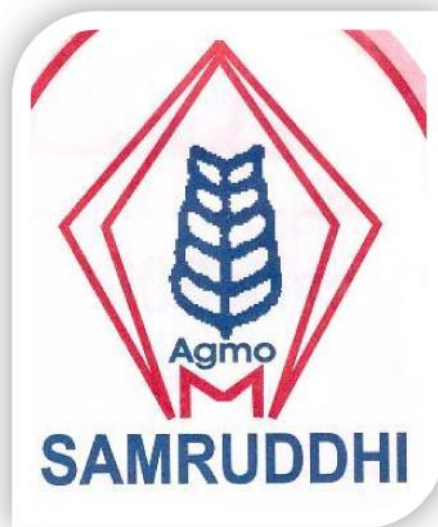


M.P. Agro Industries Ltd.

Year 2013-2014



38th

Annual General Meeting

>>BOARD OF DIRECTORS

ABDUL RAZAK D. DHANANI	Managing Director
YUNUS R. MEMON	Executive Director
CHATUR C. PATEL	Director
MOHAMMED ASIF MEMON	Compliance Officer

>>AUDITORS

M/s Parikh Shah Chotalia & Associates.

Chartered Accountants

1-Gangotri Apartment, 9-Haribhakti Colony,

Beside Race Course Post Office, Race Course Circle,

Vadodara - 390 007

>>REGISTRAR & SHARE TRANSFER AGENT (RTA)

Link Intime India Pvt. Limited,

B-102 & 103, Shangrila Complex, 1st Floor,

Near, Radhakrishna Char Rasta,

Akota, Vadodara

>>BANKERS

HDFC Bank - Bhopal

Dhanlaxmi Bank - Baroda

State Bank of India (SBI) - Baroda

>>REGISTERED OFFICE

MIG - 44, Bharti Niketan, Near, Gautam Nagar,

Bhopal - 462023 (M.P.)

Phone No.- (0755) 3253535 & Mobile No.- 09374210021, 09300710631

NOTICE TO MEMBERS

Notice is hereby given that the THIRTYEIGHTTH ANNUAL GENERAL MEETING of the Members of **M.P. AGRO INDUSTRIES LIMITED** will be **SATURDAY**, the **30th August, 2014**, 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 2014 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 Non-Executive Director in place of **Mr. Chatur C. Patel**, who retires by rotation and, being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration **M/s. Parikh Shah Chotalia & Associates**, Chartered Accountants the retiring Auditors are eligible for re-appointment.
4. To consider and if though fit, to pass with or without modification, the following resolution as on Ordinary Resolution :
“**RESOLVED THAT** pursuant to provisions of section 139 and other applicable provisions, if any, of the Company Act, 2013; M/s Parikh Shah Chotalia & Associates, Chartered Accountants, (Firm Regn. No. 118493W) be and are hereby appointed as Auditors of the Company to hold office for a period of one (1) year from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration plus Service Tax at the applicable rate, from time to time, exclusive of any remuneration, fees or charges payable to them for rendering any other services that may be rendered by them to the Company from time to time other than in the capacity of Auditors, as may be fixed by the Chairman and Managing Director of the Company.”
5. To consider and if though fir to pass, with or without modification(s) following Resolution as an Ordinary Resolution to appoint an Independent or

Non-Executive Director:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Chaturbhai Patel (holding DIN 0655647), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five Consecutive years from a term up to 31st March 2019.”

By order of the Board of Director

YUNUS R. MEMON

Bhopal, August 4, 2014

Director

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 **25th August, 2014** to Saturday **30th August, 2014** (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.
5. The company has designated an email id called "mpagroindustries@gmail.com" for Redressal of Shareholder/investor' Complaint/Grievance. Hence, please write to us at "mpagroindustries@gmail.com"
6. Voting through electronic means
E-Voting:
The company is pleased to provide E-voting facility through CDSL as an alternative, for all members of company to enable them to cast their votes electronically.
7. The instructions for E-Voting are as under:
Step 1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
Step 2. Now click on "Shareholders" tab.
Step 3. Now, select the "M.P.Agro Industries Ltd." from the drop down menu and click on "submit".
Step 4. Now Enter your User ID
 - a. FOR CDSL: 16 digits beneficiary ID.
 - b. Members holding shares in Physical Form should enter folio number registered with the company.**Step 5.** Enter the Image Verification (Captcha Code) as displayed and Click on Login.

M. P. AGRO INDUSTRIES LIMITED

Step 6. If you are holding share in Demat form and had earlier logged on to www.evotingindia.com and cast your vote earlier for any company, then your existing password is to be used.

Step 7. If you are a first time user follow the step given below.

	For members holding in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ➤ Members who have not updated their PAN with Company/Depository Participant are requested to use the first two letters of their name and last 8 digits of the demat account/folio number in the PAN field. <u>Eg. If your name is Ramesh Kumar either CI ID 13016700-00011122, then enter RA00011122 in the PAN field.</u> ➤ In case the folio number is less than 8 digits enter applicable numbers 0's before the folio number after the first two characters of the name in Capital letter, Eg. If your name is Ramesh Kumar with folio number R110256, then enter RA00110256 in PAN field.
	Please enter the DOB OR Dividend Bank Details in order to Login
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.
	<ul style="list-style-type: none"> ➤ If the DOB OR Dividend Bank Details are not recorded with depository or company, Please enter the number of share held by you as on the cut off date (1st August, 2014) in the Dividend Bank details field.

Step 8. After entering these details appropriately, click on "SUBMIT" tab.

Step 9. (i) Members holding shares in physical form will then reach directly the Company Selection screen.

However, members holding share in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.

Step 10. Click on the “EVSN – 140811022 - M. P. Agro Industries Ltd.”

Step 11. On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option No implies that you dissent to the Resolution.

Step 12. Click on the “Resolution File” link if you wish to view the entire resolution details.

Step 13. After selection the resolution you have decided to vote on, Click on “SUBIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 14. Once you “CONFRIM” your vote on resolution, you will not be allowed to modify your vote.

Step 15. You can also take out print of the voting done by you by clicking on “Click here to Print” option on the Voting Page.

Step 16. If demat account holder has forgotten the changed password then Enter the User ID and Image verification (Captcha Code) and click on “Forgot Password” & enter the details as prompted by the System.

- (i) Institutional shareholders (i.e. Other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- (ii) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- (iv) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any in PDF format in system for the scrutinizer to verify the same.
- (vi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://www.wvotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTION

- i. The e-Voting period commences on 25th August 2014 (9:00 p.m.) and ends on 26th August 2014 (6:00 p.m.). During this period shareholders of the company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-Voting module shall not be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting, unblock the votes in the presence of at least two (2) witnesses, who are not in the employment of the Company and make a Scrutinizer's Report of the Votes cast in favor or against, if any and forward to the Chairman of the Company.
- iii. The Results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the BSE's website www.bseindia.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the company and communication to the Stock Exchanges.
- iv. The voting rights of share holders shall be in proportion to their shares of the paid up capital of the Company.
- v. Mr. Chintan H. Vakil from GG and Associates has been appointed as the Scrutinizer to scrutinize the e-Voting Process.
- vi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Question ("FAQ") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

REGISTERED OFFICE:

MIG-44, Bharti Niketan,
Near Gautam Nagar,
Bhopal - 462023.

By Order of the Board of Director
YUNUS R. MEMON

Bhopal, August 4, 2014

Director

DIRECTOR REPORT

Your Directors present the Thirty-eight Annual Report of the Company together with Audited Statements of account for the Year Ended 31st March, 2014.

FINANCIAL RESULTS:

	Year Ended on 31 st March 2014	Year Ended on 31 st March 2013
<u>Profit/Loss before Depreciation & Tax</u>	5,05,02,024	(2,46,142)
Depreciations	(21,198)	-
<u>Profit/Loss before taxation</u>	5,04,80,825	(2,46,142)
Corporate Tax	(95,00,000)	-
<u>Profit/Loss after Tax</u>	4,09,80,825	(2,46,142)
Balance as per Last Balance Sheet	(35,805)	(4,10,16,629)
Basic EPS	Rs. 7.06	Rs. (0.04)

REVIEW OF OPERATIONS:

During the year under review your company has registered a huge profit during the year ended **31st March, 2014**, amounted to **Rs. 4,09,80,825** as compared to loss amounted to **Rs. 2,46,142** during the previous year. Looking to the accumulated losses of past years, your Director has not recommended any dividend for the financial year 2013-2014.

DIRECTORS:

Pursuant to the provisions of Section 256 of the Companies Act 1956, **Mr. Chatur C. Patel**, 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: