



M. P. Agro Industries Limited

CIN No – L24123GJ1975SGC106981

43rd Annual General Meeting

Annual Report 2018-2019

BOARD OF DIRECTORS

MS. RAFIQUNNISA MERCHANT	DIRECTOR
MS. SHAMIM SHEIKH	CHAIRPERSON
MR. YUNUS R. MEMON	MANAGING DIRECTOR
MR. CHATUR C. PATEL	INDEPENDENT DIRECTOR
MS. SABA SULTANA MEMON	INDEPENDENT DIRECTOR

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 – Vadodara
State Bank of India (SBI) – Vadodara
Dhanlaxmi Bank – Vadodara
Axis Bank - Vadodara

REGISTERED OFFICE

C/o. Bharat Equity Services Ltd.
924, 9th Floor, Fortune Tower,
Sayajigunj, Vadodara - 3900020
Ph.: 0265 – 2363280, 6358761061
Email: mpagroindustries@gmail.com,
Website: www.mpagroindustries.in

NOTICE TO MEMBERS

Notice is hereby given that the FORTY THIRD ANNUAL GENERAL MEETING of the Members of M.P. AGRO INDUSTRIES LIMITED will be held on Friday, the 26th July, 2019, at 11:30 a.m. at the Sayaji Baroda, Near Bhimnath Bridge, Opp. Parsi Agari, Sayajigunj, Vadodara – 5 to transact the following business.

ORDINARY BUSINESS:

1. Adoption Of Audited Standalone Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of a Director:

To appoint a Director in the place of Mrs. Shamim Sheikh (DIN: 02528327), who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Under the terms of their appointment, both of our non executive directors are subject to retirement by rotation. Last year, Mrs. Rafiqunnisa Merchant was subjected to retirement by rotation and was re-appointed by shareholders. Mrs. Shamim Sheikh was appointed as Additional director liable to retire by rotation on March 02, 2017 and was thereafter appointed as Director in the category of Non Executive Director and was also designated as chairman of the Company, which was approved by shareholders pursuant to Ordinary Resolution at the 41st AGM held on September 16, 2017.

To the extent that Mrs. Shamim Sheikh is required to retire by rotation, she would need to be re-appointed as a Non Executive director and Chairman of the company.

Therefore, shareholders are requested 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 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mrs. Shamim Sheikh (DIN: 02528327) as a Non Executive director designated as Chairman of the Company, to the extent that she is required to retire by rotation.”

Place: Vadodara
Date: 17th June, 2019

By Order of the Board,
Sd/-
CS Ishita Shah
Company Secretary

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. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) percent 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 a Member.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 22nd July, 2019 to Friday, the 26th July, 2019 (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 mean
 - a. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services. The facility of casting the votes by the members using electronic Voting System from a place other than venue of the AGM ("remote e-voting") is provided by M/s. Link Intime India Pvt. Limited.
 - b. The voting period begins on 23rd July, 2019 (10:00 AM) and ends on 25th July, 2019 (5:00 PM). During this period Members of the Company, Holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th July, 2019, may cast their vote electronically. The E-voting module shall be disabled by M/s. Link Intime India Pvt. Limited for voting thereafter.
 - c. Any person, who acquires shares of the Company and become member of the Company after the notice dispatch date and holds shares as of the cut-off date i.e. 20th July, 2019 and whose PAN is not updated nor received the intimation of sequence number, may obtain the login ID and sequence number by sending a request to M/s. Link Intime India Pvt. Limited.

The Instructions for Members for Voting electronically are as under –

- (i) Visit the e-voting system of LIPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>
- (ii) Click on "Login" tab, available under 'Shareholders' section.
- (iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

(iv) 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.

(v) Your Password details are given below:

If you are using e-Voting system of LIPL: <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).

	For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <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 LIPL.

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.

• **Cast your vote electronically**

(vi) 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.

(vii) 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’.

(viii) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

(ix) 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.

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

(xi) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

(xii) 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.

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

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

(xv) In case the shareholders have any queries or issues regarding e-voting, please 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 or Call us :- Tel : 022 - 49186000..

20. For members who wish to vote through Ballot Forms:

- (a) The Ballot Form is provided for the benefit of shareholders, who do not have access to remote E-voting facility.
- (b) Members who do not have access to remote E-voting facility, may exercise their right to vote on business to be transacted at the Annual General Meeting of the Company by submitting the Ballot Form enclosed to this Annual Report
- (c) Shareholders may fill in the Ballot form enclosed with the Annual Report (no other form or Photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. Shri J. J. Gandhi, Proprietor, J J Gandhi & Co., Compliance

office, M/s. Bharat Equity Services Limited, 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara -390005, so as to reach by 5:00 PM on 25th July, 2019. The Ballot Form received thereafter will be strictly treated as not received.

- (d) A shareholder can opt for only one mode of voting either through remote E-voting or by the Ballot or by Poll. If a shareholder casts votes by all modes, then voting done through remote E-voting shall prevail and the Ballot Form shall be treated as invalid.
- (e) Shareholders who do not have access to E-voting and intend to cast their vote through the Ballot Form should follow instruction as mentioned in Ballot Form.

A. General instruction:

1. Members, who have registered their email addresses with the company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip, Proxy & Ballot Form by email and other are being sent by post.
2. Shri J. J. Gandhi, Proprietor J. J. Gandhi & Co., Company Secretaries, (Membership No. 3519) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote E-voting process in a fair and transparent manner.
3. The Chairman shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote E-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in presence of at least two witnesses not in employment of the company and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. The Result declared along with the report of the Scrutinizer shall be immediately forwarded to the BSE Limited.

Place: Vadodara

Date: 17th June, 2019

**By Order of the Board,
Sd/-**

**CS Ishita Shah
Company Secretary**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT OR VARIATION IN TERMS OF
REMUNERATION AT THE ENSUING ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of the Director	Mrs. Shamim Sheikh
DIN	02528327
Item No.	2
Date of Birth	April 05, 1971
Date of first appointment on Board	March 02, 2017
Qualifications and Expertise	Mrs. Shamim Sheikh is daughter of our Promoter Director Mr. Abdul Razak Dhanani. She is graduated in Commerce and having experience in the field of finance and service industry in association with Sayaji Hotels Ltd. She was associated as Director in Weltermann International Limited and has also served as member of Nomination and Remuneration Committee of the company.
Details of remuneration last drawn (FY 2018-2019)	Details of remuneration is provided in Report on Extracts of Annual Return in form MGT 9 forming a part of Annual Report for the FY 2018-19.
Directorships held in other public companies	1. Liberty Fertilizers Limited 2. Liberty Construction and Leasing Limited 3. Bhavnagar agro industries Limited 4. Bharat Equity Services Limited 5. Sayaji Airways Limited 6. Monalisa Software Exports Limited
Memberships/ Chairmanships of Committees in other public Companies.	None
Number of Board Meetings attended during financial year.	6 (All the Board Meetings were attended)
Relation with other Directors & Key Managerial Personnel (KMP) of the Company.	Mrs. Shamim Sheikh is sister of Mrs. Rafiqunnisa Merchant, Director of our Company
No of shares held in the Company	130,000 (one Lakhs Thirty Thousand Equity Shares)

Directors' Report

To the Members,

Your Directors have pleasure in presenting their 43rd Annual Report of the Company together with the Audited Financial Statements of the Company for the year ended on 31st March, 2019.

FINANCIAL RESULTS

Particulars	2018-19	2017-18
Total Revenue	3,440,579	9,682,368
Profit/Loss before Depreciation & Tax	915,288	7,689,450
Depreciations	3055	3055
Profit/Loss before taxation	912,233	7,686,395
Corporate Tax	238,000	430,539
Profit/Loss after Tax	674,233	7,255,856
Balance carried to Balance sheet	674,233	862,134
Basic EPS	0.12	1.25

REVIEW OF OPERATIONS

During the year under review your company has registered profit during the year ended **31st March, 2019**, amounted to **Rs. 674,233** as compared to **Rs. 7,255,856** during the previous year. Looking to the current profit and accumulated losses of past years, your Director has not recommended any dividend for the financial year 2018-2019.

DIVIDEND

Your directors are unable to recommend any dividend for the year ended 31st March, 2019.

TRANSFER TO RESERVES

The Directors do not propose to transfer any amount to reserve.

MATERIAL CHANGES EFFECTING FINANCIAL POSITIONS OF THE COMPANY

No material changes have occurred and commitments made, affecting the financial position of the company between the end of the financial year of the company and the date of this report.

PERFORMANCE OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have subsidiary company or Joint Venture Company or Associate Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no order passed by any regulator or court or tribunal against the company, impacting the going concern concept or future operations of the company.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. The Company has well designed Standard Operating Procedures. Independent Internal Auditors conduct audit covering a wide

range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the Internal Controls and Systems followed by the company.

RISK MANAGEMENT POLICY

The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The members in the last Annual General Meeting held on September 29, 2018 have appointed Mrs. Saba Sultana Memon, an Independent Director for a period of 5 years i.e. from February 15, 2018 to February 14, 2023 and have re-appointed Mr. Chatur Patel as an Independent Director for second term of five years i.e. from April 1, 2019 to March 31, 2024.

Mrs. Shamim Sheikh retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re-appointment.

INDEPENDENT DIRECTORS DECLARATION

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

BOARD MEETINGS

Six meetings of the Board of Directors were held during the year, viz. on 29th May, 2018, 6th August, 2018, 13th August, 2018, 30th October, 2018, 13th February, 2019 and 8th March, 2019. Agenda papers were circulated to the Directors in advance for each meeting.

EVALUATION OF THE DIRECTORS AND COMMITTEES

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairperson of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc. The suggestions, comments and guidance of all the Directors were Excellent.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board. The policy is available on the website of the company www.mpagroindustries.in

COMPLIANCE OF SECRETARIAL STANDARD

As per requirement of provisions of Section 118(10) read with SS9 of Secretarial Standard 1, the Company has complied with the Secretarial Standard applicable to the Company.