

Dt.: 3rd September, 2024

To,
Corporate Filing,
Bombay Stock Exchange Limited,
P J Towers, Fort,
Mumbai

Ref: Scrip Code – 506543

SUB: Notice of 48th Annual General Meeting (AGM)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 48th Annual General Meeting of the Members of the Company scheduled to be held on Wednesday, the 25th September, 2024 at 03.00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The Notice and the Annual Report are also uploaded at the website of the company www.mpagroindustries.in

Take the same on your records.

Thanking you,

For M. P. Agro Industries Limited

CS Ishita Kapure
Compliance Officer



Encl.: As Above

NOTICE TO MEMBERS

Notice is hereby given that the **FORTY EIGHTTH ANNUAL GENERAL MEETING** of the Members of M.P. AGRO INDUSTRIES LIMITED will be held on Wednesday, the 25th September, 2024 at 03:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the business as mentioned below. The venue of the meeting shall be deemed to be the Registered Office of the Company at 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara – 390020

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, 2024 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.

SPECIAL BUSINESS:

3. To consider Adoption of new set of Memorandum of Association:

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 and all other applicable provisions of the Companies Act, 2013, and rules made there-under, consent of the members of the Company be and is hereby accorded to alter the words at the beginning of the Memorandum of Association (MOA) and wherever it mention “THE COMPANIES ACT, 1956” be and are hereby substituted and replaced by the words “THE COMPANIES ACT, 2013” and wherever section number of the Companies Act, 1956 are mentioned, if any, be substituted and replaced by section number of the Companies Act, 2013 and Part C of Clause III of Memorandum of Association i.e. “THE OTHER OBJECTS” be and is hereby deleted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. To consider Adoption of new set of Article of Association:

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 14 and all other applicable provisions of the Companies Act, 2013 and rules made there under, consent of the members of the Company be and is

hereby accorded for alteration of the Articles of Association of the Company by replacing the existing set of Articles of Association of the Company with a new set of Articles of Association as submitted to this meeting, in line with the applicable provisions of the Companies Act, 2013, and the rules made there-under be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Place: Vadodara
Date: 14.08.2024

By Order of the Board,
For M. P. Agro Industries Ltd.
Sd/-
Ishita Kapure
Company Secretary

NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January, 13, 2021, Circular No. 21/2021 dated December 14, 2021, , Circular No. 02/2022 dated May 5, 2022, , Circular No. 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD- PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities Exchange Board of India (“SEBI Circulars”) prescribing the procedure and manner of conducting the Annual General Meeting through VC/OVAM.
2. In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with the Applicable Circulars, the Company has decided to convene the 48th AGM through video conferencing (VC) or other audio visual means (OAVM) and the Members can attend and participate in 48th AGM through VC/ OAVM through log in credentials provided to them for the same. The deemed venue for 48th AGM shall be the Registered Office of the Company, i.e., 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara – 390020
3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
4. Your Company has appointed Central Depository Services (India) Limited (CDSL) to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 48th AGM through VC/OAVM Facility.
5. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books will remain closed from Thursday, September 19, 2024 to Wednesday, September 25, 2024 (both days inclusive).
6. Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the “Green Initiative” announced by the Government of India; read with Applicable Circulars, the Annual Report 2023-24 including Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. It is accordingly requested that those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
Procedure for Registration of email and Mobile (for securities in physical mode):
Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.
ISR 1 Form can be obtained by following the link: <https://web.linkintime.co.in/KYC-downloads.html> or from the website of the Company at <http://www.mpagroindustries.in/furnishing-of-pan--kyc-details-and-nomination-by-holders-of-physical-securities.html>
ISR Form(s) and the supporting documents can be provided by any one of the following modes:
 - a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials; or
 - b) Through hard copies which are self-attested, which can be shared on the address as mentioned Link Intime India Pvt. Ltd., Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390 015 (Gujarat) India.
 - c) Through electronic mode with e-sign by following the link: <https://web.linkintime.co.in/KYC/index.html>
For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Further, the Annual Report 2023-24 including Notice of 48th AGM will be available on the Company's corporate website at www.mpagroindustries.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com

However, the Shareholders of the Company may request physical copy of the Annual Report (inclusive of AGM Notice) from the Company by sending a request at mpagroindustries@gmail.com, in case they wish to obtain the same.

7. Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, who may or may not be a Member of the Company. In terms of the Applicable Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 48th AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. However, in pursuance of Section 112 and Section 113 of the Act, Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-Voting or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at jigandhics@gmail.com with a copy marked to mpagroindustries@gmail.com
9. Members can attend the meeting through log in credentials provided to them to connect to Video Conferencing. Physical attendance of the Members at the Meeting venue is not required.
10. The Members can join e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
11. As per the Applicable Circulars up to 1,000 Members will be able to join AGM on a first-come-first served basis. However, the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend AGM without any restriction on account of first-come-first- served principle.
12. Member's log-in to the Video Conferencing platform using the remote e-Voting credentials shall be considered for record of attendance of such member for AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at mpagroindustries@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
14. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January, 13, 2021, MCA Circular No. 21/2021 dated December 14, 2021 , MCA Circular No. 02/2022 dated May 5, 2022, MCA Circular No. 10/2022 dated December 28, 2022 and the latest being MCA Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars")
15. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 70/ 2022 dated 28.72.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
16. The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at mpagroindustries@gmail.com in that regard, by mentioning "Request for Inspection" in the subject of the Email.
17. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested,

maintained under Section 189 of the Act and the Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, will also be made available for inspection by the Members on request made as above.

18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to RTA i.e. Link Intime India Pvt. Ltd.
19. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
20. Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to RTA i.e. Link Intime India Pvt. Ltd. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at <http://www.mpagroindustries.in/furnishing-of-pan--kyc-details-and-nomination-by-holders-of-physical-securities.html> or Link Intime India Pvt. Ltd.'s website at <https://web.linkintime.co.in/KYC-downloads.html>
21. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode is prohibited effective April 01, 2019, unless the securities are held in dematerialized form. Transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. In this regard, Members are requested to dematerialize their shares held in physical form, at the earliest possible.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
23. 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".
24. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023 titled Online processing of investor service requests and complaints by RTAs. The RTA of the Company M/s. Link Intime India Private Ltd., has designed 'SWAYAM', Investor Self Service Portal, exclusively for the Investors service.
'SWAYAM' is a secure, user-friendly web-based application, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal. This application can be accessed at <https://swayam.linkintime.co.in>
25. 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. 18th September, 2024 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 INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on **Sunday, 22nd September, 2024 at 09:00 (IST) AM and ends on Tuesday, 24th September, 2024 at 05:00 PM. (IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Wednesday, 18th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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"> 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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant M. P. Agro Industries Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mpagroindustries@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Other Information:

The Board of Directors of the Company has appointed Mr. J. J. Gandhi, Proprietor of M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara, as the Scrutinizer to scrutinize the voting including remote e-Voting process in a fair and transparent manner, and he has communicated his willingness for appointment and availability for this purpose.

The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast vide e-Voting at the AGM and thereafter, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutinizer's report of the total votes

cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.

Once declared, the Results along with the consolidated Scrutinizer's report will be placed on the Company's website at <http://www.mpagroindustries.in> and website of CDSL at www.evotingindia.com

The Company shall forward the results to BSE Limited, where the shares of the Company are listed, as also displayed in the Notice Board at the Registered Office of the Company, within 2 working days from the conclusion of the meeting. The Results on resolutions shall be declared not later than 2 working days from the conclusion of the meeting of the Company and subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the meeting date i.e., Wednesday, September 25, 2024.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or toll free no. 1800 22 55 33.

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company has proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013. Accordingly, it is proposed to substitute the title "The Companies Act, 1956" with "The Companies Act, 2013" and to substitute the reference wherever appears of the Companies Act, 1956 with the Companies Act, 2013 and to delete the Other Objects contained in Part C of Clause III of Memorandum of Association of the Company.

As per provisions of Section 13 of Companies Act, 2013, amendment of Memorandum of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this special resolution has been placed before the Shareholders for approval.

A copy of the existing as well as new Memorandum of Association of the Company, with proposed changes are available for inspection at the Registered Office of the Company during working hours on any working day.

The Board recommends the shareholders for approval of special resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way interested or concerned in the resolution.

Item No. 5

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

As per the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions in certain articles. Given this position, it is considered expedient to replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table "F" of the Act which sets out the model articles of association for a company limited by shares.

Accordingly, the Board of Directors of the Company has proposed to amend the existing Articles of Association of the Company so as to incorporate the relevant provisions of the Companies Act, 2013 and Rules and Regulations made there under. It is proposed to adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

As per provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this special resolution has been placed before the Shareholders for approval.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

The Board recommends the shareholders for approval of special resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way interested or concerned in the resolution.

Place: Vadodara
Date: 14.08.2024

By Order of the Board,
For M. P. Agro Industries Ltd.
Sd/-
Ishita Kapure
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. Rafiqunnisa Merchant
DIN	07758223
Item No.	2
Date of Birth	August 11, 1962
Date of first appointment on Board	March 02, 2017
Qualifications and Expertise	Mrs. Rafiqunnisa Merchant 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.
Details of remuneration last drawn / proposed (FY 2022-2023)	Request letter is given for waiver of sitting fees.
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 7. Kruger Chemicals Limited
Memberships/ Chairmanships of Committees in other public Companies.	None
Relation with other Directors & Key Managerial Personnel (KMP) of the Company.	Mrs. Rafiqunnisa Merchant is sister of Mrs. Shamim Sheikh, Director of our Company
No of shares held in the Company	526110 (Five Lakhs Twenty Six Thousand One Hundred Ten Equity Shares)

Note: For other details such as number of meetings of the board attended during the year, in respect of above Directors, please refer Directors' Report which is part of this Annual Report.