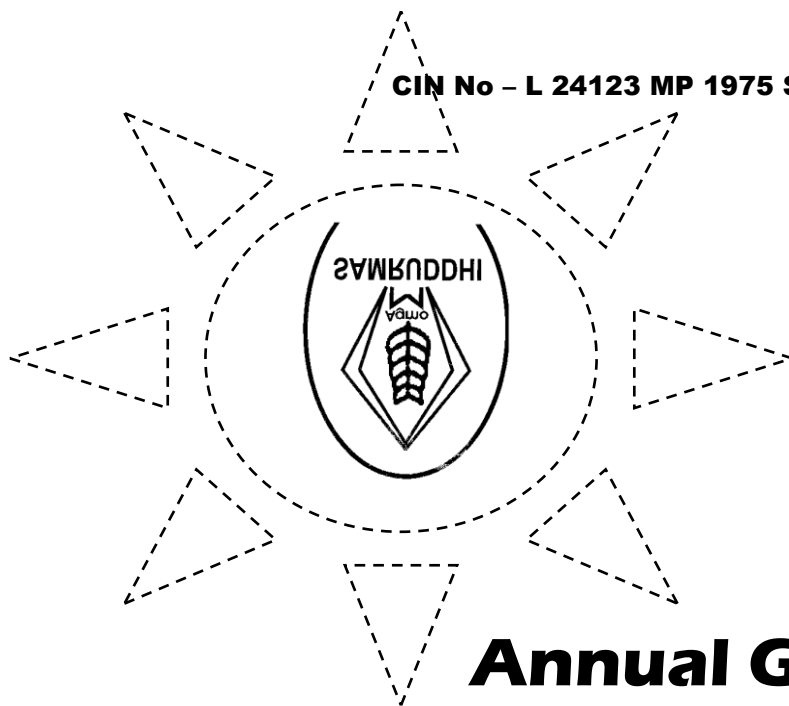




M. P. Agro Industries Limited

CIN No – L 24123 MP 1975 SGC 001354



39th

**Annual General
Meeting**

Annual Report 2014-2015

◆◆ BOARD OF DIRECTORS

ABDUL RAZAK D. DHANANI
YUNUS R. MEMON
CHATUR C. PATEL
ARATI G. SALVE

◆◆ 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 THIRTY NINTH ANNUAL GENERAL MEETING of the Members of **M.P. AGRO INDUSTRIES LIMITED** will be **SATURDAY**, the **12th September, 2015**, 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 2015 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Abdul Razak Dhanani (DIN: 00926236), who retires by rotation and being eligible, offer himself for re-appointment.
3. To ratify appointment of Statutory Auditors; 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) to hold office from conclusion of this meeting until the conclusion of Fortyth Annual General Meeting and to fix their remuneration.
4. To consider and if though fit 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, Miss Arati G. Salve (holding DIN 07158600), Additional Director of the Company and in respect of whom the Company has received a notice in writing from member proposing her 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 2020.”

By order of the Board of Director
YUNUS R. MEMON

Bhopal, May 30th, 2015

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. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the **7th September, 2015** to Friday **11th September, 2015** (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. Members are requested to note that pursuant to Clause 49 of Listing Agreement with Stock Exchange, brief particulars including Shareholding of Directors proposed to be appointed/re-appointed is given in Section of Board of Directors under Directors' Report.
7. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of Listing Agreement, the Companies is please to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services.

The facility of casting the votes by the members using electronic Voting System from a place other than venue of the AGM ("remote e-voting") is provided by Central Depository Services Limited (CDSL).

The voting period begins on 9th September 2015 (10:00 AM) and ends on 11th September 2015 (5:00 PM). During this period Members of the Company, Holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September 2015, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 11th September, 2015 (5:00 PM).

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. 5th September, 2015 and

whose PAN is not updated nor received the intimation of sequence number, may obtain the login ID and sequence number by sending a request to M/s. Link Intime India Pvt. Limited.

The Instructions for Members for Voting electronically are as under –

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

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. FOR NSDL: 8 Character DP ID followed by 8 digits client ID
- c. Members holding shares in Physical Form should enter folio number registered with the company.

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 you 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. #Please enters the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company/Depository Participant, please enter the client id/folio number 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 o 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 – 150724010 - 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.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

Step 17. Shri D. V. Gohil, Partner DVG and Associates, Chartered Accountants, (FRN 130882W and Membership No. 046025) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote E-voting process in a fair and transparent manner.

Step 18. The Chairman shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote E-voting facility.

Step 19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in presence of at least two witnesses not in employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Step 20. The Result declared along with the report of the Scrutinizer shall be immediately forwarded to the BSE Limited.

Step 21. For members who wish to vote through Ballot Forms:

- (a) The Ballot Form is provided for the benefit of shareholders, who do not have access to remote E-voting facility.
- (b) Pursuant to Clause 35B of the Listing Agreement, members who do not have access to remote E-voting facility, may exercise their right to vote on business to be transacted at the Annual General Meeting of the Company by submitting the Ballot Form enclosed to this Annual Report
- (c) Shareholders may fill in the Ballot form enclosed with the Annual Report (no other form or Photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. Shri D. V. Gohil, Partner, D V G & Associates, Compliance office, M/s. Bharat Equity Services Limited, 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara -390005, so as to reach by 5:00 PM on 11th September, 2015. The Ballot Form received thereafter will be strictly treated as not received.
- (d) A shareholder can opt for only one mode of voting either through remote E-voting or by the Ballot or by Poll. If a shareholder casts votes by all modes, then voting done through remote E-voting shall prevail and the Ballot Form shall be treated as invalid.
- (e) Shareholders who do not have access to E-voting and intend to cast their vote through the Ballot Form should follow instruction as mentioned in Ballot Form.

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

- a. Please follow all steps from Sr. No. (1) to (16) above, to cast vote.
- b. In case you have any queries or issue regarding E-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

C. General instruction:

Members, who have registered their email addresses with the company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip, Proxy & Ballot Form by email and other are being sent by post.

REGISTERED OFFICE:

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

By Order of the Board of Director
YUNUS R. MEMON

Bhopal, May 30th, 2015

Director

Directors' Reports

To the Members,

Your Directors have pleasure in presenting the ThirtyNinth Annual Report together with Audited Accounts of the Company for the Financial Year ended 31st March, 2015.

◆◆ FINANCIAL RESULTS

The summarized financial results for the year are as under

	2014-2015	2013-2014
<u>Profit/Loss before Depreciation & Tax</u>	38,98,533	5,05,02,024
Depreciations	(-)	(21,198)
<u>Profit/Loss before Exceptional Item</u>	38,98,533	5,04,80,825
Exceptional Item	(92,83,891)	-
<u>Profit/Loss before taxation</u>	(53,85,358)	5,04,80,825
Corporate Tax	-	(95,00,000)
<u>Profit/Loss after Tax</u>	(53,85,358)	4,09,80,825
Balance as per Last Balance Sheet	(53,85,358)	(35,805)
Basic EPS	Rs. (0.93)	Rs. 7.06

◆◆ Review of Operations:

During the year under review your company has registered a Loss during the year ended **31st March, 2015**, amounted to **Rs. 53,85,358** as compared to Profit amounted to **Rs. 4,09,80,825** during the previous year. Looking to the current and accumulated losses of past years, your Director has not recommended any dividend for the financial year 2014-2015.

◆◆ Board of Directors:

The Board of Director of the Company has 4 Directors and their details are as under:

Sr. No.	Name of Director	Category
1.	Mr. Abdul Razak Dhanani	Managing Director
2.	Mr. Yunus R. Memon	Executive Director
3.	Mr. Chatur C. Patel	Independent Director
4.	Miss Arati G. Salve	Additional Director

Mr. Abdul Razak Dhanani, Managing Director, retires by rotation at the ensuing Annual General Meeting pursuant to the provisions of section 152 of Companies Act, 2013 and being eligible, offers himself for re-appointment.

SEBI mandate to appoint at least one woman as director, subsequently, the Board of Director of the Company has, on the recommendation of Audit Committee, appointed Miss Arati G. Salve, Additional Director w.e.f. 28th March 2015, in category of Independent Director.

Details of Director seeking appointment/re-appointment at Annual General Meeting are given in below table; in pursuant of clause 49 of the Listing Agreement with Stock Exchanges)

Name of Director	Appointment/ Re-appointment	Age/Gender	Category	Shareholding
Mr. Abdul Razak Dhanani	Re-appointment	87 / Male	Director & MD	466110
Miss Arati G. Salve	Appointment	25 / Female	Independent Director	NIL

Independent Directors have given declaration that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of Companies Act, 2013.

◆◆ **Directors' Responsibility Statement**

Pursuant to the provisions of subsection (5) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The accounting policies had been selected and applied 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 on 31st March 2015 and of profit and loss of the Company for that period;
- c) Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts had been prepared on a going concern basis;

- e) Internal financial controls, to follow by the Company are duly laid down and these controls are adequate and were operating effectively.

◆◆ Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out Goes:

As required by the Companies (Accounts) Rules, 2014 the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are annexed to Directors' Report. (Refer Annexure-1)

◆◆ Particulars of Employees:

There are no employees in respect of whom particulars as required under Section 197 (12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to be disclosed in the Directors' Report.

◆◆ Fixed Deposits:

The Company has not invited or accepted any fixed deposits, covered under Chapter V of Companies Act, 2013 and hence no details pursuant to Rule 8(V) and 8(VI) of Companies (Accounts) Rules, 2014 are reported.

◆◆ 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 139, 141 and other applicable provisions of the Companies Act, 2013.

The Auditors' Report to the Shareholders for the Year under review does not contain any qualification, reservation or adverse remark or disclaimer.

◆◆ **Secretarial Audit:**

The Secretarial Auditors, M/s. GG & Associates, Company Secretaries, has issued Secretarial Audit Report for the Financial Year 2014-2015 pursuant to Section 204 of the Companies Act, 2013, does not contain any qualification, reservation or adverse remark or disclaimer.

◆◆ **Annual Return:**

The Extract of Annual Return is annexed to Directors' Report. (Refer Annexure-2).

◆◆ **Corporate Governance:**

In terms of provisions of clause 49 of the listing agreement with Stock Exchange, a separate section titled "Corporate Governance" is attached here in as Annexure-3.

◆◆ **Listing of Shares:**

The equity shares of the Company are listed at Bombay Stock Exchange Limited, i.e. BSE, Mumbai.

◆◆ **Particulars of Loans, investment and Guarantees:**

Details of investment made and loans advances by the Company have been given in notes to Financial Statement.

The Company has not given any guarantee pursuant to the provision of Section 186 of Companies Act, 2013.

◆◆ **Related Party Transactions:**

The Company has entered into Contract/arrangements with the related parties in the ordinary course of business and on arm's length basis. Thus provisions of Section 188(1) of the Act are not applicable.

◆◆ **Nomination and Remuneration Committee:**

The Board of Directors of the Company has constituted Nomination and Remuneration

Committee under chairman ship of Mr. Yunus R. Memon, an Executive Director of the Company. The Board of Directors of the Company has approved the Nomination and Remuneration (NRC) Policy which inter-alia contains appointment criteria, qualification, positive attributes and independence of Directors, removal, retirement and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management.

◆◆ **Risk Management Committee:**

The Board of Directors of the Company has Constituted a Risk Management Committee under chairman ship of Mr. Chatur C. Patel, Independent Director to assess risks in the operations of business of the Company, to mitigate and minimize risks assessed in the business activities, episodic monitoring of risks in the operation of business and other matters delegated to the Committee by Board of Directors of the Company from time to time.

The Board of Directors of the Company has also approved the Risk Management Policy. The Objective of the Policy is to support the Board of Directors through the Risk Management Committee (RMC) in supervision the Company's risk management systems, practices and procedures.

◆◆ **Whistle Blower Policy:**

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical conduct. The Company has a Whistle Blower Policy under which the employees are free to report violations of the applicable laws and regulations and the code of conduct.

◆◆ **Stakeholder Relationship and Grievance Committee:**

Pursuant to the provision of Companies Act, 2013 and amended Clause 49 of Listing Agreement, Stakeholder Relationship and Grievance Committee has been constituted by Board of Director under the chairman ship of Miss. Arati Salve, Additional Director of Company, which is annexed to Corporate Governance Report. **(Refer Annexure-4)**

◆◆ **Audit Committee:**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 the Audit Committee of the Board has been constituted under Chairmanship of Mr. Abdul Razak Dhanani, which is annexed to Corporate Governance Report. **(Refer Annexure-5)**

◆◆ **Performance Evaluation of Chairman, Directors, Board and Committees:**

The evaluation framework for assessing the performance of Chairman, Directors, Board and Committees comprises, inter-alia, of the following parameters:

- a) Directors pass an autonomous judgment on the Board's discussion utilizing his understanding and experience.
- b) Directors exhibit alertness and concerns about norms.
- c) Directors put in new ideas/insights on business issues.
- d) Directors be hopeful of and facilitate planning on new issues.
- e) The Board/Committee meetings are conducted in a manner which aid open discussion and healthy debates on all key outlines.
- f) The Board receives adequate and timely information to enable discussion/decision making.
- g) The Board addresses interest of all stakeholders of the Company.
- h) The Committee is delivering on the defined objective and has the right composition to deliver its objective.

The performance assessment of Chairman, Directors, Board and Committees was undertaken by the Nomination and Remuneration Committee for the year under review.

◆◆ **Familiarization Program for Independent Directors:**

The Company has practice of conducting familiarization program of the Independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

◆◆ **Adequacy of Internal Financial Controls:**

Your Company's internal financial control systems are commensurate with nature, size and complexity of the business and operations. These are routinely tested and certified by statutory as well as internal auditors. Significant audit observation and the follow up action are reported to the Audit Committee.

◆◆ Dematerialization of Shares:

The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). All the Valued Shareholders of the Company are requested to dematerialize their holding to take benefit of the transactions.

◆◆ Acknowledgement:

Your Directors acknowledge the continued co-operation and assistance received from the state and central government authorities and company's bankers, customers, vendors, investors and all other stake holders during the year. Your Directors express their sincere appreciation and gratitude for the whole hearted contribution made by employees at all level who through their capability and hard work have enable your company attain good performance during these difficult times and look forward to their support in future as well.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by E-mail to its members. This will also ensure prompt receipt of Communication and avoid loss in postal transit.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses by sending email to mpagroindustries@gmail.com with subject as "E-mail for Green Initiative" mentioning their Folio no./Client ID. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through their concerned Depository Participant(s).

For and on behalf of the Board
YUNUS R. MEMON

Bhopal, May 30th, 2015

Director

ANNEXURE - 1

Information as per Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Account) Rules, 2014 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 From B | Information against each as per 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 |

Annexure-2

Form No. MGT-9 **Extract of Annual Return**

As on Financial Year Ended on 31st March, 2015

Pursuant to Section 92 of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014.

1. Registration Details:

1	CIN	L24123MP1975SGC001354
2	Registration Date	4 TH DECEMBER, 1975
3	Name of Company	M. P. AGRO INDUSTRIES LIMITED
4	Category/Sub-Category of the Company	Limited by Shares / State Government Company
5	Address of the Registered office and contact details	MIG-44, Bharati Niketan, Near Guatam Nagar, Bhopal, MP -462023 Phone : +91 9300710631 Mobile : +91 9374210021 Email : mpagroindustries@gmail.com
6	Whether listed company Yes/No	YES
7	Name, Address and Contact details of Registrar and Transfer Agent	M/s. Link Intime India (Pvt.) Limited B Tower, 102 B & 103, Shangrila Complex, Frist Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390020 Phone : 0265-2356573 Fax : 0265-2356791 Contact Person : Alpesh Gandhi Designation : Asst. Vice – President Vadodara Operations E-mail ID : alpesh.gandhi@linkintime.co.in

2. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated –

Sr. No.	Name and Description of main products / services	ITC-HS Code	% total turnover of the Company
1	Manufacturing NPK Fertilizers	3103	0

3. Particulars of Holding, Subsidiary and Associate Companies:

Sr. no.	Name and Address of the Company	ITC or NIC Code of the Product/Services	CIN/GLN	Holding/ Subsidiary/ Associate	% of Share Held	Applicable Section
Not Applicable						

4. Particulars of Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

a. Category wise Shareholding:

Category of Share Holder	No. of Shares held at beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
- Indian									
-Individual/HUF	723610	200750	924360	15.93	723610	200750	924360	15.93	-
-Central Gov.	-	-	-	-	-	-	-	-	-
-State Gov.	-	-	-	-	-	-	-	-	-
-Any other	-	-	-	-	-	-	-	-	-
Sub-total A (1)	723610	200750	924360	15.93	723610	200750	924360	15.93	-
- Foreign	-	-	-	-	-	-	-	-	-
Sub-total A(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	723610	200750	924360	15.93	723610	200750	924360	15.93	
B. Public Shareholding									
- Institutions									
-Mutual Funds	-	16401	16401	0.28	-	16401	16401	0.28	-
-Banks/FI	-	400050	400050	6.89	-	400050	400050	6.89	-
-Insurance Co.	-	1960	1960	0.03	-	1960	1960	0.03	-
-Any other	-	-	-	-	-	-	-	-	-
Sub-total B (1)	-	418411	418411	7.21	-	418411	418411	7.21	-
- Non-Institution									
-Body Corp.	3121673	224060	3345733	57.65	3121673	224060	3345733	57.65	-
-Individual									
-Upto 1 lac	161879	383678	545557	9.40	161879	383678	545557	9.40	-
-Morethan 1 lac	507229	45500	552729	9.52	507229	45500	552729	9.52	-
-Clearing Mem.	17124	-	17124	0.30	17124	-	17124	0.30	-
-Any other	-	-	-	-	-	-	-	-	-
Sub-total B (2)	3807905	653238	4461143	76.86	3807905	653238	4461143	76.86	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	3807905	1071649	4879554	84.07	3807905	1071649	4879554	84.07	-
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4531515	1272399	5803914	100.00	4531515	1272399	5803914	100.00	-

b. Shareholding of Promoter:

Sr. No.	Name of Share holder	Shareholding at the beginning of the year			No. of Shares held at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	
1	Abdul Razak Dhanani	476110	8.2033	0	476110	8.2033	0	0
2	Rabia A. Dhanani	95000	1.6368	0	95000	1.6368	0	0
3	Habibunisha R. Dhanani	82500	1.4215	0	82500	1.4215	0	0
4	Gulshanbanu R. Dhanani	70000	1.2061	0	70000	1.2061	0	0
5	Sajid R. Dhanani	69600	1.1992	0	69600	1.1992	0	0
6	Jamilabanu S. Dhanani	60000	1.0338	0	60000	1.0338	0	0
7	Habibunisha R. Dhanani	40200	0.6926	0	40200	0.6926	0	0
8	Nasimbanu R. Dhanani	20000	0.3446	0	20000	0.3446	0	0
9	Shamim R Dhanani	10000	0.1723	0	10000	0.1723	0	0
10	Havabai D. Dhanani	850	0.0146	0	850	0.0146	0	0
11	Kantilal R. Patni	100	0.0017	0	100	0.0017	0	0

c. Change in Promoters' Shareholding (Please specify, if there is no change):

Sr. No.	Name of Shareholder	Shareholding at the Beginning of the Year		Cumulative Shareholding During Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Abdul Razak Dhanani At the beginning of the Year At the end of the Year	476110 -	8.2033 -	476110 476110	8.2033 8.2033
2	Rabia Razak Dhanani At the beginning of the Year At the end of the Year	95000 -	1.6368 -	95000 95000	1.6368 1.6368
3	Habibunisha R. Dhanani At the beginning of the Year At the end of the Year	82500 -	1.4215 -	82500 82500	1.4215 1.4215
4	Gulshanbanu R. Dhanani At the beginning of the Year At the end of the Year	70000 -	1.2061 -	70000 70000	1.2061 1.2061
5	Sajid Razak Dhanani At the beginning of the Year At the end of the Year	69600 -	1.1992 -	69600 69600	1.1992 1.1992
6	Abdul Razak Dhanani At the beginning of the Year At the end of the Year	60000 -	1.0338 -	60000 60000	1.0338 1.0338
7	Habibunisha R. Dhanani At the beginning of the Year At the end of the Year	40200 -	0.6926 -	40200 40200	0.6926 0.6926
8	Nasimbanu R. Dhanani				

	At the beginning of the Year	20000	0.3446	20000	0.3446
	At the end of the Year	-	-	20000	0.3446
9	Shamim Razak Dhanani				
	At the beginning of the Year	10000	0.1723	10000	0.1723
	At the end of the Year	-	-	10000	0.1723
10	Havabai Dawood Dhanani				
	At the beginning of the Year	850	0.0146	850	0.0146
	At the end of the Year	-	-	850	0.0146
11	Kantilal R. Patni				
	At the beginning of the Year	100	0.0017	100	0.0017
	At the end of the Year	-	-	100	0.0017

d. Shareholding Pattern of Top Ten Shareholders (Other Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding at the Beginning of the Year		Cumulative Shareholding During Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Liberty Fertilisers Ltd. #				
	At the beginning of the Year	1007779	17.36	1007779	17.36
	At the end of the Year	-	-	1007779	17.36
2	Bhavnagar Agro Industries Ltd.				
	At the beginning of the Year	765000	13.18	765000	13.18
	At the end of the Year	-	-	765000	13.18
3	Liberty Construction & Leasing Limited #				
	At the beginning of the Year	641210	11.05	641210	11.05
	At the end of the Year	-	-	641210	11.05
4	Bharat Equity Services Ltd. #				
	At the beginning of the Year	611874	10.54	611874	10.54
	At the end of the Year	-	-	611874	10.54
5	Hitesh Ramji Javeri				
	At the beginning of the Year	124600	2.15	124600	2.15
	At the end of the Year	-	-	124600	2.15
6	Amoha Traders Pvt. Ltd.				
	At the beginning of the Year	105000	1.81	105000	1.81
	At the end of the Year	-	-	105000	1.81
7	Harsha Hitesh Javeri				
	At the beginning of the Year	100000	1.72	100000	1.72
	At the end of the Year	-	-	100000	1.72
8	Canara Bank Ltd.				
	At the beginning of the Year	100000	1.72	100000	1.72
	At the end of the Year	-	-	100000	1.72
9	Dena Bank Ltd.				
	At the beginning of the Year	100000	1.72	100000	1.72
	At the end of the Year	-	-	100000	1.72
10	Alpic BBK Finance Ltd.				
	At the beginning of the Year	75000	1.20	75000	1.20
	At the end of the Year	-	-	75000	1.20

Figure of share shown is consolidation of more than one folio held by share holder.

e. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Shareholder	Shareholding at the Beginning of the Year		Cumulative Shareholding During Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Abdul Razak Dhanani				
	At the beginning of the Year	476110	8.2033	476110	8.2033
	At the end of the Year	-	-	476110	8.2033
2	Yunus R. Memon				
	At the beginning of the Year	-	-	-	-
	At the end of the Year	-	-	-	-
3	Chaturbhai C. Patel				
	At the beginning of the Year	-	-	-	-
	At the end of the Year	-	-	-	-
4	Arati G. Salve				
	At the beginning of the Year	-	-	-	-
	At the end of the Year	-	-	-	-

5. Indebtedness:

Indebtedness of the Company including Interest Outstanding/Accrued but not due for payment

Particulars	Secured Loan Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL			
Change in indebtedness during financial year				
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

6. Penalties/Punishment/Compounding of Offences:

Type	Section of The Companies Act	Brief Description	Details of Penalty/Punishment /Compounding Fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
Penalty					
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT			NIL		
Penalty					
Punishment					
Compounding					

Annexure-3

CORPORATE GOVERNANCE REPORT

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

◆◆ Company's philosophy on Code of Governance:

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

◆◆ Composition of Board:

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

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

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

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

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

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

◆◆ **General Body Meetings:**

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

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

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

◆◆ **Familiarization Programme for Director:**

The Director (Independent an Non-Independent) interact with Senior Management Personnel and are provided with all the information sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a constituent.

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

The information with respect to the nature of industry in which the company operates and business model of the Company, etc. is made known through various presentations on operational performance, strategy, budgets & business forecasts, etc. to the Board of Directors.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates to effectively fulfill their role as Directors of the Company.

◆◆ Means of Communication:

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

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

◆◆ General Shareholders Information:

Annual General Meeting

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

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

◆◆ Financial Calendar:

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

◆◆ Dates of Books Closure:

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

◆◆ Listing on Stock Exchanges:

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

a) Stock Code

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

b) Share Transfers:

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

c) Share Transfer System:

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

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

◆◆ **Investor Relations:**

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

◆◆ **General Information:**

(a) Registrar & Transfer Agent

Link Intime India (Pvt.) Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai – 400078
Unit: **M.P. Agro Industries Limited**

(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:	45,31,515 Shares (78.08% of total shares)
(h) Equity Share in Physical form:	12,72,399 Shares (21.92% of total shares)
(i) Depository Connectivity:	CDSL & NSDL
(j) Outstanding GDRs, ADRs, Warrants or Any Convertible Instruments etc:	Nil

Declaration

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

For and on the behalf of the Board of Directors

Yunus R. Memon

Bhopal, May 30th, 2015

Director

Annexure – 4

◆◆ Stakeholder Relationship and Grievance Committee:

To specifically look into redressal of complaints related to transfer of shares, non-receipt of dividend, non-receipt of annual report, etc. received from shareholder/investor and improve the efficiency in investors' services, wherever possible.

This committee was constituted during 2005 by the Board of Director of the Company in order to improve its relationship with stakeholder of company, however, it was not separated from compliance work hence it was looked after by Compliance Team. Eventually classification of the Stakeholder Relationship and Grievance Committee has been changed by the Board of Directors of the Company w.e.f 28th March 2014, pursuant to the provision of Companies Act 2013 and amended Clause 49 of Listing Agreement. During the year, Stakeholder Relationship and Grievance Committee was separated from compliance work and members consisting committee are given as follows:

Sr. No.	Name of Member	Designation	Category
1	Miss. Arati G. Salve	Chairman	Additional Director
2	Mrs. Chatur C. Patel	Member	Independent Director
3	Mr. Mohammed Asif A. Memon	Member	Compliance Officer
4	Mr. Yunus R Memon	Member	Executive Director

Details of complaints received during the year 2014-2015:

Sr. No.	Nature of Complaints	No. of Complaints Received	No. of complaints not solved to the satisfaction of Shareholder
1	Transfer of Shares	2	Nil
2	Non-receipt of annual-report	1	Nil
3	Issue of duplicate share certificate	0	Nil
4	Other (related to dematerialization, non-receipt of share, allotted upon conversion etc.)	4	Nil

Annexure – 5

◆◆ 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 177 of Companies Act, 2013. All the members of the audit committee have expertise in finance as well as in general management.

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.

During the year, the Committee Meeting were held on 21st July, 2014, 5th August, 2014, 6th November, 2014, 30th January, 2015 and 10th February, 2015. The composition and attendance of the Members was as follows:

Name of Director	No of Meeting Held	No. of Meetings Attended
Mr. Abdul Razak Dhanani, Chairman	5	5
Mr. Yunus Rashid Memon	5	5
Mr. Chatur C. Patel	5	5

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 – May 30th, 2015

(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: May 30th, 2015

(Yunus R. Memon)
Director

Independent Auditors Report

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

◆◆ Report on the Financial Statements:

We have audited the accompanying financial statements of M.P Agro Industries Limited, Bhopal which comprise the Balance Sheet as at 31st March 2015 and Profit and Loss Statement and Cash Flow Statement for the year ended 31st March 2015, and a summary of significant accounting policies and other explanatory information.

◆◆ Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of accounting records, 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:

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.

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.

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

◆◆ Opinion:

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 2015.
- 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:

As required by the Companies (Auditor's Report) Order, 2015 ("the order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by Section 143(3) of the Act, we report that:

- 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 and Cash Flow Statement 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 and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Companies Act.

- f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the auditor's report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- a. The company does not have any pending litigation which would impact its financial position.
 - b. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon doesn't arise.
 - c. There has not been a occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sum does not arise.

For Parikh Shah Chotalia & Associates

Chartered Accountants
Firm Reg. No. 118493W

(CA D. P. Shah)

Partner

M.No. 30454

Place : Vadodara

Date : May 18th, 2015

ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015 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**

All the major Fixed Assets of the Company were disposed of earlier and remaining few assets were disposed of during the year under review and currently Company has been engaged in investing activities.

2) **Inventory**

Since there has been no business operation in the Company, there have been no inventory.

3) **Loans and Advances**

- a. The Company has granted an unsecured advance to a party covered under Section 189 of the Companies Act, 2013, but not 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. 189 of the Companies Act, 1956.
- c. The Company has been almost regular in receiving the Principal amount and has been regular in payment of interest.

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) **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 73 to 76 of the Companies Act, 2013 and Rules made there under and also the directives of Reserve Bank of India apply.

6) **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 148 (1) of the Companies Act, 2013 do not apply to the Company.

7) **Payment of Statutory Dues**

According to the records of the Company, it has been regular in depositing undisputed statutory dues including Income tax, 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.

8) **Accumulated Losses / Cash Losses**

As at 31st March, 2015, 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 no cash loss in the preceding financial year.

9) **Default in payments of dues**

The Company has not made any default in repayment of dues.

10) **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 from banks or financial institutions.

11) **Term Loans**

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

12) **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 : May 18th, 2015

Statement of Profit and Loss as on 31st March 2015 (in Rs.)

Particular	Note No.	March 31 st , 2015	March 31 st , 2014
I. Revenue from Operations		-	-
Less : Excise Duty (if any)			
II. Other Income	15	50,80,021	41,88,455
III. Total Revenue (I+II)		50,80,021	41,88,455
IV. Expenses :	-----		
Cost of Materials Consumed	--		-
Financial Costs	17	-	18,07,699
Employee Benefit Expenses	16	2,40,957	3,65,721
Depreciation and Amortization exp.	8	-	21,198
Other Administrative Expenses	18	9,40,531	11,40,328
Total Operating Expenses		11,81,488	33,34,947
V. Profit/(Loss) before Exceptional and extraordinary and Tax (III-IV)		38,98,533	8,53,509
Vi. Exceptional Items	19	92,83,891	4,96,27,317
VII. Profit/(Loss) before Extraordinary Items and Tax (V – VI)		(53,85,358)	5,04,80,825
VIII. Extraordinary Items		-	-
IX. Profit before Tax (VII-VIII)		(53,85,358)	5,04,80,825
X. Tax Expenses		-	95,00,000
XI. Profit/(Loss) for the Year (IX-X)		(53,85,358)	4,09,80,825
Earning Per Equity Share			
(1) Basic		(0.93)	7.06
(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

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

Vadodara
Date – 18th May 2015

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

Director

YUNUS R. MEMON CHATUR C. PATEL

Director

Bhopal
Date – 18th May 2015

Director

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 II to the Companies Act, 2013.
- b) Depreciation on additions / deductions to the Fixed Assets is being provided on pro rata 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 recognized, 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 recognized 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 2015 (In Rs.)

Note – 3	As at	
	31 st March 2015	31 st March 2014
Share Capital		
Authorized Capital	6,00,00,000	6,00,00,000
60,00,000 Equity Share of Rs. 10 each		
Issued, Subscribed and Paid Up	5,80,39,140	5,80,39,140
58,03,914 Equity Shares of Rs. 10 each fully paid in cash		
Total	5,80,39,140	5,80,39,140

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

Equity Shares	31 st March 2015		31 st March 2014	
	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

Details of share holders holding more than 5% shares

Name of the shareholder	31 st March 2015		31 st March 2014	
	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
Bharat Equity Services Ltd.	4,03,224	6.95	4,03,224	6.95

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 holder of Equity Shares will be allowed to receive remaining assets of the Company, after distribution of all privileged amounts in proportion to their shareholding.

Note – 4	31 st March 2015	31 st March 2014
Reserve & Surplus		
Capital Reserve/Any Other Reserve		
Opening Balance	9,88,771.00	9,88,771.00
Closing Balance	9,88,771.00	9,88,771.00
Surplus as per Statement of Profit & Loss		
Balance brought forward loss	(10,24,576)	(4,20,05,401)
Add: Profit & Loss for the Year (loss)	(53,85,358)	4,09,80,825
Add: Closing Balance	(64,09,934)	(10,24,576)
Balance in Profit & Loss Account	(54,21,162)	(35,805)

Note – 5	31 st March 2015	31 st March 2014
Long Term Borrowing		
Secured Loan	-	-
Unsecured Loan		
Loan from Director	2,11,951	1,52,000
Loan from Related Parties	8,25,991	8,25,991
Total	10,37,942	9,77,991
Note – 6		
Short Term Borrowing		
Loans & Advance from Corporate (related parties)	50,000	-
Loans & Advance from Others (related parties)		12,80,000
Other Payable	1,285	-
Total	51,285	12,80,000
Note – 7		
Short Term Provisions		
Creditor for Expenses	92,67,227	28,090
Provision for Taxation (Net of Advance Tax)	-	16,18,983
Total	92,67,227	16,47,073
Note – 9		
Long Term Loans & Advances (Unsecured & Considered as good)		
Transworld Fertilizers Chemical Pvt. Ltd.	3,12,725	3,12,725
Bhavnagar Agro Industries Ltd.	1,000	1,000
Total	3,13,725	3,13,725
Note – 10		
Non Current Investments (Quoted)		
Sayaji Hotels Limited (41,175 numbers of equity shares of Rs. 10/- each)	51,94,242	-
Aggregate Value of Quoted Investments	51,94,242	-
Market Value of Quoted Investments	54,45,353	-
Note – 11		
Other Non-current Assets		
Other Bank Balance (in Fixed Deposit Account)	1,14,00,000	5,10,00,00
Total	1,14,00,000	5,10,00,000

Note – 12	31st March 2015	31st March 2014
Cash and Bank Balance		
Cash	2,17,684	1,76,012
Bank Balance		
- In Current Accounts	3,72,32,276	54,263
Total	3,74,49,960	2,30,275
Note – 13		
Short Term Loans and Advance (Unsecured & Considered as good)		
Loan and Advance to Related Parties	17,54,557	96,65,613
Loan and Advance to Employees	13,900	28,000
Balance with Revenue Authorities	1,66,235	-
Other Advances	66,91,740	-
Total	86,26,432	96,93,613
Note – 14		
Other Current Assets		
Interest Accrued on Fixed Deposits	2,748	5,82,155

Note – 8, Fixed Assets and Depreciation

Sr. No	Description	Gross Block			Depreciation			Net Block		
		1-4-2014	Disposals	31-3-2015	1-4-2014	For the year	Disposals	31-3-2015	31-3-2015	31-3-2014
1	Furniture & Fixture	1,30,807	1,30,807	-	67,228	-	67,228	-	-	71,859
2	Vehicles	1,25,982	1,25,983	-	86,678	-	86,678	-	-	51,272
3	Office Equipment	20,000	20,000	-	8,189	-	8,189	-	-	12,761
Total		3,47,512	2,76,789	-	1,62,095	-	1,62,095	-	-	1,35,892
Previous Year		3,47,512	70,723	2,76,789	1,40,897	21,198	-	1,62,095	1,14,694	2,06,615

Notes Forming Parts of Profit and Loss Statement as on 31st March 2015 (in Rs.)

Note – 15	As at 31st March 2015	As at 31st March 2014
Other Income		
Interest	30,84,843	41,56,008
Miscellaneous Receipts	23,260	2,000
Dividend	-	-
Reversal of excess provision of Income tax	19,71,918	-
Total of Revenue	50,80,021	41,88,455
Note – 16		
Employee Benefit Expenses		
Salary & Wages Expenses	2,25,802	2,61,689
Contribution to PF,ESI & Other Statutory	-	82,338
Staff Welfare Expenses	15,155	21,694
Total	2,40,957	3,65,721
Note – 17		
Finance Costs		
Interest on Sales Tax Free Loan	-	18,07,699
Total	-	18,07,699
Note – 18		
Other Administrative Expenses		
Internet and Computer Expenses		
Office and General Expenses	6,49,624	9,48,435
Legal and Professional Expenses	1,48,574	1,05,033
Rates & Taxes (excluding Income Tax)	1,00,968	46,200
Vehicle Expenses	13,276	12,570
Audit Fees	28,090	28,090
[Audit fees Rs. 11,236(PY Rs. 11,236) Other Services Rs. 16,854(PY Rs. 16,854)]		
Total	9,40,531	11,40,328
Note – 19		
Exceptional Items		
Profit on sales of Land	-	6,79,60,317
Loss on sales of Investment	-	(1,83,33,000)
Loss on sales of Fixed Assets	72,844	-
Incineration Charges (Pollution to Custom Dept.)	92,11,047	-
Total	92,83,891	4,96,27,317

Notes to Financial Statement/Accounts as on 31st March 2015

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 4. Mr. Arati G. Salve
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. Raoof 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. 9. Green Fertilisers Limited

Nature of Transactions with related parties (Amt in Rupees)

Nature of Transactions	F.Y. 2014-15	F.Y. 2013-14
Key management personnel		
Unsecured Loans Repaid	1,97,049	15,28,128
Unsecured Loans Received	257,000	6,52,000
Remuneration	1,73,900	1,45,800
Relatives and Associate Concerns of key management personnel		
Unsecured Loans Repaid	1,70,75,054	83,95,029
Unsecured Loans Received	1,60,52,055	28,62,803
Loans and Advances given	1,00,40,00	21,32,000
Loans and Advances repaid	1,15,82,000	6,95,980

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

Name of the Party	Balance As at 31.03.2015	Balance As at 31.03.2014
Key Management Personnel (cr.)	2,11,951	1,52,000
Relatives and Associates of the key personnel (cr.)	8,75,991	21,05,990
Relatives and Associates of the key personnel (dr.)	17,55,556	32,47,556

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

Sr.No.	Particulars	F.Y. 2014-15	F.Y. 2013-14
A	Net Profit available to Equity share Holders	(53,85,358)	4,09,80,825
B	Total Number of Equity Shares	58,03,914	58,03,914
C	Basic Earning Per Share (A/B) [Face Value Rs.10/- per Share]	(0.93)	7.06

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

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

Vadodara
Date – 18th May 2015

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

Director

YUNUS R. MEMON

Director

Bhopal

Date – 18th May 2015

CHATUR C. PATEL

Director

Bhopal

CASH FLOWS STATEMENT FOR YEAR ENDED 31ST MARCH 2014

PARTICULARS	For the year ended			
	31st March, 2015		31st March, 2014	
	Amount	Amount	Amount	Amount
	Rs.	Rs.	Rs.	Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT(LOSS) BEFORE TAX		(53,85,358)		5,04,80,825
Add:- Adjustments for:				
Depreciation	-		21,198	
Interest received	(30,84,843)		(41,56,008)	
Dividend received	-		(30,447)	
Loss on Sale / Discard of Asset	72,844		1,83,33,000	
Interest Paid	-		18,07,699	
Profit on Sale of Asset	-		(6,79,60,317)	
		(30,11,999)		(5,19,84,875)
Total		(83,97,357)		(15,04,050)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES				
Adjustments for:				
Trade and Other Receivables	16,46,587		(72,32,939)	
Trade payables and Other Liabilities	76,06,767		16,36,361	
		92,53,354		(55,96,578)
CASH GENERATED FROM OPERATIONS		8,55,997		(71,00,628)
Direct Taxes Paid		-		(95,00,000)
NET CASH FROM OPERATING ACTIVITIES		8,55,997		(1,66,00,628)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchased of Investment	(51,94,242)		-	
Sale of Investments	-		66,67,000	
Sale of Fixed Asset	41,850		6,80,31,040	
Maturity of Fixed Deposits	3,96,00,000		(5,10,00,000)	
Dividend Received	-		30,447	
Interest received	30,84,843		41,56,008	
		3,75,32,451		2,78,84,495

NET CASH FLOW FROM INVESTING ACTIVITIES	3,75,32,451		2,78,84,495	
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid	-		(18,07,699)	
Short Term Borrowings (repaid) / Accepted	(12,28,715)		(39,89,423)	
Long Term Borrowings(repaid)/ Accepted	59,951		(62,62,974)	
		(11,68,764)		(1,20,60,096)
NET CASH GENERATED FROM FINANCING ACTIVITIES	(11,68,764)		(1,20,60,096)	
Cash and Cash equivalents as at the beginning of the year	2,30,275		10,06,503	
Net Increase/(Decrease) in cash and cash equivalents	3,72,19,684		(7,76,229)	
Cash and Cash equivalents as at the end of the year	3,74,49,960		2,30,275	

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 CHATUR C. PATEL

Vadodara
Date – 18th May 2015

Director
Bhopal
Date – 18th May 2015

Director
Bhopal

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL

◆◆ BUSINESS PROFILE:

1. Registration Details:

Registration No.	1354
State Code	13
Balance Sheet Date	31st March, 2015

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	62987
Total Assets	62987

Sources of Fund:

Paid up capital	58039
Reserves & Surplus	-5421
Secured Loans	
Unsecured Loans	1037

Application of Funds:

Net Fixed Assets	-
Net Current Assets	52619
Miscellaneous Expenditure	-
Accumulated Losses	-

4. Performance of Company: (Amount in Thousand)

Turnover	000
Total Expenditure	1181
Profit (Loss) before Tax	(5385)
Profit (Loss) after Tax	(5385)
(Tick appropriate box + for profit, - for loss)	
Earning per Share in Rs.	(0.93)
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

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M. P. Agro Industries Limited

Registered Office: MIG-44, Bharati Niketan, Near, Guatam Nagar, Bhopal, MP 462023

Compliance Office: 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara, Guj 390020

CIN - L 24123 MP 1975 SGC 001354

BALLOT FORM

Thirty Ninth Annual General Meeting, 12th September, 2015

(For Members who do not have access to e-voting facility)

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

I/We hereby exercise my/our vote(s) in respect of the Resolution to be passed for the business set out in the Notice of the Annual General Meeting of the Company to be held on Saturday, 12th September, 2015 by sending my/our assent or dissent to the said Resolution(s) by placing the tick (v) mark at the appropriate box below:

Item No.	Description of Resolution(s)	No. of equity shares	(For)	(Against)
			I/We assent to the Resolution	I/We dissent to the Resolution
Ordinary Business				
1	Receive, Consider and adopt: The audited financial statement of the Company for the financial year ended 31 st March, 2015, Directors' Report and Auditors' Report thereon; and			
2	Appoint a Director in place of Mr. Abdul Razak Dhanani, who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ratify appointment Statutory Auditors to hold office from conclusion of this meeting until conclusion of Next Annual General Meeting and to fix their remuneration.			
4	Appointment of Miss Arati G. Salve as Independent Director of the Company to hold office for five Consecutive years from a term up to 31 st March 2020.			

Place:

Date:

Signature of Member

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

INSTRUCTIONS

1. Members may fill up this Ballot Form (no other form or photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. Shri D. V. Gohil, Partner, D V G & Associates, Compliance office, M/s. Bharat Equity Services Limited, 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara -390005, **so as to reach by 5:00 PM on 11th September, 2015.** The Ballot Form received thereafter will be strictly treated as not received.
2. The Ballot Form should be signed by the Member(s) as per the Specimen signature registered with the Company / The Depositories. In case of Joint holding, the Form should be completed and signed by the First named Member and in his/her absence, by the next name joint holder. The right of voting by Ballot form shall not be exercised by a Proxy.
3. In case the shares are held by companies, trusts, societies, etc. the dully completed Ballot form should be accompanied by certified true copy of the relevant Board Resolution / Authorization.
4. **A Member can opt only one mode of voting i.e. either through e-voting or by the Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as in valid.**
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 5th September 2015.
6. Unsigned, incomplete, improperly or incorrect (tick) marked Ballot Form shall be rejected. The decision of the Scrutinizer on the validity of the Ballot Form will be final.
7. The company will not be responsible, if the envelope containing the Ballot Form is lost in transit.



M P AGRO INDUSTRIES LIMITED

FORM OF PROXY

Reg. Office Add: MIG-44, Bharti Niketan, Near Gautam Nagar, Bhopal – 462023 (M P)

Thirty Ninth Annual General Meeting, 12th September, 2015

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

1. Name of the Share Holder: _____

2. Registered address: _____

3. Regd. Folio No./Client ID/DP ID.: _____

4. E-mail ID: _____

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

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

Or Failing him

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

Or Failing Him

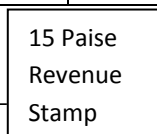
3. Name _____ Address _____	E-mail ID _____ Signature _____
--------------------------------	------------------------------------

As my/our proxy to attend and vote (on a poll) on my/our behalf at the Thirty Ninth General Meeting of the Company, to be held on Saturday, 12th September 2015 at 3.00 P. M. at Registered Office and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Description of Resolution(s)	Vote (Optional See Note-2)	
		(For)	(Against)
1	Receive, Consider and adopt: The audited financial statement of the Company for the financial year ended 31 st March, 2015, Directors' Report and Auditors' Report thereon; and		
2	Appoint a Director in place of Mr. Abdul Razak Dhanani, who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratify appointment Statutory Auditors to hold office from conclusion of this meeting until conclusion of Next Annual General Meeting and to fix their remuneration.		
4	Appointment of Miss Arati G. Salve as Independent Director of the Company to hold office for five Consecutive years from a term up to 31 st March 2020.		

Signed this _____ day of _____ 2015

Signature _____



Notes: 1. This form, in order to be effective, should be duly stamped, completed, sign & deposited at the registered office of the company, not less than 48 hours before meeting. 2. It is optional to indicate your preference. If you leave the for/against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

“Book Post”

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