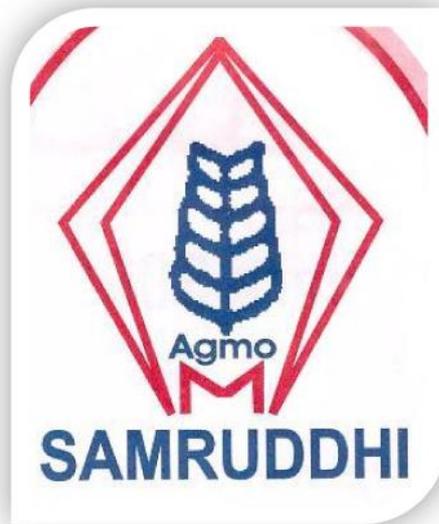


M.P. Agro Industries Ltd.

Year 2013-2014



38th

Annual General Meeting

>>BOARD OF DIRECTORS

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

>>AUDITORS

M/s Parikh Shah Chotalia & Associates.

Chartered Accountants

1-Gangotri Apartment, 9-Haribhakti Colony,

Beside Race Course Post Office, Race Course Circle,

Vadodara - 390 007

>>REGISTRAR & SHARE TRANSFER AGENT (RTA)

Link Intime India Pvt. Limited,

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

Near, Radhakrishna Char Rasta,

Akota, Vadodara

>>BANKERS

HDFC Bank - Bhopal

Dhanlaxmi Bank - Baroda

State Bank of India (SBI) - Baroda

>>REGISTERED OFFICE

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

Bhopal - 462023 (M.P.)

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

NOTICE TO MEMBERS

Notice is hereby given that the THIRTYEIGHTTH ANNUAL GENERAL MEETING of the Members of **M.P. AGRO INDUSTRIES LIMITED** will be **SATURDAY**, the **30th August, 2014**, at **3.00 p.m.** at the Registered Office of the Company to transact the following business.

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To appoint a Non-Executive Director in place of **Mr. Chatur C. Patel**, who retires by rotation and, being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration **M/s. Parikh Shah Chotalia & Associates**, Chartered Accountants the retiring Auditors are eligible for re-appointment.
4. To consider and if though fit, to pass with or without modification, the following resolution as on Ordinary Resolution :
“**RESOLVED THAT** pursuant to provisions of section 139 and other applicable provisions, if any, of the Company Act, 2013; M/s Parikh Shah Chotalia & Associates, Chartered Accountants, (Firm Regn. No. 118493W) be and are hereby appointed as Auditors of the Company to hold office for a period of one (1) year from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration plus Service Tax at the applicable rate, from time to time, exclusive of any remuneration, fees or charges payable to them for rendering any other services that may be rendered by them to the Company from time to time other than in the capacity of Auditors, as may be fixed by the Chairman and Managing Director of the Company.”
5. To consider and if though fir to pass, with or without modification(s) following Resolution as an Ordinary Resolution to appoint an Independent or

Non-Executive Director:

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

By order of the Board of Director

YUNUS R. MEMON

Bhopal, August 4, 2014

Director

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to section 154 of the Companies Act, 1956 the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the **25th August, 2014** to Saturday **30th August, 2014** (both days inclusive)
3. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
4. Shareholders desiring any information relating to accounts are requested to write to the company at an early date, to enable the management to keep the information ready.
5. The company has designated an email id called "mpagroindustries@gmail.com" for Redressal of Shareholder/investor' Complaint/Grievance. Hence, please write to us at "mpagroindustries@gmail.com"
6. Voting through electronic means
E-Voting:
The company is pleased to provide E-voting facility through CDSL as an alternative, for all members of company to enable them to cast their votes electronically.
7. The instructions for E-Voting are as under:
Step 1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
Step 2. Now click on "Shareholders" tab.
Step 3. Now, select the "M.P.Agro Industries Ltd." from the drop down menu and click on "submit".
Step 4. Now Enter your User ID
 - a. FOR CDSL: 16 digits beneficiary ID.
 - b. Members holding shares in Physical Form should enter folio number registered with the company.**Step 5.** Enter the Image Verification (Captcha Code) as displayed and Click on Login.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

REGISTERED OFFICE:

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

By Order of the Board of Director
YUNUS R. MEMON

Bhopal, August 4, 2014

Director

DIRCTOR REPORT S

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

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

REVIEW OF OPERATIONS:

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

DIRECTORS:

Pursuant to the provisions of Section 256 of the Companies Act 1956, **Mr. Chatur C. Patel**, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORTION AND FOREIGN

EXCHANGE EARNINGS AND OUT GOES:

Information required to be disclosed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 framed under Section 217 (1) (e) of the Companies Act, 1956 is furnished in Annexure attached here to.

PARTICULARS OF EMPLOYEES:

There are no employees in respect of whom particulars as required under Section 217

 * (2-A) of the Companies Act, 1956 need to be disclosed in the Directors' Report. *

* **FIXED DEPOSITS:** *

 * The Company has not invited or accepted any fixed deposits within the meaning of *
 * Section 58-A of the Companies Act, 1956. *

* **INSURANCE:** *

 * All the properties and insurable interests' of the Company have been adequately *
 * insured to the extent required. *

* **AUDITORS:** *

 * Members are requested to appoint Auditors to hold office until the conclusion of the *
 * next Annual General Meeting and fix their remuneration. The Company has received *
 * a letter from them to the effect that their appointment, if made, will be within the *
 * limits prescribed under Section 224 (1 B) of the Companies Act, 1956. *

* **CORPORATE GOVERNANCE:** *

 * In terms of provisions of clause 49 of the listing agreement, the Corporate *
 * Governance Report is attached here in as Annexure 1. *

* **LISTING OF SHARES:** *

 * The equity shares of the Company are listed at Vadodara Stock Exchange Limited, *
 * Vadodara, Bombay Stock Exchange Limited, Mumbai and M.P. Stock Exchanges, *
 * Indore. *

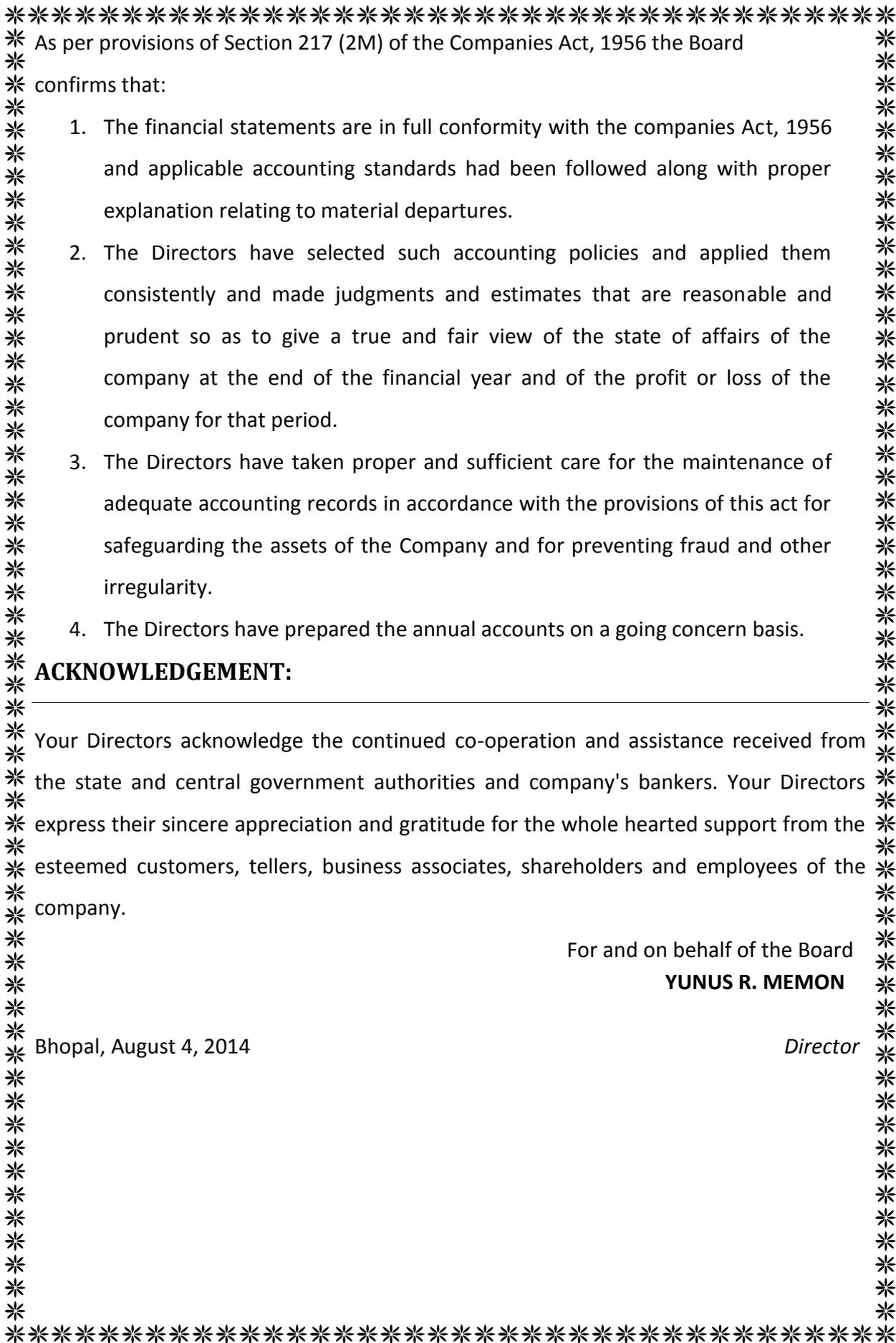
* **AUDIT COMMITTEE:** *

 * Pursuant to the provisions of the newly introduced Section 292A of the Companies *
 * Act, 1956 the Audit Committee of the Board has been constituted. *

* **DEMATERIALIZATION OF SHARES:** *

 * The Company has signed an agreement with Central Depository Services (India) *
 * limited. All the Valued Shareholders of the Company are requested to dematerialize *
 * their holding to take benefit of the transactions. *

* **DIRECTORS' RESPONSIBILITY STATEMENT:** *



As per provisions of Section 217 (2M) of the Companies Act, 1956 the Board

confirms that:

1. The financial statements are in full conformity with the companies Act, 1956 and applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing fraud and other irregularity.
4. The Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT:

Your Directors acknowledge the continued co-operation and assistance received from the state and central government authorities and company's bankers. Your Directors express their sincere appreciation and gratitude for the whole hearted support from the esteemed customers, tellers, business associates, shareholders and employees of the company.

For and on behalf of the Board
YUNUS R. MEMON

Bhopal, August 4, 2014

Director

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217 (1) (e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Director's report.

- | | |
|--|---|
| 1. Energy conservation measures taken | Nil |
| 2. Additional Investment and proposals if any, being implemented for reduction of consumption of energy | Nil |
| 3. Impact of measures at 1 and 2 above for reduction of energy consumption and consequent impact on the cost of production of goods. | Not applicable |
| 4. Total energy consumption and energy consumption per unit of production as perform A. | Information in form A is attached |
| 5. Effort made in technology absorption as per From B | Information against each Item in Form B is Nil since the Company is not engaged in any research and development or technology absorption or Innovation. |
| 6. Activities relating to exports, initiatives taken to increase exports, developments of new export markets for products and services and export plans. | Nil |
| 7. Total foreign exchange used and earned | Nil |

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 on going 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.

1. 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.

2. 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	Chairman	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	Director	Liberty Fertilizers Ltd.	NIL	NIL

C. Patel		Liberty Const. & Leasing Ltd. Bhavnagar Agro Industries Ltd.		
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.

3. Attendance of each Director at Board Meeting and last Annual General Meeting

During The Year 2013- 2014, 8 Board Meeting were held on May 13th, 2013, June 10th, 2013, July 5th, 2013, August 2nd, 2013, November 12th, 2013, January 13th, 2014 & January 15th, 2014, The Last Annual General Meeting of the Company was held on September 26th 2013,

Name of Director	No. of Board Meeting Attended	Attendance at Last AGM
Mr. Abdul Razak Dhanani	5	Yes
Mr. Chatur C. Patel	8	No
Mr. Yunus R. Memon	8	Yes

4. Audit Committee

The Audit Committee Constituted is constituted in line with the provisions of Clause 49 of the listing agreement entered into with Stock Exchange read with Section 292A of Companies Act, 1956.

(a) The Composition of the Audit Committee is as under:

1. Mr. Abdul Razak D. Dhanani – Chairman of the Meeting
2. Mr. Chatur C. Patel
3. Mr. Yunus R. Memon

All the members of the audit committee have expertise in finance as well as in

general management. The Audit Committee met four times during the year 2013-14.

(b) The terms of reference of the Audit Committee include:

- a. To review financial statements and pre-publication announcements, including the quarterly/half yearly financial information before submission to the Board.
- b. To reviewing with management, external auditor and internal departments, the adequacy of internal control system.
- c. To apprise the Board on the impact of accounting policies, accounting standards and legislation as well as focusing on compliance with those standards and with stock exchange and legal requirement concerning financial statement.
- d. To hold periodical discussion with statutory auditors on the scope and content of the audit as well as post-audit discussion to ascertain any area of concern.
- e. To review the Company's financial and risk management policies.
- f. To recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment of any other services.
- g. Disclosure of contingent liabilities.
- h. Looking into the reasons for substantial defaults in payment to the shareholder and creditors.

5. General Body Meetings

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

Financial Year	Date & Location of Meeting	Time
2010-11	September 30 th , 2011 At Registered Office of Company	3:00 PM
2011-12	September 29 th , 2012 At Registered Office of Company	3:00 PM
2012-13	September 26 th , 2013	3:00 PM

At Registered Office of Company

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

6. Means of Communication

The Company quarterly results and official news release are displayed on the given below BSE Web Site: <http://www.bseindia.com>.

7. General Shareholders Information

Annual General Meeting

Date and Time: 30th August, 2014 At 3-00 P.M.

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

8. 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.

9. Dates of Books Closure

August 25, 2013 to August 30, 2014 (both days inclusive).

10. Listing on Stock Exchanges

The Company's Shares are listed on Bombay Stock Exchange Ltd, Mumbai and Madhya Pradesh Stock Exchange Ltd. 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 three 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.

11. 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.

12. 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,
Near Gautam Nagar,
Bhopal- 462023.

(c) Compliance Officer:

C/o., Bharat Equity Services Ltd.
924, 9th Floor Fortune Tower,
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.

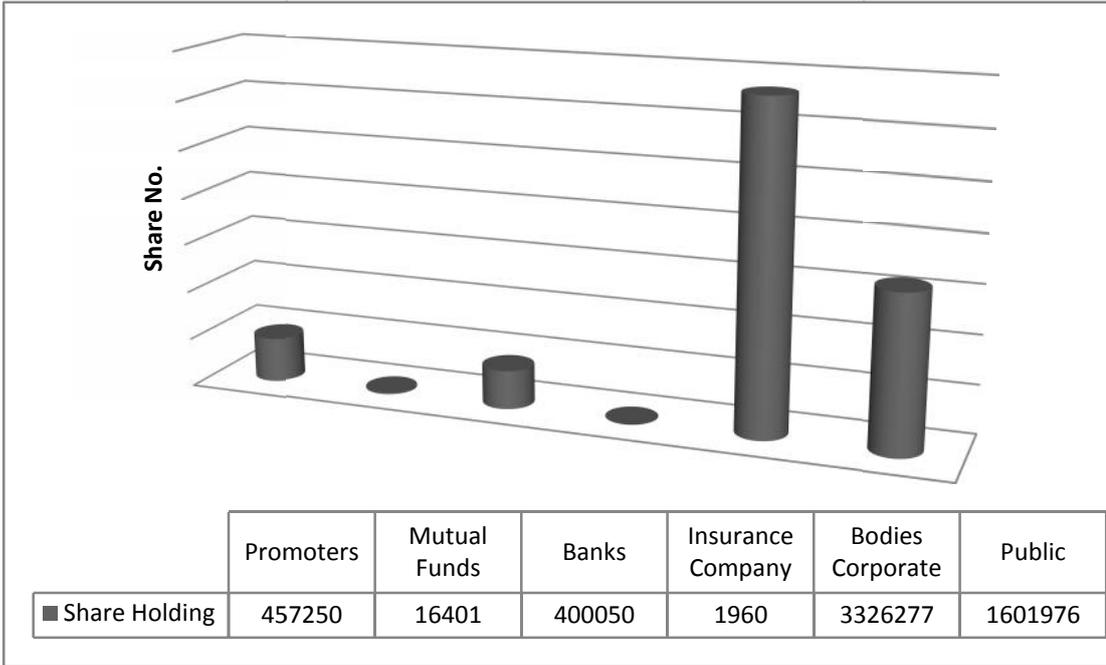
(f) CIN no. of Company: L24123MP1975GC001354

(g) Equity Share in Demat form: 43,87,940 Shares

(h) Equity Share in Physical form: 14,15,974 Shares

(i) Depository Connectivity: CDSL.

(j) Categories of Shareholding as on 31st March 2014



By Order of the Board of Directors

Yunus R. Memon

Bhopal, August 4, 2014

Director

MANAGEMENT RESPONSIBILITY STATEMENT

The Management of Company accepts reasonability for the integrity and objectivity of these financial statements, as well as for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company’s financial condition, and result of operations. To ensure this, the company has installed a system of internal control, which is reviewed, evaluated and updated on an ongoing basis. Our auditor has conducted periodic audits to provide reasonable assurance that the company’s established policies and procedure have been followed. However, there is inherent limitation that should be recognized in weighing that assurance provided by any system of internal control.

These financial statements have been audited by M/s Parikh Shah Chotalia & Associates, Chartered Accountants, The Statutory Auditors of the Company.

For and on behalf of the Board of Director

Place – Bhopal

Date – August 4th, 2014

Yunus R. Memon
Director

DECLARATION

This is to confirm that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with Code of Conduct, applicable to them as laid down by the Board of Director in terms of clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges, for the year ended March 2014.

For and on behalf of the Board of Director

Place – Bhopal

Date – August 4th, 2014

Yunus R. Memon
Director

CEO CERTIFICATE

This is to certify to the best of my knowledge and belief:

- a) That I have reviewed the Balance Sheet and Profit and Loss Account and all its schedules and notes on accounts, as well as the Cash Flow Statement and the Directors' Report;
- b) That these statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- c) These statements together present a True and Fair view of the Company and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- d) I am responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company and I will disclose to the auditors and the audit committee, deficiencies in the design and operations of internal controls, if any, and will also disclose the measures taken to rectify those deficiencies ;
- e) There is no instance of significant fraud that involves management or employees having a significant role in the Company's internal control system; and
- f) I have indicated to the auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

For, M.P. AGRO INDUSTRIES LTD.

Place: Bhopal
Date: August 4th, 2014

(Yunus R. Memon)
Director

INDEPENDENT AUDITORS REPORT

To,
The Members of
M.P Agro Industries Ltd.,
Vadodara.

Report on the Financial Statements

(i) We have audited the accompanying financial statements of M.P Agro Industries Limited, Bhopal which comprise the Balance Sheet as at 31st March 2013 and Profit and Loss Account for the year ended 31st March 2013, and a summary of Significant Accounting Policies and other explanatory information.

Management’s Responsibility for the Financial Statements

(ii) Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 (“the Act”). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

(iii) Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accounts of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

(iv) An Audit involves performing procedures to obtain audit evidence about the

amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

(v) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

(vi) In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

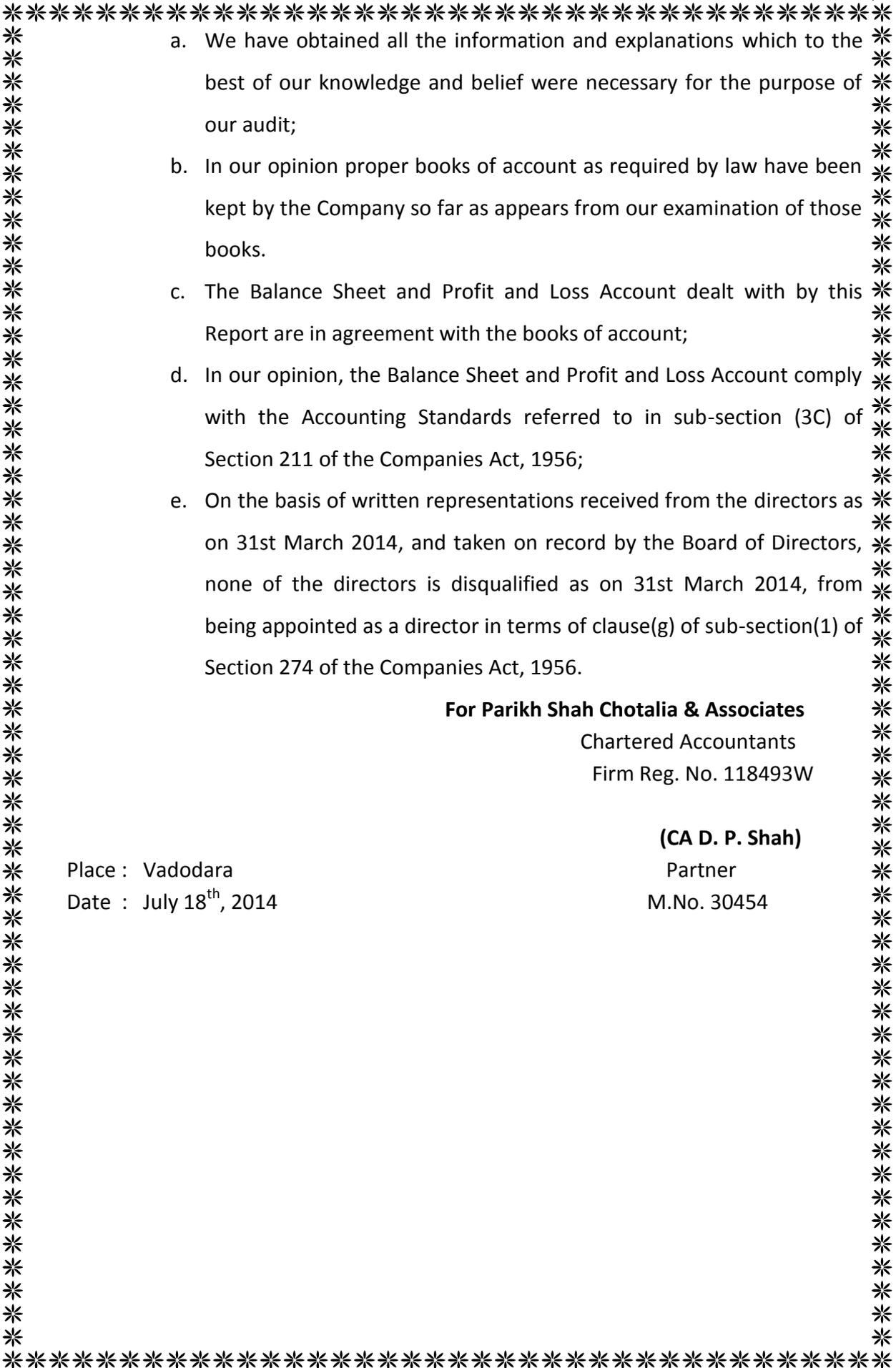
- a. In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March 2014.
- b. In the case of the Profit and Loss Account of the Loss for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

(vii) As required by the Companies (Auditor’s Report) Order, 2003 (“the order”) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

(viii) As required by Section 227(3) of the Act, we report that:

M. P. AGRO INDUSTRIES LIMITED



- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet and Profit and Loss Account dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet and Profit and Loss Account comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms of clause(g) of sub-section(1) of Section 274 of the Companies Act, 1956.

For Parikh Shah Chotalia & Associates

Chartered Accountants
Firm Reg. No. 118493W

(CA D. P. Shah)

Partner
M.No. 30454

Place : Vadodara
Date : July 18th, 2014

* **ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR AUDITORS'** *
* **REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE** *
* **YEAR ENDED 31ST MARCH, 2014 OF M P AGRO INDUSTRIES** *
* **LIMITED:** *

* On the basis of such checks as we considered appropriate and in terms of the *
* information and explanations given to us, we state that:- *

- * 1) **Fixed Assets** *
 - * a. *The Company has been in the process of updating the maintenance of* *
* *records showing particulars, including quantitative details and situation* *
* *of fixed assets, however they are yet to be updated.* *
 - * b. As explained to us, fixed assets, according to the practice of the Company, *
* are physically verified by the management at reasonable intervals, in a *
* phased verification-programme, which, in our opinion, is reasonable, *
* looking to the size of the Company and the nature of its business. *
* *According to the information and explanations given to us,* *
* *discrepancies could not be ascertained on physical verification as book* *
* *records are being updated* *
 - * c. The Company has not disposed off any substantial part of its fixed assets *
* so as to affect its going concern. *

- * 2) **Inventory** *
 - * a. As explained to us, inventories have been physically verified during the *
* year by the management at reasonable intervals. *
 - * b. The procedures explained to us, which are followed by the management *
* for physical verification of inventories, are, in our opinion, reasonable and *
* adequate in relation to the size of the Company and the nature of its *
* business *
 - * c. On the basis of our examination of the inventory records of the Company, *
* we are of the opinion that, the Company is maintaining proper records of *
* its inventory. Discrepancies which were noticed on physical verification of *
* inventory as compared to book records have been properly dealt with in *
* the books of account. *

- * 3) **Loans and Advances** *
 - * a. The Company has granted an unsecured advance to a party covered *
* under Section 301 of the Companies Act, 1956, during the year under *
* report. The terms on which such advance has been given are not *
* prejudicial to the interests of the company. *
 - * b. The Company has not taken Secured Loan from any parties covered under *
* Sec.301 of the Companies Act, 1956. The Maximum outstanding during *

M. P. AGRO INDUSTRIES LIMITED

the year for such Loan was Rs. Nil. The year end balance of the Loan was Rs. Nil.

c. According to the information and explanations given to us, the Company had to its credit unsecured loans amounting to Rs.86.66 Lacs at the beginning of the year, accepted from Five parties listed in the register maintained under Section 301 of the Companies Act, 1956. The year end balance from such parties was Rs. 22.58 Lacs, accepted from Five parties listed in the register maintained under Section 301 of the Companies Act, 1956.

d. Interest on these loans is not paid nor has been provided as they are interest free. Other terms on which they have been accepted are not prejudicial to the interests of the company.

4) **Internal Control**

In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. During the course of our audit, no major weakness in internal control has come to our notice.

5) **Related Transactions**

a. On the basis of the audit procedures performed by us, and according to the information, explanations and representations made to us, we are of the opinion that, the transactions in which directors were interested as contemplated under Section 297 and sub-section (6) of Section 299 of the Companies Act, 1956 and which were required to be entered in the register maintained under Section 301 of the said Act, have been so entered.

b. In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the registers maintained under section 301 for purchases or sales of goods or services exceeding the value of Rupees Five Lacs in respect of any party during the year.

6) **Deposits from Public**

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit to which the provisions of Section 58A of the Companies Act 1956 and Rules made there under and also the directives of Reserve Bank of India apply.

7) **Internal Audit**

The Company has not introduced Internal Audit System though the same has been applicable to it.

8) **Cost Records**

In our opinion and according to the information and explanations given to us, the provisions for maintenance of Cost Records and Accounts as prescribed by the Central Government under Section 209 (1)(d) do not apply.

9) **Payment of Statutory Dues**
According to the records of the Company, it has been regular in depositing undisputed statutory dues including provident fund, Income tax, Sales tax, Excise Duty, Customs Duty, Cess and other Statutory Dues and there are no arrears outstanding as at year end for a period of more than six months from the date they became payable.

10) **Accumulated Losses / Cash Losses**
As at 31st March, 2014, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash loss in the year under report however there was cash loss in the preceding financial year.

11) **Default in payments of dues**
The Company has not made any default in repayment of dues.

12) **Grant of Secured Loans and Advances**
As explained to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.

13) **Special Statute-Chit Fund Companies, Nidhi/Mutual Benefit Fund/Societies**
Not Applicable to Company.

14) **Company dealing in Trading in Shares, Securities, etc.**
Not Applicable to Company.

15) **Provision of Guarantee**
According to the information and explanations given to us, and the representations made by the management, the Company has not given any corporate guarantee for loans taken by others.

16) **Term Loans**
During the year under reference, Company has not borrowed any amount by way of Term Loan.

17) **Usage of Funds**
According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company and after placing reliance on the reasonable assumptions made by the Company for classification of long term and short term usages of funds, we are of the opinion that, prima-facie, short term funds have not been utilized for long term purpose.

18) **Preferential Allotments**
The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.

19) **Creation of Security for Debenture Issue**

The company has not issued debentures.

20) **Disclosure of End use of Funds**

The Company has not raised any money during the year through any public issue.

21) **Frauds**

According to the information and explanations given to us, and to the best of our knowledge and belief, no fraud on or by the Company, has been noticed or reported by the Company during the year.

For Parikh Shah Chotalia & Associates
Chartered Accountants
Firm Reg. No. 118493W

(CA D. P. Shah)
Partner
M.No. 30454

Place : Vadodara
Date : July 18th, 2014

Statement of Balance Sheet as on 31st March 2014

Particular	Note No.	March 31 st , 2014	March 31 st , 2013
Equity and Liabilities			
Share Holder's Fund	-----		
Share Capital	3	5,80,39,140	5,80,39,140
Reserve & Surplus	4	(35,805)	(4,10,16,630)
Non Current Liabilities	-----		
Long Term Borrowings	5	9,77,991	72,40,965
Current Liabilities	-----		
Short Term Borrowings	6	12,80,000	52,69,423
Trade Payables		26,062	4,215
Other Current Liabilities		-	4,469
Short Term Provisions	7	16,47,073	28,090
Total	-----	6,19,34,461	2,95,69,672
Assets			
Non-Current Assets	-----		
Fixed Assets			
(i) Tangible Assets	8	1,14,694	2,06,614
Long Term Loans & Advance	9	3,13,725	3,13,725
Non-Current Investment	10	-	2,50,00,000
Other Non-Current Assets	11	5,10,00,000	-
Current Assets	-----		
Cash and Bank Balance	12	2,30,275	10,06,504
Short Term Loans and Advance	13	96,93,613	30,42,829
Other Current Assets	14	5,82,155	-
Total	-----	6,19,34,461	2,95,69,672
Significant Accounting Policies	1-2		
Other Notes	20-25		

The accompanying notes including other explanatory information form an integral part of the Financial Statement

As per our report of even date attached
For, Parikh Shah Chotalia & Associates

for and on behalf of the Board of Directors
Abdul Razak Dhanani

Chartered Accountant
Firm Regn. No: 118493W
CA. D. P. Shah
Partner, M.No: 30454

Director
YUNUS R. MEMON

Vadodara
Date – 18th July 2014

Directors
Bhopal

M. P. AGRO INDUSTRIES LIMITED

Statement of Profit and Loss as on 31st March 2014

Particular	Note No.	March 31 st , 2014	March 31 st , 2013
I. Revenue from Operations		-	-
Less : Excise Duty (if any)			
II. Other Income	15	41,88,455	4,74,218
III. Total Revenue (I+II)		41,88,455	4,74,218
IV. Expenses :	-----		
Cost of Materials Consumed	--	-	-
Financial Costs	17	18,07,699	-
Employee Benefit Expenses	16	3,65,721	2,47,508
Depreciation and Amortization exp.	8	21,198	-
Other Administrative Expenses	18	11,40,328	4,72,852
Total Operating Expenses		33,34,947	7,20,360
V. Profit/(Loss) before Exceptional and extraordinary and Tax (III-IV)		8,53,509	(2,46,142)
VI. Exceptional Items	19	4,96,27,317	-
VII. Profit/(Loss) before Extraordinary Items and Tax (V – VI)		5,04,80,825	(2,46,141.52)
VIII. Extraordinary Items		-	-
IX. Profit before Tax (VII-VIII)		5,04,80,825	(2,46,141.52)
X. Tax Expenses		95,00,000	-
XI. Profit/(Loss) for the Year (IX-X)		4,09,80,825	(2,46,141.52)
Earning Per Equity Share			
(1) Basic		7.06	(0.04)
(2) Diluted			-
Significant accounting Policies	1-2		
Other Notes	20-25		

Notes form an integral part of these financial statements

As per our report of even date attached
For Parikh Shah Chotalia & Associates
Chartered Accountants
Firm Regn. No: 118493W

for and on behalf of the Board of Directors
Abdul Razak Dhanani

Director

CA. D. P. Shah
Partner, M.No: 30454

YUNUS R. MEMON

Director

Vadodara
Date – 18th July 2014

Bhopal

 * NOTES TO FINANCIAL STATEMENTS *
 *
 * NOTE '1'. BANKGROUND *
 *
 * M P Agro Industries Limited (the Company) is a public limited company listed on *
 * Bombay Stock Exchange Limited. It was incorporated on 04.12.1975 under the *
 * provisions of the Companies Act, 1956 having registered office at MIG - 44, Bharti *
 * Niketan, Near Gautam Nagar, Bhopal, Madhya Pradesh -462023. The Company's *
 * objects are to carry on in India or in any part of the World all kind of business relating to *
 * fertilizers, heavy chemicals and their by-products. *
 *
 * NOTE `2'. SIGNIFICANT ACCOUNTING POLICIES: *
 *
 * **A. Basis of Presentation** *
 * The accounts have been prepared using historical cost convention and on the *
 * basis of a going concern, with revenues recognized and expenses accounted for *
 * on accrual (including for committed obligations), in accordance with the *
 * accounting standard prescribed in the Companies (Accounting Standards) *
 * Rules, 2006 issued by the Central Government, in consultation with the *
 * National Advisory Committee on Accounting Standards, to the extent *
 * applicable. Insurance and other claims are accounted for, as and when *
 * admitted by the appropriate authorities. *
 *
 * **B. Fixed Assets** *
 * a. Capitalized at acquisition cost including directly attributable cost such as *
 * freight insurance and specific installation charge for bringing the asset to its *
 * working condition for use *
 * b. Expenditure relating to existing fixed assets is added to the cost of the *
 * assets where it increases the performance/life of the assets as assessed *
 * earlier. *
 *
 * **C. Depreciation** *
 * a) Depreciation is charged on Other Assets as per the Straight Line Method *
 * from the date of installation/use asset at the rates and in the manner *
 * prescribed under schedule XIV to the Companies Act, 1956. *
 * b) Depreciation on additions / deductions to the Fixed Assets is being *
 * provided on prorata basis from/ to the month of acquisition / disposal. *
 *
 * **D. Investments** *
 * Long Term Investments are stated at cost less provision, if any, for decline *
 * other than temporary in their value. *
 *
 * **E. Recognition of Incomes** *
 * a) Revenues/Incomes are generally accounted on accrual, as they are earned. *
 *
 * *****

- b) Sale of goods is recognized on transfer of property in goods or on transfer of significant risks and reward of ownership to the buyer, which is generally on dispatch of goods.

F. Contingencies and Events occurring after the date of Balance Sheet

- a) Accounting for contingencies (gains and losses) arising out of contractual obligations are made only on the basis of mutual acceptance.
- b) Where material, events occurring after the date of Balance Sheet are considered up to the date of adoption of the accounts.

G. Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

H. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

I. Accounting for Taxes on Income

- a) Provision for taxation for the year under report includes provision for current tax as well as provision for deferred tax.
- b) Provision for Current tax is made, based on tax estimated to be payable as computed under the various provisions of the Income Tax Act, 1961.
- c) Deferred tax is recognised, subject to prudence, on timing differences between taxable income and accounting income that originate during the year and are capable of being reversed in one or more subsequent periods. Deferred tax assets are recognised only to the extent that there is reasonable certainty that future taxable income will be available against which such deferred tax assets can be realized.
- d) Deferred Tax Liabilities / Assets are quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

Notes Forming Part of Balance Sheet as on 31st March 2014

Note – 3

As at
31st March 2014 As at
31st March 2013

Share Capital		
<u>Authorized Capital</u>	6,00,00,000.00	6,00,00,000.00
60,00,000 Equity Share of Rs. 10 each		
<u>Issued, Subscribed and Paid Up</u>	5,80,39,140.00	5,80,39,140.00
58,03,914 Equity Shares of Rs. 10 each fully paid in cash		
Total	5,80,39,140.00	5,80,39,140.00

a. Reconciliation of the Number of share outstanding at the beginning and at the end of the Reporting period.

Equity Shares	31st March 2014		31st March 2013	
	Share no.	Amount	Share no.	Amount
At the beginning of the year	58,03,914	5,80,39,140	58,03,914	5,80,39,140
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	58,03,914	5,80,39,140	58,03,914	5,80,39,140

b. Details of share holders holding more then 5% shares

Name of the shareholder	31st March 2014		31st March 2013	
	No. of Shares	% holding	No. of Shares	% holding
Bhavnagar Agro Industries Ltd.	7,65,000	13.18	7,65,000	13.18
Liberty Fertilizers Ltd.	6,10,000	10.51	6,10,000	10.51
Liberty Construction & Leasing Ltd.	4,97,000	8.56	4,97,000	8.56
Abdul Razak Dhanani	4,65,700	8.02	4,65,700	8.02
Liberty Fertilizers Pvt. Ltd.	4,43,879	7.65	4,43,879	7.65
Bharat Equity Services Ltd.	4,03,224	6.95	4,03,224	6.95

c. Terms/Right Attached to Shares

The Company has only one class of shares referred to as equity shares having a par value of` Rs. 10. Each holder of equity shares is entitled to 1 vote per share with same rights, preferences. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note – 4

31st March 2014 31st March 2013

a. Reserve & Surplus
Capital Reserve/Any Other Reserve

M. P. AGRO INDUSTRIES LIMITED

Opening Balance	9,88,771.00	9,88,771.00
Add: Current Year Transfer (If any)	-	-
Less : Written Back in Current Year	-	-
Closing Balance	9,88,771.00	9,88,771.00
b. Surplus as per Statement of Profit & Loss		
Balance brought forward loss	(4,20,05,401)	(4,17,59,259)
Add: Profit & Loss for the Year (loss)	4,09,80,825	(2,46,142)
Amount Available for Appropriation	(10,24,576)	(4,20,05,401)
Less: Appropriation	-	-
Balance in Profit & Loss Account	(35,805)	(4,10,16,630)
Note – 5		
Long Term Borrowing		
a) Secured Loan	-	38,44,043
MPSIDC Interest Free Loan		
b) Unsecured Loan		
Loan from Director	1,52,000	10,28,128
Loan from Related Parties	8,25,991	23,68,794
Total	9,77,991	72,40,965
Nature of Security :- The sale tax free loan from government of MP secured by Equitable Mortgage on immovable assets and hypothecation of movable assets		
Note – 6	31st March 2014	31st March 2013
Current Liabilities		
Short Term Borrowing		
Loans & Advance from Related Parties	12,80,000	52,69,423
Note – 7		
Short Term Provisions		
Provision for Expenses	28,090	28,090
Provision for Taxation (Net of Advance Tax)	16,18,983	-
Note – 9		
Long Term Loans & Advances (Considered as good)		
Transworld Fertilizers Chemical Pvt. Ltd.	3,12,725	3,12,725
Bhavnagar Agro Industries Ltd.	1,000	1,000
Note – 10		
Non Current Investments (Unquoted)		
Bharat Equity Services Limited (25,00,000 numbers of equity shares of Rs. 10/- each)	-	2,50,00,000
Note – 11		
Other Non-current Assets		
Other Bank Balance (in Fixed Deposit Account)	5,10,00,000	
Note – 12		
Cash and Bank Balance		
Cash	1,76,012	70,801

Bank Balance		
- In Current Accounts	54,263	9,35,703
Total	2,30,275	10,06,504
Note – 13		
Short Term Loans and Advance		
Loan and Advance to Related Parties	96,93,613	18,45,037
Advance Taxes		11,97,792
Total	96,93,613	30,42,829
Note – 14		
Other Current Assets		
Interest Accrued on Fixed Deposits	5,82,155	-

Note – 8, Fixed Assets and Depreciation

Sr. No	Description	Gross Block			Depreciation			Net Block	
		1-4-2013	Disp/Addi	31-3-2014	1-4-2013	For the year	31-3-2014	31-3-2014	31-3-2013
1	Land	70,723	-70,723	0	-		-	-	70,723
2	Furniture & Fixture	1,30,807		1,30,807	58,948	8,280	67,228	63,579	71,859
3	Vehicles	1,25,982		1,25,982	74,710	11,968	86,678	39,304	51,272
4	Office Equi	20,000		20,000	7,239	950	8,189	11,811	12,761
Total		3,47,512	-70,723	2,76,789	1,40,897	21,198	1,62,095	1,14,694	2,06,615
Previous Year		3,47,512	-	3,47,512	1,40,897	-	1,40,897	2,06,615	2,06,615

M. P. AGRO INDUSTRIES LIMITED

Notes Forming Parts of Profit and Loss Statement as on 31st March 2014

Note – 15	As at 31st March 2014	As at 31st March 2013
Other Income		
Interest	41,56,008	
Dividend	30,447	6,263
Others Receipts	2,000	4,67,956
Total of Revenue	41,88,455	4,74,219
Note – 16		
Employee Benefit Expenses		
Salary & Wages Expenses	2,61,689	2,31,405
Contribution to PF,ESI & Other Statutory	82,338	
Staff Welfare Expenses	21,694	16,103
Total	3,65,721	2,47,508
Note – 17		
Finance Costs		
Interest on Sales Tax Free Loan	18,07,699	
Note – 18		
Other Administrative Expenses		
Internet and Computer Expenses	-	
Office and General Expenses	9,48,435	2,28,892
Legal and Professional Expenses	1,05,033	1,78,487
Rates & Taxes (excluding Income Tax)	46,200	26,901
Audit Fees	28,090	28,090
Vehicle Expenses	12,570	10,481
[Audit fees Rs. 11,236(PY Rs. 11,236) Other Services Rs. 16,854(PY Rs. 16,854)]		
Total	11,40,328	4,72,851
Note – 19		
Exceptional Items		
Profit on sales of Land	6,79,60,317	
Loss on sales of Investment	(1,83,33,000)	
Total	4,96,27,317	

Notes to Accounts as on 31st March 2014

Note - 20: In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note - 21: There was no employee throughout the financial year or for a part of the financial year, who was in receipt of remuneration in aggregate of Rs. 60,00,000/- or

more, per annum or Rs. 5,00,000/- or more per month.

Note - 22: Managerial remuneration paid during the year Rs. Nil (Previous Year Rs. Nil) value benefits in cash or kind and commission paid to Managerial personnel Rs. Nil (previous year Rs. Nil)

Note - 23: Figures in respect of Previous Year have been regrouped/rearranged wherever necessary.

Note - 24: Related Party Disclosure

A. Key Management Personnel	1. Mr. Abdul Razak Dawood Dhanani 2. Mr. Yunus R Memon 3. Mr. Chaturbhai C. Patel
B. Relatives of the key personnel	1. Mrs. Rabiabai Dhanani 2. Mrs. Gulshan Memon 3. Mrs. Habibunisha Dhanani 4. Mrs. Nasimbanu R Dhanani 5. Mrs. Shamimbanu R Dhanani 6. Mr. Raof Razak Dhanani
C. Associate Concerns	1. Bharat Equity Services Limited 2. Liberty Construction & Leasing Limited 3. Liberty Fertilisers Limited 4. Bhavnagar Agro Industries Limited 5. Kruger Chemicals Limited 6. Sayaji Hotels Limited 7. Sara Sole Pvt. Ltd. 8. Ahilya Hotels Ltd.

Nature of Transactions with related parties (Amt in Rupees)

Nature of Transactions	F.Y. 2013-14	F.Y. 2012-13
Key management personnel		
Unsecured Loans Repaid	1,528,128	-
Unsecured Loans Received	652,000	1,028,128
Relatives and Associate Concerns of key management personnel		
Unsecured Loans Repaid	8,395,029	6,301,246
Unsecured Loans Received	2,862,803	3,091,246
Loans and Advances given	2,132,000	2,548
Loans and Advances repaid	695,980	8,459,780

M. P. AGRO INDUSTRIES LIMITED

Closing Balances of the related parties (Amt in Rs.)

Name of the Party	Balance As at 31.03.2014	Balance As at 31.03.2013
Key Management Personnel (cr.)	152,000	1,028,128
Relatives and Associates of the key personnel (cr.)	2,105,990	7,638,216
Relatives and Associates of the key personnel (dr.)	3,247,556	1,811,536

Note - 25: Calculation of Earning Per Share (Basic - EPS)

Sr.No.	Particulars	F.Y. 2013-14	F.Y. 2012-13
A	Net Profit available to Equity share Holders	40,980,825	(246,142)
B	Total Number of Equity Shares	5,803,914	5,803,914
C	Basic Earning Per Share (A/B) [Face Value Rs.10/- per Share]	7.06	(0.04)

As per our report of even date attached
For Parikh Shah Chotalia & Associates
Chartered Accountants
Firm Regn. No: 118493W

for and on behalf of the Board of Directors
Abdul Razak Dhanani

Director

CA. D. P. Shah
Partner, M.No: 30454

YUNUS R. MEMON

Director

Vadodara
Date – 18th July 2014

Bhopal

CASH FLOWS STATEMENT FOR YEAR ENDED 31ST MARCH 2014

PARTICULARS	For the year ended			
	31st March, 2014		31st March, 2013	
	Amount Rs.	Amount Rs.	Amount Rs.	Amount Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT(LOSS) BEFORE TAX		5,04,80,825		(2,46,142)
Add:- Adjustments for:				
Credit Balance written off	-		(467,956)	
Debit Balance written off	-		3,770	
Depreciation	21,198		-	
Interest received	(4,156,008)		-	
Dividend received	(30,447)		(6,263)	
Loss on Sale / Discard of Asset	18,333,000		-	
Interest Paid	1,807,699		-	
Provision for Audit Fees for previous year written back	(28,090)		-	
Provision for pre-expenses	-		79,678	
Provision for Audit Fees and Insurance	28,090		30,899	
Profit on Sale of Asset	(67,960,317)	(51,984,874)	-	(359,872)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(1,504,049)		(606,014)
Adjustments for:				
Trade and Other Receivables	(7,232,939)		2,378,936	
Trade payables and Other Liabilities	1,636,361	(5,596,578)	(971,439)	1,407,497
CASH GENERATED FROM OPERATIONS		(7,100,627)		801,483
Direct Taxes Paid		(9,500,000)		-
NET CASH FROM OPERATING ACTIVITIES		(16,600,627)		801,483
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Sale of Investments	6,667,000			
Sale of Fixed Asset	68,031,040		-	
Investment in Fixed Deposits	(51,000,000)			
Dividend Received	30,447			
Interest received	4,156,008		-	

M. P. AGRO INDUSTRIES LIMITED

NET CASH FLOW FROM INVESTING ACTIVITIES	27,884,495	-
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(1,807,699)	-
Short Term Borrowings (repaid) / Accepted	(3,989,423)	-
Long Term borrowings Accepted	(6,262,974)	-
NET CASH GENERATED FROM FINANCING ACTIVITIES	(12,060,096)	-
Cash and Cash equivalents as at the beginning of the year	1,006,503	205,020
Net Increase/(Decrease) in cash and cash equivalents	(776,228)	801,483
Cash and Cash equivalents as at the end of the year	230,275	1,006,503
As per our report of even date attached for Parikh Shah Chotalia & Associates Chartered Accountants Firm Regn. No: 118493W	for and on behalf of the Board of Directors Abdul Razak Dhanani	
	Director	
CA. D. P. Shah	YUNUS R. MEMON	
Partner, M.No: 30454		
	Director	
Vadodara	Bhopal	
Date – 18 th July 2014		

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:		
1.	Registration Details:	
	Registration No.	1354
	State Code	13
	Balance Sheet Date	31st March, 2014
2.	Capital raised during the year: (Amount in Thousand)	
	Public Issue	NIL
	Right Issue	NIL
	Bonus Issue	NIL
	Private Placement	NIL
3.	Position of Mobilization and deployment of Funds: (Amount in Thousand)	
	Total Liabilities	61934
	Total Assets	61934
	Sources of Fund:	
	Paid up capital	58039
	Reserves & Surplus	-35
	Secured Loans	
	Unsecured Loans	977
	Application of Funds:	
	Net Fixed Assets	114
	Net Current Assets	57890
	Miscellaneous Expenditure	-
	Accumulated Losses	-
4.	Performance of Company: (Amount in Thousand)	
	Turnover	000
	Total Expenditure	3334
	Profit (Loss) before Tax	50480
	Profit (Loss) after Tax	40980
	(Tick appropriate box + for profit, - for loss)	
	Earning per Share in Rs.	7.06
	Dividend Rate %	NIL
5.	Generic Names of Three Principal products Services of Company:	
	Item Code (ITC Code)	301.30
	Product Description	Manufacturing of NPK Fertilizers

M. P. AGRO INDUSTRIES LIMITED

ATTENDANCE SLIP

M P AGRO INDUSTRIES LIMITED

MIG-44, Bharti Niketan, Near Gautam Nagar, Bhopal – 462023 (M P)

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall

- 1. Name of the Share Holder _____
- 2. Regd. Folio No./Client ID/DP ID. _____
- 3. No of Shares held _____
- 4. Name of Proxy _____

I hereby record my presence at the 38th Annual General Meeting at Registered Office of the Company on Saturday, 30th August 2014 at 3.00 P. M.

Member's/Proxy's Signature

Note: the Copy of the Annual Report may please be brought to the Meeting Hall

Proxy From

M P AGRO INDUSTRIES LIMITED

MIG-44, Bharati Niketan, Near Gautam Nagar, Bhopal – 462023 (MP)

Register Folio No. _____

I/We _____

Of _____

being a member/members of above named company hereby appoint _____ of _____

or failing him/her _____

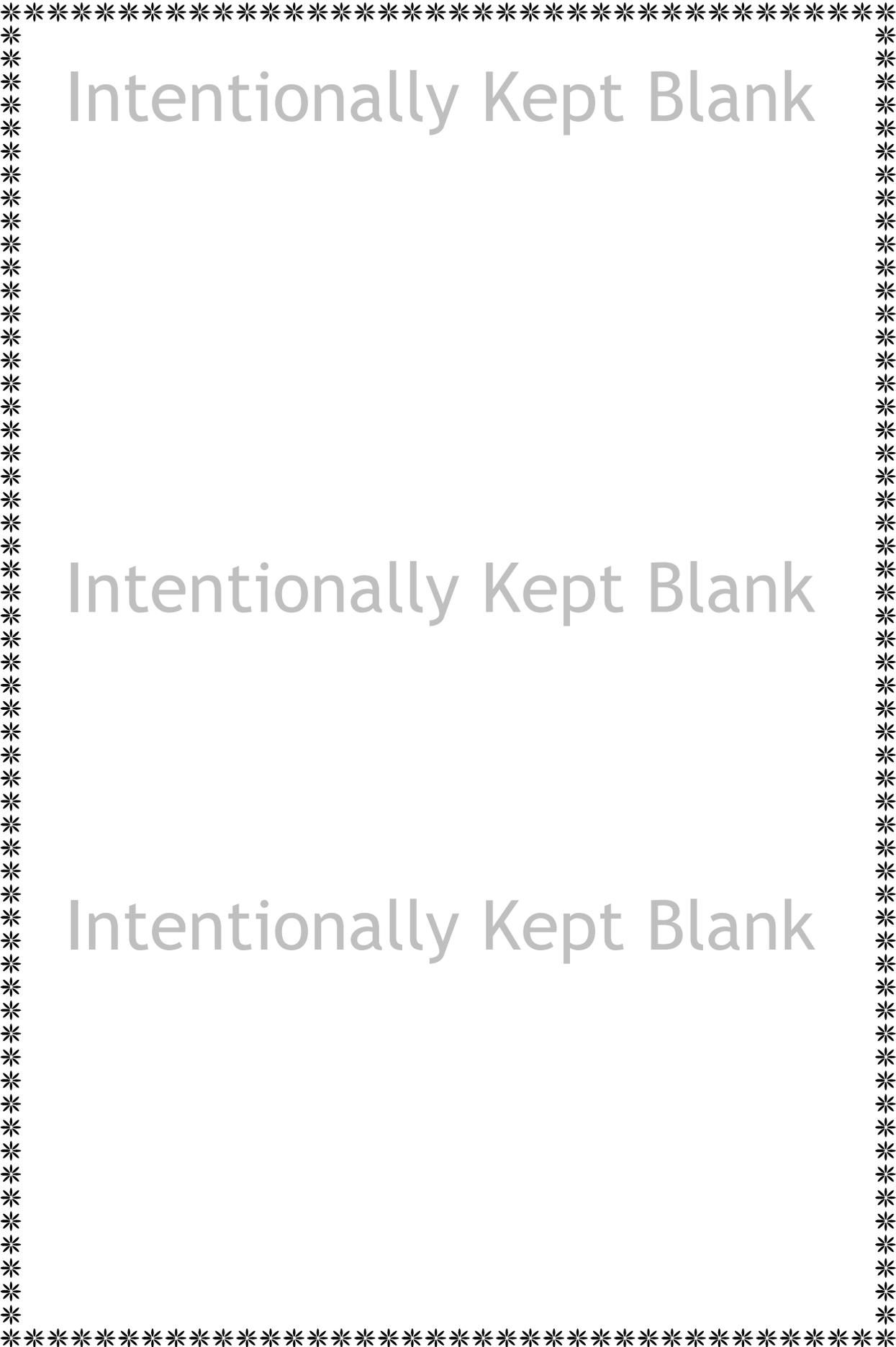
of _____

as my/or proxy to attend and vote on me/us any my /our behalf at the 38th Annual General Meeting of the Company to be held on Saturday, 30th August, 2014 and/or at any adjournment thereof

Signed this _____ day of _____ 2014

Affix 1 Rs. Revenue Stamp

Note: the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. The Proxy need not be member of the Company.



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Intentionally Kept Blank

To,

From -

M. P. Agro Industries Limited,

MIG - 44, Bharati Niketan, Near, Guatam Nagar,

Bhopal, M P - 462023

Email - mpagroindustries@gmail.com

Phone - 0265-2363280