

# M.P. AGRO INDUSTRIES LTD.



CIN: L24123MP1975SGC001354

MANUFACTURERS OF SAMRUDDHI BRAND NPK MIXTURE FERTILIZERS  
36, Arunoday Society, Alkapuri, BARODA - 5. Tel.: 2363280, Fax : 2362192

Regd. Office :  
MIG-44, Bharti Niketan,  
Near Gautam Nagar,  
Bhopal - 462 023 (M.P.)  
Ph. : (0755) 3253235  
Dt.: 13<sup>th</sup> August, 2018  
E-mail : mpagroind@yahoo

To,  
Corporate Filling,  
Bombay Stock Exchange, (BSE),  
25<sup>th</sup> P.J. Towers, Fort,  
Mumbai - 01

## Sub- Intimation of Book Closure and AGM notice

Dear Sir,

With reference to above, this is to inform you that the Register of Members and Share Transfer Book of the Company will remain Closed from 24<sup>th</sup> September, 2018 to 29<sup>th</sup> September, 2018 (both days inclusive) for the Purpose of 42<sup>nd</sup> Annual General Meeting. We also hereby forward the Notice of 42<sup>nd</sup> Annual General Meeting to be sent to shareholders of the company. Other brief particulars are as given below:

Type of Security & Paid up Capital	Book – Closure From - To	Purpose	E Voting Cut-off Date
Equity Shares of 58,03,914/- of Rs.10/- each fully paid up	24 <sup>th</sup> September, 2018 To 29 <sup>th</sup> September, 2018	AGM on 29 <sup>th</sup> September, 2018	22 <sup>nd</sup> September, 2018

Please take note of the same.

Thanking you,

For M. P. Agro Industries Ltd.

CS Ishita Shah  
Compliance Officer

CC: To

1. **M/s. Link Intime India Pvt. Ltd.**

Shangrilla Complex,  
Opp. HDFC Bank, Radha Krishan Char Rasta,  
Vadodara, Gujarat

2. **Central Depository Services (India) Ltd.**

Phiroze Jeejeebhoy Towers,  
16-17<sup>th</sup> Floor, Dalal Street, Fort,  
Mumbai – 400 023

3. **National Securities Depository Ltd.**

Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,  
Lower Parel, Senapati Bapat Marg, Mumbai – 400 013

Compliance Office – C/o. Bharat Equity Services Limited,

Address – 9<sup>th</sup> Floor, Fortune Tower, Sayajigunj, Vadodara – 20

Email Id – [mpagroindustries@gmail.com](mailto:mpagroindustries@gmail.com) Website: [www.mpagroindustries.in](http://www.mpagroindustries.in)

Phone nos. – 0265-2363280, 0265-3015529



## NOTICE TO MEMBERS

Notice is hereby given that the FORTY SECOND ANNUAL GENERAL MEETING of the Members of M.P. AGRO INDUSTRIES LIMITED will be held on Saturday, the 29<sup>th</sup> September, 2018, at 3.00 p.m. at the Registered Office of the Company 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, 2018 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. Rafiqunnisa Merchant (DIN: 07758223), who retires by rotation and, being eligible, seeks re-appointment.

**3. Appointment of Auditors:**

To consider and if thought fit to pass, with or without modification(s) following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, M/s Parikh Shah Chotalia & Associates, Chartered Accountants, (Firm Registration. No. 118493W) be and is hereby re - appointed as the Statutory Auditors of the Company, for the term of further five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 47<sup>th</sup> Annual General Meeting of the company to be held in the year 2023, at such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

**SPECIAL BUSINESS:****4. To Re-appoint Mr. Chatur Patel as Independent Director of the Company:**

To consider and if though fit to pass, with or without modification(s) following Resolution as “**SPECIAL RESOLUTION**”:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Chatur Patel (DIN: 06556647), who was appointed as an Independent Director not liable to retire by rotation and whose term expires on September 25, 2018, and in respect of whom the Company has received a notice in writing from the Director under section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years up to September 25, 2023, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

**5. To Appoint Mrs. Saba Sultana Memon as an Independent Director of the Company:**

To consider and if though fit to pass, with or without modification(s) following Resolution as an “**ORDINARY RESOLUTION**”:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Saba Sultana Memon (DIN 07641195), who was appointed as an Additional Director in the capacity of Independent Director of the Company effective from 15<sup>th</sup> February, 2018, and who holds office up to the date of ensuing Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of



the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years with effect from 15<sup>th</sup> February, 2018 up to 14<sup>th</sup> February, 2023 and the term shall not be subject to retirement by rotation”

“**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**6. To Shift Registered office of the Company:**

To consider and if though fit to pass, with or without modification(s) following Resolution as “**SPECIAL RESOLUTION**”:

“**RESOLVED THAT** pursuant to the provisions of section 13(4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rule 2014 and subject to approval of the Regional Director, the consent of the members of the Company be and is hereby accorded to shift the Registered office of the Company from the state of Madhya Pradesh situated at MIG-44, Bharti Niketan, Near Gautam Nagar, Bhopal – 462023, to 924, Fortune Tower, Sayajigunj, Vadodara – 390020, in the State of Gujarat.”

“**RESOLVED FURTHER THAT** the Clause II of the Memorandum of Association of the Company be and is hereby substituted by the following:

**II. The Registered Office of the Company shall be situated in the State of Gujarat.**

“**FURTHER RESOLVED THAT** Ms. Ishita Shah, the Company Secretary, be and is hereby authorized:

(i) to sign and file, the petition under Sub-section (2) of Section 17 of the Act to the Regional Director for securing confirmation to the alteration to the memorandum of association of the company so as to change the place of the Registered office of the company from the State of Maharashtra to the State of Gujarat;

(ii) to represent the company in all hearings concerning the petition of the company; and

(iii) to appoint, on behalf of the company, Company Secretaries in whole-time practice, advocates, lawyers, counsels and other consultants, as and when required, to represent the company and to plead on its behalf before the concerned Regional Director and or any other agency in all matters connected with the petition of the company.



**“RESOLVED THAT** M/s. J. J. Gandhi, Practicing Company Secretary be and is hereby authorised to appear and represent the Company before the Regional Director, in the matter of the petition to be filed for their confirmation to the proposed alteration of the of the memorandum as to the change of the place of the registered office from one State to another and are also authorised to make such statements, furnish such information and do such acts, deeds and things as may be necessary in relation to the said petition;

**“RESOLVED THAT** Mrs. Shamim Sheikh (DIN 02528327), Mrs. Rafiqunnisa Merchant (DIN 07758223), directors of the company and Ms. Ishita Shah, company secretary, be and are hereby authorised severally to sign the said petition/application, affidavits and such other documents as may be necessary in relation to the said petition.”

**By Order of the Board,**

**Sd/-**

**CS Ishita Shah**

**Company Secretary**

**Place: Bhopal**

**Date: 13<sup>th</sup> August, 2018**

### **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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 6 set out above and details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Directors seeking appointment/reappointment at this Annual General Meeting are annexed hereto as **ANNEXURE - A**.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 24<sup>th</sup> September, 2018 to Saturday, the 29<sup>th</sup> September, 2018 (both days inclusive)
4. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

**Compliance Office – C/o. Bharat Equity Services Limited,**

**Address – 9<sup>th</sup> Floor, Fortune Tower, Sayajigunj, Vadodara – 20**

**Email Id – [mpagroindustries@gmail.com](mailto:mpagroindustries@gmail.com) Website: [www.mpagroindustries.in](http://www.mpagroindustries.in)**

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6. 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.
7. The company has designated an email id called "[mpagroindustries@gmail.com](mailto:mpagroindustries@gmail.com)" for Redressal of Shareholder/investor' Complaint/Grievance. Hence, please write to us at "[mpagroindustries@gmail.com](mailto:mpagroindustries@gmail.com)".
8. 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 Central Depository Services Limited (CDSL).
  - b. The voting period begins on 26<sup>th</sup> September, 2018 (10:00 AM) and ends on 28<sup>th</sup> September, 2018 (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 22<sup>nd</sup> September, 2018, may cast their vote electronically. The E-voting module shall be disabled by CDSL 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. 22<sup>nd</sup> September, 2018 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 –

**A. In case of Member receiving Notice of Annual General Meeting (AGM) through E-Mail:**

1. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Now click on "Shareholders" tab.
3. Now Enter your User ID
  - a. FOR CDSL: 16 digits beneficiary ID.
  - b. FOR NSDL: 8 Character DP ID followed by 8 digits client ID
  - c. Members holding shares in Physical Form should enter folio number registered with the company.
4. Enter the Image Verification (Captcha Code) as displayed and Click on Login.



5. If you are holding share in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the step given below.

	For members holding 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) <ul style="list-style-type: none"> <li>➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details#	Enter the Dividend Bank Details OR Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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.
9. For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
10. Click on the “**EVSN – 180814014 - M. P. Agro Industries Ltd.**”
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.
12. Click on the “Resolution File” link if you wish to view the entire resolution details.
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.



14. Once you “CONFRIM” your vote on resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. 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.evotingindia.co.in> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
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, 9<sup>th</sup> Floor, Fortune Tower, Sayajigunj, Vadodara -390005, so as to reach by 5:00 PM on 28<sup>th</sup> September, 2018. 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.

**B. In case of Member receiving physical copy of Notice of AGM:**

- a. Please follow all steps from Sr. No. (1) to (19) above, to cast vote.
- b. In case you have any queries or issue regarding E-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**C. 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.

M.P. AGRO



INDUSTRIES LTD.

SAMRUDDHI

CIN: L24123MP1975SGC001354

Regd. Office: MIG-44, Bharti Niketan,  
Near Gautam Nagar,  
BHOPAL-462 023 (M.P.)  
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MANUFACTURERS OF SAMRUDDHI BRAND NPK MIXTURE FERTILIZERS  
36, Arunoday Society, Alkapuri, BARODA- 5. Tel.: 2363280, Fax : 2362192

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**ANNEXURE - A**

## **Explanatory Statement**

Pursuant to Section 102 of the Companies Act, 2013

### **Item No. 4**

#### **To Re-appoint Mr. Chatur Patel as Independent Director of the Company:**

Mr. Chatur Patel (DIN: 06556647) was appointed as Independent Director of the Company, pursuant to approval of the shareholders under the provisions of the Act at the AGM held on September 26, 2013. The amendment to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') which are in line with the Act provides two terms for all Independent Directors.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on August 13, 2018, appointed Mr. Chatur Patel as an Independent Director for a second term of 5 years up to March 31, 2024. The re-appointment is subject to the approval of the shareholders at ensuing AGM by way of Special Resolutions.

#### **Brief Profile of Mr. Chatur Patel**

Mr. Chatur Patel has over 40 years of experience in manufacturing. He joined the Board of Directors as Independent Director of the Company April 1, 2014 in terms of section 149 and other applicable provisions of the Act, Mr. Chatur Patel was appointed as an Independent Director for a fixed term of 5 years not liable to retire by rotation.

The Board is of the opinion that Mr. Chatur Patel fulfills the conditions specified in the Act and the Rules made there under to be eligible to be re-appointed as Independent Director of the Company pursuant to the provisions of section 149 of the Act and relevant provisions of SEBI Listing Regulations.

The Company has received a notice in writing from Mr. Chatur Patel along with a deposit of requisite amount under section 160 of the Act, proposing their candidature for the office of Independent Director of the Company.

The Board is also of the opinion that Mr. Chatur Patel is independent of the management of the Company and his association would be of immense benefit to the Company as in the past and hence, it is recommended to continue to avail the services of Mr. Chatur Patel as the Independent Director of the Company. A copy of the draft letters of re-appointment of Mr. Chatur Patel as an Independent Director setting out the terms and conditions will be available for inspection without any fees at the registered office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.

Except Mr. Chatur Patel, being the appointees, none of the Directors and Key Managerial Personnel of the

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**Compliance Office – C/o. Bharat Equity Services Limited,**

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Company and their relatives is concerned or interested, in the resolutions set out at Item No. 4.

The Board recommends the resolutions at Item No. 4 for approval of the shareholders of the Company.

### Item No. 5

#### **To Appoint Ms Saba Sultana Memon as an Independent Director of the Company:**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on February 15, 2018, appointed Mrs. Saba Sultana Memon as an Additional Director of the Company with effect from February 15, 2018. In terms of section 161 of the Act, Mrs. Saba Sultana Memon holds office as an Additional Director up to the date of the ensuing AGM. The Company has received a notice in writing from the Director along with a deposit of requisite amount, under section 160 of the Act, proposing his candidature for the office of Director of the Company. In terms of section 149 and any other applicable provisions of the Act, Mrs. Saba Sultana Memon is proposed to be appointed as an Independent Director to hold office for a term of five years up to February 14, 2023, with effect from February 14, 2018, not liable to retire by rotation.

#### **Brief Profile of Mrs. Saba Sultana Memon**

Mrs. Saba Sultana Memon has obtained a graduate degree in commerce. She joined the Board of Directors as Independent Director of the Company on February 15, 2018 in terms of section 149 and other applicable provisions of the Act, Mrs. Saba Sultana Memon was appointed as an Additional Director.

The Board is of the opinion that Mrs. Saba Sultana Memon fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as an Independent Director of the Company pursuant to the provisions of section 149 of the Act and relevant provisions of SEBI Listing Regulations.

The Board is also of the opinion that Mrs. Saba Sultana Memon is independent of the management of the Company and his association would be of immense benefit to the Company and hence, it is recommended to avail the services of Mrs. Saba Sultana Memon as an Independent Director of the Company. A copy of the draft letter of appointment of Mrs. Saba Sultana Memon as an Independent Director setting out the terms and conditions will be available for inspection without any fees at the registered office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.

Except Mrs. Saba Sultana Memon, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 5.

The Board recommends the resolution at Item No. 5 for approval of the shareholders of the Company.

**M.P. AGRO**



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## **Item No. 6**

### **To Shift Registered office of the Company:**

As the members are aware that most of the business activities of the Company are being carried out from the Compliance office situated in Vadodara. Most of the activities are operated and all business decisions of the Company are being taken from the Compliance office situated in Vadodara. Therefore, it would be more convenient, economical, and comfortable to operate business activities and operations of the Company more efficiently, effectively and smoothly from Gujarat.

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

Therefore, subject to approval of shareholders of the Company and subject to approval of Regional Director, the Board of Directors of the Company at their meeting held on 13<sup>th</sup> August, 2018, have resolved to shift the Registered Office of the Company from the State of Madhya Pradesh to the State of Gujarat.

Accordingly, it is proposed to shift the Registered office at Vadodara in the state of Gujarat to gain efficiency and economy.

As per provisions of the Companies Act, 2013 alteration in Registered Office clause of the Memorandum of Association of the Company can be permitted only with the approval of the Shareholders by passing Special Resolution in the General Meeting. Hence, the resolution is proposed as a Special Resolution subject to confirmation of Regional Director, Western Region Bench, Mumbai.

None of the Director of the Company is in any way, concerned or interested in the said resolution.

A copy of the Memorandum and Articles of Association of the Company is available for inspection of members at the Registered Office of the Company on all its working days during office hours upto the date of the Extra Ordinary General Meeting.

The Board recommends this resolution for approval of the members.

None of the directors of the company is concerned or interested in the proposed resolution.

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

**CS Ishita Shah  
Company Secretary**

**Place: Bhopal**

**Date: 13<sup>th</sup> August, 2018**

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**Compliance Office – C/o. Bharat Equity Services Limited,  
Address – 9<sup>th</sup> Floor, Fortune Tower, Sayajigunj, Vadodara – 20  
Email Id – [mpagroindustries@gmail.com](mailto:mpagroindustries@gmail.com) Website: [www.mpagroindustries.in](http://www.mpagroindustries.in)  
Phone nos. – 0265-2363280, 0265-3015529**

**M.P. AGRO**



**INDUSTRIES LTD.**

SAMRUDDHI

CIN: L24123MP1975SGC001354

Regd. Office: MIG-44, Bharti Niketan,  
Near Gautam Nagar,  
BHOPAL-462 023 (M.P.)  
Ph: (0755) 3253235

MANUFACTURERS OF SAMRUDDHI BRAND NPK MIXTURE FERTILIZERS  
36, Arunoday Society, Alkapuri, BARODA- 5. Tel.: 2363280, Fax : 2362192

E-mail: [mpagroindustries@gmail.com](mailto:mpagroindustries@gmail.com)

**ATTENDANCE SLIP**

**Forty Second Annual General Meeting, 29<sup>th</sup> September, 2018**

1. Regd. Folio No.:
2. Client ID/DP ID.:
3. No. of Shares held:

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the 42<sup>nd</sup> Annual General Meeting of the Company on Saturday, 29<sup>th</sup> September, 2018 at 03:00 p.m. at the registered office of the company MIG-44, Bharti Niketan, Near Gautam Nagar, Bhopal – 462023 (M P).

\_\_\_\_\_  
Member's / Proxy's Name in Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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**Phone nos. – 0265-2363280, 0265-3015529**

**FORM OF PROXY****Forty Second Annual General Meeting, 29<sup>th</sup> September, 2018**

[Pursuant to Section 105 (6) of the Companies (Management and Administration) Rules, 2014]

1. Name of the Share Holder: \_\_\_\_\_
2. Registered address: \_\_\_\_\_
3. Regd. Folio No. / Client ID/DP ID.: \_\_\_\_\_
4. E-mail ID: \_\_\_\_\_

I/We being the Member(s) of the Company Holding \_\_\_\_\_ shares, hereby appoint;

1. Name _____ Address _____	E-mail ID _____ Signature _____
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Or Failing him

2. Name _____ Address _____	E-mail ID _____ Signature _____
--------------------------------	------------------------------------

Or Failing Him

3. Name _____ Address _____	E-mail ID _____ Signature _____
--------------------------------	------------------------------------

As my/our proxy to attend and vote (on a poll) on my/our behalf at the Fortieth Annual General Meeting of the Company, to be held on Saturday, 29<sup>th</sup> September, 2018 at 3.00 P. M. at Registered Office and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Description of Resolution(s)	Vote (Optional See Note-2)	
		(For)	(Against)
1.	To adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2018		
2.	To appoint Mrs. Rafiqunnisa Merchant, Director of the company, who retires by rotation		
3.	To Re appoint M/s Parikh Shah Chotalia & Associates, Chartered Accountants as the Auditors of the Company		
4.	To Re - appoint Mr. Chatur Patel as an Independent Director		
5.	To appoint Mrs. Saba Sultana Memon as an Independent Director		
6.	To Shift Registered Office of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature \_\_\_\_\_

15 Paise Revenue Stamp
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**Notes:** 1. This form, in order to be effective, should be duly stamped, completed, sign & deposited at the registered office of the company, not less than 48 hours before meeting. 2. It is optional to indicate your preference. If you leave the for/against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate. Proxy exceeding 50 members and more than 10% holding cannot be accepted unless single person holding more.

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**BALLOT FORM**

Forty Second Annual General Meeting, 29<sup>th</sup> September, 2018  
 (For Members who do not have access to e-voting facility)

Sr. No.	Particulars	Details
1.	Name of Member(s):	
2.	Postal Address	
3.	Registered Folio No./*Client ID No. (Applicable to investor holding shares in dematerialized form)	
4.	No. of Shares	

I/We hereby exercise my/our vote(s) in respect of the Resolution to be passed for the business set out in the Notice of the Annual General Meeting of the Company to be held on Saturday, 29<sup>th</sup> September, 2018 by sending my/our assent or dissent to the said Resolution(s) by placing the tick (v) mark at the appropriate box below:

Item No.	Description of Resolution(s)	No. of equity shares	(For)	(Against)
			I/We assent to the Resolution	I/We dissent to the Resolution
<b>Ordinary Business</b>				
1.	To adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2018			
2.	To appoint Mrs. Rafiqunnisa Merchant, Director of the company, who retires by rotation			
3.	To Re appoint M/s Parikh Shah Chotalia & Associates, Chartered Accountants as the Auditors of the Company			
<b>Special Business</b>				
4.	To Re - appoint Mr. Chatur Patel as an Independent Director			
5.	To appoint Mrs. Saba Sultana Memon as an Independent Director			
6.	To Shift Registered Office of the Company			

Place:

Date:

 \_\_\_\_\_  
 Signature of Member

**Note: This Ballot Form is provided for the benefit of Members, who do not have access to e-voting facility.**

M.P. AGRO



INDUSTRIES LTD.

SAMRUDDHI

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### **INSTRUCTIONS**

1. Members may fill up this Ballot Form (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 28<sup>th</sup> September, 2018.** The Ballot Form received thereafter will be strictly treated as not received.
2. The Ballot Form should be signed by the Member(s) as per the Specimen signature registered with the Company / The Depositories. In case of Joint holding, the Form should be completed and signed by the First named Member and in his/her absence, by the next name joint holder. The right of voting by Ballot form shall not be exercised by a Proxy.
3. In case the shares are held by companies, trusts, societies, etc. the dully completed Ballot form should be accompanied by certified true copy of the relevant Board Resolution / Authorization.
4. **A Member can opt only one mode of voting i.e. either through e-voting or by the Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as in valid.**
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 22<sup>nd</sup> September, 2018.
6. Unsigned, incomplete, improperly or incorrect (tick) marked Ballot Form shall be rejected. The decision of the Scrutinizer on the validity of the Ballot Form will be final.
7. The company will not be responsible, if the envelope containing the Ballot Form is lost in transit.



# Road Map for AGM

