial Standard:**

The Board of Directors affirm that the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

##### **Particulars of Employees:**

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

**GENERAL DISCLOSURES:****Public Deposits:**

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

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

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

**Changes in Nature of Business:**

No significant changes had been made in the nature of the business of the Company during the financial year.

**Significant and material orders passed by the Regulators or Courts:**

There are no significant and material orders passed by the Regulators or Courts that would impact the going concern status of the Company and its future operations during the financial year ended 31<sup>st</sup> March, 2019.

**Depository Services:**

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE842D01011. Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

**Code of Conduct:**

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

**Sexual Harassment:**

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

**Safety, Environment control and Protection:**

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

**Listing:**

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

**Internal Financial Control and their adequacy:**

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

**Reporting of Frauds:**

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

**APPRECIATION:**

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

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

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

**Registered Office:**

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

**Date : 30<sup>th</sup> May, 2019**

**Place : Mumbai**

sd/-  
**YOGENDRA D. PATEL**  
**CHAIRMAN & MG. DIRECTOR**  
**(DIN: 00106864)**

**ANNEXURE "A"****FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of associate companies****Part "B": Associates****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

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

<b>Name of the Associates</b>	<b>Mol Chem Limited</b>
1. Latest audited Balance Sheet date	Same as Holding Company
2. Date on which the Associate or Joint Venture was associated or acquired	7 <sup>th</sup> November, 2015
3. Shares of Associate or Joint Ventures held by the company on the year end	
No.	13,22,880
Amount of Investment in Associates	35,05,632
Extent of Holding (in percentage)	26
4. Description of how there is significant influence	Control of more than 20% of total share capital.
5. Reason why the associate/Joint Venture is not consolidated	N.A
6. Net worth attributable to shareholding as per latest audited Balance Sheet	1,19,27,472
7. Profit or Loss for the year	(62,89,564)
i. Considered in Consolidation	(16,35,287)
ii. Not Considered in Consolidation	(46,54,277)

**For and on behalf 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.

Date : 30<sup>th</sup> May, 2019.  
Place : Mumbai

Sd/-  
**YOGENDRA D. PATEL**  
**CHAIRMAN & MG. DIRECTOR**  
**(DIN: - 00106864)**

## ANNEXURE "B"

FORM NO. MR - 3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

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

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

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 notified w.e.f. 3<sup>rd</sup> October, 2018 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz:
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified w.e.f. 11<sup>th</sup> September, 2018; **[Not applicable during the period of audit]**.
  - f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit]**.
  - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the period of audit]**.
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the period of audit]**.
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not applicable during the period of audit]**.
- vi. Other laws applicable specifically to the company namely:
  - a. The Fertilizer Control Order.
  - b. The Development Control Regulations for Greater Mumbai, 1991.
  - c. The Maharashtra Ownership Flats Act, 1963.
  - d. Maharashtra Real Estate Regulatory Authority.
  - e. The Environment (Protection) Act, 1986.
  - f. The Air (Prevention and Control of Pollution) Act, 1981.
  - g. The Factories Act, 1948 and Rules made thereunder.
  - h. Labour laws and other incidental laws related to labour and employees appointed by the Company.
  - i. Acts and Rules prescribed under prevention and control of pollution.

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

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

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



We further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

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

For **GMJ & ASSOCIATES**  
**COMPANY SECRETARIES**

**[CS PRABHAT MAHESHWARI]**  
**PARTNER**

**M. NO.: FCS 2405**

**CP NO.: 1432**

**PLACE: MUMBAI**

**DATE: 30<sup>TH</sup> MAY, 2019**

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

**'ANNEXURE I' to Secretarial Audit Report**

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

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

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

For **GMJ & ASSOCIATES**  
**COMPANY SECRETARIES**

**[CS PRABHAT MAHESHWARI]**  
**PARTNER**

**M. NO.: FCS 2405**

**CP NO.: 1432**

**PLACE: MUMBAI**

**DATE: 30<sup>TH</sup> MAY, 2019**

**ANNEXURE “C”****Form No. MGT 9**

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

**EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2019****I. REGISTRATION & OTHER DETAILS:**

i	CIN	L24100MH1985PLC036547
ii	Registration Date	10/06/1985
iii	Name of the Company	<b>BHARAT AGRI FERT &amp; REALTY LIMITED</b>
iv	Category of the Company	Company limited by Shares
v	<b>Address of the Registered office &amp; Contact details</b>	
	Address :	301, 3rd Floor, Hubtown Solaris, N.S. Phadke Marg, Andheri (E)
	Town / City :	Mumbai – 400 069.
	State :	MAHARASHTRA
	Country Name :	INDIA
	Telephone (with STD Code) :	022-61980100
	Fax Number :	022-61980498
	Email Address :	bfilshivsai@gmail.com
	Website, if any :	www.bharatrealty.co.in
vi	Whether listed company	Yes
vii	<b>Name and Address of Registrar &amp; Transfer Agents (RTA) :-</b>	
	Name of RTA :	Link Intime India Private Limited
	Address :	C-101, 247Park, L.B.S. Marg, Vikroli (West),
	Town / City :	MUMBAI
	State :	MAHARASHTRA
	Pin Code :	400 083
	Telephone :	022 - 4918 6000
	Fax Number :	022 - 4918 6060
	Email Address :	rnt.helpdesk@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product / Service	% to total turnover of the Company
1	FERTILIZER	20129	77.78%
2	REALTY	41001	14.70%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of the Company	CIN / GLN	HOLDING / SUBSIDIARY/ ASSOCIATE	% of the Shares held	Applicable Section
1	Mol Chem Limited 36W, Apeejay House, 2nd Floor, Dinshaw Vaccha Road, Churchgate, Mumbai - 400020	U24239MH2006PLC16457	Associate Company	26	2(6)

**IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

<b>i-Category-wise Share Holding</b>									
Category of Shareholders	No of Share held at the Beginning of the year				No of Share held at the end of the year				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individaul/ Huf	1669488	0	1669488	31.59	1668908	0	1668908	31.58	-0.01
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	1920331	0	1920331	36.33	1920331	0	1920331	36.33	0
e) Bank / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (1)</b>	<b>3589819</b>	<b>0</b>	<b>3589819</b>	<b>67.92</b>	<b>3589239</b>	<b>0</b>	<b>3589239</b>	<b>67.91</b>	<b>-0.01</b>
<b>(2) Foregn</b>									
a) NRI-Individual /	0	0	0	0	0	0	0	0	0
b) Other-Individual /	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank / FI	0	0	0	0	0	0	0	0	0
e) any Others	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)1+(A)2</b>	<b>3589819</b>	<b>0</b>	<b>3589819</b>	<b>67.92</b>	<b>3589239</b>	<b>0</b>	<b>3589239</b>	<b>67.91</b>	<b>-0.01</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank / FI	100	0	100	0	100	0	100	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B) (1) :-</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	40139	1450	41589	0.79	20798	1450	22248	0.42	-0.37
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	570144	306749	876893	16.59	729306	297264	1026570	19.42	2.83
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	444645	25000	469645	8.88	322456	25000	347456	6.58	-2.30
c) Others (specify)	114915	192550	307465	5.82	107348	192550	299898	5.67	-0.15
<b>Sub-total (B) (2) :-</b>	<b>1169843</b>	<b>525749</b>	<b>1695592</b>	<b>32.08</b>	<b>1179908</b>	<b>516264</b>	<b>1696172</b>	<b>32.09</b>	<b>0.01</b>
<b>Total Public Shareholding</b>									
<b>(B)=(B)(1)+(B)(2)</b>	<b>1169943</b>	<b>525749</b>	<b>1695692</b>	<b>32.08</b>	<b>1180008</b>	<b>516264</b>	<b>1696272</b>	<b>32.09</b>	<b>0.01</b>
<b>C. Share held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>4759762</b>	<b>525749</b>	<b>5285511</b>	<b>100</b>	<b>4769247</b>	<b>516264</b>	<b>5285511</b>	<b>100</b>	<b>0</b>

## ii Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shares holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	YOGENDRA DAHYABHAI PATEL	820650	15.53	0.00	820650	15.53	0.00	0.00
2	ANJNI YOGENDRA PATEL	788872	14.93	0.00	788872	14.93	0.00	0.00
3	YOGI INVESTMENTS PVT. LTD.	780586	14.77	0.00	780586	14.77	0.00	0.00
4	WADA ALUMS & ACIDS PVT. LTD.	767845	14.53	0.00	767845	14.53	0.00	0.00
5	VIJAL SHIPPING PVT. LTD.	332800	6.30	0.00	332800	6.30	0.00	0.00
6	VIJAL YOGENDRA PATEL	34541	0.65	0.00	33961	0.64	0.00	-0.01
7	CHAVI IMPEX PVT. LTD.	26200	0.50	0.00	26200	0.50	0.00	0.00
8	CHANDNI YOGENDRA PATEL	21655	0.41	0.00	21655	0.41	0.00	-0.01
9	WADA BOTTLING INDUSTRIES PVT. LTD.	12900	0.24	0.00	12900	0.24	0.00	0.00
10	KANTILAL NARANDAS JETHWA	3770	0.07	0.00	3770	0.07	0.00	0.00
	<b>Total</b>	<b>3589819</b>	<b>67.92</b>	<b>0.00</b>	<b>3589239</b>	<b>67.91</b>	<b>0.00</b>	<b>-0.01</b>

## iii) Change in Promoters Shareholding

Sr. No.	Name	Shareholding at the beginning of the year			Transactions during the year		Cumulative Shareholding during the year 2018-19	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total Shares of the company	Date	Increase/ Decrease in Shareholding	Reason	No. of Shares	% of total Shares of the Company
1	VIJAL YOGENDRA PATEL	34541	0.65	01/04/2018	0	0	34541	0.65
		34541	0.65	22/06/2018	20	Purchase	34561	0.65
		34561	0.65	30/06/2018	-120	Sell	34441	0.65
		34441	0.65	31/08/2018	120	Purchase	34561	0.65
		34561	0.65	14/12/2018	-600	Sell	33961	0.64

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs ADRS) :

Sr. No.	Name	Shareholding at the beginning of the year			Transactions during the year		Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total Shares of the company	Date	Increase/ Decrease in Shareholding	Reason	No. of Shares	% of total Shares of the Company
1	KANTILAL M PATEL	89880	1.7	01/04/2018	0		89880	1.7
		89880	1.7	16/11/2018	10000	Purchase	99880	1.89
		99880	1.89	31/03/2019	0		99880	1.89
2	KAMAL VITHALBHAI PATEL	72550	1.37	01/04/2018	0		72550	1.37
		72550	1.37	31/03/2019	0		72550	1.37
3	MEENA VITHALBHAI PATEL	71950	1.36	01/04/2018	0		71950	1.36
		71950	1.36	31/03/2019	0		71950	1.36
4	VIRCHAND ARJAN MOTTA	0	0	01/04/2018	0		0	0
		0	0	13/07/2018	11472	Purchase	11472	0.22
		11472	0.22	20/07/2018	-4529	Sell	6943	0.13
		6943	0.13	27/07/2018	-6943	Sell	0	0
		0	0	12/10/2018	2169	Purchase	2169	0.04
		2169	0.04	19/10/2018	3417	Purchase	5586	0.11
		5586	0.11	26/10/2018	5476	Purchase	11062	0.21
		11062	0.21	02/11/2018	4075	Purchase	15137	0.29
		15137	0.29	09/11/2018	1893	Purchase	17030	0.32
		17030	0.31	16/11/2018	-2976	Sell	14054	0.27
		14054	0.27	23/11/2018	2746	Purchase	16800	0.32
		16800	0.32	30/11/2018	4053	Purchase	20853	0.39
		20853	0.39	07/12/2018	5091	Purchase	25944	0.49
		25944	0.49	14/12/2018	-766	Sell	25178	0.48
		25178	0.48	21/12/2018	2945	Purchase	28123	0.53
		28123	0.53	31/12/2018	2094	Purchase	30217	0.57
		30217	0.57	04/01/2019	-2341	Sell	27876	0.53
		27876	0.53	11/01/2019	1664	Purchase	29540	0.56
		29540	0.56	18/01/2019	126	Purchase	29666	0.56
		29666	0.56	25/01/2019	5	Purchase	29671	0.56
		29671	0.56	08/02/2019	1	Purchase	29672	0.56

		29672	0.56	01/03/2019	3821	Purchase	33493	0.63
		33493	0.63	15/03/2019	200	Purchase	33693	0.64
		33693	0.64	31/03/2019	0		33693	0.64
5	ASHOK PATEL	24239	0.46	01/04/2018	0		24239	0.46
		24239	0.46	31/03/2019	0		24239	0.46
		9183	0.17	01/04/2018	0		9183	0.17
		9183	0.17	03/08/2018	8731	Purchase	17914	0.34
		17914	0.34	10/08/2018	1	Purchase	17915	0.34
		17915	0.34	17/08/2018	-1101	Sell	16814	0.32
		16814	0.32	24/08/2018	-16814	Sell	0	0
		0	0	07/09/2018	6994	Purchase	6994	0.13
		6994	0.13	14/09/2018	4000	Purchase	10994	0.21
		10994	0.21	21/09/2018	3835	Purchase	14829	0.28
		14829	0.28	29/09/2018	4002	Purchase	18831	0.36
		18831	0.36	12/10/2018	380	Purchase	19211	0.36
		19211	0.36	31/03/2019	0		19211	0.36
5	TORAL PRANAV MEHTA	20318	0.38	01/04/2018	0		20318	0.38
		20318	0.38	11/05/2018	2800	Purchase	23118	0.44
		23118	0.44	22/06/2018	5500	Purchase	28618	0.54
		28618	0.54	06/07/2018	-11600	Sell	17018	0.32
		17018	0.32	13/07/2018	3089	Purchase	20107	0.38
		20107	0.38	20/07/2018	3273	Purchase	23380	0.44
		23380	0.44	10/08/2018	-401	Sell	22979	0.43
		22979	0.43	24/08/2018	-13446	Sell	9533	0.18
		9533	0.18	31/08/2018	9032	Purchase	18565	0.35
		18565	0.35	07/09/2018	-350	Sell	18215	0.34
		18215	0.34	31/03/2019	0		18215	0.34
8	SURESHBHAI ARJANBHAI PATEL	16971	0.32	01/04/2018	0		16971	0.32
		16971	0.32	31/03/2019	0		16971	0.32
9	D R PATEL	15750	0.30	01/04/2018	0		15750	0.30
		15750	0.30	31/03/2019	0		15750	0.30
10	R C PATEL	15750	0.30	01/04/2018	0		15750	0.30
		15750	0.30	31/03/2019	0		15750	0.30
11	SURESHBHAI ARJANBHAI PATEL	13027	0.25	01/04/2018	0		13027	0.25
		13027	0.25	25/05/2018	3962	Purchase	16989	0.32
		16989	0.32	01/06/2018	1327	Purchase	18316	0.35
		18316	0.35	20/07/2018	-2500	Sell	15816	0.30
		15816	0.30	24/08/2018	-500	Sell	15316	0.29
		15316	0.29	31/03/2019	0		15316	0.29

## v. Shareholding of Directors and Key Managerial Personnel :

Sr. No.	Name	Shareholding at the beginning of the year		Date	Transactions during the year		Cumulative Shareholding during the year	
		No. of Shares at the beginning (1.4.2018)/ end of the year (31.3.2019)	% of total Shares of the company		Increase/ Decrease in Shareholding	Reason	No. of Shares	% of total Shares of the Company
1	YOGENDRA DAHYABHAI PATEL	820650	15.53	01/04/2018	0	0	820650	15.53
		820650	15.53	31/03/2019	0		820650	15.53
2	ANJNI YOGENDRA PATEL	788872	14.93	01/04/2018	0		788872	14.93
		788872	14.93	31/03/2019	0		788872	14.93
3	CHANDNI YOGENDRA PATEL	21655	0.41	01/04/2018	0		21655	0.41
		21655	0.41	31/03/2019	0	-	21655	0.41
4	VIJAL YOGENDRA PATEL	34541	0.65	01/04/2018	0		34541	0.65
		34541	0.65	22/06/2018	20	Purchase	34561	0.65
		34561	0.65	30/06/2018	-120	Sell	34441	0.65
		34441	0.65	31/08/2018	120	Purchase	34561	0.65
		34561	0.65	14/12/2018	-600	Sell	33961	0.64
		33961	0.64	31/03/2019	0		33961	0.64
5	KANTILAL NARANDAS JETHWA	3770	0.07	01/14/2018	0		3770	0.07
		3770	0.07	31/03/2019	0		3770	0.07
6	SHIRISH PRABHAKAR GAJENDRAGADKAR*	-	-	-	-		-	-
7	SURESH MAGANLAL BHADRECHA	-	-	-	-		-	-
8	RAMESH JAMNADAS VEKARIA	5906	0.11	01/04/2018	0		5906	0.11
		5906	0.11	31/03/2019	0		5906	0.11
9	ROHIT CHAMPAKLAL VAKHARIA	-	-	-	-		-	-
10	CHUNILAL B. GHERWADA**	-	-	-	-		-	-
11	YOGESH SHAMJIBHAI RATHOD	-	-	-	-		-	-
12	VIDYA PRADEEP GIDDE**	-	-	-	-		-	-
13	A.J. CHAKOTE	-	-	-	-		-	-



\* Shri. Shirish P. Gajendragadkar had resigned from Directorship w.e.f 30th May, 2018

\*\* Shri. Chunilal B. Gherwada was appointed as an Independent Director w.e.f. 30th May, 2018

\*\*\*Smt. Vidya P. Gidde had resigned as CFO w.e.f. 30th May, 2019

# The designation of Kantilal N. Jethwa was changed from Wholetime Director to Director and he was also appointed as the CFO of the Company w.e.f. 30th May, 2019

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lakhs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	1747.79	0.00	0.00	1747.79
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1747.79</b>	<b>0.00</b>	<b>0.00</b>	<b>1747.79</b>
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
* Addition	0.00	0.00	0.00	0.00
* Reduction	277.72	0.00	0.00	277.72
<b>Net Charge</b>	<b>-277.72</b>	<b>0.00</b>	<b>0.00</b>	<b>-277.72</b>
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	1470.07	0.00	0.00	1470.07
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1470.07</b>	<b>0.00</b>	<b>0.00</b>	<b>1470.07</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### a. Remuneration to Managing Director, Whole-time Directors and/or Manager :

(Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager					
		Yogendra Patel (Managing Director)	Anjni Patel (Whole-time Director)	Chandni Patel (Whole-time Director)	Vijal Patel (Whole-time Director)	k. N. Jethwa*	Total Amount
1	Gross Salary	63.00	61.50	61.25	61.25	3.25	250.25
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60.00	0.00	0.00	0.00	3.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.00	0.00	0.00	0.00	0.25	0.00
	(c) Profit in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00	0.00	0.00
3	Sweats Equity	0.00	0.00	0.00	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00	0.00	0.00	0.00
	- other, specify	0.00	0.00	0.00	0.00	0.00	0.00
5	Others, Please specify						
	Total (A)	63.00	61.50	61.25	61.25	3.25	250.25
	Ceiling as per the Act						

\*Note: The designation of Shri. Kantilal N. Jethwa was changed from Wholetime Director to Director and he was also appointed as the CFO of the Company w.e.f. 30th May, 2019

### B. Remuneration to other directors :

(Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors					
		Suresh M. Bhadrecha	Chunilal B. Gherwada**	Ramesh J. Vekaria	Yogesh J. Rathod	Rohit C. Vakharia	Shirish P Gajendragadkar*
1	<b>Independent Directors</b>						
	fee for attending board committee meeting	0	0	0	0	0	0
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	<b>Total (1)</b>	0	0	0	0	0	0
2	<b>Other Non-Executive Directors</b>						
	fee for attending board committee meeting	0	0	0	0	0	0
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	<b>Total (2)</b>	0	0	0	0	0	0
	<b>Total (B)=(1+2)</b>	0	0	0	0	0	0
	<b>Total Managerial Remuneration</b>	0	0	0	0	0	0
	<b>Overall Ceiling as per the Act</b>						

\* Shri. Shirish P. Gajendragadkar had resigned from Directorship w.e.f 30th May, 2018

\*\* Shri. Chunilal B. Gherwada was appointed as an Independent Director w.e.f. 30th May, 2018

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB**

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO*	Total
1	Gross Salary	1.56	5.60	7.16
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profit in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweats Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- other, specify	0	0	0
5	Others, Please specify	0	0	0
	Total	1.56	5.60	7.16

\* Smt. Vidya P. Gidde had resigned as CFO and simultaneously Shri. K. N. Jethwa was appointed as CFO w.e.f. 30th May, 2019

**VII PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES**

A. Company - Nil						
Penalty						
Punishment						
Compounding						
B. Directors - Nil						
Penalty						
Punishment						
Compounding						
C. Other Officers in Default - Nil						
Penalty						
Punishment						
Compounding						

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

Date: 30th May, 2019  
Place: Mumbai

YOGENDRA D. PATEL  
CHAIRMAN & MG. DIRECTOR  
(DIN: - 00106864)

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

Information as per Section 134(3) (m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31<sup>st</sup> March, 2019 is given below and forms a part of the Directors' Report.

I

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

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

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

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

**DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.****A. POWER & FUEL CONSUMPTION**

April-2018 to  
March-2019

April-2017 to  
March-2018

(a) Purchased Units rate unit

10.53

9.73

(b) Own generation

Company has installed two nos. of

Kirloskar make 180 KVA

Diesel Generating Sets.

Units per Liter of Diesel Oil

-

-

Average cost per liter

-

-

**B. CONSUMPTION PER UNIT OF PRODUCTION**

Units

Units

Powder Super Phosphate per ton

23

23

Granulated super phosphate per ton

20

20

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

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

**C. TECHNOLOGY ABSORPTION:**

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

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

PARTICULARS	AMOUNT (In Lakhs)
Foreign Currency Outgo	Rs. 772.32 (P.Yr. Rs. 498.02)
Foreign Currency Earning	NIL

**ANNEXURE "E"****(forming part of the Directors' Report)**

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

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of Managing Director, Whole-time Directors, Non-Executive Directors, Executive Director & CFO and Company Secretary for the financial year 2018-19 are given below:-

Sr. No.	Name of the Director/Key Managerial Personnel (KMP)	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Shri. Yogendra D Patel	Chairman & Managing Director	24.14	75
2	Smt. Anjni Y Patel	Whole-time Director	23.56	241.67
3	Ms. Chandni Y Patel	Whole-time Director	23.47	308.33
4	Shri. Vijal Y Patel	Whole-time Director	23.47	308.33
5	Shri. Kantilal N Jethwa*	Chief Financial Officer & Director	1.25	Nil
6	Shri Arvind Chakote	Company Secretary	Not Applicable	Nil
7	Smt. Vidya Gidde*	Chief Financial Officer	Not Applicable	5.26

**\*Note :-**

- Smt. Vidya P. Gidde has resigned from the office of Chief Financial Officer w.e.f. 30.05.2019 and Shri. Kantilal N. Jethwa was appointed as Chief Financial Officer w.e.f. 30.05.2019.
- The percentage increase in the median remuneration of employees in the financial year 2018-19 was 5.99 %.
- The Company has 56 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2019.
- Other Details

Sr. No.	Particulars	Remarks
1	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year	During the financial year 2018-19, there was an increase of 96.22% in the average percentile of the salaries of employees other than managerial personnel
2	Percentile increase in managerial remuneration	There was an increase of 63.61% in the managerial remuneration as compared to previous year.

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

**For and on Behalf of Board  
For Bharat AgriFert& Realty Limited**

**Place : Mumbai  
Date : 30<sup>th</sup> May, 2019**

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

**MANAGEMENT DISCUSSION & ANALYSIS REPORT****FERTILISER DIVISION**

SSP is an important source of primary nutrient containing phosphate. In addition to phosphate, it contains sulphur, Calcium and a few micronutrients in traces. Single Super Phosphate is one of the important fertilisers manufactured in India. It continues to be a popular fertiliser.

The Government has proposed to invest in wide range of schemes in agriculture and allied sectors. Government would also seek support from private entrepreneurs for a number of programmes for value addition in farm sector. Against the Revised estimate for 2018-19 at Rs.86,602 crore for agriculture and allied activities, the budget 2019-20 proposes to invest Rs.1,51,518 Crore in this sector. This is an increase of about 75 per cent. Bulk of this additional allocation is for the flagship programme of the government, namely Pradhan Mantri Kisan Samman Nidhi (PM-Kisan) earlier announced in the Interim Budget in February 2019.

Unfortunately, the budget has been completely silent on much needed reforms in fertilizer sector. There is an immediate need to address the issue of imbalanced use of fertilisers. This is affecting soil health and crop productivity. We hope that government brings out changes in pricing and subsidy policy in months to come to promote judicious use of plant nutrients

The budget allocation for fertilizer subsidy continues to fall short requirements. There was a carryover of the order of Rs. 39,000 crore from 2018-2019 to 2019-20. Under DBT Scheme for Fertilizer sector, Subsidy payment is supposed to be made on weekly basis. But, this has not been happening due to budget constraints. The government has assured to clear all previous dues before implementation of present model of DBT to facilitate smooth functioning of DBT system. However, this assurance is also not fulfilled again due to budget constraints. Thus, the current outstanding dues comprise both the dues under DBT and also the pending dues of period prior to implementation of DBT. In fact, there is significant amount for which bill could not be generated due to procedural delays. This amount is never reflected as payable. For example, there is delay in notification of revised subsidy and freight rates, delay in updating the computerized system (iFMS) for Bills generation and other pending decisions. Thus outstanding dues include pending bills under DBT of about Rs.20,000 crore and bills due other than DBT (including previous year's backlog) of Rs.19,000 crore.

**REALTY DIVISION**

Flourishing economy and Good connectivity have been the growth drivers for the Thane real estate market. Thane is all set to see more developments for providing a world-class living experience for its citizens. Thane fulfils the expectations of homebuyers of all categories with its wide-range of options for residential properties. Investors look up to this booming marketplace for safeguarding healthy returns.

Thane enjoys superb connectivity to Navi Mumbai as well as to the Eastern and Western Suburbs of Mumbai via Ghodbunder Road, JVLR, SCLR, Eastern Freeway, NH 8, Mumbai-Nashik Highway and the Thane-Belapur Road. Besides, the Central Harbour Rail Line, Thane-Panvel Rail Line and Central Railways connect Thane to Mumbai's railway network.

Future connectivity plans include the proposed metro rail that would run along the Ghodbunder Road with more than 10 halts within Thane itself. With the metro, the travel time between Thane and Wadala is expected to reduce by half. Other infrastructural developments on the cards include construction of the Thane-Diva Road, the flyover at Bhiwandi bypass, metro-3 project to Kalyan and Mira - Bhayander areas and parallel roads from Thane to Kalyan along the metro line.

Indian real estate is witnessing a paradigm change which began with demonetization, the legislation on benami properties, the Real Estate Regulatory Authority (RERA) and the Goods and Services Tax (GST) hits real estate sector.

Thane account for nearly one-third of the unsold stock in the region and the trend has been similar during the past five years. Lesser launches in Thane and Navi Mumbai, coupled with better off-take compared to Mumbai (due to higher affordability), have kept the unsold stock in these regions on the lower side.

A major reason behind low sales was demand-supply mismatch. Out of the total unsold inventory, a lot of units are in the high-end and luxury housing segment, which is not in line with the demand from homebuyers. It seems developers have now realised that. Currently though the number of project launches increased, most of these were in the mid or affordable segments, which are in demand. Developers are trying to cash in on the advantage of Pradhan Mantri Awas Yojana and are launching projects that qualify for subsidies under the scheme and interest subvention scheme.

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

**YOGENDRA D. PATEL  
CHAIRMAN & MG. DIRECTOR  
(DIN: 00106864)**

**Registered Office:**

301, 3<sup>rd</sup> Floor, Hubtown Solaris,  
N. S. Phadke Marg, Near Gokhale Bridge,  
Andheri (East), Mumbai – 400 069.  
Date : 30<sup>th</sup> May, 2019  
Place : Mumbai.

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

Pursuant to Regulation 34 (3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") a report on Corporate Governance for the year ended 31<sup>st</sup> March, 2019 is detailed below:-

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

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

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

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

### **2. BOARD OF DIRECTORS:**

#### **2.1 Composition of the Board:**

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

The Board comprises of ten Directors, of which five are Independent Directors and five are Executive Directors. The Company has Two Women Directors on the Board.

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

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

**The Composition of the Board as on 31<sup>st</sup> March, 2019, category of Directors and details of shares held by them are as under:--**

Director	Designation	Nos.of Shares held as on 31 <sup>st</sup> March 2019
Yogendra D. Patel	Chairman & Managing Director	820650
Anjni Y. Patel	Whole-Time Director	788872
Chandni Y. Patel	Whole-Time Director	21655
Vijal Y. Patel	Whole-Time Director	33961
Kantilal N. Jethwa	Chif Financial Officer & Director	3770
Suresh M. Bhadrecha	Independent Director	Nil
Rohit C. Vakharia	Independent Director	Nil
Ramesh J. Vekaria	Independent Director	5906
Yogesh S. Rathod	Independent Director	Nil
Chunilal B. Gherwada	Independent Director	Nil

**\*Note:** The designation of Shri. Kantilal N. Jethwa was changed from Whole-Time Director to Director and he was also appointed as Chief Financial Officer w.e.f. 30<sup>th</sup> May, 2019.

#### **2.2 Meeting of the Board of Directors and Board Procedures:**

During the financial year ended on 31<sup>st</sup> March, 2019, 7 (Seven) Board Meetings were conducted and held on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 14<sup>th</sup> November, 2018, 10<sup>th</sup> December, 2018, 13<sup>th</sup> February, 2019, 16<sup>th</sup> March, 2019 and 30<sup>th</sup> March, 2019. The gap between two board meetings did not exceed 120 days. The Notice and agenda for the Board Meetings together with the appropriate supporting documents and papers were circulated well in advance of the meetings to enable the Board to take informed decisions.

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

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

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

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



Sr. No.	Name of Director	Category	No. of Board Meetings 2018-19		Attendance at last AGM held on 28th September 2018	No of Other Directorships of Companies held as on 31st March 2019#		No of Chairmanship of Outside Committees held as on 31st March 2019		No of Membership of Outside Committees held as on 31st March 2019	
			Held	Attended		Public	Private	Public	Private	Public	Private
1	Shri. Yogendra D. Patel	Chairman & Mg. Director	7	7	Yes	1	7	-	-	-	-
2	Smt. Anjni Y. Patel	Whole-Time Director	7	7	Yes	-	7	-	-	-	-
3	Ms. Chandni Y. Patel	Whole-Time Director	7	7	Yes	-	-	-	-	-	-
4	Shri Vijal Y. Patel	Whole-Time Director	7	7	Yes	1	-	-	-	-	-
5	Shri. Kantilal N. Jethwa	Whole-Time Director	7	7	Yes	-	1	-	-	-	-
6	Shri. Suresh M. Bhadrecha	Independent Director	7	7	Yes	-	-	-	-	-	-
7	Shri Ramesh J. Vekaria	Independent Director	7	7	Yes	2	2	-	-	-	-
8	Shri Yogesh S. Rathod	Independent Director	7	7	Yes	-	-	-	-	-	-
9	Shri Rohit C. Vakharia	Independent Director	7	5	Yes	-	-	-	-	-	-
10	Shri. Chunilal B. Gherwada	Independent Director	6	6	Yes	-	-	-	-	-	-

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

\*Note: Shri. Chunilal B. Gherwada was appointed as an Independent Director w.e.f. 30<sup>th</sup> May, 2018.

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

#### 2.4 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 30<sup>th</sup> March, 2019 to review the performance of the Non-Independent Directors and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties.

#### 2.5 Evaluation of the Board's Performance:

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

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

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

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

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

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

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

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

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

## 2.6 Remuneration to Directors:

The details of remuneration paid for the financial year 2018-19 are summarized below:-

(Rs. In Lakhs)

Director	Salary, Perquisites & Allowances	Sitting Fees	Commission Payable	Total
Shri. Yogendra D. Patel	63.00	-	-	63.00
Smt. Anjni Y. Patel	61.50	-	-	61.50
Ms. Chandni Y. Patel	61.25	-	-	61.25
Shri. Vijal Y. Patel	61.25	-	-	61.25
Shri. Kantilal N. Jethwa	3.25	-	-	3.25
Shri. Suresh M. Bhadrecha	-	-	-	-
Shri. Chunilal Gherwada	-	-	-	-
Shri. Ramesh J. Vekaria	-	-	-	-
Shri. Yogesh S. Rathod	-	-	-	-
Shri. Rohit C. Vakharia	-	-	-	-

## 2.7 Code of Conduct:

The Board of Directors has laid down two separate Codes of Conduct ('Code(s)'), one for the Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities and the other for Executive Directors and Designated Persons in the Senior Management. These codes have been posted on the Company's website [www.bharatrealty.co.in](http://www.bharatrealty.co.in), the codes lay down the standard of conduct which is expected to be followed by the Directors and by the designated persons in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with stakeholders. All the Board members and Senior Management Personnel of the company have affirmed compliance with the Code of Conduct as applicable to them, for the year ended 31<sup>st</sup> March, 2019.

## 2.8 Familiarization programme:

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

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

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

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

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

Sr.	Skills/Expertise/ Competence	Particulars
1	Business and Expansion	Established leadership skills in strategic planning, expansion strategy, innovation in hospitality industry and product delivery, specialised and experienced in human resources , management skills, succession planning, driving change and long term growth and guiding the company towards its vision, mission and values
2	Finance	An understanding of Finance and Financial Reporting Processes, Understanding and overseeing various risks faced by the Company and ensure that appropriate policies and procedures are in place to effectively manage risks.
3	Governance and Regulatory oversight	Devise systems for compliance with a variety of regulatory requirements, reviewing compliance and governance practices for a long term sustainable growth of the Company and protecting stakeholders' interest.
4	Sales and Marketing	Ability to develop strategies to increase market share through innovation, build better brand experience for customers, improve prospective customer engagement levels and help establish active customers become loyal brand followers.

## 2.10 Board Confirmation regarding Independence of the Independent Directors:

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

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

## 2.11 Resignation of an Independent Director:

Mr. Shirish P. Gajendragadkar, Non-Executive Independent Director of the Company resigned w.e.f. 30<sup>th</sup> May, 2018 due to his pre-occupation of work as he was deeply concerned about the recent developments in the agriculture and realty sector and he couldn't keep himself abreast with the same and their handling is not conducive to the discharge of his duties.

## 3. AUDIT COMMITTEE:

### 3.1 Composition, Meeting and Attendance:

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

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

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

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Held	Attended
Shri. Suresh M. Bhadrecha	Chairman	Non – Executive, Independent Director	4	4
Shri. Kantilal N. Jethwa*	Member	Executive, Director	4	4
Shri Shirish P. Gajendragadkar**	Member	Non – Executive, Independent Director	0	0
Shri. Chunilal B. Gherwada***	Member	Non – Executive, Independent Director	3	3

**\*Note:-** The designation of Shri. Kantilal N. Jethwa was changed from Whole-Time Director to Director and he was also appointed as Chief Financial Officer w.e.f. 30<sup>th</sup> May, 2019.

**\*\*Note:-** Shri. Shirish P. Gajendragadkar has resigned as an Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2018.

**\*\*\*Note:-** Shri. Chunilal B. Gherwada was appointed as a member of the Audit Committee w.e.f. from 13<sup>th</sup> August, 2018.

The Audit Committee meetings were held on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 14<sup>th</sup> November, 2018 and 13<sup>th</sup> February, 2019 and all the members of the Audit Committee were present.

### 3.2 Terms of reference:

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations as well as in Section 177(4) of the Companies Act, 2013 and are as follows:

- Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, re-appointment and, if required, the replacement of statutory auditor and the fixation of audit fee;
- Approval of payment to statutory auditors for any other services rendered by statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for their approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications, if any, in the draft audit report.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for their approval;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Reviewing with the management, performance of statutory and internal auditors and adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussing with internal auditors on any significant findings and following up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Investigating the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

- Approval or any subsequent modification of transactions of the company with related parties;
- Valuation of undertakings or assets of the Company whenever it is necessary; and
- Evaluation of Internal Financial Controls and risk management systems.

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

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

### 3.4 Powers:

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

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

### 3.5 Mandatory review of information

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

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

## 4. NOMINATION & REMUNERATION COMMITTEE:

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

### 4.1 Composition, Meetings and Attendance:

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

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Held	Attended
Shri. Ramesh J. Vekaria	Chairman	Non – Executive, Independent Director	3	3
Shri. Suresh M. Bhadrecha	Member	Non – Executive, Independent Director	3	3
Shri Shirish P. Gajendragadkar*	Member	Non – Executive, Independent Director	0	0
Shri. Chunilal B. Gherwada**	Member	Non – Executive, Independent Director	2	2

\*Note:- Shri. Shirish P. Gajendragadkar has resigned as an Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2018.

\*\*Note:- Shri. Chunilal B. Gherwada has been appointed as a member of Nomination & Remuneration Committee w.e.f. 13<sup>th</sup> August, 2018.

The Nomination and Remuneration Committee Meeting was held on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018 and 30<sup>th</sup> March, 2019.

### 4.2 Terms of reference:-

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

- To assist the Board of Directors with the process of appointment or re-election of Chairman of the Board of Directors and other Non-Executive and Executive Directors. In this regard, the NRC shall adhere to the following:
  - a. For the appointment/re-election of the Chairman of the Board and with a view of reaching unequivocal consensus of the Members of the Board on the candidate, the Chairman of the NRC shall conduct a consultation with the Members of the Board and report the conclusion to the Board, after having discussed the same with the Members of the NRC;
  - b. To submit to the Board the names of candidates for new Members of the Board and to make relevant proposals to the Board in the event of renewal, resignation or possible retirement of any existing Member of the Board. With regard to proposals for appointment of Members of the Board, the NRC shall discuss with the Board, the Board's equilibrium criteria and profile of the candidate.
- To draft procedures and propose modifications thereof for the appointment of Members of the Board and Managing Director;
- To assist the Board of Directors in formulating and implementing the Remuneration policy of the Company vis-à-vis the Executive Directors of the Company;
- To recommend to the Board of Directors, the terms of compensation of the Executive Directors;
- To recommend compensation to the Non-Executive Directors in accordance with the provisions of the Companies Act, 2013;
- To approve any changes in the system of remuneration of the Company's senior executives;
- To prepare remuneration report to be included in the report on corporate governance forming part of the annual report of the Company;
- To consider and administer the ESOP Scheme and to formulate the detailed terms and conditions of the ESOP scheme including the following matters:
  - a. The quantum of options to be granted under an employee stock option scheme per employee and in aggregate;
  - b. The conditions under which options vested in employees may lapse in case of termination of the employment for misconduct;
  - c. The exercise period within which the employee should exercise that option and that option would lapse on failure to exercise the option within the exercise period;
  - d. The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of the employee;
  - e. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
  - f. The procedure for making fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issue, bonus issues, merger, sale of division and others. In this regard the following shall be taken into consideration by the NRC:-

- (i) the number and the price of stock options shall be adjusted in a manner such that the total value of the stock options remains the same after the corporate action;
- (ii) for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered;
- (iii) the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the option holders.
- g. The grant, vest and exercise of option in case of employees who are on long leave and
- h. The procedure for cashless exercise of option.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, to recommend to the Board their appointment and removal and shall carry out the performance evaluation of each of the Directors of the Company including Independent Directors.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- The NRC while formulating the above policy shall ensure that:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel, and senior management involves balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- To devise a policy on diversity of Board of Directors.
- To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

#### 4.3 Performance evaluation criteria for Independent Directors:-

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

#### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

##### 5.1 Composition, Meetings and Attendance:

Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Held	Attended
Shri. Suresh M. Bhadrecha	Chairman	Non – Executive, Independent Director	4	4
Shri. Kantilal N. Jethwa*	Member	Executive, Director	4	4
Shri Shirish P. Gajendragadkar**	Member	Non – Executive, Independent Director	0	0
Shri. Chunilal B. Gherwada***	Member	Non – Executive, Independent Director	3	3

**\*Note:** The designation of Shri. Kantilal N. Jethwa was changed from Whole-Time Director to Director and he was also appointed as Chief Financial Officer w.e.f. 30<sup>th</sup> May, 2019.

**\*\*Note:-** Shri. Shirish P. Gajendragadkar has resigned as an Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2018.

**\*\*\*Note:-** Shri. Chunilal B. Gherwada has been appointed as member of Stakeholders Relationship Committee w.e.f. 13<sup>th</sup> August, 2018.

The Stakeholders Relationship Committee meetings were held on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 14<sup>th</sup> November, 2018 and 13<sup>th</sup> February, 2019

##### 5.2 Terms of reference:

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

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

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

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

The total number of complaints received during the year from 01.04.2018 to 31.03.2019: **7**

The total number of complaints not resolved during the year from 01.04.2018 to 31.03.2019\*: **2**

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

\*Complaint was received during the Quarter ended 31.03.2019 and was resolved after 31<sup>st</sup> March, 2019.

#### 6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

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

##### 6.1 Composition, Meetings and Attendance:



Name of Director	Designation	Category of Directorship	No. of Meetings during the Year	
			Held	Attended
Shri. Suresh M. Bhadrecha	Chairman	Non – Executive, Independent Director	3	3
Shri. Kantilal N. Jethwa	Member	Executive, Director	3	3
Vijal Y. Patel	Member	Executive, Director	3	3

The Meetings of the CSR Committee were held on 30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018 and 30<sup>th</sup> March, 2019.

## 6.2 Terms of reference:

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

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

## 7. RISK MANAGEMENT COMMITTEE:

The Board in its meeting dated 30<sup>th</sup> May, 2016 has dissolved the Risk Management committee in view of its applicability only to top 500 listed entities as per Regulation 21 of the SEBI (Listing Regulations and Disclosure Requirements) Regulation, 2015.

## 8. GENERAL BODY MEETINGS:

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

Sr. No.	Financial Year	Annual General Meeting	Date	Time	Location	Particulars of Special Resolution	Passed
1	2015-2016	31st.	27.09.2016	3.30 PM	Shri Vile Parle Patidar Mandal, Sardar Patel Baug Parleshwar Road, Vile Parle (East), Mumbai-400057.	<b>No Special Resolutions were passed</b>	
2	2016-2017	32nd.	29.09.2017	3.30 PM	- do -	<b>No Special Resolutions were passed</b>	-
3	2017-2018	33rd.	28.09.2018	3.30 PM	- do -	<b>ITEM NO. 6:</b> Re-appointment of Shri. Yogendra D. Patel as Managing Director (DIN: <b>00106864</b> ) <b>ITEM NO. 7:</b> Re-appointment of Smt. Anjni Y. Patel as Whole Time Director (DIN: <b>00106976</b> ) <b>ITEM NO. 8:</b> Re-appointment of Ms. Chandni Y. Patel as a Whole Time Director (DIN: <b>02032483</b> ) <b>ITEM NO. 9:</b> Re-appointment of Shri. Vijal Y. Patel as a Whole Time Director (DIN: <b>06882828</b> ) <b>ITEM NO. 10:</b> Re-appointment of Shri. Kantilal N. Jethwa as a Whole Time Director (DIN: <b>00107034</b> ) <b>ITEM NO. 11:</b> Re-appointment of Shri. Yogesh S. Rathod as Independent Non-Executive Director (DIN: <b>06882709</b> ) <b>ITEM NO. 12:</b> Re-appointment of Shri. Ramesh J. Vekaria as Independent Non-Executive Director (DIN: <b>00286657</b> ) <b>ITEM NO. 13:</b> Re-appointment of Shri. Suresh M. Bhadrecha as Independent Non-Executive Director (DIN: <b>00107186</b> )	-

## 8.2 Postal Ballot

No postal ballot was conducted during the year under review.

## 9. OTHER DISCLOSURES:



### 9.1 Disclosure of Related Party Transactions

Transactions with the related parties as per the requirements of Accounting Standard 18 are disclosed in Note No. 31 to the Financial Statements. There are no materially significant transactions with related parties viz., Promoters, Directors or the Key Managerial Personnel or their relatives or Associate Company that had potential conflict with the interests of the Company. Suitable disclosure as required under the Accounting Standard 18 (AS 18) has been made in the Annual Report.

### 9.2 Strictures and Penalties

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

### 9.3 Subsidiary Company:

During the year ended 31<sup>st</sup> March, 2019, the Company did not have any material listed/unlisted Subsidiary Company as defined in Regulation 16 of the Listing Regulations. The Company's policy for determining material subsidiaries is placed on the Company's website i.e. [www.bharatrealty.co.in](http://www.bharatrealty.co.in).

### 9.4 Disclosure of Accounting Treatment:

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

### 9.5 Commodity price risks and hedging activities:

The Company is not exposed to any commodity price risk.

### 9.6 Details of Non-compliance:

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

### 9.7 Code of Prevention of Insider Trading Practices:

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

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

### 9.8 Whistle Blower Policy:

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

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

**E-mai** : [bfilshivsai@gmail.com](mailto:bfilshivsai@gmail.com)

**Phone No.** : (022)61980100/26820489/90

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

### 9.9 CEO/CFO Certification:

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

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

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

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

A certificate from Company Secretary in Practice certifying that none of the Directors on the Board of the Company as on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority, is annexed at the end of this Report.

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

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

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

Total fees paid by the Company excluding GST thereon, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors is a part, are as follows

Sr.	Particulars	Amount in Lacs
1	Audit Fees	4.95
2	Limited Review	-
3	Other Services	0.94
4	Re-imbursement of Expenses	0.21
	<b>Total</b>	<b>6.10</b>

#### 9.14 Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the Financial Year 2018-19:

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

No complaint was received by the Internal Complaints Committee during the year under review and pending as at 31<sup>st</sup> March, 2019, pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

#### 10. MEANS OF COMMUNICATION:

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

#### 11. GENERAL SHAREHOLDER INFORMATION:

<b>11.1: 34<sup>th</sup> Annual general Meeting</b>	:	
<b>Day &amp; Date</b>	:	Thursday, 26 <sup>th</sup> September, 2019
<b>Time</b>	:	3.30 P.M.
<b>Venue</b>	:	Sardar Patel Baug, Vile Parle PatidarMandal, Parleshwar Road, Vile Parle (East), Mumbai – 400 057.

#### 11.2: Tentative Financial Calendar for 2018-19

Financial Reporting for the quarter ending June, 2019	2nd Week of August, 2019
Financial Reporting for the quarter/half year ending Sept., 2019	2nd Week of November, 2019
Financial Reporting for the quarter ending Dec., 2019	2nd Week of February, 2020
Financial Reporting for the year ending Mar., 2020	Last Week of May, 2020

**Book Closure** : Friday, 20<sup>th</sup> September, 2019 to Thursday, 26<sup>th</sup> September, 2019 (both days inclusive)

**Listing on Stock Exchange** : Bombay Stock Exchange, **Security Code No. 531862**

#### 11.3: Stock Price Market Data:-

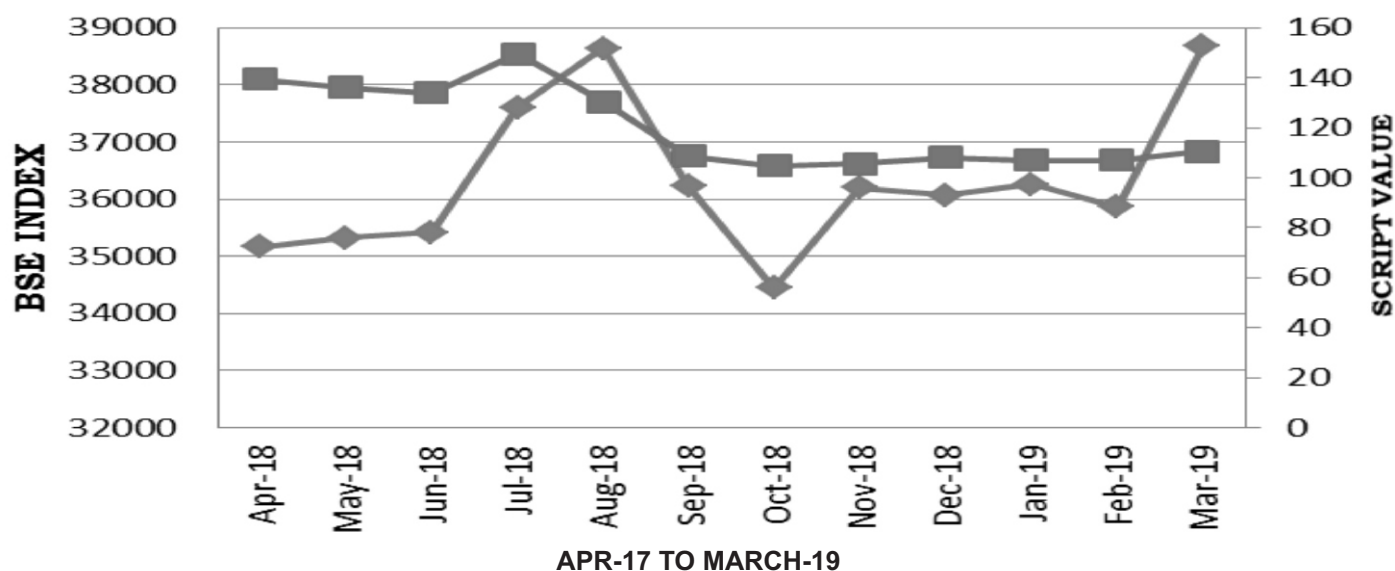
High/Low prices of Shares of the Company during each month in last financial year on Bombay Stock Exchange Ltd.

Month	Company's Shares			Closing	
	High(Rs.)	Low(Rs.)	No. of Shares Traded	Closing(Rs.)	BSE Sensex
April - 2018	153.45	131.10	37,322	139.45	35160.36
May - 2018	148.90	131.00	1,63,033	136.2	35322.38
June - 2018	145.00	126.30	1,33,610	133.9	35423.48
July - 2018	184.00	125.25	9,86,184	149.45	37606.58
August - 2018	174.5	125.10	14,22,063	130.2	38645.07
September - 2018	140.00	101.00	1,61,878	108.75	36227.14
October - 2018	117.40	102.80	95,542	104.9	34442.05
November - 2018	119.00	103.15	1,23,735	105.6	36194.30
December - 2018	112.00	103.00	55,352	108.00	36068.33
January - 2019	114.35	105.00	29,742	107.00	36256.69
February - 2019	110.00	102.00	54,560	106.85	35867.44
March - 2019	112.00	103.00	60,376	110.45	38672.91

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

The performance of Bharat Agri Fert & Realty Limited ("BAFRL") Equity Shares relative to the BSE Sensex is given in the charts below:- **Stock Performance of BAFRL vs. BSE Index**

**BHARAT AGRI FERT & REALTY LIMITED  
BSE INDEX & MOVEMENT OF SCRIPT**

**11.4 Registrar and Share Transfer Agents:**

M/s.Link Intime India Private Limited

C-101, 247 Park, L.B.S.Marg,  
Vikroli (West), Mumbai 400083.

Tel No. (91 22) 4918 6000 Fax No. (91 22) 4918 6060

E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**11.5 Distribution of Share Holding as on 31<sup>st</sup> March, 2019:**

No. of Equity Shares held			No. of Shareholder	No. of Share held	% of Share
1	-	500	4697	538741	10.19
501	-	1,000	177	138061	2.61
1,001	-	2,000	71	105991	2.01
2,001	-	3,000	21	54571	1.03
3,001	-	4,000	18	64704	1.22
4,001	-	5,000	5	23043	0.44
5,001	-	10,000	26	211425	4.00
10,001	-	ABOVE	32	4148975	78.50
<b>Total</b>			<b>5047</b>	<b>5285511</b>	<b>100.00</b>

**Note :** Out of total Capital of 5285511 equity shares, 4769247 (90.23%) equity shares are held in dematerialised form.

**11.6 Categories of Shareholders as on March 31, 2019.**

Category	No. of shares held	% of shareholding
Promoters	3589239	67.91
Other Directors	5906	0.11
Financial Institutions, Mutual Funds and Banks.	100	0.00
Private Corporate Bodies	22248	0.42
Non Residents, OCBs	204618	3.87
Indian Public	1451341	27.46
Clearing Member/Market Maker	12059	0.23
<b>TOTAL</b>	<b>5285511</b>	<b>100.00</b>
Demat. 1 N.S.D.L.	4176944	79.03
2 C.D.S.L.	592303	11.21

**11.7 Top ten shareholders as on 31<sup>st</sup> March, 2019**

Name of Shareholder	No. of Shares held	% of Shareholding
<b>Yogendra D. Patel</b>	820650	15.53
<b>Anjni. Y. Patel</b>	788872	14.93
<b>Yogi Investments Private Limited</b>	780586	14.77
<b>Wada Alums and Acids Private Limited</b>	767845	14.53
<b>Vijal Shipping Private Limited</b>	332800	6.30
<b>Kantilal M. Patel</b>	99880	1.89
<b>Kamal V. Patel</b>	72550	1.37
<b>Meena V. Patel</b>	71950	1.36
<b>Vijal Y. Patel</b>	33961	0.64
<b>Virchand A. Motta</b>	33693	0.64
<b>Total</b>	<b>3802787</b>	<b>71.96</b>

**11.8. Shares Transfer System (Physical Form):**

The Board has delegated the authority for approving the transfer, transmission, etc. of the Company's Equity Shares to the Stakeholders Relationship Committee comprising of Shri. Suresh M. Bhadrecha, Shri. Kantilal. N. Jethwa, and Shri. Chunilal B. Gherwada as its Members. The share certificates in physical form are generally processed and returned within 15 days from the date of receipt, if the documents are clear in all respects.

The Company obtains from the Practicing Company Secretaries half yearly certificate/s of compliance with regard to the share transfer formalities and files copies of the certificates with the Stock Exchange.

**11.9. Reconciliation of Share Capital Audit:**

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

**11.10 Dematerialisation of Shares:**

As on 31<sup>st</sup> March, 2019, 47,69,247 Equity Shares representing 90.23% of the paid-up Equity Share Capital have been dematerialised. The Company's equity shares are regularly traded on BSE, in dematerialised form.

Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE842D01011.

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

No GDRs/ADRs/Warrants or any convertible instruments have been issued by the Company during the financial year ended 31<sup>st</sup> March, 2019.

**11.12 Dealing with securities which have remained unclaimed:**

In terms of Regulation 39(4) read with schedule VI of the Listing Regulations, the Company has delegated procedural requirements to Link Intime India Private Limited, the Share Transfer Agent (STA) of the Company. The STA has confirmed that they do not have any unclaimed shares lying with them as on 31<sup>st</sup> March, 2019.

**11.13 Unpaid and Unclaimed Dividends:**

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

**11.14 Address of correspondence:**

Shareholder correspondence should be addressed to the Company's Registrars, M/s. Link Intime India Private Limited at C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

Tel. No. (91 22) 4918 6000/49186200 Fax No. (91 22) 49186060. Email: [investor@linkintime.co.in](mailto:investor@linkintime.co.in).

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

**301, 3<sup>rd</sup> Floor, Hubtown Solaris,  
N.S. Phadke Marg, Andheri (East),  
Mumbai – 400 069.  
Email ID: [bfilshivisai@gmail.com](mailto:bfilshivisai@gmail.com)**

**11.15 Name and Designation of Compliance Officer:**

**Shri. Arvind. J. Chakote**

Company Secretary & Compliance Officer,

Bharat Agri Fert & Realty Limited,

301, 3<sup>rd</sup> Floor, Hubtown Solaris,

N.S. Phadke Marg, Andheri (East),

Mumbai – 400 069.

Tel No: 022-61980100

Email ID: [bfilshivisai@gmail.com](mailto:bfilshivisai@gmail.com)

**11.16 PLANT LOCATION:**

Kharivali Village, Taluka : Wada, Dist : Palghar

**11.17 Certificate on Corporate Governance:**

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

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

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

**12. 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.

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

Sd/-  
**Yogendra D. Patel**

**Chairman & Managing Director  
DIN : 00106864**

**Place : Mumbai**

**Date : 30<sup>th</sup> May, 2019.**

**CERTIFICATION BY CHAIRMAN & MANAGING DIRECTOR/EXECUTIVE DIRECTOR – FINANCE & CFO**

(Issued in accordance with the provisions of Regulation 17(8) read with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015)

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

We have reviewed the financial statements and the cash flow statement of Bharat Agri Fert & Realty Limited for the year ended 31<sup>st</sup> March, 2019 and that to the best of our knowledge and belief, we state that;

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.  
(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2019 which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year.
  - (ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Yours sincerely,**

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

Sd/-  
**K. N. Jethwa**  
Executive Director & CFO  
(00107034)

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2019**

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

I hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for Independent Directors, as applicable for Board Members/ Senior Management Personnel as adopted by the Company for the Financial Year ended 31<sup>st</sup> March, 2019.

Sd/-  
**Yogendra Dahyabhai Patel**  
Managing Director  
DIN : 00106864

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2019**

**CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****TO THE MEMBERS OF BHARAT AGRI FERT & REALTY LIMITED**

We have examined the compliance of the conditions of Corporate Governance procedures implemented by Bharat Agri Fert & Realty Limited (the "Company") for the financial year ended on 31<sup>st</sup> March, 2019 as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") pursuant to the Listing agreement of the Company with the Stock Exchanges and we have examined the relevant records of the Company in accordance with the Guidance Note on Corporate Governance Certificate issued by The Institute of Company Secretaries of India (the "ICSI").

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

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

In our opinion and to the best of our information and according to the verifications (including Directors' Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its Officers, We certify that none of the Directors on the Board of the Company for the Financial year ended on 31<sup>st</sup> March, 2019 has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory Authority.

Ensuring eligibility for appointment / continuity of every director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

**For GMJ & ASSOCIATES**  
**COMPANY SECRETARIES**

**(CS PRABHAT MAHESHWARI)**  
**PARTNER M.NO.: FCS 2405**  
**C.P. NO.: 1432**

**PLACE: MUMBAI**  
**DATE: 30<sup>TH</sup> MAY, 2019**



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF Bharat Agri Fert and Realty Limited

### Report on the audit of the Standalone Financial Statements

#### Opinion

1. We have audited the accompanying standalone financial statements of **Bharat Agri Fert and Realty Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### KEY AUDIT MATTERS

##### a) Interest on partly secured loan given to an Associate M/s Mol chem Ltd (Refer to note 6 and 21 in the Standalone Financial Statement)

The Company had given a partly secured loan to an Associate Company M/s Mol chem Ltd with Principal amount outstanding of Rs. 8.29 Crores as on 31<sup>st</sup> March 2019.

The Interest (Gross) on this partly secured loan for the year ended 31<sup>st</sup> March 2019 Rs. 1.22 Crores & Rs. 0.96 Crores for earlier years remained unpaid as on 31<sup>st</sup> March 2019.

The Management is confident of recovering the Interest amounts in a very short period of time based on the communication with and promise received from the Borrower Associate Company.

We have considered this to be a Key Audit Matter considering the materiality of the amounts which remained unpaid for a long period of time.

##### How our audit addressed the key audit matter

##### Our procedure included the following:

Obtained an understanding of the matter from the management.

Examined

1. All the relevant documents and correspondence.

2. Follow up steps taken by the Company.

Based on the above procedures performed, we noted that the Management assessment of recovery of unpaid Interest is reasonable.

#### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors report, but does not include the financial statements and our auditor's report thereon.

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

7. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Responsibilities of management and those charged with governance for the financial statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

#### Auditor's responsibilities for the audit of the financial statements

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

11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also: Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### Report on other legal and regulatory requirements

15. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

16. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the Ind AS financial statements;
  - ii) There are no long-term contracts including Derivative Contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
  - iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

FOR VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 112118W

**Vimlesh Mehta**  
Partner  
M.N.043599  
Place: Mumbai  
Date: 30<sup>th</sup> May 2019

#### Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone IND AS financial statements for the year ended 31st March 2019, we report that:

- (i) In respect of Company's property plant and equipment:
  - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.
  - (b) The Company has a regular programme of physical verification of its property plant and equipment by which property plant and equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
  - (ii) in respect Company's inventories:
 

The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.

The discrepancies noticed on verification between the physical stocks and the book records were not material.
  - (iii) in respect of loans secured or unsecured, granted to companies, firms, Limited Liability Partnerships or other parties covered in register maintained under section 189 of the Act:
 

The Company has granted loan to a wholly owned subsidiary covered in the register maintained under section 189 of the Act.

- (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to a wholly owned subsidiary listed in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
- (b) Schedule of repayment of principal and payment of interest has been stipulated. Quarterly interest payment with one-year moratorium is stipulated. Principal is repayable within a period of five years from the date of disbursement.
- (c) As the principal is repayable within five years question of overdue do not arise. Interest from January 2017 to March 2019 aggregating to Rs. 2.18 Crores is overdue till date. The Company has taken reasonable steps for recovery.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the wholly owned subsidiary covered under Section 186.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of accounts and records maintained by the Company pursuant to the Rules prescribed by the Central Government under sub section (1) of section 148 of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) 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, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authorities on account of any dispute, other than the following dues of duty of excise, service tax, custom duty, income tax and electricity duty:

Name of the Statute	Nature of Dues	Period to which it pertains	Forum where dispute is pending	Amount (excl interest and penalty (Rs.in lakhs))
The Maharashtra Value Added Tax Act, 2002	Local body Tax (LBT)	2013-2014	Asstt. Commissioner, Thane Municipal Corporation, Thane	1.40
		2014-2015		15.61
		<b>Total</b>		<b>17.01</b>

- (viii) According to the information and explanations given to us, the Company has not defaulted any loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) The Company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) or by way of Term Loans during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting standard (AS) 18, Related Party Disclosure specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment of shares. The Company has not made private placement of partly or fully convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

FOR VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 112118W

**Vimlesh Mehta**  
Partner  
M.N.043599  
Place: Mumbai  
Date: 30<sup>th</sup> May 2019

**Annexure B**  
**to the Independent Auditor's Report of even date on the standalone Ind AS Financial Statements of Bharat Agri Fert and Realty Limited**

Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act") We have audited the internal financial controls over financial reporting of Bharat Agri Fert and Realty Ltd. ("the Company") as of March 31, 2019 in conjunction with our audit of

the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with the generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone Ind AS financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

FOR VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 112118W

**Vimlesh Mehta**  
Partner  
M.N.043599  
Place: Mumbai  
Date: 30<sup>th</sup> May 2019.

## Standalone Balance Sheet as at March 31, 2019

Statement of Financial Position as at March 31, 2019			(Amount in INR Lakhs)
Particulars	Notes	March 31, 2019	March 31, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	4	2,363.35	2,605.84
(b) Intangible Assets	5	1.32	2.32
(c) Financial Assets			
(i) Investments	6	36.77	87.83
(ii) Loans	6	1,035.20	904.32
(iii) Other Financial Assets	6	203.87	360.84
(d) Other Non-Current Assets	11	1,215.79	1,191.64
		<u>4,856.30</u>	<u>5,152.79</u>
<b>Current assets</b>			
(a) Inventories	7	3,899.68	3,584.35
(b) Financial Assets			
(i) Trade Receivables	8	1,274.33	1,199.21
(ii) Cash and Cash Equivalents	9	0.96	455.71
(iii) Bank Balances Other than (ii) above	10	259.79	128.44
(iv) Loans	6	10.53	12.99
(v) Other Financial Assets	6	1,012.08	528.34
(c) Other Current Assets	11	140.42	48.34
		<u>6,597.78</u>	<u>5,957.37</u>
	<b>TOTAL</b>	<u>11,454.08</u>	<u>11,110.15</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	528.55	528.55
(b) Other Equity	14	6,766.77	7,093.45
		<u>7,295.32</u>	<u>7,622.00</u>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	-	-
(b) Deferred Tax liabilities (Net)	12	66.50	92.13
		<u>66.50</u>	<u>92.13</u>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	1,470.07	1,747.79
(ii) Trade Payables	17		
Micro, Small and Medium Enterprises		-	-
Others		1,957.15	1,003.71
(iii) Other Financial Liabilities	16	62.25	59.73
(b) Other Current Liabilities	18	586.83	568.80
(c) Provisions	19	15.95	15.98
		<u>4,092.26</u>	<u>3,396.01</u>
	<b>TOTAL</b>	<u>11,454.08</u>	<u>11,110.15</u>

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 39

As per our report of even date attached  
For VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm Registration No : 112118W

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel  
Chairman and Managing Director  
(DIN : 00106864)

A. Y. Patel  
Whole Time Director  
(DIN : 00106976)

Vimlesh Mehta  
Partner  
Membership No. 043599

K. N. Jethwa  
Whole Time Director  
(DIN : 00107034)

A. J. Chakote  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019

**Standalone Statement of Profit and Loss for the year ended March 31, 2019**

		(Amount in INR Lakhs)	
Particulars	Notes	2018-2019	2017-2018
<b>REVENUE</b>			
Revenue From Operations(net)	20	4,548.87	3,371.27
Other income	21	192.59	198.18
<b>Total Revenue (I)</b>		<b>4,741.46</b>	<b>3,569.45</b>
<b>EXPENSES</b>			
Cost of Construction and Raw Materials Consumed	22	1,797.22	1,199.06
Changes in inventories of finished goods, stock-in-trade and work in progress	23	193.72	287.89
Employee benefits expense	24	527.57	380.89
Finance costs	25	220.21	121.83
Depreciation and amortization expense	26	307.60	299.90
Other expenses	27	2,056.65	1,262.92
<b>Total Expenses (II)</b>		<b>5,102.97</b>	<b>3,552.50</b>
<b>Profit/(loss) before tax</b>		<b>(361.51)</b>	<b>16.95</b>
<b>Tax expense:</b>			
Current tax		-	-
Deferred tax		(25.64)	(7.00)
Adjustment of tax relating to earlier periods		-	23.14
<b>Profit/(loss) for the year</b>		<b>(335.87)</b>	<b>0.82</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>			
Remeasurement of gains (losses) on defined benefit plans		9.19	(3.08)
Income tax effect		-	-
<b>B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:</b>			
		-	-
<b>Other Comprehensive income for the year, net of tax</b>		<b>9.19</b>	<b>(3.08)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>(326.68)</b>	<b>(2.26)</b>
<b>Earnings per share for profit attributable to equity shareholders</b>			
	28		
Basic and Diluted EPS		(6.35)	0.02

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 39

As per our report of even date attached  
For VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm Registration No : 112118W

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel  
Chairman and Managing Director  
(DIN : 00106864)

A. Y. Patel  
Whole Time Director  
(DIN : 00106976)

Vimlesh Mehta  
Partner  
Membership No. 043599

K. N. Jethwa  
Whole Time Director  
(DIN : 00107034)

A. J. Chakote  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019

**Standalone Cash Flow Statement for the year ended March 31, 2019**

		(Amount in INR Lakhs)
Particular	2018-2019	2017-2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Profit/(Loss) before tax	(361.51)	16.95
Adjustments for:		
Depreciation and amortisation expense	307.60	299.90
Loss allowance on receivables	304.08	-
Gain on disposal of property, plant and equipment	3.32	-
Finance costs	177.25	92.47
Sundry expense written off	5.37	0.18
Dividend and interest income classified as investing cash flows	(131.31)	(95.19)
Net foreign exchange differences	(2.61)	(2.61)
Impairment on investment in Associate Concern	51.06	-
<b>Change in operating assets and liabilities:</b>		
(Increase)/Decrease in trade receivables	(379.20)	82.22
(Increase)/Decrease in inventories	(312.72)	352.48
Increase/(decrease) in trade payables	948.07	(79.03)
(Increase) in other financial assets	(326.78)	443.31
(Increase) in other financial liabilities	2.52	(15.28)
(Increase)/decrease in other current assets	(116.23)	1.05
Increase/(decrease) in provisions	(0.03)	(0.02)
Increase/(decrease) in other balances with bank	(131.35)	(51.00)
Increase in other liabilities	27.22	8.63
<b>Cash generated from operations</b>	<b>64.77</b>	<b>1,054.08</b>
Less: Income taxes paid	-	(23.17)
<b>Net cash inflow from operating activities</b>	<b>64.77</b>	<b>1,030.91</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Payments for purchase of property, plant and equipment	(73.76)	(544.77)
Proceeds from sale of property, plant and equipment	6.33	-
Payments for loans to related parties and employees	(152.83)	(270.95)
Proceeds from repayment of loans to related parties and employees	24.40	23.02
Payment towards software development	-	(1.68)
Dividends received	1.03	1.03
Interest received	130.28	94.16
<b>Net cash outflow from investing activities</b>	<b>(64.55)</b>	<b>(699.19)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from borrowings	-	844.52
Repayment of borrowings	(277.72)	(560.99)
Interest paid	(177.25)	(161.55)
<b>Net cash inflow (outflow) from financing activities</b>	<b>(454.97)</b>	<b>121.98</b>
Net increase (decrease) in cash and cash equivalents	(454.75)	453.69
Cash and Cash Equivalents at the beginning of the financial year	455.71	2.02
Effects of exchange rate changes on Cash and Cash Equivalents		
<b>Cash and Cash Equivalents at end of the year</b>	<b>0.96</b>	<b>455.71</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b>		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks on current accounts	0.59	451.00
Cash on hand	0.37	4.71
<b>Balances per statement of cash flows</b>	<b>0.96</b>	<b>455.71</b>

**Notes:** 1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.  
2. Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 39

As per our report of even date attached  
For VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm Registration No : 112118W

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel  
Chairman and Managing Director  
(DIN : 00106864)

A. Y. Patel  
Whole Time Director  
(DIN : 00106976)

Vimlesh Mehta  
Partner  
Membership No. 043599

K. N. Jethwa  
Whole Time Director  
(DIN : 00107034)

A. J. Chakote  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019****A Equity Share Capital**

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
<b>March 31, 2018</b>			
Numbers	5,285,511	-	<b>5,285,511</b>
Amount	528.55	-	<b>528.55</b>
<b>March 31, 2019</b>			
Numbers	5,285,511	-	<b>5,285,511</b>
Amount	528.55	-	<b>528.55</b>

**B Other Equity**

Particulars	Reserves and Surplus							
	Capital Reserve	Securities Premium Reserve	Property, Plant and Equipment Reserve	General Reserve	Other Comprehensive Income	Retained Earnings	Capital Subsidy	Total
<b>As at April 1, 2017</b>	<b>70.01</b>	<b>318.90</b>	<b>144.73</b>	<b>629.66</b>	<b>-</b>	<b>6,027.66</b>	<b>7.50</b>	<b>7,198.46</b>
Profit for the period	-	-	-	-	(3.08)	0.82	-	<b>(2.26)</b>
<b>Total comprehensive income for the year</b>	70.01	318.90	144.73	629.66	(3.08)	6,028.48	7.50	7,196.20
Adjustment for fair valuation of financial instruments	-	-	-	-	-	(102.75)	-	<b>(102.75)</b>
<b>As at March 31, 2018</b>	<b>70.01</b>	<b>318.90</b>	<b>144.73</b>	<b>629.66</b>	<b>(3.08)</b>	<b>5,925.73</b>	<b>7.50</b>	<b>7,093.45</b>
Profit for the period	-	-	-	-	9.19	(335.87)	-	<b>(326.68)</b>
<b>Total comprehensive income for the year</b>	70.01	318.90	144.73	629.66	6.11	5,589.86	7.50	6,766.77
<b>As at March 31, 2019</b>	<b>70.01</b>	<b>318.90</b>	<b>144.73</b>	<b>629.66</b>	<b>6.11</b>	<b>5,589.86</b>	<b>7.50</b>	<b>6,766.77</b>

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 39

As per our report of even date attached  
**For VERMA MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No : 112118W

**For BHARAT AGRI FERT & REALTY LIMITED**

**Y. D. Patel**  
Chairman and Managing Director  
(DIN : 00106864)

**A. Y. Patel**  
Whole Time Director  
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Partner  
Membership No. 043599

**K. N. Jethwa**  
Whole Time Director  
(DIN : 00107034)

**A. J. Chakote**  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019****1 Corporate Information**

These statements comprise financial statements of Bharat Agri Fert Realty Limited (referred to as "the Company") (CIN: L24100MH1985PLC036547) for the year ended March 31, 2019. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity shares are listed on Bombay Stock Exchange in India. The registered office of the company is located at 301, 3rd Floor, Hubtown Solaris, N S Phadke Marg, near Gokhale Bridge, Andheri (East), Mumbai - 400 069.

The Company is principally engaged in the business of construction and development of Residential and Commercial Complex, Manufacture of Fertilisers and Operating Resort. The financial statements were approved by the Board of Directors and authorised for issue on May 30, 2019.

**2 Significant Accounting Policies****2.1 Basis of preparation**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value or at amortised cost depending on the Classification (refer accounting policy regarding financial instruments),

- Employee defined benefit assets/(obligations) are recognised at the present value of the defined benefit obligations,

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**2.2 Summary of significant accounting policies****(a) Property, plant and equipment.**

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

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

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

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

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

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

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

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

**Depreciation methods, estimated useful lives and residual value**

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

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

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

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

**(b) Intangible assets**

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

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

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

**Amortisation methods and periods**

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

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

**(c) Impairment of non financial assets**

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

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

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**(d) Foreign currency translation**

**(i) Functional and presentation currency**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit or loss.

**(e) Financial Instruments**

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

**Initial Recognition**

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

**Classification and Subsequent Measurement: Financial Assets**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

**(i) Amortised Cost**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met: - the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Fair Value through other comprehensive income**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met: - the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(iii) Fair Value through Profit or Loss**

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Classification and Subsequent Measurement: Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

**(i) Financial Liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

**(ii) Other Financial Liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

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

**Impairment of financial assets**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

**Derecognition of financial liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**Equity investment in associates**

Investment in associates are carried at cost. Impairment recognized, if any, is reduced from the carrying value.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments**

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**(f) Financial liabilities and equity instruments****Classification as debt or equity**

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

**Equity instruments**

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

**(g) Taxes****(I) Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**(ii) Deferred tax**

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**(iii) Minimum alternate Tax**

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

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

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

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

**(b) Construction Division:**

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

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.

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/GST/ countervailing duty / education cess and value added tax.

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

**(i) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of

payment and excluding taxes or duties collected on behalf of third parties.

The Company collects taxes such as GST, sales tax/value added tax, service tax, etc on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from the aforesaid revenue/income.

**The following specific recognition criteria must also be met before revenue is recognized:**

**(i) Sale of goods**

Revenue from sales is recognised when goods are supplied and control over the Goods sold is transferred to the buyer which is on despatch / delivery as per the terms of contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer has control over the inventory. Sales are inclusive of excise duty and net of returns, trade discounts, rebates and sales taxes / Goods and Service Tax (GST).

The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

**(ii) Income from Resorts**

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

**(iii) Government subsidy**

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

**(iv) Interest income**

Interest income, including income arising from other financial instruments measured at amortized cost, is recognized using the effective interest rate method.

**(v) Dividend income**

Dividends are recognised when right to receive is established.

**(vi) Construction and real estate development**

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

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

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

For sale of units the Company recognises revenue when its performance obligations are satisfied and customer obtains control of the asset. Revenue from trading activity, in property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

**(j) Employee Benefit Obligations:**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Post-employment obligations**

The company operates the following post-employment schemes:

- (a) defined benefit plans viz gratuity,
- (b) defined contribution plans viz state governed provident fund scheme and employee pension scheme.

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Defined contribution plans**

The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and

the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(k) Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(l) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**(i) As a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(ii) As a lessor**

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

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

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

**(n) Borrowing Costs:**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing.

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

**(o) Segment Reporting - Identification of Segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

**(p) Earnings per share**

**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.



**(q) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**(r) Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

**(s) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

**3 Significant accounting judgments, estimates and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of IndAS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**(i) Revenue recognition and valuation of unbilled revenue**

The Company uses the percentage-of-completion method for recognition of revenue, accounting for unbilled revenue and contract cost thereon for its real estate and contractual projects. The percentage of completion is measured by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred, the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

**(ii) Fair value measurement of Financial Instruments**

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

**(iii) Estimation of net realizable value for inventories**

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

**(iv) Impairment of non - financial assets**

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

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

**(v) Recoverability of trade receivables**

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



**(vi) Useful lives of property, plant and equipment/intangible assets**

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**(vii) Defined benefit plans**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**4. PROPERTY, PLANT AND EQUIPMENT****(Amount in INR Lakhs)**

Particulars	Freehold Land	Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Electric Installations	Total
<b>GROSS CARRYING VALUE</b>									
<b>As at April 1, 2017 (Deemed Cost)</b>	76.58	1,653.90	327.34	141.68	212.67	113.33	1.17	90.77	2,617.44
Additions	-	200.96	243.32	17.30	13.18	20.11	4.86	45.04	544.77
Disposals	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2018</b>	<b>76.58</b>	<b>1,854.86</b>	<b>570.66</b>	<b>158.99</b>	<b>225.84</b>	<b>113.43</b>	<b>6.03</b>	<b>135.82</b>	<b>3,162.21</b>
Additions	-	21.27	29.79	1.02	16.56	0.47	-	4.65	73.76
Disposals	-	-	-	-	(6.33)	-	-	-	(6.33)
Other Adjustments	-	-	(1.98)	(0.78)	-	(0.65)	(0.65)	(0.96)	(5.02)
<b>As at March 31, 2019</b>	<b>76.58</b>	<b>1,876.13</b>	<b>598.47</b>	<b>159.23</b>	<b>236.07</b>	<b>133.25</b>	<b>5.38</b>	<b>139.51</b>	<b>3,224.62</b>
<b>ACCUMULATED DEPRECIATION/IMPAIRMENT</b>									
<b>As at April 1, 2017</b>	-	118.75	50.46	29.22	25.91	21.60	0.47	10.66	257.07
Depreciation for the year	-	127.09	50.47	27.90	51.71	24.82	1.11	16.19	299.30
Deductions\Adjustments during the period	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2018</b>	-	245.84	100.93	57.12	77.62	46.42	1.58	26.85	556.37
Depreciation for the year	-	124.72	80.45	23.51	39.07	20.68	1.78	17.01	307.22
Deductions\Adjustments during the period	-	-	(0.11)	(0.07)	(1.95)	(0.05)	(0.12)	(0.02)	(2.32)
<b>As at March 31, 2019</b>	-	<b>370.56</b>	<b>181.27</b>	<b>80.56</b>	<b>114.74</b>	<b>67.05</b>	<b>3.24</b>	<b>43.84</b>	<b>861.27</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>76.58</b>	<b>1,505.57</b>	<b>417.19</b>	<b>78.66</b>	<b>121.33</b>	<b>66.20</b>	<b>2.14</b>	<b>95.67</b>	<b>2,363.35</b>
<b>Net Carrying value as at March 31, 2018</b>	<b>76.58</b>	<b>1,609.02</b>	<b>469.72</b>	<b>101.86</b>	<b>148.22</b>	<b>87.01</b>	<b>4.45</b>	<b>108.97</b>	<b>2,605.84</b>

**Notes:****i. Property, Plant and Equipment given as collateral security against borrowings by the company**

Refer to Note 36 for information on property, plant and equipment given as collateral security by the company.

**ii. Contractual Obligations**

Refer to Note 30 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

**5. INTANGIBLE ASSETS****(Amount in INR Lakhs)**

Particulars	Computer Software	Total
<b>GROSS CARRYING VALUE</b>		
<b>As at April 1, 2017 (Deemed Cost)</b>	1.48	<b>1.48</b>
Additions	1.68	<b>1.68</b>
Disposals	-	-
Other Adjustments	-	-
<b>As at March 31, 2018</b>	<b>3.16</b>	<b>3.16</b>
Additions	-	-
Disposals	-	-
Other Adjustments	(0.26)	<b>(0.26)</b>
<b>As at March 31, 2019</b>	<b>2.90</b>	<b>2.90</b>
<b>ACCUMULATED DEPRECIATION/IMPAIRMENT</b>		
<b>As at April 1, 2017</b>	0.24	<b>0.24</b>
Depreciation for the year	0.60	<b>0.60</b>
Deductions\Adjustments during the period	-	-
<b>As at March 31, 2018</b>	<b>0.84</b>	<b>0.84</b>
Depreciation for the year	0.77	<b>0.77</b>
Deductions\Adjustments during the period	(0.03)	<b>(0.03)</b>
<b>As at March 31, 2019</b>	<b>1.58</b>	<b>1.58</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>1.32</b>	<b>1.32</b>
<b>Net Carrying value as at March 31, 2018</b>	<b>2.32</b>	<b>2.32</b>

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>6. FINANCIAL ASSETS</b>		
<b>(A) INVESTMENTS</b>		
<b>Non Current</b>		
Investments carried at fair value through profit and loss (Unquoted)		
Investments in Equity Instruments-Other		
34,200* Equity Shares of Indian Potash Limited (March 31, 2018: 34,200 and March 31, 2019: 34,200)	1.71	1.71
*Including bonus shares		
Investments carried at Cost (Unquoted)		
Investments in Equity Instruments of Associate		
13,22,880 Equity Shares Mol Chem Limited (March 31, 2018: 13,22,880 and March 31, 2019: 13,22,880)	86.12	86.12
Less: impairment in the value of investments	(51.06)	-
<b>Total</b>	<b>36.77</b>	<b>87.83</b>
Aggregate amount of unquoted investments	36.77	87.83
- Aggregate amount of impairment in the value of investments	51.06	-
Investments carried at fair value through profit and loss	1.71	1.71
Investments carried at cost	86.12	86.12
* The company has recorded an impairment loss of Rs. 51.06 Lacs on an investment in an associate being the excess of its carrying amount over the estimated recoverable amount considering the current and future business out look.		
<b>(B) LOANS</b>		
<b>Non Current</b>		
Unsecured, considered good unless otherwise stated		
Loans to Related Parties	<b>1,035.20</b>	<b>904.32</b>
<b>Current</b>		
Unsecured, considered good unless otherwise stated		
Loans to Employees	<b>10.53</b>	<b>12.99</b>
<b>(C) OTHER FINANCIAL ASSETS</b>		
<b>Non Current</b>		
Financial assets carried at amortised cost		
Security and other deposits	25.61	32.31
Subsidy receivable	37.28	172.82
Maintenance charges receivable	114.84	114.84
Insurance claim receivable	-	14.74
Others receivable	26.14	26.14
<b>Total</b>	<b>203.87</b>	<b>360.84</b>
<b>Current</b>		
Financial assets carried at amortised cost		
Interest receivable	-	0.17
Subsidy receivable	1003.55	522.66
Excess processing charges refund receivable	5.50	5.50
Service tax paid under appeal	3.03	-
<b>Total</b>	<b>1,012.08</b>	<b>528.34</b>
<b>7. INVENTORIES</b>		
(Valued at lower of Cost and Net Realisable value)		
<b>(a) Construction Division</b>		
Real estate under Development	2,647.76	2,635.89
Finished goods	252.05	518.45
	<b>2,899.80</b>	<b>3,154.34</b>
<b>(b) Fertiliser Division</b>		
Raw materials	682.57	191.47
finished goods	223.16	162.35
stores, consumables and packing material	94.14	76.19
	<b>999.87</b>	<b>430.01</b>
<b>Total</b>	<b>3,899.68</b>	<b>3,584.35</b>
<b>8. TRADE RECEIVABLES</b>		
<b>Current</b>		
Trade Receivables from customers	1,274.33	1,199.21
	<b>1,274.33</b>	<b>1,199.21</b>
<b>Breakup of Security details</b>		
Secured, considered good	-	-
Unsecured, considered good	1,274.33	1,199.21
Doubtful	324.06	19.99
	<b>1,598.39</b>	<b>1,219.19</b>
<b>Loss Allowance (allowance for bad and doubtful debts)</b>		
Unsecured, considered good	-	-
Doubtful	324.06	19.99
	<b>1,274.33</b>	<b>1,199.21</b>

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>9. CASH AND CASH EQUIVALENTS</b>		
Balances with banks on current accounts	0.59	451.00
Cash on hand	0.37	4.71
	<u>0.96</u>	<u>455.71</u>
<b>10. OTHER BANK BALANCES</b>		
Balances with banks to the extent held as margin money	259.79	128.44
	<u>259.79</u>	<u>128.44</u>
<b>11. OTHER ASSETS</b>		
<b>Non Current</b>		
Payment of Taxes (Net of Provisions)	196.86	172.71
Transfer Development Rights	965.92	965.92
MSDCL dues paid under appeal	53.02	53.02
<b>Total</b>	<u>1,215.79</u>	<u>1,191.64</u>
<b>Current</b>		
Prepaid expenses	20.38	11.12
Balances with Statutory, Government Authorities*	109.31	26.36
Unclaimed dividend accounts	10.73	10.86
<b>Total</b>	<u>140.42</u>	<u>48.34</u>
* Includes GST and VAT credit receivables		
<b>12. INCOME TAX</b>		
<b>Deferred Tax</b>		
<b>Deferred tax relates to the following:</b>		
Temporary difference in the carrying amount of property, plant and equipment	(66.50)	(92.13)
<b>Net Deferred Tax Assets / (Liabilities)</b>	<u>(66.50)</u>	<u>(92.13)</u>
<b>Movement in deferred tax liabilities/assets</b>		
Opening balance as of April 1	(92.13)	(99.17)
Tax income/(expense) during the period recognised in profit or loss	25.64	7.00
Tax income/(expense) during the period recognised in OCI	-	-
Other adjustment	0	0.03
<b>Closing balance as at March 31</b>	<u>(66.50)</u>	<u>(92.13)</u>
<b>Unrecognised deferred tax assets</b>		
Unrecognised tax losses	6.20	6.20
Unrecognised tax credits	1,678.20	1,678.20

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

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

**Major Components of income tax expense for the years ended March 31, 2019 and March 31, 2018 are as follows:**

**i. Income tax recognised in profit or loss**

Current income tax charge	-	-
Adjustment in respect of current income tax of previous year	-	23.14
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	(25.64)	(7.00)
<b>Income tax expense recognised in profit or loss</b>	<u>(25.64)</u>	<u>16.14</u>

**ii. Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2019 and March 31, 2018**

<b>Accounting profit before income tax</b>	(361.51)	16.95
Enacted tax rate in India	26.00%	30.90%
<b>Income tax on accounting profits</b>	<u>(93.99)</u>	<u>5.24</u>
<b>Tax Effect of</b>		
Depreciation	(26.79)	(21.62)
Expenses not allowable or considered separately under Income Tax	4.86	11.25
Income considered separately under Income Tax	(29.14)	(4.62)

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
Income not taxable under income tax	-	(1.04)
Losses carried forward to future years	100.85	3.78
Adjustment in respect of current income tax of previous year	-	23.14
Other adjustments	18.57	-
<b>Tax at effective income tax rate</b>	<b>(25.64)</b>	<b>(16.14)</b>

**Changes in tax rate**

The increase in education cess from 3% to 4% was substantively enacted on February 1, 2018 and will be effective from April 1, 2018. As a result, the relevant deferred tax balance have been remeasured. The impact of the change in tax rate has been recognised in tax expense in profit or loss.

**13. SHARE CAPITAL****i. Authorised Share Capital**

(Amount in INR Lakhs)

Particulars	Equity Shares	
	Number	Amount
<b>At April1, 2017</b>	10,000,000	1,000.00
Increase/(decrease)during the year	-	-
<b>At March 31, 2018</b>	10,000,000	1,000.00
Increase/(decrease)during the year	-	-
<b>At March 31, 2019</b>	<b>10,000,000</b>	<b>1,000.00</b>

**Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2019, the amount of per share final dividend recognised as distributions to equity shareholders was Nil (P.Y final dividend Nil)

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

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

**ii. Issued Capital**

(Amount in INR Lakhs)

Equity shares of INR 10 each issued, subscribed and fully paid	Equity Shares	
Particulars	Number	Amount
<b>At April1, 2017</b>	5,285,511	528.55
Changes during the year	-	-
<b>At March 31, 2018</b>	5,285,511	528.55
Changes during the year	-	-
<b>At March 31, 2019</b>	<b>5,285,511</b>	<b>528.55</b>

**iii. Details of shareholders holding more than 5% shares in the company**

Name of Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Share of INR 10 each fully paid				
Yogendra D Patel	820650	15.53%	820650	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%

iv. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL (previous period of five years ended march 31, 2018 : NIL)

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

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>14. OTHER EQUITY</b>		
<b>Reserves and Surplus</b>		
Capital Reserve	70.01	70.01
Securities Premium Reserve	318.90	318.90
Property, Plant and Equipment Reserve	144.73	144.73
General Reserve	629.66	629.66
Capital Subsidy	7.50	7.50
Other comprehensive Income	6.11	(3.08)
Retained Earnings	5,589.85	5,925.72
	<b>6,766.77</b>	<b>7,093.45</b>
<b>(a) Capital Reserve</b>		
Opening balance	70.01	70.01
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>70.01</b>	<b>70.01</b>
<b>(b) Securities Premium Reserve</b>		
Opening balance	318.90	318.90
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>318.90</b>	<b>318.90</b>
The amount received in excess of face value of the equity shares is recognised in Share premium reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.		
<b>(c) Property, Plant and Equipment Reserve</b>		
Opening balance	144.73	144.73
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>144.73</b>	<b>144.73</b>
Property, plant and equipment reserve represents reserve created on revaluation of assets and it is non distributable reserve.		
<b>(d) General Reserve</b>		
Opening balance	629.66	629.66
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>629.66</b>	<b>629.66</b>
The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.		
<b>(e) Capital Subsidy</b>		
Opening balance	7.50	7.50
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>7.50</b>	<b>7.50</b>
<b>(f) Other Comprehensive Income</b>		
Opening balance	(3.08)	-
Remeasurement of post employment benefit obligation, net of tax	9.19	(3.08)
<b>Closing balance</b>	<b>6.11</b>	<b>(3.08)</b>
<b>(g) Retained Earnings</b>		
Opening balance	5,925.72	6,027.66
Net Profit/(Loss) for the period	(335.87)	0.82
Adjustments for fair valuation of financial instruments	-	(102.75)
<b>Closing balance</b>	<b>5,589.85</b>	<b>5,925.72</b>
<b>15. BORROWINGS</b>		
<b>Non Current Borrowings</b>		
Unsecured		
Loans from Related Parties	-	-
	<b>-</b>	<b>-</b>
<b>Current Borrowings</b>		
Secured		
(a) Cash credit from bank	1,470.07	1,747.79
(b) Loans from related parties	-	-
<b>Total</b>	<b>1,470.07</b>	<b>1,747.79</b>

**Current Borrowings**

**Terms of Conditions of Repayment and Details of Securities are as under :**

1. The loan is Repayable on demand.
2. Cash Credit loan is secured by hypothecation of stock of raw material, semi-finished goods and stores and spares, packing material, finished goods, receivables (both present and future).
3. Cash Credit loan is secured by equitable mortgage on factory Land(measuring 18.36 acre) and buildings situated at village Kharivali, Taluka-Wada, District-Palghar.
4. Cash Credit loan is secured by hypothecation of Plant and machinery and all other movable fixed Property, Plant and Equipment of the Company already in possession or to be in possession of the Company.
5. Cash Credit loan is secured by Personal guarantee of Shri Yogendra D. Patel (Promoter Director) and Anjni Y. Patel (Promoter Director)
6. Rate of Interest is 11.25% p.a. (March 31, 2018: 11.00%)

**Net debt Reconciliation**

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

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
Current Borrowings	1,470.07	1,747.79
Non-current Borrowings	-	-

(Amount in INR Lakhs)

Particulars	Liabilities from financing activities		
	Non current Borrowing	Current Borrowing	Total Borrowings
<b>Net Debt as at April 1, 2017</b>	321.05	1,109.54	1,430.59
Cash Inflows	-	844.52	844.52
Cash Outflows	(251.97)	(206.27)	(458.24)
	<b>69.08</b>	<b>1,747.79</b>	<b>1,816.87</b>
Interest Expense	-	54.59	54.59
Interest Paid	-	(54.59)	(54.59)
Other non cash adjustments	(69.08)	-	(69.08)
<b>Net Debt as at March 31, 2018</b>	-	<b>1,747.79</b>	<b>1,747.79</b>
Cash Inflows	-	-	-
Cash Outflows	-	(277.72)	(277.72)
	-	<b>1,470.07</b>	<b>1,470.07</b>
Interest Expense	-	177.25	177.25
Interest Paid	-	(177.25)	(177.25)
Other non cash adjustments	-	-	-
<b>Net Debt as at March 31, 2018</b>	<b>0.00</b>	<b>1,470.07</b>	<b>1,470.07</b>

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

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>16. OTHER FINANCIAL LIABILITIES</b>		
Current		
Other payables	62.25	59.73
<b>Total</b>	<b>62.25</b>	<b>59.73</b>
<b>17. TRADE PAYABLES</b>		
Current		
Trade Payables to Micro, Small and Medium Enterprises (Refer Note 37)	-	-
Trade Payables to Related Parties (Refer Note 31)	-	-
Trade Payables to Others	1,957.15	1,003.71
<b>Total</b>	<b>1,957.15</b>	<b>1,003.71</b>
<b>18. OTHER LIABILITIES</b>		
Current		
Advance against flat sales	456.40	456.40
Statutory Liabilities	127.92	112.40
Other Liabilities	2.51	-
<b>Total</b>	<b>586.83</b>	<b>568.80</b>
<b>19. PROVISIONS</b>		
Current		
Dividend payable	15.95	15.98
<b>Total</b>	<b>15.95</b>	<b>15.98</b>

Particulars	(Amount in INR Lakhs)	
	2018-19	2017-18
<b>20. REVENUE FROM OPERATIONS</b>		
<b>Sale of products (inclusive of excise duty)</b>		
Fertilisers Sales	2,116.03	1,376.87
Sale of Perfumery Oil/Organic Products/Agriculture income	0.28	-
<b>Sale of services</b>		
Revenue from Real Estate Activity	668.55	1,131.59
Renting of Immovable Properties	0.35	3.10
Resort Income	340.69	225.92
<b>Other operating revenues</b>		
Government Subsidy	1,422.97	633.78
	<b>4,548.87</b>	<b>3,371.27</b>
Sale of goods includes excise duty collected from customers of INR NIL (March 31, 2018: INR 3.41 Lakhs).		
<b>21. OTHER INCOME</b>		
Interest income on		
Bank fixed deposits	8.44	2.83
Loans to others	121.84	91.33
Dividend income	1.03	1.03
<b>Other Non Operating Income</b>		
Agriculture income	16.97	8.06
Rent income	26.01	49.80
Insurance claim	-	14.74
Net gain/loss disposal of Property, plant and equipment	(3.32)	-
Miscellaneous Income	21.62	30.40
	<b>192.59</b>	<b>198.18</b>
<b>22. COST OF CONSTRUCTION AND RAW MATERIAL CONSUMED</b>		
As at beginning of the year	191.47	238.63
Add: Purchases (Including direct expense of construction division)	2,288.32	1,151.89
Less : As at end of the year	(682.57)	(191.47)
	<b>1,797.22</b>	<b>1,199.06</b>
<b>23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
<b>Inventories as at the beginning of the year</b>		
Finished goods - Fertiliser division	162.35	231.10
Stock-in-trade - Construction division	518.45	961.65
Work in progress - Real estate under Development	2,635.89	2,411.83
<b>Total</b>	<b>3,316.69</b>	<b>3,604.58</b>
<b>Less :Inventories as at the beginning of the year</b>		
Finished goods - Fertiliser division	223.16	162.35
Stock-in-trade - Construction division	252.05	518.45
Work in progress - Real estate under Development	2,647.76	2,635.89
<b>Total</b>	<b>3,122.97</b>	<b>3,316.69</b>
<b>Net decrease / (increase) in inventories</b>	<b>193.72</b>	<b>287.89</b>
<b>24. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, wages and bonus	395.15	235.44
Staff welfare expenses	81.05	95.83
Gratuity expense	17.44	27.92
Leave salary expenses	0.39	1.59
Contribution to provident and other funds	33.54	20.10
	<b>527.57</b>	<b>380.89</b>
<b>25. FINANCE COST</b>		
Interest expense on borrowings	177.25	92.47
Other finance charges	42.96	29.36
	<b>220.21</b>	<b>121.83</b>



Particulars	(Amount in INR Lakhs)	
	2018-19	2017-18
<b>26. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation on tangible assets	306.83	299.30
Amortisation on intangible assets	0.77	0.60
	<b>307.60</b>	<b>299.90</b>
<b>27. OTHER EXPENSES</b>		
<b>Operating and Other Expenses</b>		
Power and Fuel	179.71	170.30
Stores, Spares and Packing Material Consumed	234.60	188.41
Repairs and maintenance		
Plant and Machinery	19.52	7.90
Factory Building	0.97	3.89
Rent, Rates and Taxes	29.47	25.14
Insurance charges	8.11	6.40
Other Operating Expenses	23.73	11.54
	<b>496.10</b>	<b>413.58</b>
<b>Administrative expenses</b>		
Payments to auditors (Refer note (a) below)	6.10	6.60
Postage and Telegrams and Fax	4.85	2.11
Legal and other professional fees	25.22	20.72
Travelling and conveyance expenses	47.12	33.11
Vehicle Expenses	17.44	17.20
Donation	1.26	0.49
Freight Expenses	716.45	434.28
Marketing and sales promotion expenses	15.53	11.72
Repairs and maintenance - Others	102.77	59.02
Discount	19.71	20.59
Corporate social responsibility expenditure	-	8.00
Common maintenance expense	53.04	66.99
Sundry debtors written off	5.37	0.18
Loss allowance on Receivables	304.08	-
Impairment on investment in associate concern	51.06	-
Excise Duty	-	3.41
Resort expenses	92.75	79.39
General expenses	52.63	49.83
Miscellaneous expenses	45.18	35.71
	<b>1,560.55</b>	<b>849.35</b>
<b>Total</b>	<b>2,056.65</b>	<b>1,262.92</b>
<b>(a) Details of Payments to auditors</b>		
<b>As auditor</b>		
Audit Fee	2.97	3.03
Tax audit fee	1.98	1.92
<b>In other capacity</b>		
Taxation matters	0.94	1.46
Re-imbursement of expenses	0.21	0.19
	<b>6.10</b>	<b>6.60</b>
<b>(b) Corporate social responsibility expenditure</b>		
Amount required to be spent as per Section 135 of the Act	-	8.00
Amount spent during the year on		
(i) Social and Education activities	-	8.00
(ii) on purposes other than (i) above	-	-

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>28. EARNINGS PER SHARE</b>		
(a) Basic earnings per share (INR)	(6.35)	0.02
(b) Diluted earnings per share (INR)	(6.35)	0.02
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(335.87)	0.82
Diluted earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(335.87)	0.82
Adjustments for calculation of Diluted earnings per share:	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	<u>(335.87)</u>	<u>0.82</u>
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	5,285,511	52,85,511
Adjustments for calculation of diluted earnings per share:	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	<u>52,85,511</u>	<u>52,85,511</u>

**29. EMPLOYEE BENEFIT OBLIGATIONS**

(Amount in INR Lakhs)

	As at March 31, 2019			As at March 31, 2018		
	Current	Non Current	Total	Current	Non Current	Total
Gratuity	9.34	103.99	113.33	41.43	66.23	107.66
Total Employee Benefit Obligation	<b>9.34</b>	<b>103.99</b>	<b>113.33</b>	<b>41.43</b>	<b>66.23</b>	<b>107.66</b>

**Post Employment obligations****Gratuity**

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

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

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows :

Particulars	(Amount in INR Lakhs)	
	Present value of obligation	
<b>As at April 1, 2017</b>	<b>89.85</b>	
Current service cost	10.70	
Interest expense/(income)	5.97	
Past Service Cost -(vested benefits)	11.25	
<b>Total amount recognised in profit or loss</b>	<b>27.92</b>	
<i>Remeasurements</i>		
(Gain)/Loss from change in financial assumptions	(1.14)	
Experience (gains)/losses	4.22	
<b>Total amount recognised in other comprehensive income</b>	<b>3.08</b>	
Employer contributions	-	
Benefit payments	(13.19)	
<b>As at March 31, 2018</b>	<b>107.66</b>	
Current service cost	9.68	
Past Service Cost -(vested benefits)	-	
Interest expense/(income)	7.76	
<b>Total amount recognised in profit or loss</b>	<b>17.44</b>	
<i>Remeasurements</i>		
(Gain)/Loss from change in financial assumptions	(1.86)	
Experience (gains)/losses	(7.32)	
<b>Total amount recognised in other comprehensive income</b>	<b>(9.18)</b>	
Employer contributions	-	
Benefit payments	(2.58)	
<b>As at March 31, 2019</b>	<b>113.34</b>	

The significant actuarial assumptions were as follows:

	March 31, 2019	March 31, 2018
Mortality	IALM (2006-08) Uit.	IALM (2006-08) Uit.
Discount rate	7.59%	7.30%
Rate of Increase in compensation	10.00%	10.00%
Expected average remaining service	11.78	11.72
Retirement age	56 years	56 years
Employee Attrition Rate	0.8% for All Ages	0.8% for All Ages

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is shown below:

(Amount in INR Lakhs)

Assumptions	Discount rate		Salary escalation rate	
	1% increase	1% decrease	1% increase	1% decrease
<b>March 31, 2019</b>				
Impact on defined benefit obligation	(13.54)	3.83	3.64	(13.46)
% Impact	-11.95%	3.38%	3.21%	-11.88%
<b>March 31, 2018</b>				
Impact on defined benefit obligation	(24.87)	(9.20)	(9.53)	(24.76)
% Impact	-23.10%	-8.55%	-8.85%	-23.00%

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

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

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
Expected outflow in the first year	9.34	41.43
Expected outflow in the second year	3.37	3.37
Expected outflow in the third year	1.95	1.95
Expected outflow in the fourth year	5.01	5.01
Expected outflow in the fifth year	9.08	9.08
Expected outflow in six to ten years	33.50	33.50
<b>Total expected payments</b>	<b>62.25</b>	<b>94.34</b>

The average duration of the defined benefit plan obligation at the end of the reporting period is 11.78 years (March 31, 2018: 11.72 years)

### (iii) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 17.30 Lakhs (March 31, 2017: INR 14.60 Lakhs)

## 30. COMMITMENTS AND CONTINGENCIES

### A. Commitments

#### Capital Commitments

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

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
Property, plant and equipment	3.25	-
<b>B. Contingent Liabilities</b>		
Claim against the company not acknowledged as debt	17.01	-

Name of the Statute	Nature of Dues	Period to which it pertains	Forum where dispute is pending	Amount (exl interest and penalty (Rs.in lakhs))
The Maharashtra Value Added Tax Act, 2002	Local body Tax (LBT)	2013-2014	Asstt. Commissioner, Thane Municipal Corporation, Thane	1.40
		2014-2015		15.61
			<b>Total</b>	<b>17.01</b>

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

<b>Name of Related Party</b>	<b>Country of Incorporation</b>
------------------------------	---------------------------------

**Associate**

Mol Chem Limited	India
------------------	-------

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

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

**Key Management Personnel**

Y D Patel, Chairman and Managing Director  
 Kantilal Narandas Jethwa, Whole Time Director  
 Suresh Maganlal Bhadrecha, Director  
 Ramesh Jamnadas Vekaria, Director  
 Yogesh Shamjibhai Rathod, Director  
 Rohit Champaklal Vakharia, Director  
 Chunilal Bhanji Gherwada, Additional Director  
 Arvind Jaykumar Chakote, Company Secretary

**Relatives of Key Management Personnel**

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

**(ii) Transactions with related parties**

The following transactions occurred with related parties

Name	Nature of Transaction	March 31, 201	(Amount in INR Lakhs) March 31, 2018
Yogendra D. Patel	Remuneration including perquisites	63.00	36.00
Anjni Y. Patel	Remuneration including perquisites	61.50	20.16
Chandni Y. Patel	Remuneration including perquisites	61.25	16.80
Vijal Y. Patel	Remuneration including perquisites	61.25	16.80
Shailendra D. Patel	Remuneration including perquisites	4.77	4.77
Viraj S. Patel	Remuneration including perquisites	3.47	3.47
Mol Chem Limited	Loan given	45.63	193.77
	Loan repayments received	24.40	23.02
	Interest received	-	-
	Interest charges	109.65	82.16

**(iii) Loans to related parties****Loans to related parties**

Mol Chem Limited	Beginning of the year	904.32	651.41
	Loans advanced	45.63	193.77
	Loan repayments received	(24.40)	(23.02)
	Interest charged	109.65	82.16
	Interest received	-	-
	<b>End of the year</b>	<b>1,035.20</b>	<b>904.32</b>

**Loans from related parties**

Yogendra D. Patel	Beginning of the year	-	294.55
	Loans received	-	22.60
	Loan repayments made	-	(317.15)
	<b>End of the year</b>	-	-
Anjni Y. Patel	Beginning of the year	-	168.25
	Loans received	-	15.65
	Loan repayments made	-	(183.90)
	<b>End of the year</b>	-	-
Chandni Y. Patel	Beginning of the year	-	78.55
	Loans received	-	13.25
	Loan repayments made	-	(91.80)
	<b>End of the year</b>	-	-
Vijal Y. Patel	Beginning of the year	-	63.60
	Loans received	-	11.50
	Loan repayments made	-	(75.10)
	<b>End of the year</b>	-	-

The loan transaction with related parties and outstanding balances as at reporting date are excluding the impacts of fair valuation as per required by Ind AS

	March 31, 2019	March 31, 2018
<b>(iv) Key management personnel compensation</b>		
Short term employee benefits	255.24	97.99
Post-employment benefits*	-	-
Other long term employee benefits*	-	-
	<b>255.24</b>	<b>97.99</b>

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

**(v) Terms and conditions of transactions with related parties**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2019, the group has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2018: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

**32. SEGMENT REPORTING**

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

Construction  
Fertilizers  
Resort

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

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

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

**Year ended March 31, 2019**

**(Amount in INR Lakhs)**

Particulars	Construction	Fertilizers	Resort	Unallocable	Total
<b>Segment Revenue</b>					
External Sales Revenue	668.90	3,539.00	340.69	0.28	<b>4,548.87</b>
Inter Segment Revenue	-	-	-	-	-
<b>Total Revenue</b>	<b>668.90</b>	<b>3,539.00</b>	<b>340.69</b>	<b>0.28</b>	<b>4,548.87</b>
<b>Segment results before interest, taxes prior period &amp; exceptional items</b>	232.60	(200.31)	(288.47)	20.72	<b>(235.46)</b>
Interest expense	-	-	-	220.21	<b>220.21</b>
Interest income	-	-	-	94.16	<b>94.16</b>
<b>Profit/(Loss) before and Exceptional items</b>					<b>(361.51)</b>
Exceptional items	-	-	-	-	-
<b>Profit/(Loss) before tax</b>					<b>(361.51)</b>
Tax Expense				(25.64)	<b>(25.64)</b>
<b>Profit/(Loss) after tax</b>					<b>(335.87)</b>
<b>Other Information</b>					
Segment Assets	4,153.89	4,179.07	949.89	2,171.22	<b>11,454.08</b>
Segment Liabilities	469.86	3,416.25	45.02	227.63	<b>4,158.76</b>
Capital Expenditure	-	47.92	25.54	0.30	<b>73.76</b>
Depreciation	13.63	145.45	148.52	-	<b>307.60</b>
Non cash expenses other than Depreciation	-	-	-	5.37	<b>5.37</b>

Year ended March 31, 2018

(Amount in INR Lakhs)

Particulars	Construction	Fertilizers	Resort	Unallocable	Total
<b>Segment Revenue</b>					
External Sales Revenue	1,131.59	2,010.65	225.92	3.10	<b>3,371.27</b>
Inter Segment Revenue	-	-	-	-	-
<b>Total Revenue</b>	<b>1,131.59</b>	<b>2,010.65</b>	<b>225.92</b>	<b>3.10</b>	<b>3,371.27</b>
<b>Segment results before interest, taxes prior period &amp; exceptional items</b>	306.88	(137.26)	(127.27)	2.27	44.62
Interest expense	-	-	-	121.83	121.83
Interest income	-	-	-	94.16	94.16
<b>Profit/(Loss) before and Exceptional items</b>					16.95
Exceptional items	-	-	-	-	-
<b>Profit/(Loss) before tax</b>	-	-	-	-	16.95
Tax Expense	-	-	-	16.14	16.14
<b>Profit/(Loss) after tax</b>					0.82
<b>Other Information</b>					
Segment Assets	4,410.14	3,547.79	1,087.46	2,064.77	11,110.15
Segment Liabilities	474.10	2,724.72	36.55	252.78	3,488.15
Capital Expenditure	-	167.62	378.40	0.43	546.45
Depreciation	70.18	84.13	140.89	4.71	299.90
Non cash expenses other than Deprecation	-	-	-	0.18	0.18

**Adjustments and eliminations**

Finance income and costs are not allocated to individual segments as the underlying instruments are managed on a group basis. Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis. Capital expenditure consists of additions of property, plant and equipment and intangible assets.

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

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

**Revenue from Major Customers**

Revenue from customers exceeding 10% of total revenue for the year ended March 31, 2019 and March 31, 2018 were as follows:

(Amount in INR Lakhs)

Segment	March 31, 2019		March 31, 2018	
	Number of Customer	Revenue	Number of Customer	Revenue
Construction	6	665.55	-	-
Fertilizers	2	1,392.42	2	565.77
Resort	-	-	-	-

**33. FAIR VALUE MEASUREMENTS****i. Financial Instruments by Category**

(Amount in INR Lakhs)

	Carrying Amount		Fair Value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
<b>FINANCIAL ASSETS</b>				
<b>Amortised cost</b>				
Trade Receivables	1,274.33	1,199.21	1,274.33	1,199.21
Loans	1,045.73	917.31	1,045.73	917.31
Cash and Cash Equivalents	0.96	455.71	0.96	455.71
Security Deposits	25.61	32.31	25.61	32.31
Other Bank Balances	259.79	128.44	259.79	128.44
Other Financial Assets	1,190.34	856.87	1,190.34	856.87
<b>Financial assets at FVTPL</b>				
Investments in Equity instruments	1.71	1.71	1.71	1.71
<b>Total</b>	<b>3,798.46</b>	<b>3,591.54</b>	<b>3,798.46</b>	<b>3,591.54</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Amortised cost</b>				
Borrowings	1,470.07	1,747.79	1,470.07	1,747.79
Trade Payables	1,957.15	1,003.71	1,957.15	1,003.71
Other financial liabilities	62.25	59.73	62.25	59.73
<b>Total</b>	<b>3,489.48</b>	<b>2,811.23</b>	<b>3,489.48</b>	<b>2,811.23</b>



The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans, deposits and other non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk. The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

## ii. Fair Value Hierarchy

All assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Particulars	March 31, 2019			Total	March 31, 2018			Total
	Fair value mesurement using				Fair value mesurement using			
	Quoted prices in active markets (Level )1	Significant Observable Inputs(Level 2)	Significant Unobservable Inputs(Level 3)		Quoted prices in active markets (Level )1	Significant Observable Inputs(Level 2)	Significant Unobservable Inputs(Level 3)	
<b>Financial Assets</b>								
<b>Financial Investments at FVTPL</b>								
Unquoted equity shares	-	-	1.71	<b>1.71</b>	-	-	1.71	<b>1.71</b>
<b>Total Financial Assets</b>	-	-	<b>1.71</b>	<b>1.71</b>	-	-	<b>1.71</b>	<b>1.71</b>

There have been no transfers among Level 1, Level 2 and Level 3 during the period

## Measurement

**Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2** - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included.

**Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares included in level 3.

## iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

## iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

## v. Reconciliation of fair value measurement of financial assets classified as FVTPL (Level 3):

(Amount in INR Lakhs)

Particulars	Unquoted equity shares
<b>As at April 1, 2017</b>	1.71
Remeasurement recognised in Profit and loss	-
<b>As at March 31, 2018</b>	1.71
Remeasurement recognised in Profit and loss	-
<b>As at March 31, 2019</b>	1.71

## 34. FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee and finance team oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activity exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

**(A) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

**(a) Trade and other receivables**

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

**i. Provision for expected credit losses**

The company follows 'simplified approach' for recognition of loss allowance on Trade receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

**ii Exposure - Trade Receivables**

The ageing of trade and other receivables that were not impaired was as follows:

(Amount in INR Lakhs)

Particulars	Past Due		Total
	Up to 6 Months	More than 6 Months	
As at March 31, 2019	926.15	348.17	1,274.33
As at March 31, 2018	593.69	605.51	1,199.21

**iii Reconciliation of loss allowance provision - Trade receivables**

(Amount in INR Lakhs)

Particulars	
<b>Loss allowance on April 1, 2017</b>	<b>19.99</b>
Changes in loss allowance	-
<b>Loss allowance on March 31, 2018</b>	<b>19.99</b>
Changes in loss allowance	304.08
<b>Loss allowance on March 31, 2019</b>	<b>324.06</b>

**(b) Other Financial Assets**

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The carrying amount of cash and cash equivalents, loans, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is INR 2,390.63 Lakhs (March 31, 2017: INR 2,081.32 Lakhs, April 1, 2016: INR 2,217.65 Lakhs).

**(B) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

**Contractual maturities of financial liabilities**

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include principal cash flows.

(Amount in INR Lakhs)

Particulars	Carrying Amount	Total	Less than 1 year	1 to 5 years	More than 5 years
<b>March 31, 2019</b>					
Borrowings	1,470.07	1,470.07	1,470.07	-	-
Trade payables	1,957.15	1,957.15	1,957.15	-	-
Other financial liabilities	62.25	62.25	62.25	-	-
<b>Total liabilities</b>	<b>3,489.48</b>	<b>3,489.48</b>	<b>3,489.48</b>	-	-
<b>March 31, 2018</b>					
Borrowings	1,747.79	1,747.79	1,747.79	-	-
Trade payables	1,003.71	1,003.71	1,003.71	-	-
Other financial liabilities	59.73	59.73	59.73	-	-
<b>Total liabilities</b>	<b>2,811.23</b>	<b>2,811.23</b>	<b>2,811.23</b>	-	-

**C) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

**(i) Foreign currency risk**

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the import payables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

**(a) Foreign currency risk exposure**

(Amount in INR Lakhs)

Particulars	Exposure in USD
<b>March 31, 2019</b>	
Trade Payables	(937.20)
<b>Net exposure to foreign currency risk</b>	<b>(937.20)</b>
<b>March 31, 2018</b>	
Trade Payables	(304.08)
<b>Net exposure to foreign currency risk</b>	<b>(304.08)</b>

INR	Year end spot rate	
	March 31, 2019	March 31, 2018
USD 1	69.55	65.04

**(b) Foreign currency sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

(Amount in INR Lakhs)

Particulars	2018-19		2017-18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Foreign Currency Changes	(9.37)	9.37	(3.04)	3.04
<b>Net Increase/(decrease) in profit or loss</b>	<b>(9.37)</b>	<b>9.37</b>	<b>(3.04)</b>	<b>3.04</b>

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable and competitive cost of funding.

However, during the periods presented in the financial statements, the Company has primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Company is not significantly exposed to interest rate risk.

**(iii) Inventory price risk**

The company is exposed to the movement in price of principal finished product i.e Fertilizer. The main raw material i.e Rock Phosphate is imported from Egypt and its price is variable depending upon exchange rate. Fertiliser being a seasonal as well as subsidized product; prices of fertilizer are monitored by government. During current financial year, Department of Fertilizer implemented "Direct Benefit Transfer" (DBT) system for eligibility of subsidy on sale of fertilizer through POS machines. Company monitors the fertilizer prices on daily basis and formulates the sales strategy to achieve maximum realisation.

**35. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
Borrowings	1,470.07	1,747.79
Trade payables	1,957.15	1003.71
Other payables	62.25	59.73
Less: Cash and cash equivalents	(0.96)	(455.71)
Less: Other bank balance	(259.79)	(128.44)
<b>Net Debt</b>	<b>3,228.73</b>	<b>2,227.09</b>
Equity share capital	528.55	528.55
Other equity	6,766.77	7,093.45
<b>Total Capital</b>	<b>7,295.32</b>	<b>7,622.00</b>
<b>Total Equity and Net Debt</b>	<b>10,524.05</b>	<b>9,849.09</b>
<b>Gearing ratio (%)</b>	<b>30.68</b>	<b>22.61</b>

\*Includes Property, plant and equipments of INR 144.73 Lakhs.

In order to achieve the objective of maximize shareholders value, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements.

### 36. ASSETS GIVEN AS COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as collateral security for current and non current borrowings are:

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
<b>CURRENT ASSETS</b>		
<b>i. Financial Assets</b>		
Trade Receivables	1,145.12	1,072.98
<b>ii. Non Financial Assets</b>		
Inventories	999.87	430.01
<b>Total current assets</b>	<b>2,144.99</b>	<b>1,502.99</b>
<b>NON CURRENT ASSETS</b>		
<b>Non Financial Assets</b>		
Freehold land	76.58	76.58
Freehold building	179.88	176.22
Plants and equipments	353.78	392.10
<b>Total non current assets</b>	<b>610.24</b>	<b>644.90</b>

### 37. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

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 March 31, 2019 have not been furnished.

### 38. Disclosures pursuant to Guidance Note on Accounting for Real Estate Transactions (Ind AS) issued by the Institute of Chartered Accountants of India (ICAI)

(Amount in INR Lakhs)

Sr.	Particulars	2018-2019	2017-2018
1	Amount of project revenue recognised for the financial year	668.90	1,131.59
2	Aggregate amount of costs incurred and profits recognised as at the end of the financial year	12.17 Gross Profit-246.23	224.55 Gross Profit-377.06
		<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
3	Amount of advances received	456.40	456.40
4	Amount of work-in-progress and the value of inventories	WIP- 2,647.76 FG - 252.05	WIP- 2,635.88 FG - 518.45
5	Excess of revenue recognised over actual bills raised (unbilled revenue)	NA	NA

**Note :** Cost does not includes changes in inventories of stock in trade and work in progress.

## 39. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

Name of the Party	Nature	Purpose	March 31, 2019	March 31, 2018
<b>Mol chem limited</b>	Unsecured loan	Working Capital	1,035.20	904.32
	Investment	Business	35.06	86.12

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

1 to 39

As per our report of even date attached

**For VERMA MEHTA & ASSOCIATES**  
**Chartered Accountants**

Firm Registration No : 112118W

**Vimlesh Mehta**

Partner

Membership No. 043599

Place : Mumbai

Date : May 30, 2019

**For BHARAT AGRI FERT & REALTY LIMITED****Y. D. Patel****Chairman and Managing Director**

(DIN : 00106864)

**K. N. Jethwa****Whole Time Director**

(DIN : 00107034)

Place : Mumbai

Date : May 30, 2019

**A. Y. Patel****Whole Time Director**

(DIN : 00106976)

**A. J. Chakote****Company Secretary**

(Membership No : ACS550)

## Consolidated Financial Statements



## INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF  
Bharat Agri Fert and Realty Limited**

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of **Bharat Agri Fert and Realty Limited** (hereinafter referred to as "the Company") and its Associate, which comprise the consolidated Balance Sheet as at March 31, 2019, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records. (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in subparagraph 15 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Board of Directors report, but does not include the consolidated financial statements and our auditor's report thereon.]

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

6. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

7. The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

9. The Board of Directors of the company are responsible for overseeing the financial reporting process of the Company.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### Other Matters

15. The consolidated Ind AS financial statements include the financial statements of one Associate, whose financial statements reflect total Loss of Rs. 62.90 Lakhs as at March 31, 2019, as considered in the consolidated Ind AS financial statements, which have not been audited by us.

These financial statements have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this Associate and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid Associate is based solely on the Unaudited financial statements of that Associate furnished to us by the management.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of above matter with respect to unaudited financial statements of one Associate furnished to us by the Management.

#### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and unaudited financial statements of one Associate furnished to us by the Management as noted in the "Other Matters" paragraph we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and unaudited financial statements of one Associate submitted by the Management.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, and the Consolidated Cash Flow Statement and Consolidated Statement of Change in Equity dealt with by this report are in agreement with the relevant financial statements adopted and related working statements maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the company, none of the directors of the company are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure A", which is based on the auditors' reports of the company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the unaudited financial statements of one Associate have been furnished to us by the management as noted in the 'Other Matter' paragraph to the extent applicable:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii There are no long-term contracts including Derivative Contracts for which there were any material foreseeable losses.
  - iii. The Company do not have any unpaid dividend amount. Accordingly, there is no amount, required to be transferred, to the Investor Education and Protection Fund; and
  - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2019.

FOR VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm's Registration No: 112118W

**Vimlesh Mehta**

Partner

M.N.043599

Place: Mumbai

Date: 30<sup>th</sup> May 2019

### ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph "f" under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Bharat Agri Fert and Realty Limited (hereinafter referred to as "Company") and its Associate company (hereinafter referred to as the "Group"), which includes internal financial controls over financial reporting of companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over

financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the company.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us the company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note.

FOR VERMA MEHTA & ASSOCIATES

Chartered Accountants

Firm's Registration No: 112118W

Vimlesh Mehta

Partner

M.N.043599

Place: Mumbai

Date: 30<sup>th</sup> May 2019

## Consolidated Balance Sheet as at March 31, 2019

Particulars	Notes	March 31, 2019	(Amount in INR Lakhs) March 31, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	4	2,363.35	2,605.84
(b) Intangible Assets	5	1.32	2.32
<b>(c) Financial Assets</b>			
(i) Investments	6	(42.94)	24.47
(ii) Loans	6	1,035.20	904.32
(iii) Other Financial Assets	6	203.87	360.84
(d) Other Non-Current Assets	11	1,215.79	1,191.64
		<u>4,776.59</u>	<u>5,089.43</u>
<b>Current assets</b>			
(a) Inventories	7	3,899.68	3,584.35
<b>(b) Financial Assets</b>			
(i) Trade Receivables	8	1,274.33	1,199.21
(ii) Cash and Cash Equivalents	9	0.96	455.71
(iii) Bank Balances Other than (ii) above	10	259.79	128.44
(iv) Loans	6	10.53	12.99
(v) Other Financial Assets	6	1,012.08	528.34
(c) Other Current Assets	11	140.42	48.34
		<u>6,597.78</u>	<u>5,957.37</u>
<b>TOTAL</b>		<u>11,374.37</u>	<u>11,046.80</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	528.55	528.55
(b) Other Equity	14	6,687.06	7,030.10
		<u>7,215.62</u>	<u>7,558.65</u>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	15	-	-
(b) Deferred Tax liabilities (Net)	12	66.50	92.13
		<u>66.50</u>	<u>92.13</u>
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	15	1,470.07	1,747.79
<b>(ii) Trade Payables</b>			
Micro, Small and Medium Enterprises	17	-	-
Others		1,957.15	1,003.71
(iii) Other Financial Liabilities	16	62.25	59.73
(b) Other Current Liabilities	18	586.83	568.80
(c) Provisions	19	15.95	15.98
		<u>4,092.26</u>	<u>3,396.01</u>
<b>TOTAL</b>		<u>11,374.37</u>	<u>11,046.80</u>

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 41

As per our report of even date attached  
For VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm Registration No : 112118W

For BHARAT AGRI FERT & REALTY LIMITED

Y. D. Patel  
Chairman and Managing Director  
(DIN : 00106864)

A. Y. Patel  
Whole Time Director  
(DIN : 00106976)

Vimlesh Mehta  
Partner  
Membership No. 043599

K. N. Jethwa  
Whole Time Director  
(DIN : 00107034)

A. J. Chakote  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019

**Consolidated Statement of Profit and Loss for the year ended March 31, 2019**

		(Amount in INR Lakhs)	
Particulars	Notes	2018-2019	2017-2018
<b>REVENUE</b>			
Revenue From Operations(net)	20	4,548.87	3,371.27
Other income	21	192.59	198.18
<b>Total Revenue (I)</b>		<b>4,741.46</b>	<b>3,569.45</b>
<b>EXPENSES</b>			
Cost of Construction and Raw Materials Consumed	22	1,797.22	1,199.06
Changes in inventories of finished goods, stock-in-trade and work in progress	23	193.72	287.89
Employee benefits expense	24	527.57	380.89
Finance costs	25	220.21	121.83
Depreciation and amortization expense	26	307.60	299.90
Other expenses	27	2,056.65	1,262.92
<b>Total Expenses (II)</b>		<b>5,102.97</b>	<b>3,552.50</b>
<b>Profit/(loss) before tax</b>		<b>(361.51)</b>	<b>16.95</b>
Share of Profit/(Loss) of an associate		(16.35)	(42.86)
<b>Profit/(Loss) before tax</b>		<b>(377.86)</b>	<b>(25.91)</b>
<b>Tax expense:</b>			
Current tax		-	-
Deferred tax		(25.64)	(7.00)
Adjustment of tax relating to earlier periods		-	23.14
<b>Profit/(loss) for the year</b>		<b>(352.22)</b>	<b>(42.05)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:</b>			
Remeasurement of gains (losses) on defined benefit plans		9.19	(3.08)
Income tax effect		-	-
<b>B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:</b>			
Other Comprehensive income for the year, net of tax		9.19	(3.08)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>(343.03)</b>	<b>(45.13)</b>
<b>Profit for the year attributable to:</b>			
Equity holders of the parent		(352.22)	(42.05)
Non-controlling interests		-	-
<b>Other comprehensive income for the year attributable to:</b>			
Equity holders of the parent		9.19	(3.08)
Non-controlling interests		-	-
<b>Total comprehensive income for the year attributable to:</b>			
Equity holders of the parent		(343.03)	(45.13)
Non-controlling interests		-	-
<b>Earnings per share for profit attributable to equity Shareholders</b> 28			
Basic and Diluted EPS		(6.66)	(0.80)
Diluted EPS		(6.66)	(0.80)

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 41

As per our report of even date attached  
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For BHARAT AGRI FERT & REALTY LIMITED

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(DIN : 00107034)

A. J. Chakote  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019

**Consolidated Cash Flow Statement for the year ended March 31, 2019**

		(Amount in INR Lakhs)
Particular	2018-2019	2017-2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Profit/(Loss) before tax	(377.86)	16.95
Adjustments for:		
Depreciation and amortisation expense	307.60	299.90
Loss allowance on receivables	304.08	-
Gain on disposal of property, plant and equipment	3.32	-
Finance costs	177.25	92.47
Sundry expense written off	5.37	0.18
Dividend and interest income classified as investing cash flows	(131.31)	(95.19)
Net foreign exchange differences	(2.61)	(2.61)
Impairment on investment in Associate concern	51.06	-
Share of profit/loss of Associates	16.35	-
<b>Change in operating assets and liabilities:</b>		
(Increase)/Decrease in trade receivables	(379.20)	82.22
(Increase)/Decrease in inventories	(312.72)	352.48
Increase/(decrease) in trade payables	948.07	(79.03)
(Increase) in other financial assets	(326.78)	443.31
(Increase) in other financial liabilities	2.52	(15.28)
(Increase)/decrease in other current assets	(116.23)	1.05
Increase/(decrease) in provisions	(0.03)	(0.02)
Increase/(decrease) in other balances with bank	(131.35)	(51.00)
Increase in other liabilities	27.22	8.63
<b>Cash generated from operations</b>	<b>64.77</b>	<b>1,054.08</b>
Less: Income taxes paid	-	(23.17)
<b>Net cash inflow from operating activities</b>	<b>64.77</b>	<b>1,030.91</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Payments for purchase of property, plant and equipment	(73.76)	(544.77)
Proceeds from sale of property, plant and equipment	6.33	-
Payments for loans to related parties and employess	(152.83)	(270.95)
Proceeds from repayment of loans to related parties and employess	24.40	23.02
Payment towards software development	-	(1.68)
Dividends received	1.03	1.03
Interest received	130.28	94.16
<b>Net cash outflow from investing activities</b>	<b>(64.55)</b>	<b>(699.19)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from borrowings	-	844.52
Repayment of borrowings	(277.72)	(560.99)
Interest paid	(177.25)	(161.55)
<b>Net cash inflow (outflow) from financing activities</b>	<b>(454.97)</b>	<b>121.98</b>
0.70 Net increase (decrease) in cash and cash equivalents	(454.75)	453.69
Cash and Cash Equivalents at the beginning of the financial year	455.71	2.02
Effects of exchange rate changes on Cash and Cash Equivalents		
<b>Cash and Cash Equivalents at end of the year</b>	<b>0.96</b>	<b>455.71</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement:</b>		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks on current accounts	0.59	451.00
Cash on hand	0.37	4.71
<b>Balances per statement of cash flows</b>	<b>0.96</b>	<b>455.71</b>

**Notes:** 1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.  
2. Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 41

As per our report of even date attached  
For VERMA MEHTA & ASSOCIATES  
Chartered Accountants  
Firm Registration No : 112118W

For BHARAT AGRI FERT & REALTY LIMITED

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(DIN : 00107034)

A. J. Chakote  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019****A Equity Share Capital**

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
<b>March 31, 2018</b>			
Numbers	5,285,511	-	<b>5,285,511</b>
Amount	528.55	-	<b>528.55</b>
<b>March 31, 2019</b>			
Numbers	5,285,511	-	<b>5,285,511</b>
Amount	528.55	-	<b>528.55</b>

**B Other Equity**

Particulars	Reserves and Surplus							
	Capital Reserve	Securities Premium Reserve	Property, Plant and Equipment Reserve	General Reserve	Other Comprehensive Income	Retained Earnings	Capital Subsidy	Total
<b>As at April 1, 2017</b>	<b>70.01</b>	<b>318.90</b>	<b>144.73</b>	<b>629.66</b>	<b>-</b>	<b>6,007.66</b>	<b>7.50</b>	<b>7,177.96</b>
Profit for the period	-	-	-	-	(3.08)	(42.05)	-	<b>(45.13)</b>
<b>Total comprehensive income for the year</b>	70.01	318.90	144.73	629.66	(3.08)	5,965.11	7.50	7,132.83
Adjustment for fair valuation of financial instruments	-	-	-	-	-	(102.75)	-	<b>(102.75)</b>
<b>As at March 31, 2018</b>	<b>70.01</b>	<b>318.90</b>	<b>144.73</b>	<b>629.66</b>	<b>(3.08)</b>	<b>5,862.36</b>	<b>7.50</b>	<b>7,030.10</b>
Profit for the period	-	-	-	-	9.19	(352.22)	-	<b>(343.03)</b>
<b>Total comprehensive income for the year</b>	70.01	318.90	144.73	629.66	6.11	5,510.14	7.50	6,687.06
<b>As at March 31, 2019</b>	<b>70.01</b>	<b>318.90</b>	<b>144.73</b>	<b>629.66</b>	<b>6.11</b>	<b>5,510.14</b>	<b>7.50</b>	<b>6,687.06</b>

Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 41

As per our report of even date attached  
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Chartered Accountants  
Firm Registration No : 112118W

For BHARAT AGRI FERT & REALTY LIMITED

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**A. J. Chakote**  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019

## 1 Corporate Information

These statements comprise Consolidated Financial Statements of **Bharat Agri Fert Realty Limited** (CIN: L24100MH1985PLC036547) (the Holding Company) and an associate (collectively, 'the Company' or 'the Group') for the year ended March 31, 2018. The holding company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity share listed on Bombay Stock Exchange in India. The registered office of the company is located at 301, 3rd Floor, Hubtown Solaris, N S Phadke Marg, near Gokhale Bridge, Andheri (East), Mumbai - 400 069.

"The Group is principally engaged in the business of construction and development of Residential and Commercial Complex, manufacture of Fertilisers and operating Resort. The financial statements were approved by the Board of Directors and authorised for issue on May 30, 2018."

## 2 Significant Accounting Policies

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Companies Act, 2013 ("the Act").

For all periods up to and including the year ended March 31, 2017, the Group prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first the Group has prepared in accordance with Ind AS. Refer to Note 43 for information on how the Group has adopted Ind AS.

The Consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

"- Certain financial assets and liabilities measured at fair value or at amortised cost depending on the classification (refer accounting policy regarding financial instruments), - Employee defined benefit assets/(obligations) are recognised at the present value of the defined benefit obligations,"

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### 2.2 Summary of significant accounting policies

#### (a) Principles of consolidation

##### (i) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the group has less than a majority of voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee.

The Group re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Profit or loss and each component of other comprehensive income (the 'OCI') are attributed to the equity holders of the parent of the Group and to the non controlling interests, even if this results in the non controlling interest having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

##### (ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

##### (iii) Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has investment in joint ventures.

##### Joint ventures

Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.

**(iv) Equity method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in below.

**(v) Changes in ownership interests**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

**(b) Property, plant and equipment**

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

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

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

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

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

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

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

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

**Depreciation methods, estimated useful lives and residual value**

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

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

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

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

**(c) Intangible assets**

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

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

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

**Amortisation methods and periods**

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

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

**(d) Impairment of non financial assets**

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

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

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**(e) Foreign currency translation**

**(i) Functional and presentation currency**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit or loss.

**(iii) Group companies**

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

**(f) Financial Instruments**

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

**Initial Recognition**

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

**Classification and Subsequent Measurement: Financial Assets**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

**(i) Amortised Cost**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Fair Value through other comprehensive income**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(iii) Fair Value through Profit or Loss**

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

**Classification and Subsequent Measurement: Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

**(i) Financial Liabilities at FVTPL**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

**(ii) Other Financial Liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

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

**Impairment of financial assets**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

**Derecognition of financial liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an

exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **Derivative financial instruments**

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **(g) Financial liabilities and equity instruments**

#### **Classification as debt or equity**

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

#### **Equity instruments**

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

### **(h) Taxes**

#### **(i) Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### **(ii) Deferred tax**

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **(iii) Minimum alternate Tax**

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

### **(i) Inventories:**

#### **(a) Fertiliser Division:**

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

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

#### **(b) Construction Division:**

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

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.

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/GST countervailing duty / education cess and value added tax.

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

### **(j) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably



measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of third parties.

The Company collects taxes such as GST, sales tax/value added tax, service tax, etc on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from the aforesaid revenue/ income.

**The following specific recognition criteria must also be met before revenue is recognized:**

**(i) Sale of goods**

Revenue from sales is recognised when goods are supplied and control over the Goods sold is transferred to the buyer which is on despatch / delivery as per the terms of contracts and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer has control over the inventory. Sales are inclusive of excise duty and net of returns, trade discounts, rebates and sales taxes / Goods and Service Tax (GST).

The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

**(ii) Income from Resorts**

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

**(iii) Government subsidy**

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

**(iv) Interest income**

Interest income, including income arising from other financial instruments measured at amortized cost, is recognized using the effective interest rate method.

**(iii) Dividend income**

Dividends are recognised when right to receive is established.

**(iv) Construction and real estate development**

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

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

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

For sale of units the Company recognises revenue when its performance obligations are satisfied and customer obtains control of the asset. Revenue from trading activity, in property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

**(k) Employee Benefit Obligations:**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Post-employment obligations**

The company operates the following post-employment schemes:

(a) defined benefit plans viz gratuity,

(b) defined contribution plans viz state governed provident fund scheme and employee pension scheme.

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Defined contribution plans**

The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(l) Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**(m) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

**(i) As a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(ii) As a lessor**

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

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

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

**(o) Borrowing Costs:**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing.

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

**(p) Segment Reporting - Identification of Segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

**(q) Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(r) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**(s) Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

**(t) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

**3 Significant accounting judgments, estimates and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**(i) Revenue recognition and valuation of unbilled revenue**

The Company uses the percentage-of-completion method for recognition of revenue, accounting for unbilled revenue and contract cost thereon for its real estate and contractual projects. The percentage of completion is measured by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred, the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

**(ii) Fair value measurement of Financial Instruments**

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

**(iii) Estimation of net realizable value for inventories**

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

**(iv) Impairment of non - financial assets**

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

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

**(v) Recoverability of trade receivables**

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

**(vi) Useful lives of property, plant and equipment/intangible assets**

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

**(vii) Defined benefit plans**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

## 4. PROPERTY, PLANT AND EQUIPMENT

(Amount in INR Lakhs)

Particulars	Freehold Land	Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Electric Installations	Total
<b>GROSS CARRYING VALUE</b>									
<b>As at April 1, 2017 (Deemed Cost)</b>	76.58	1,653.90	327.34	141.68	212.67	113.33	1.17	90.77	2,617.44
Additions	-	200.96	243.32	17.30	13.18	20.11	4.86	45.04	544.77
Disposals	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2018</b>	<b>76.58</b>	<b>1,854.86</b>	<b>570.66</b>	<b>158.99</b>	<b>225.84</b>	<b>113.43</b>	<b>6.03</b>	<b>135.82</b>	<b>3,162.21</b>
Additions	-	21.27	29.79	1.02	16.56	0.47	-	4.65	73.76
Disposals	-	-	-	-	(6.33)	-	-	-	(6.33)
Other Adjustments	-	-	(1.98)	(0.78)	-	(0.65)	(0.65)	(0.96)	(5.02)
<b>As at March 31, 2019</b>	<b>76.58</b>	<b>1,876.13</b>	<b>598.47</b>	<b>159.23</b>	<b>236.07</b>	<b>133.25</b>	<b>5.38</b>	<b>139.51</b>	<b>3,224.62</b>
<b>ACCUMULATED DEPRECIATION/IMPAIRMENT</b>									
<b>As at April 1, 2017</b>	-	118.75	50.46	29.22	25.91	21.60	0.47	10.66	257.07
Depreciation for the year	-	127.09	50.47	27.90	51.71	24.82	1.11	16.19	299.30
Deductions\Adjustments during the period	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2018</b>	-	245.84	100.93	57.12	77.62	46.42	1.58	26.85	556.37
Depreciation for the year	-	124.72	80.45	23.51	39.07	20.68	1.78	17.01	307.22
Deductions\Adjustments during the period	-	-	(0.11)	(0.07)	(1.95)	(0.05)	(0.12)	(0.02)	(2.32)
<b>As at March 31, 2019</b>	-	<b>370.56</b>	<b>181.27</b>	<b>80.56</b>	<b>114.74</b>	<b>67.05</b>	<b>3.24</b>	<b>43.84</b>	<b>861.27</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>76.58</b>	<b>1,505.57</b>	<b>417.19</b>	<b>78.66</b>	<b>121.33</b>	<b>66.20</b>	<b>2.14</b>	<b>95.67</b>	<b>2,363.35</b>
<b>Net Carrying value as at March 31, 2018</b>	<b>76.58</b>	<b>1,609.02</b>	<b>469.72</b>	<b>101.86</b>	<b>148.22</b>	<b>87.01</b>	<b>4.45</b>	<b>108.97</b>	<b>2,605.84</b>

## Notes:

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

Refer to Note 36 for information on property, plant and equipment given as collateral security by the company.

## ii. Contractual Obligations

Refer to Note 30 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

## 5. INTANGIBLE ASSETS

(Amount in INR Lakhs)

Particulars	Computer Software	Total
<b>GROSS CARRYING VALUE</b>		
<b>As at April 1, 2017 (Deemed Cost)</b>	1.48	<b>1.48</b>
Additions	1.68	<b>1.68</b>
Disposals	-	-
Other Adjustments	-	-
<b>As at March 31, 2018</b>	<b>3.16</b>	<b>3.16</b>
Additions	-	-
Disposals	-	-
Other Adjustments	(0.26)	<b>(0.26)</b>
<b>As at March 31, 2019</b>	<b>2.90</b>	<b>2.90</b>
<b>ACCUMULATED DEPRECIATION/IMPAIRMENT</b>		
<b>As at April 1, 2017</b>	0.24	<b>0.24</b>
Depreciation for the year	0.60	<b>0.60</b>
Deductions\Adjustments during the period	-	-
<b>As at March 31, 2018</b>	<b>0.84</b>	<b>0.84</b>
Depreciation for the year	0.77	<b>0.77</b>
Deductions\Adjustments during the period	(0.03)	<b>(0.03)</b>
<b>As at March 31, 2019</b>	<b>1.58</b>	<b>1.58</b>
<b>Net Carrying value as at March 31, 2019</b>	<b>1.32</b>	<b>1.32</b>
<b>Net Carrying value as at March 31, 2018</b>	<b>2.32</b>	<b>2.32</b>

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>6. FINANCIAL ASSETS</b>		
<b>(A) INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD</b>		
Investment in Associate (Unquoted)		
Investment in Equity Instruments		
13,22,880 Equity Shares of INR 10 each Mol Chem Limited (March 31, 2019: 13,22,880 and March 31, 2018: 13,22,880)	(44.65)	22.76
Aggregate amount of impairment in the value of investments	51.06	-
<b>(B) Non Current Investment</b>		
Investments carried at fair value through profit and loss (Unquoted)		
Investments in Equity Instruments-Other		
34,200* Equity Shares of Indian Potash Limited (March 31, 2018: 34,200 and March 31, 2019: 34,200)	1.71	1.71
*Including bonus shares		
<b>Total</b>	<b>1.71</b>	<b>1.71</b>
Aggregate amount of unquoted investments	1.71	1.71
- Aggregate amount of impairment in the value of investments	-	-
<b>Investments carried at cost</b>	<b>1.71</b>	<b>1.71</b>
The company has recorded an Impairment loss of Rs. 51.06 Lacs on an investment in a associate being the excess of its carrying amount over the estimated recoverable amount considering the current and future business outlook.		
<b>(ii) LOANS</b>		
<b>Non Current</b>		
Unsecured, considered good unless otherwise stated		
Loans to Related Parties	<b>1,035.20</b>	<b>904.32</b>
<b>Current</b>		
Unsecured, considered good unless otherwise stated		
Loans to Employees	<b>10.53</b>	<b>12.99</b>
<b>(iii) OTHER FINANCIAL ASSETS</b>		
<b>Non Current</b>		
<b>Financial assets carried at amortised cost</b>		
Security and other deposits	25.61	32.31
subsidy receivable	37.28	172.82
Maintenance charges receivable	114.84	114.84
Insurance claim receivable	-	14.74
Others receivable	26.14	26.14
<b>Total</b>	<b>203.87</b>	<b>360.84</b>
<b>Current</b>		
<b>Financial assets carried at amortised cost</b>		
Interest receivable	-	0.17
Subsidy receivable	1,003.55	522.66
Excess processing charges refund receivable	5.50	5.50
Service tax paid under appeal	3.03	-
<b>Total</b>	<b>1,012.08</b>	<b>528.34</b>
<b>7. INVENTORIES</b>		
(Valued at lower of Cost and Net Realisable value)		
<b>(a) Construction Division</b>		
Real estate under Development	2,647.76	2,635.89
Finished goods	252.05	518.45
	<b>2,899.80</b>	<b>3,154.34</b>
<b>(b) Fertiliser Divison</b>		
Raw materials	682.57	191.47
finished goods	223.16	162.35
stores, consumables and packing material	94.14	76.19
	<b>999.87</b>	<b>430.01</b>
<b>Total</b>	<b>3,899.68</b>	<b>3,584.35</b>
<b>8. TRADE RECEIVABLES</b>		
<b>Current</b>		
Trade Receivables from customers	1,274.33	1,199.21
	<b>1,274.33</b>	<b>1,199.21</b>
<b>Breakup of Security details</b>		
Secured, considered good	-	-
Unsecured, considered good	1,274.33	1,199.21
Doubtful	324.06	19.99
	<b>1,598.39</b>	<b>1,219.19</b>
<b>Loss Allowance (allowance for bad and doubtful debts)</b>		
Unsecured, considered good	-	-
Doubtful	324.06	19.99
	<b>1,274.33</b>	<b>1,199.21</b>

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>9. CASH AND CASH EQUIVALENTS</b>		
Balances with banks on current accounts	0.59	451.00
Cash on hand	0.37	4.71
	<u>0.96</u>	<u>455.71</u>
<b>10. OTHER BANK BALANCES</b>		
Balances with banks to the extent held as margin money	259.79	128.44
	<u>259.79</u>	<u>128.44</u>
<b>11. OTHER ASSETS</b>		
<b>Non Current</b>		
Payment of Taxes (Net of Provisions)	196.86	172.71
Transfer Development Rights	965.92	965.92
MSDCL dues paid under appeal	53.02	53.02
<b>Total</b>	<u>1,215.79</u>	<u>1,191.64</u>
<b>Current</b>		
Prepaid expenses	20.38	11.12
Balances with Statutory, Government Authorities*	109.31	26.36
Unclaimed dividend accounts	10.73	10.86
<b>Total</b>	<u>140.42</u>	<u>48.34</u>
* Includes GST and VAT credit receivables		
<b>12. INCOME TAX</b>		
<b>Deferred Tax</b>		
<b>Deferred tax relates to the following:</b>		
Temporary difference in the carrying amount of property, plant and equipment	(66.50)	(92.13)
<b>Net Deferred Tax Assets / (Liabilities)</b>	<u>(66.50)</u>	<u>(92.13)</u>
<b>Movement in deferred tax liabilities/assets</b>		
Opening balance as of April 1	(92.13)	(99.17)
Tax income/(expense) during the period recognised in profit or loss	25.64	7.00
Tax income/(expense) during the period recognised in OCI	-	-
Other adjustment	0	0.03
<b>Closing balance as at March 31</b>	<u>(66.50)</u>	<u>(92.13)</u>
<b>Unrecognised deferred tax assets</b>		
Unrecognised tax losses	6.20	6.20
Unrecognised tax credits	1,678.20	1,678.20

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

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

**Major Components of income tax expense for the years ended March 31, 2019 and March 31, 2018 are as follows:**

**i. Income tax recognised in profit or loss**

Current income tax charge	-	-
Adjustment in respect of current income tax of previous year	-	23.14
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	(25.64)	(7.00)
<b>Income tax expense recognised in profit or loss</b>	<u>(25.64)</u>	<u>16.14</u>

**ii. Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2019 and March 31, 2018**

<b>Accounting profit before income tax</b>	(377.86)	(25.91)
Enacted tax rate in India	26.00%	30.90%
<b>Income tax on accounting profits</b>	<u>(93.99)</u>	<u>(8.01)</u>
<b>Tax Effect of</b>		
Depreciation	(26.79)	(21.62)
Expenses not allowable or considered separately under Income Tax	4.86	11.25
Income considered separately under Income Tax	(29.14)	(4.62)



Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
Income not taxable under income tax	-	(1.04)
Losses carried forward to future years	100.85	3.79
Adjustment in respect of current income tax of previous year	-	23.14
Share of profit(loss) of an associate	4.25	13.24
Other adjustments	14.32	-
<b>Tax at effective income tax rate</b>	<b>(25.64)</b>	<b>(16.14)</b>

**Changes in tax rate**

The increase in education cess from 3% to 4% was substantively enacted on February 1, 2018 and will be effective from April 1, 2018. As a result, the relevant deferred tax balance have been remeasured. The impact of the change in tax rate has been recognised in tax expense in profit or loss.

**13. SHARE CAPITAL****i. Authorised Share Capital**

(Amount in INR Lakhs)

Particulars	Equity Shares	
	Number	Amount
<b>At April1, 2017</b>	10,000,000	1,000.00
Increase/(decrease)during the year	-	-
<b>At March 31, 2018</b>	10,000,000	1,000.00
Increase/(decrease)during the year	-	-
<b>At March 31, 2019</b>	<b>10,000,000</b>	<b>1,000.00</b>

**Terms/rights attached to equity shares**

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2019, the amount of per share final dividend recognised as distributions to equity shareholders was Nil (P.Y final dividend Nil)

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

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

**ii issued Capital**

(Amount in INR Lakhs)

Particulars	Equity Shares	
	Number	Amount
<b>At April1, 2017</b>	5,285,511	528.55
Changes during the year	-	-
<b>At March 31, 2018</b>	5,285,511	528.55
Changes during the year	-	-
<b>At March 31, 2019</b>	<b>5,285,511</b>	<b>528.55</b>

**iii. Details of shareholders holding more than 5% shares in the company**

Name of Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Share of INR 10 each fully paid				
Yogendra D Patel	820650	15.53%	820650	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%

iv. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL (previous period of five years ended march 31, 2018 : NIL)

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



Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>14. OTHER EQUITY</b>		
<b>Reserves and Surplus</b>		
Capital Reserve	70.01	70.01
Securities Premium Reserve	318.90	318.90
Property, Plant and Equipment Reserve	144.73	144.73
General Reserve	629.66	629.66
Capital Subsidy	7.50	7.50
Other Comprehensive income	6.11	(3.08)
Retained Earnings	5,510.14	5,862.36
	<b>6,687.06</b>	<b>7,030.10</b>
<b>(a) Capital Reserve</b>		
Opening balance	70.01	70.01
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>70.01</b>	<b>70.01</b>
<b>(b) Securities Premium Reserve</b>		
Opening balance	318.90	318.90
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>318.90</b>	<b>318.90</b>
The amount received in excess of face value of the equity shares is recognised in Share premium reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.		
<b>(c) Property, Plant and Equipment Reserve</b>		
Opening balance	144.73	144.73
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>144.73</b>	<b>144.73</b>
Property, plant and equipment reserve represents reserve created on revaluation of assets and it is non distributable reserve.		
<b>(d) General Reserve</b>		
Opening balance	629.66	629.66
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>629.66</b>	<b>629.66</b>
The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.		
<b>(e) Capital Subsidy</b>		
Opening balance	7.50	7.50
Add/(Less): Changes during the year	-	-
<b>Closing balance</b>	<b>7.50</b>	<b>7.50</b>
<b>(f) Other Comprehensive Income</b>		
Opening balance	(3.08)	-
Remeasurement of post employment benefit obligation, net of tax	9.19	(3.08)
<b>Closing balance</b>	<b>6.11</b>	<b>(3.08)</b>
<b>(g) Retained Earnings</b>		
Opening balance	5,862.36	6,007.16
Net Profit/(Loss) for the period	(352.22)	(42.05)
Adjustments for fair valuation of financial instruments	-	(102.75)
<b>Closing balance</b>	<b>5,510.14</b>	<b>5,862.36</b>
<b>15. BORROWINGS</b>		
<b>Non Current Borrowings</b>		
Unsecured		
Loans from Related Parties	-	-
	<b>-</b>	<b>-</b>
<b>Current Borrowings</b>		
Secured		
(a) Cash credit from bank	1,470.07	1,747.79
(b) Loans from related parties	-	-
<b>Total</b>	<b>1,470.07</b>	<b>1,747.79</b>

**Current Borrowings**

**Terms of Conditions of Repayment and Details of Securities are as under :**

1. The loan is Repayable on demand.
2. Cash Credit loan is secured by hypothecation of stock of raw material, semi-finished goods and stores and spares, packing material, finished goods, receivables (both present and future).
3. Cash Credit loan is secured by equitable mortgage on factory Land(measuring 18.36 acre) and buildings situated at village Kharivali, Taluka-Wada, District-Palghar.
4. Cash Credit loan is secured by hypothecation of Plant and machinery and all other movable fixed Property, Plant and Equipment of the Company already in possession or to be in possession of the Company.
5. Cash Credit loan is secured by Personal guarantee of Shri Yogendra D. Patel (Promoter Director) and Anjni Y. Patel (Promoter Director)
6. Rate of Interest is 11.25% p.a. (March 31, 2018: 11.00%)

**Net debt Reconciliation**

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

Particulars	March 31, 2019	(Amount in INR Lakhs)
		March 31, 2018
Current Borrowings	1,470.07	1,747.79
Non-current Borrowings	-	-

(Amount in INR Lakhs)

Particulars	Liabilities from financing activities		
	Non current Borrowing	Current Borrowing	Total Borrowings
<b>Net Debt as at April 1, 2017</b>	321.05	1,109.54	1,430.59
Cash Inflows	-	844.52	844.52
Cash Outflows	(251.97)	(206.27)	(458.24)
	<b>69.08</b>	<b>1,747.79</b>	<b>1,816.87</b>
Interest Expense	-	54.59	54.59
Interest Paid	-	(54.59)	(54.59)
Other non cash adjustments	(69.08)	-	(69.08)
<b>Net Debt as at March 31, 2018</b>	-	<b>1,747.79</b>	<b>1,747.79</b>
Cash Inflows	-	-	-
Cash Outflows	-	(277.72)	(277.72)
	-	<b>1,470.07</b>	<b>1,470.07</b>
Interest Expense	-	177.25	177.25
Interest Paid	-	(177.25)	(177.25)
Other non cash adjustments	-	-	-
<b>Net Debt as at March 31, 2018</b>	<b>0.00</b>	<b>1,470.07</b>	<b>1,470.07</b>

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

Particulars	March 31, 2019	(Amount in INR Lakhs) March 31, 2018
<b>16. OTHER FINANCIAL LIABILITIES</b>		
Current		
Other payables	62.25	59.73
<b>Total</b>	<b>62.25</b>	<b>59.73</b>
<b>17. TRADE PAYABLES</b>		
Current		
Trade Payables to Micro, Small and Medium Enterprises (Refer Note 37)	-	-
Trade Payables to Related Parties (Refer Note 31)	-	-
Trade Payables to Others	1,957.15	1,003.71
<b>Total</b>	<b>1,957.15</b>	<b>1,003.71</b>
<b>18. OTHER LIABILITIES</b>		
Current		
Advance against flat sales	456.40	456.40
Statutory Liabilities	127.92	112.40
Other Liabilities	2.51	-
<b>Total</b>	<b>586.83</b>	<b>568.80</b>
<b>19. PROVISIONS</b>		
Current		
Dividend payable	15.95	15.98
<b>Total</b>	<b>15.95</b>	<b>15.98</b>

		(Amount in INR Lakhs)	
Particulars	2018-19	2017-18	
<b>20. REVENUE FROM OPERATIONS</b>			
<b>Sale of products (inclusive of excise duty)</b>			
Fertilisers Sales	2,116.03	1,376.87	
Sale of Perfumery Oil/Organic Products/Agriculture income	0.28	-	
<b>Sale of services</b>			
Revenue from Real Estate Activity	668.55	1,131.59	
Renting of Immovable Properties	0.35	3.10	
Resort Income	340.69	225.92	
<b>Other operating revenues</b>			
Government Subsidy	1,422.97	633.78	
	<b>4,548.87</b>	<b>3,371.27</b>	
Sale of goods includes excise duty collected from customers of INR NIL (March 31, 2018: INR 3.41 Lakhs).			
<b>21. OTHER INCOME</b>			
Interest income on			
Bank fixed deposits	8.44	2.83	
Loans to others	121.84	91.33	
Dividend income	1.03	1.03	
<b>Other Non Operating Income</b>			
Agriculture income	16.97	8.06	
Rent income	26.01	49.80	
Insurance claim	-	14.74	
Net gain/loss disposal of Property, plant and equipment	(3.32)	-	
Miscellaneous Income	21.62	30.40	
	<b>192.59</b>	<b>198.18</b>	
<b>22. COST OF CONSTRUCTION AND RAW MATERIAL CONSUMED</b>			
As at beginning of the year	191.47	238.63	
Add: Purchases (Including direct expense of construction division)	2,288.32	1,151.89	
Less : As at end of the year	(682.57)	(191.47)	
	<b>1,797.22</b>	<b>1,199.06</b>	
<b>23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>			
<b>Inventories as at the beginning of the year</b>			
Finished goods - Fertiliser division	162.35	231.10	
Stock-in-trade - Construction division	518.45	961.65	
Work in progress - Real estate under Development	2,635.89	2,411.83	
<b>Total</b>	<b>3,316.69</b>	<b>3,604.58</b>	
<b>Less :Inventories as at the beginning of the year</b>			
Finished goods - Fertiliser division	223.16	162.35	
Stock-in-trade - Construction division	252.05	518.45	
Work in progress - Real estate under Development	2,647.76	2,635.89	
<b>Total</b>	<b>3,122.97</b>	<b>3,316.69</b>	
<b>Net decrease / (increase) in inventories</b>	<b>193.72</b>	<b>287.89</b>	
<b>24. EMPLOYEE BENEFITS EXPENSE</b>			
Salaries, wages and bonus	395.15	235.44	
Staff welfare expenses	81.05	95.83	
Gratuity expense	17.44	27.92	
Leave salary expenses	0.39	1.59	
Contribution to provident and other funds	33.54	20.10	
	<b>527.57</b>	<b>380.89</b>	
<b>25. FINANCE COST</b>			
Interest expense on borrowings	177.25	92.47	
Other finance charges	42.96	29.36	
	<b>220.21</b>	<b>121.83</b>	

Particulars	(Amount in INR Lakhs)	
	2018-19	2017-18
<b>26. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation on tangible assets	306.83	299.30
Amortisation on intangible assets	0.77	0.60
	<b>307.60</b>	<b>299.90</b>
<b>27. OTHER EXPENSES</b>		
<b>Operating and Other Expenses</b>		
Power and Fuel	179.71	170.30
Stores, Spares and Packing Material Consumed	234.60	188.41
Repairs and maintenance		
Plant and Machinery	19.52	7.90
Factory Building	0.97	3.89
Rent, Rates and Taxes	29.47	25.14
Insurance charges	8.11	6.40
Other Operating Expenses	23.73	11.54
	<b>496.10</b>	<b>413.58</b>
<b>Administrative expenses</b>		
Payments to auditors (Refer note (a) below)	6.10	6.60
Postage and Telegrams and Fax	4.85	2.11
Legal and other professional fees	25.22	20.72
Travelling and conveyance expenses	47.12	33.11
Vehicle Expenses	17.44	17.20
Donation	1.26	0.49
Freight Expenses	716.45	434.28
Marketing and sales promotion expenses	15.53	11.72
Repairs and maintenance - Others	102.77	59.02
Discount	19.71	20.59
Corporate social responsibility expenditure	-	8.00
Common maintenance expense	53.04	66.99
Sundry debtors written off	5.37	0.18
Loss allowance on Receivables	304.08	-
Impairment on investment in associate concern	51.06	-
Excise Duty	-	3.41
Resort expenses	92.75	79.39
General expenses	52.63	49.83
Miscellaneous expenses	45.18	35.71
	<b>1,560.55</b>	<b>849.35</b>
<b>Total</b>	<b>2,056.65</b>	<b>1,262.92</b>
<b>(a) Details of Payments to auditors</b>		
<b>As auditor</b>		
Audit Fee	2.97	3.03
Tax audit fee	1.98	1.92
<b>In other capacity</b>		
Taxation matters	0.94	1.46
Re-imbursement of expenses	0.21	0.19
	<b>6.10</b>	<b>6.60</b>
<b>(b) Corporate social responsibility expenditure</b>		
Amount required to be spent as per Section 135 of the Act	-	8.00
Amount spent during the year on		
(i) Social and Education activities	-	8.00
(ii) on purposes other than (i) above	-	-

Particulars	(Amount in INR Lakhs)	
	March 31, 2019	March 31, 2018
<b>28. EARNINGS PER SHARE</b>		
(a) Basic earnings per share (INR)	(6.66)	(0.80)
(b) Diluted earnings per share (INR)	(6.66)	(0.80)
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(352.22)	(42.05)
Diluted earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(352.22)	(42.05)
Adjustments for calculation of Diluted earnings per share:	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	<u>(352.22)</u>	<u>(42.05)</u>
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	5,285,511	52,85,511
Adjustments for calculation of diluted earnings per share:	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	<u>52,85,511</u>	<u>52,85,511</u>

**29. EMPLOYEE BENEFIT OBLIGATIONS**

(Amount in INR Lakhs)

	As at March 31, 2019			As at March 31, 2018		
	Current	Non Current	Total	Current	Non Current	Total
Gratuity	9.34	103.99	113.33	41.43	66.23	107.66
Total Employee Benefit Obligation	<b>9.34</b>	<b>103.99</b>	<b>113.33</b>	<b>41.43</b>	<b>66.23</b>	<b>107.66</b>

**Post Employment obligations****Gratuity**

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

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

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows :

Particulars	(Amount in INR Lakhs)	
	Present value of obligation	
<b>As at April 1, 2017</b>	<b>89.85</b>	
Current service cost	10.70	
Interest expense/(income)	5.97	
Past Service Cost -(vested benefits)	11.25	
<b>Total amount recognised in profit or loss</b>	<b>27.92</b>	
<i>Remeasurements</i>		
(Gain)/Loss from change in financial assumptions	(1.14)	
Experience (gains)/losses	4.22	
<b>Total amount recognised in other comprehensive income</b>	<b>3.08</b>	
Employer contributions	-	
Benefit payments	(13.19)	
<b>As at March 31, 2018</b>	<b>107.66</b>	
Current service cost	9.68	
Past Service Cost -(vested benefits)	-	
Interest expense/(income)	7.76	
<b>Total amount recognised in profit or loss</b>	<b>17.44</b>	
<i>Remeasurements</i>		
(Gain)/Loss from change in financial assumptions	(1.86)	
Experience (gains)/losses	(7.32)	
<b>Total amount recognised in other comprehensive income</b>	<b>(9.18)</b>	
Employer contributions	-	
Benefit payments	(2.58)	
<b>As at March 31, 2019</b>	<b>113.34</b>	

The significant actuarial assumptions were as follows:

	March 31, 2019	March 31, 2018
Mortality	IALM (2006-08) Uit.	IALM (2006-08) Uit.
Discount rate	7.59%	7.30%
Rate of Increase in compensation	10.00%	10.00%
Expected average remaining service	11.78	11.72
Retirement age	56 years	56 years
Employee Attrition Rate	0.8% for All Ages	0.8% for All Ages

A quantitative sensitivity analysis for significant assumption as at March 31, 2018 is shown below:

(Amount in INR Lakhs)

Assumptions	Discount rate		Salary escalation rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
<b>March 31, 2019</b>				
Impact on defined benefit obligation	(13.54)	3.83	3.64	(13.46)
% Impact	-11.95%	3.38%	3.21%	-11.88%
<b>March 31, 2018</b>				
Impact on defined benefit obligation	(24.87)	(9.20)	(9.53)	(24.76)
% Impact	-23.10%	-8.55%	-8.85%	-23.00%

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

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

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
Expected outflow in the first year	9.34	41.43
Expected outflow in the second year	3.37	3.37
Expected outflow in the third year	1.95	1.95
Expected outflow in the fourth year	5.01	5.01
Expected outflow in the fifth year	9.08	9.08
Expected outflow in six to ten years	33.50	33.50
<b>Total expected payments</b>	<b>62.25</b>	<b>94.34</b>

The average duration of the defined benefit plan obligation at the end of the reporting period is 11.78 years (March 31, 2018: 11.72 years)

### (iii) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 17.30 Lakhs (March 31, 2017: INR 14.60 Lakhs)

## 30. COMMITMENTS AND CONTINGENCIES

### A. Commitments

#### Capital Commitments

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

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
Property, plant and equipment	3.25	-
<b>B. Contingent Liabilities</b>		
Claim against the company not acknowledged as debt	17.01	-

Name of the Statute	Nature of Dues	Period to which it pertains	Forum where dispute is pending	Amount (exl interest and penalty (Rs.in lakhs))
The Maharashtra Value Added Tax Act, 2002	Local body Tax (LBT)	2013-2014	Asstt.Commissioner, Thane Municipal Corporation, Thane	1.40
		2014-2015		15.61
			<b>Total</b>	<b>17.01</b>

**31. INTEREST IN OTHER ENTITIES****Interest in associate**

(I) Set out below are the details of associate of the group as at March 31, 2019 which, in the opinion of the directors, is material to the group. The share capital consisting solely of equity shares, which are held directly by the ownership interest is the same as the proportion of voting rights held.

Name of entity	Place of Business	% of ownership interest	Relationship	Accounting Method	Carrying Amount	
					March 31, 2019	March 31, 2018
Mol Chem Limited	India	26.00%	Associate	Equity Method	(44.65)	22.76

Name of entity	Carrying Amount		Quoted fair Value	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Mol Chem Limited	(44.65)	22.76	- -	- -

\*\* Unlisted entity - no quoted price available

**(ii) Summarised financial information for associate**

the table below provides summarised financial information for this associate that are material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and not group's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made at the time of acquisition and modification for differences in accounting policies.

Summarised balance sheet	Mol Chem Limited	
	March 31, 2019	March 31, 2018
Total current assets	85.36	73.57
Total non current assets	2,016.62	1,950.51
Total current liabilities	363.93	244.36
Total non current liabilities	1,279.30	1,258.07
<b>Net Assets</b>	<b>458.75</b>	<b>521.64</b>

**Reconciliation to carrying amounts**

Particulars	Mol Chem Limited	
	March 31, 2019	March 31, 2018
Opening net assets	<b>521.64</b>	<b>624.32</b>
Profit for the year	(62.90)	(102.67)
Other comprehensive income	-	-
<b>Closing net assets</b>	<b>458.74</b>	<b>521.65</b>
Group's share in %	26.00%	26.00%
Group's share in INR	119.27	135.63
Other adjustments	(163.92)	(112.87)
<b>Carrying amount</b>	<b>(44.65)</b>	<b>22.76</b>

Summarised statement of profit & loss	Mol Chem Limited	
	March 31, 2019	March 31, 2018
<b>Revenue from operations</b>	46.53	34.76
<b>Profit for the year</b>	<b>(62.90)</b>	<b>(102.67)</b>
Other comprehensive income	-	-
<b>Total comprehensive income</b>	<b>(62.90)</b>	<b>(102.67)</b>
Dividends paid	-	-

Particulars	March 31, 2019	March 31, 2018
Share of profits (Loss) of an associates	(16.35)	(42.86)
<b>Total share of profits from associates and joint ventures</b>	<b>(16.35)</b>	<b>(42.86)</b>

**32. DISCLOSURES REQUIRED BY SCHEDULE III**

Name of the Entity in the Group	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Bharat Agri Fert And Realty Limited	100.62%	7,260.27	95.75%	(368.57)	100.00%	9.19	95.65%	(359.39)
<b>Associates (Investment as per the equity method)</b>								
<b>Indian</b>								
Mol Chem Limited	-0.62%	(44.65)	4.25%	(16.35)	0.00%	-	4.35%	(16.35)
Total Elimination/ consolidation adjustments	0.00%	-	0.00%	-	0.00%	-	0.00%	-
<b>Total</b>	<b>100.00%</b>	<b>7,215.62</b>	<b>100.00%</b>	<b>(384.93)</b>	<b>100.00%</b>	<b>9.19</b>	<b>100.00%</b>	<b>(375.74)</b>



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

Name of Related Party	Country of Incorporation
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**List of Related parties :****Associate**

Mol Chem Limited	India
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**Entities over which Key Management personnel are able to exercise significant influence/control**

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

**Key Management Personnel**

Y D Patel, Chairman and Managing Director  
 Kantilal Narandas Jethwa, Whole Time Director  
 Suresh Maganlal Bhadrecha, Director  
 Ramesh Jamnadas Vakaria, Director  
 Yogesh Shamjibhai Rathod, Director  
 Rohit Champaklal Vakharia, Director  
 Chunilal Bhanji Gherwada, Additional Director  
 Arvind Jaykumar Chakote, Company Secretary

**Relatives of Key Management Personnel**

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

**(ii) Transactions with related parties**

The following transactions occurred with related parties

Name	Nature of Transaction	March 31, 2019	(Amount in INR Lakhs) March 31, 2018
Yogendra D. Patel	Remuneration including perquisites	63.00	36.00
Anjni Y. Patel	Remuneration including perquisites	61.50	20.16
Chandni Y. Patel	Remuneration including perquisites	61.25	16.80
Vijal Y. Patel	Remuneration including perquisites	61.25	16.80
Shailendra D. Patel	Remuneration including perquisites	4.77	4.77
Viraj S. Patel	Remuneration including perquisites	3.47	3.47
Mol Chem Limited	Loan given	45.63	193.77
	Loan repayments received	24.40	23.02
	Interest received	-	-
	Interest charges	109.65	82.16

**(iii) Loan to/from related parties**

Name	Nature of Transaction	March 31, 2019	(Amount in INR Lakhs) March 31, 2018
Mol Chem Limited	Beginning of the year	904.32	651.41
	Loan advanced	45.63	193.77
	Loan repayments received	(24.40)	(23.02)
	Interest charges	109.65	82.16
	Interest received	-	-
	<b>End of the year</b>	<b>1,035.20</b>	<b>904.32</b>

**(iv) Loans from related parties**

Name	Nature of Transaction	(Amount in INR Lakhs)	
		March 31, 2019	March 31, 2018
Yogendra D. Patel	Beginning of the year	-	294.55
	Loans received	-	22.60
	Loan repayments made	-	(317.15)
	<b>End of the year</b>	-	-
Anjni Y. Patel	Beginning of the year	-	168.25
	Loans received	-	15.65
	Loan repayments made	-	(183.90)
	<b>End of the year</b>	-	-
Chandni Y. Patel	Beginning of the year	-	78.55
	Loans received	-	13.25
	Loan repayments made	-	(91.80)
	<b>End of the year</b>	-	-
Vijal Y. Patel	Beginning of the year	-	63.60
	Loans received	-	11.50
	Loan repayments made	-	(75.10)
	<b>End of the year</b>	-	-

**Note :**

The loan transactions with related parties and outstanding balances as at reporting date are excluding the impacts of fair valuation as required by Ind AS.

**(v) Key management personnel compensation**

Short term employee benefits	255.24	97.99
Post-employment benefits*	-	-
Other long term employee benefits*	-	-
	<b>255.24</b>	<b>97.99</b>

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

**(vi) Terms and conditions of transactions with related parties**

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2019, the group has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2018: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

**34. SEGMENT REPORTING**

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

Construction  
Fertilizers  
Resort

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

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

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

Year ended March 31, 2019

(Amount in INR Lakhs)

Particulars	Construction	Fertilizers	Resort	Unallocable	Total
<b>Segment Revenue</b>					
External Sales Revenue	668.90	3,539.00	340.69	0.28	<b>4,548.87</b>
Inter Segment Revenue	-	-	-	-	-
<b>Total Revenue</b>	<b>668.90</b>	<b>3,539.00</b>	<b>340.69</b>	<b>0.28</b>	<b>4,548.87</b>
<b>Segment results before interest, taxes prior period &amp; exceptional items</b>	232.60	(200.31)	(288.47)	20.72	<b>(235.46)</b>
Interest expense	-	-	-	220.21	<b>220.21</b>
Interest income	-	-	-	94.16	<b>94.16</b>
<b>Profit/(Loss) before and Exceptional items</b>					<b>(361.51)</b>
Exceptional items	-	-	-	-	-
<b>Profit/(Loss) before tax</b>					<b>(377.86)</b>
<b>Share of profit/(loss) of associate</b>	-	-	-	(16.35)	<b>(16.35)</b>
Tax Expense	-	-	-	(25.64)	<b>(25.64)</b>
<b>Profit/(Loss) after tax</b>					<b>(352.22)</b>
<b>Other Information</b>					
Segment Assets	4,153.89	4,179.07	949.89	2,091.51	<b>11,374.37</b>
Segment Liabilities	469.86	3,416.25	45.02	227.63	<b>4,158.76</b>
Capital Expenditure	-	47.92	25.54	0.30	<b>73.76</b>
Depreciation	13.63	145.45	148.52	-	<b>307.60</b>
Non cash expenses other than Deprecation	-	-	-	5.37	<b>5.37</b>

Year ended March 31, 2018

(Amount in INR Lakhs)

Particulars	Construction	Fertilizers	Resort	Unallocable	Total
<b>Segment Revenue</b>					
External Sales Revenue	1,131.59	2,010.65	225.92	3.10	<b>3,371.27</b>
Inter Segment Revenue	-	-	-	-	-
<b>Total Revenue</b>	<b>1,131.59</b>	<b>2,010.65</b>	<b>225.92</b>	<b>3.10</b>	<b>3,371.27</b>
<b>Segment results before interest, taxes prior period &amp; exceptional items</b>	306.88	(137.26)	(127.27)	2.27	<b>44.62</b>
Interest expense	-	-	-	121.83	<b>121.83</b>
Interest income	-	-	-	94.16	<b>94.16</b>
<b>Profit/(Loss) before tax and Exceptional items</b>					<b>16.95</b>
Exceptional items	-	-	-	-	-
<b>Profit/(Loss) before tax</b>	-	-	-	-	<b>16.95</b>
<b>Share of profit/(loss) of associate</b>	-	-	-	(42.86)	<b>(42.86)</b>
Tax Expense	-	-	-	16.14	<b>16.14</b>
<b>Profit/(Loss) after tax</b>					<b>0.82</b>
<b>Other Information</b>					
Segment Assets	4,410.14	3,547.79	1087.46	2,001.41	<b>11,046.80</b>
Segment Liabilities	474.10	2,724.72	36.55	252.78	<b>3,488.15</b>
Capital Expenditure	-	167.62	378.40	0.43	<b>546.45</b>
Depreciation	70.18	84.13	140.89	4.71	<b>299.90</b>
Non cash expenses other than Deprecation	-	-	-	0.18	<b>0.18</b>

**Adjustments and eliminations**

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

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

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

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

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

**Revenue from Major Customers**

Revenue from customers exceeding 10% of total revenue for the year ended March 31, 2019 and March 31, 2018 were as follows:

(Amount in INR Lakhs)

Segment	March 31, 2018		March 31, 2017	
	Number of Customer	Revenue	Number of Customer	Revenue
Construction	6	665.55	-	-
Fertilizers	2	1,392.42	2	565.77
Resort	-	-	-	-

## 35. FAIR VALUE MEASUREMENTS

## i. Financial Instruments by Category

(Amount in INR Lakhs)

	Carrying Amount		Fair Value	
	March 31, 2019	March 31, 2018	March 31, 20189	March 31, 2018
<b>FINANCIAL ASSETS</b>				
<b>Amortised cost</b>				
Trade Receivables	1,274.33	1,199.21	1,274.33	1,199.21
Loans	1,045.73	917.31	1,045.73	917.31
Cash and Cash Equivalents	0.96	455.71	0.96	455.71
Security Deposits	25.61	32.31	25.61	32.31
Other Bank Balances	259.79	128.44	259.79	128.44
Other Financial Assets	1,190.34	856.87	1,190.34	856.87
<b>Financial assets at FVTPL</b>				
Investments in Equity instruments	1.71	1.71	1.71	1.71
<b>Total</b>	<b>3,798.46</b>	<b>3,591.54</b>	<b>3,798.46</b>	<b>3,591.54</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Amortised cost</b>				
Borrowings	1,470.07	1,747.79	1,470.07	1,747.79
Trade Payables	1,957.15	1,003.71	1,957.15	1,003.71
Other financial liabilities	62.25	59.73	62.25	59.73
<b>Total</b>	<b>3,489.48</b>	<b>2,811.23</b>	<b>3,489.48</b>	<b>2,811.23</b>

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans, deposits and other non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

## ii. Fair Value Hierarchy

All assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

## Assets and liabilities measured at fair value - recurring fair value measurement:

Particulars	March 31, 2019			Total	March 31, 2018			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level )1	Significant Observable Inputs(Level 2)	Significant Unobservable Inputs(Level 3)		Quoted prices in active markets (Level )1	Significant Observable Inputs(Level 2)	Significant Unobservable Inputs(Level 3)	
Financial Assets								
Financial Investments at FVTPL								
Unquoted equity shares	-	-	1.71	1.71	-	-	1.71	1.71
Total Financial Assets	-	-	1.71	1.71	-	-	1.71	1.71

There have been no transfers among Level 1, Level 2 and Level 3 during the period

## Measurement

**Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2** - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares included in level 3.

**iii. Valuation technique used to determine fair value**

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

**iv. Valuation processes**

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee. Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

**v. Reconciliation of fair value measurement of financial assets classified as FVTPL (Level 3):**

(Amount in INR Lakhs)

Particulars	Unquoted equity shares
<b>As at April 1, 2017</b>	1.71
Remeasurement recognised in Profit and loss	-
<b>As at March 31, 2018</b>	1.71
Remeasurement recognised in Profit and loss	-
<b>As at March 31, 2019</b>	1.71

**36. FINANCIAL RISK MANAGEMENT**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee and finance team oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activity exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

**(A) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

**(a) Trade and other receivables**

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

**ii. Provision for expected credit losses**

The company follows 'simplified approach' for recognition of loss allowance on Trade receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

**Exposure - Trade Receivables**

The ageing of trade and other receivables that were not impaired was as follows:

(Amount in INR Lakhs)

Particulars	Past Due		Total
	Up to 6 Months	More than 6 Months	
As at March 31, 2019	926.15	348.17	1,274.33
As at March 31, 2018	593.69	605.51	1,199.21

## Reconciliation of loss allowance provision - Trade receivables

(Amount in INR Lakhs)

Particulars	
<b>Loss allowance on April 1, 2017</b>	<b>19.99</b>
Changes in loss allowance	-
<b>Loss allowance on March 31, 2018</b>	<b>19.99</b>
Changes in loss allowance	304.08
<b>Loss allowance on March 31, 2019</b>	<b>324.06</b>

**(b) Other Financial Assets**

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The carrying amount of cash and cash equivalents, loans, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is INR 2,390.63 Lakhs (March 31, 2017: INR 2,081.32 Lakhs, April 1, 2016: INR 2,217.65 Lakhs).

**(B) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

**Contractual maturities of financial liabilities**

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include principal cash flows.

(Amount in INR Lakhs)

Particulars	Carrying Amount	Total	Less than 1 year	1 to 5 years	More than 5 years
<b>March 31, 2019</b>					
Borrowings	1,470.07	1,470.07	1,470.07	-	-
Trade payables	1,957.15	1,957.15	1,957.15	-	-
Other financial liabilities	62.25	62.25	62.25	-	-
<b>Total liabilities</b>	<b>3,489.48</b>	<b>3,489.48</b>	<b>3,489.48</b>	-	-
<b>March 31, 2018</b>					
Borrowings	1,747.79	1,747.79	1,747.79	-	-
Trade payables	1,003.71	1,003.71	1,003.71	-	-
Other financial liabilities	59.73	59.73	59.73	-	-
<b>Total liabilities</b>	<b>2,811.23</b>	<b>2,811.23</b>	<b>2,811.23</b>	-	-

**C) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

**(i) Foreign currency risk**

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the import payables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

**(a) Foreign currency risk exposure****(Amount in INR Lakhs)**

Particulars	Exposure in USD
<b>March 31, 2019</b>	
Trade Payables	(937.20)
<b>Net exposure to foreign currency risk</b>	<b>(937.20)</b>
<b>March 31, 2018</b>	
Trade Payables	(304.08)
<b>Net exposure to foreign currency risk</b>	<b>(304.08)</b>

INR	Year end spot rate	
	March 31, 2019	March 31, 2018
USD 1	69.55	65.04

**(b) Foreign currency sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

**(Amount in INR Lakhs)**

Particulars	2018-19		2017-18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Foreign Currency Changes	(9.37)	9.37	(3.04)	3.04
<b>Net Increase/(decrease) in profit or loss</b>	<b>(9.37)</b>	<b>9.37</b>	<b>(3.04)</b>	<b>(3.04)</b>

**(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable and competitive cost of funding.

However, during the periods presented in the financial statements, the Company has primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Company is not significantly exposed to interest rate risk.

**(iii) Inventory price risk**

The company is exposed to the movement in price of principal finished product i.e Fertilizer. The main raw material i.e Rock Phosphate is imported from Egypt and its price is variable depending upon exchange rate. Fertiliser being a seasonal as well as subsidized product; prices of fertilizer are monitored by government. During current financial year, Department of Fertilizer implemented "Direct Benefit Transfer" (DBT) system for eligibility of subsidy on sale of fertilizer through POS machines. Company monitors the fertilizer prices on daily basis and formulates the sales strategy to achieve maximum realisation.

**37. CAPITAL MANAGEMENT**

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The group includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

**(Amount in INR Lakhs)**

Particulars	March 31, 2019	March 31, 2018
Borrowings	1,470.07	1,747.79
Trade payables	1,957.15	1003.71
Other payables	62.25	59.73
Less: Cash and cash equivalents	(0.96)	(455.71)
Less: Other bank balance	(259.79)	(128.44)
<b>Net Debt</b>	<b>3,228.73</b>	<b>2,227.09</b>
Equity share capital	528.55	528.55
Other equity*	6,687.06	7,030.10
<b>Total Capital</b>	<b>7,215.61</b>	<b>7,558.65</b>
<b>Total Equity and Net Debt</b>	<b>10,444.34</b>	<b>9,785.74</b>
<b>Gearing ratio%</b>	<b>30.91</b>	<b>22.76</b>

\* Includes Property, Plant and Equipments of INR 144.73 Lakhs

In order to achieve the objective of maximize shareholders value, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements.



**38. ASSETS PLEDGED AS COLLATERAL SECURITY**

The carrying amount of assets given as collateral security for current and non current borrowings are:

(Amount in INR Lakhs)

Particulars	March 31, 2019	March 31, 2018
<b>CURRENT ASSETS</b>		
<b>i. Financial Assets</b>		
Trade Receivables	1,145.12	1,072.98
<b>ii. Non Financial Assets</b>		
Inventories	999.87	430.01
<b>Total current assets</b>	<b>2,144.99</b>	<b>1,502.99</b>
<b>NON CURRENT ASSETS</b>		
<b>Non Financial Assets</b>		
Freehold land	76.58	76.58
Freehold building	179.88	176.22
Plants and equipments	353.78	392.10
<b>Total non current assets</b>	<b>610.24</b>	<b>644.90</b>

**39. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)**

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 March 31, 2019 have not been furnished.

**40. Disclosures pursuant to Guidance Note on Accounting for Real Estate Transactions (Ind AS) issued by the Institute of Chartered Accountants of India (ICAI)**

(Amount in INR Lakhs)

Sr.	Particulars	2018-2019	2017-2018
1	Amount of project revenue recognised for the financial year	668.90	1,131.59
2	Aggregate amount of costs incurred and profits recognised as at the end of the financial year	12.17 Gross Profit-246.23	224.55 Gross Profit-377.06
		<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
3	Amount of advances received	456.40	456.40
4	Amount of work-in-progress and the value of inventories	WIP- 2,647.76 FG - 252.05	WIP- 2,635.88 FG - 518.45
5	Excess of revenue recognised over actual bills raised (unbilled revenue)	NA	NA

**Note : Cost does not includes changes in inventories of stock in trade and work in progress**

**41. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013**

Name of the Party	Nature	Purpose	March 31, 2019	March 31, 2018
Mol chem limited	Unsecured loan	Working Capital	1,035.20	904.32
	Investment	Business	(44.65)	22.76

**Significant Accounting Policies and Notes on Accounts form an integral part of the financial statements. 1 to 41**

As per our report of even date attached  
For **VERMA MEHTA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No : 112118W

For **BHARAT AGRI FERT & REALTY LIMITED**

**Y. D. Patel**  
Chairman and Managing Director  
(DIN : 00106864)

**A. Y. Patel**  
Whole Time Director  
(DIN : 00106976)

**Vimlesh Mehta**  
Partner  
Membership No. 043599

**K. N. Jethwa**  
Whole Time Director  
(DIN : 00107034)

**A. J. Chakote**  
Company Secretary  
(Membership No : ACS550)

Place : Mumbai  
Date : May 30, 2019

Place : Mumbai  
Date : May 30, 2019

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**BHARAT AGRI FERT & REALTY LIMITED****CIN : L24100MH1985PLC036547**

Regd. Off. : 301, 3<sup>rd</sup> Floor, Hubtown Solaris,  
N. S. Phadke Marg, Near East West Flyover,  
Andheri (East), Mumbai - 400 069.

Phone : (022) 61980100 / 90 / 91 Fax : 022 26820498

E-mail : bfilshivsai@gmail.com, Website : www.bharatrealty.co.in

**ATTENDANCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my/our presence at **34<sup>th</sup> Annual General Meeting** held on **Thursday, 26<sup>th</sup> September, 2019** at 3:30 P.M at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057.

\* Applicable for investors holding shares in an electronic form.

**Signature of Shareholder/proxy****Note :**

Shareholder attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue duly signed.

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**Form No. MGT-11**  
**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 16(3) of the Companies(Management and Administration) Rules, 2014)

**BHARAT AGRI FERT & REALTY LTD.****CIN : L24100MH1985PLC036547**Reg. Off.: 301, 3<sup>rd</sup> Floor, Hubtown Solaris, N. S. Phadke Marg,

Near East West Flyover, Andheri (East), Mumbai - 400 069.

Phone : (022) 61980100 / 90 / 91 Fax : 022 26820498

E-mail : bfilshivisai@gmail.com, Website : www.bharatrealty.co.in

Name of the Member(s) : _____
Registered Address : _____
E-mail ID. : _____ Folio No./D.P. ID. and Client ID No. * _____

\* Applicable for Members holding shares in an electronic form.

I/We being a member(s) of \_\_\_\_\_ shares of Bharat Agri Fert &amp; Realty Limited, hereby appoint :

Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address : \_\_\_\_\_ or failing him/her,

Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address : \_\_\_\_\_ or failing him/her,

Name : \_\_\_\_\_ E-mail ID : \_\_\_\_\_

Address : \_\_\_\_\_ or failing him/her,

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 34th Annual General Meeting of the Company to be held on Thursday, 26th September, 2019 at 03.30 P.M. at Sardar Patel Baug, Shri Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai - 400 057, Maharashtra and at any adjournment there of in respect of such resolution and in such manner as is indicated below :

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

----- (Cut here) -----

Reso. No.	Description	For	Against
<b>ORDINARY BUSSINESS</b>			
1. a)	Consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 which includes the Audited Balance Sheet as at 31 <sup>st</sup> March, 2019, the Statement of Profit and Loss for the financial year ended as on that date and Cash Flow Statement together with the reports of the Board of Directors and the Statutory Auditors thereon.		
b)	Consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 includes the Audited Balance Sheet as at 31 <sup>st</sup> March, 2019, the Statement of Profit and Loss for the financial year ended as on that date and Cash Flow Statement together with the report of Statutory Auditors thereon		
2.	Re-appointment of <b>Shri. VijalYogendra Patel (DIN: 06882828)</b> , who retires by rotation.		
<b>Special Business:</b>			
3)	Ratification of remuneration payable to M/s. S. R. Singh & Co., the Cost Auditors of the Company for the financial year ending 31 <sup>st</sup> March, 2020.		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

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

Affix  
Revenue  
Stamp

**Note:** 1. This form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of Annual General Meeting of the Company.

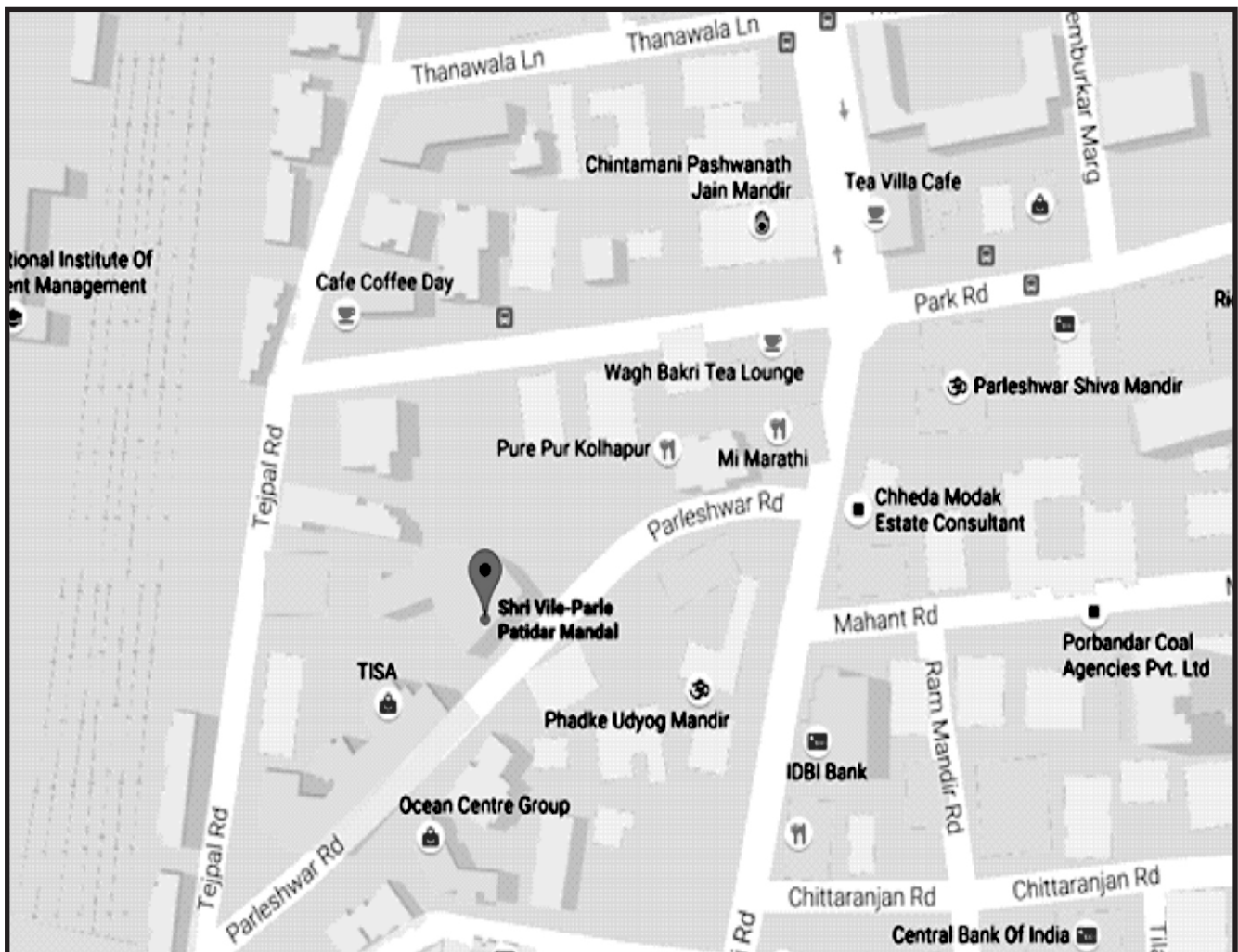
2. For the resolution, Explanatory Statement and Notes, please refer to Notice of the 34th Annual General Meeting.

3. Please complete all details including details of Member(s) in above box before submission.

Bank

### ROUTE MAP TO REACH THE AGM

<b>34<sup>th</sup> Annual General Meeting</b>	:	
<b>Date</b>	:	Thursday, 26 <sup>th</sup> September, 2019
<b>Time</b>	:	3.30 P.M.
<b>Venue Address</b>	:	Sardar Patel Baug, Vile Parle Patidar Mandal, Parleshwar Road, Vile Parle (East), Mumbai – 400 057.





REGISTERED / BOOK POST

If undelivered Please return to :

**Bharat Agri Fert & Realty Limited**

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

Darshin Graphics 98207 91078