

M P Agro Industries Limited

Year 2012-2013



37th Annual

General Meeting

Dhanani Group of Industries

BOARD OF DIRECTORS

ABDUL RAZAK D. DHANANI	Managing Director
KANTILAL R. PATNI	Executive Director
YUNUS R. MEMON	Director
MOHAMMED ASIF MEMON	Compliance Officer

AUDITORS

M/s S. L. Chhajed & Co.
Chartered Accountants
12, Maharana Pratap Nagar
Zone-1, Bhopal, M P

BANKERS

HDFC Bank – Bhopal
State Bank of India (SBI) – Baroda

REGISTERED OFFICE

MIG – 44, Bharti Niketan,
Near, Gautam Nagar,
Bhopal – 462023 (M.P.)

PLANT

Village Raisalpur
Teh. & Dist.: Hoshangabad
Madhya Pradesh

NOTICE TO MEMBERS

Notice is hereby given that the THIRTYSEVENTH ANNUAL GENERAL MEETING of the Members of **M.P. AGRO INDUSTRIES LIMITED** will be **THURDAY**, the **26th SEPTEMBER, 2013**, at **3.00 p.m.** at the Registered Office of the Company to transact the following business.

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March 2013 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To appoint a Managing Director in place of **Mr. Yunus R. Memon**, who retires by rotation and, being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration **M/s. S. L. Chhajed & Co.** Chartered Accountants the retiring Auditors are eligible for re-appointment.

By order of the Board of Director

YUNUS R. MEMON

Bhopal, September 1, 2013

Director/Chairman

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to section 154 of the Companies Act, 1956 the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the **23th September 2013** to Thursday **26th September, 2013** (both days inclusive)
3. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
4. Shareholders desiring any information relating to accounts are requested to write to the company at an early date, to enable the management to keep the information ready.

REGISTERED OFFICE:

MIG-44, Bharti Niketan,

Near Gautam Nagar,

Bhopal - 462023.

By Order of the Board of Director

YUNUS R. MEMON

Bhopal, September 1, 2013

Director/Chairman

DIRECTOR REPORTS

Your Directors present the Thirty-six Annual Report of the Company together with Audited Statements of account for the Year Ended 31st March, 2013.

FINANCIAL RESULTS

	Year Ended on 31 st March 2013	Year Ended on 31 st March 2012
<u>Profit/Loss before Depreciation</u>	(2,46,142)	(7,19,591)
Depreciations	-	35,855
<u>Profit/Loss before taxation</u>	(2,46,142)	(7,55,446)
Balance as per last Balance Sheet	(4,17,59,259)	(4,10,03,813)
<u>Profit/Loss after Tax</u>	(2,46,142)	(7,55,446)

OPERATIONS:

Your Company has registered loss during the year ended 31st March, 2013, amounted Rs. 2,46,142 as compared to loss amounted to Rs. 7,55,446 during the previous year.

DIRECTORS:

Pursuant to the provisions of Section 256 of the Companies Act 1956, **Mr. Yunus R. Memon**, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORTION AND FOREIGN EXCHANGE EARNINGS AND OUT GOES:

Information required to be disclosed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 framed under Section 217 (1) (e) of the Companies Act, 1956 is furnished in Annexure attached here to.

PARTICULARS OF EMPLOYEES:

There are no employees in respect of whom particulars as required under Section 217 (2-A) of the Companies Act, 1956 need to be disclosed in the Directors' Report.

FIXED DEPOSITS:

The Company has not invited or accepted any fixed deposits within the meaning of Section 58-A of the Companies Act, 1956.

INSURANCE:

All the properties and insurable interests' of the Company have been adequately insured to the extent required.

AUDITORS:

Members are requested to appoint Auditors to hold office until the conclusion of the next Annual General Meeting and fix their remuneration. The Company has received a letter from them to the effect that their appointment, if made, will be within the limits prescribed under Section 224 (1 B) of the Companies Act, 1956.

CORPORATE GOVERNANCE:

In terms of provisions of clause 49 of the listing agreement, the Corporate Governance Report is attached here in as Annexure 1.

LISTING OF SHARES:

The equity shares of the Company are listed at Vadodara Stock Exchange Limited, Vadodara, Bombay Stock Exchange Limited, Mumbai and M.P. Stock Exchanges, Indore.

AUDIT COMMITTEE:

Pursuant to the provisions of the newly introduced Section 292A of the Companies Act, 1956 the Audit Committee of the Board has been constituted.

DEMATERIALIZATION OF SHARES:

The Company has signed an agreement with Central Depository Services (India) limited. All the Valued Shareholders of the Company are requested to dematerialize their holding to take benefit of the transactions.

DIRECTORS' RESPONSIBILITY STATEMENT:

As per provisions of Section 217 (2M) of the Companies Act, 1956 the Board confirms that:

1. The financial statements are in full conformity with the companies Act, 1956 and applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments 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 profit or loss of the company for that period.

3. The Directors have 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 fraud and other irregularity.
4. The Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT:

Your Directors acknowledge the continued co-operation and assistance received from the state and central government authorities and company's bankers. Your Directors express their sincere appreciation and gratitude for the whole hearted support from the esteemed customers, tellers, business associates, shareholders and employees of the company.

For and on behalf of the Board
YUNUS R. MEMON

Bhopal, September 1, 2013

Director/Chairman

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217 (1) (e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Director's report.

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| 1. Energy conservation measures taken | Nil |
| 2. Additional Investment and proposals if any, being implemented for reduction of consumption of energy | Nil |
| 3. Impact of measures at 1 and 2 above for reduction of energy consumption and consequent impact on the cost of production of goods. | Not applicable |
| 4. Total energy consumption and energy consumption per unit of production as per Form A. | Information in form A is attached |
| 5. Effort made in technology absorption per Form B | Information against each as Item in Form B is Nil since the Company is not engaged in any research and development or technology absorption or Innovation. |
| 6. Activities relating to exports, initiatives taken to increase exports, developments of new export markets for products and services and export plans. | Nil |
| 7. Total foreign exchange used and earned | Nil |

ANNEXURE TO DIRECTORS' REPORT

Form "A"

Particulars with respect to Conservation of Energy.

(A) Power and Fuel Consumption	2012-2013	2011-2012
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1. Electricity

(a) Purchased, unit KWH Total Amount Rs.

Rebate/ Unit Rs. per KWH (b) Own Generation

(b) Own Generation	Nil	Nil
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2. Coal	Nil	Nil
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3. Furnace Oil	-	-
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(Quantity K. Ltrs)

Total Amount Rs.	-	-
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(Net of PPA Concession)

Average Rate Rs. Per Liter	-	-
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(B) Consumption per Unit of production

Standards

Products (Mts of NPK Mixtures)	-	-	-
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Electricity	-	-	-
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Furnace Oil Liters/Mt.	-	-	-
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Coal	-	-	-
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Others	-	-	-
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By Order of the Board of Director
YUNUS R. MEMON

Bhopal, September 1, 2013

Director/Chairman