

CORPORATE GOVERNANCE REPORT

The Board of Directors of the Company continued to lay great emphasis on the broad principles of Corporate Governance. Our pursuit towards achieving good governance is an ongoing process. In so far as compliance with the requirements under Clause 49 of the Stock Exchange Listing Agreement, the Company is in full compliance with the norms and disclosure that have to be made in Corporate Governance format.

◆◆ **Company's philosophy on Code of Governance:**

M. P. Agro industries Ltd. believes that good Corporate Governance is essential to achieving long term corporate goals and to enhancing stakeholders' value. In this pursuit, your Company's philosophy on Corporate Governance is led by a strong emphasis on transparency, accountability and integrity and your Company has been practicing the principles of Corporate Governance over the years. All employees are bound by a Code of Conduct that sets forth Company's policies on important issues, including our relationship with consumers, shareholders and Governance.

◆◆ **Composition of Board:**

The composition of the Board is in conformity with the listing agreement with stock exchange Mumbai. The composition of the Board and other relevant details relating to Directors are given below:

Name of Director	Category	Directorships Excluding Pvt. Ltd. Companies Directorships	No. of Memberships of other Board Committees	No of other Board Committees of which the director is a chairpersons
Mr Abdul Razak D. Dhanani	Managing Director	Bharat Equity Services Ltd. Liberty Fertilizers Ltd. Liberty Const. & Leasing Ltd. Sayaji Hotels Ltd. Sayaji Airways Ltd. Bhavnagar Agro Industries Ltd.	NIL	NIL
Mr Chatur C. Patel	Director	Liberty Fertilizers Ltd. Liberty Const. & Leasing Ltd. Bhavnagar Agro Industries Ltd.	NIL	NIL
Mr Yunus R Memon	Director	Liberty Const. & Leasing Ltd. Bhavnagar Agro Industries Ltd. Bharat Equity Services Ltd.	NIL	NIL

Code of Conduct - The Company has adopted a Code of Conduct for the insider trading as per the requirement of the Listing Agreement of the concerned regulation of the SEBI for the Board and Sr. Management. All Directors and the Sr. Management personnel have affirmed in writing their adherence to the above said code.

◆◆ **Attendance of each Director at Board Meeting and last Annual General Meeting:**

During the Year 2014-2015, 9 Board Meeting were held on 18th April 2014, 12th May 2014, 13th June 2014, 21st July 2014, 5th August 2014, 6th November 2014, 4th December 2014, 2nd January 2015, and 10th February 2015, The Last Annual General Meeting of the Company was held on August 30th 2014,

Name of Director	No. of Board Meeting Attended	Attendance at Last AGM
Mr. Abdul Razak Dhanani	7	No
Mr. Chatur C. Patel	9	Yes
Mr. Yunus R. Memon	9	Yes

◆◆ **General Body Meetings:**

Location and time where last three Annual General Meeting were held are given below:

Financial Year	Date & Location of Meeting	Time
2011-12	September 29 th , 2012 At Registered Office of Company	3:00 PM
2012-13	September 26 th , 2013 At Registered Office of Company	3:00 PM
2013-14	August 30 th , 2014 At Registered Office of Company	3:00 PM

No special Resolution requiring a postal ballot is proposed at the ensuing Annual General Meeting.

◆◆ **Familiarization Programme for Director:**

The Director (Independent an Non-Independent) interact with Senior Management Personnel

and are provided with all the information sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a constituent.

The role, rights, duties and responsibilities of Independent Directors have been incorporated in the Letter of Appointment issued to them. The amendments / updates in statutory provisions are informed from time to time.

The information with respect to the nature of industry in which the company operates and business model of the Company, etc. is made known through various presentations on operational performance, strategy, budgets & business forecasts, etc. to the Board of Directors. The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates to effectively fulfill their role as Directors of the Company.

◆◆ **Means of Communication:**

The Company quarterly results and official news release are displayed on the given below

BSE Web Site: <http://www.bseindia.com>.

◆◆ **General Shareholders Information:**

Annual General Meeting

Date and Time: 12th September, 2015 At 3-00 P.M.

Venue : Regd. office At MIG-44, Bharti Niketan, Near Gautam
Nagar, Bhopal - 462023.

◆◆ **Financial Calendar:**

The Company follows April - March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter except for the last quarter, for which the results are declared in June as permitted under the listing agreement.

◆◆ **Dates of Books Closure:**

September 7, 2015 to September 11, 2015 (both days inclusive).

◆◆ **Listing on Stock Exchanges:**

The Company's Shares are listed on Bombay Stock Exchange Ltd, Mumbai in "T" Category.

a) Stock Code

Bombay Stock Exchange Ltd, Mumbai (physical & demat) Code: 506543

b) Share Transfers:

Physical Shares for transfer are duly transferred within a period of two weeks from the date of receipts of the documents, if found in order, The Share transfer Committee of the company meets regularly to review and approve transfer proposals.

c) Share Transfer System:

As the members are aware, the Company has appointed M/s. Link Intime India (Pvt.) Ltd., Vadodara Branch, as Registrar and Share Transfer Agent (RTA) to handle dematerialization and physical share transfers as well as other share related activities of the Company.

The members are advised to correspond with the RTA at its Office at B-102 & 103, Shangrila Complex, 1st Floor, Near, Radhakrishna Char Rasta, Akota, Vadodara -390020. Shares sent for transfer in physical form are registered and dispatched by our RTA within a maximum period of three weeks from receipt of the document at its office. In case, shares under objection are returned within two weeks from receipt of the document.

◆◆ **Investor Relations:**

All complains received from shareholders have cleared within the financial year. The complaints are generally replied to within Ten (10) days from their lodgments. There are No cases in the Court relating to the transfer of share of the Company.

◆◆ **General Information:**

(a) Registrar & Transfer Agent

Link Intime India (Pvt.) Limited

Unit: M.P. Agro Industries Limited

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (W), Mumbai – 400078

(b) Registered Office:

M. P. Agro Industries Limited

MIG-44, Bharti Niketan,

(c) Compliance Officer:

C/o., Bharat Equity Services Ltd.

924, 9th Floor Fortune Tower,

Near Gautam Nagar,
Bhopal- 462023.

Sayajigunj, Vadodara -20, Gujarat
Phone no – 0265-236280

- (d) Share Complaint & Grievance mail at: mpagroindustries@gmail.com
- (e) ISIN no. of the Company's Equity: INE438C01017
- (f) CIN no. of Company: L24123MP1975GC001354
- (g) Equity Share in Demat form: 45,31,515 Shares (78.08% of total shares)
- (h) Equity Share in Physical form: 12,72,399 Shares (21.92% of total shares)
- (i) Depository Connectivity: CDSL & NSDL
- (j) Outstanding GDRs, ADRs, Warrants or
Any Convertible Instruments etc: Nil

Declaration

As per Clause 49 (II)(E) of Listing Agreement with the Stock Exchange, this is to confirm that all Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the Financial Year 2014-2015

For and on the behalf of the Board of

Directors

Yunus R. Memon

Bhopal, May 30th, 2015

Director