

NOTICE TO MEMBERS

Notice is hereby given that the FORTY THIRD ANNUAL GENERAL MEETING of the Members of M.P. AGRO INDUSTRIES LIMITED will be held on Friday, the 26th July, 2019, at 11:30 a.m. at the Sayaji Baroda, Near Bhimnath Bridge, Opp. Parsi Agari, Sayajigunj, Vadodara – 5 to transact the following business.

ORDINARY BUSINESS:

1. Adoption Of Audited Standalone Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of a Director:

To appoint a Director in the place of Mrs. Shamim Sheikh (DIN: 02528327), who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Under the terms of their appointment, both of our non executive directors are subject to retirement by rotation. Last year, Mrs. Rafiqunnisa Merchant was subjected to retirement by rotation and was re-appointed by shareholders. Mrs. Shamim Sheikh was appointed as Additional director liable to retire by rotation on March 02, 2017 and was thereafter appointed as Director in the category of Non Executive Director and was also designated as chairman of the Company, which was approved by shareholders pursuant to Ordinary Resolution at the 41st AGM held on September 16, 2017.

To the extent that Mrs. Shamim Sheikh is required to retire by rotation, she would need to be re-appointed as a Non Executive director and Chairman of the company.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mrs. Shamim Sheikh (DIN: 02528327) as a Non Executive director designated as Chairman of the Company, to the extent that she is required to retire by rotation.”

By Order of the Board,

Place: Vadodara
Date: 17th June, 2019

CS Ishita Shah
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, must be received by the company at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 22nd July, 2019 to Friday, the 26th July, 2019 (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 mean
 - a. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services. The facility of casting the votes by the members using electronic Voting System from a place other than venue of the AGM (“remote e-voting”) is provided by Link Intime India Pvt. Limited.
 - b. The voting period begins on 23rd July, 2019 (10:00 AM) and ends on 25th July, 2019 (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 20th July, 2019, may cast their vote electronically. The E-voting module shall be disabled by Link Intime India Pvt. Limited for voting thereafter.
 - c. Any person, who acquires shares of the Company and become member of the Company after the notice dispatch date and holds shares as of the cut-off date i.e. 20th July, 2019 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 –

- (i) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
- (ii) Click on “Login” tab, available under ‘Shareholders’ section.
- (iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
- (iv) Your User ID details are given below:
 - (a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - (b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - (c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- (v) Your Password details are given below:
 If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
 Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> , and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• **Cast your vote electronically**

(vi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

(vii) On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

(viii) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

(ix) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

(x) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

(xi) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

(xii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

(xiii) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

(xiv) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

(xv) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> , under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

20. For members who wish to vote through Ballot Forms:

- (a) The Ballot Form is provided for the benefit of shareholders, who do not have access to remote E-voting facility.
- (b) Members who do not have access to remote E-voting facility, may exercise their right to vote on business to be transacted at the Annual General Meeting of the Company by submitting the Ballot Form enclosed to this Annual Report
- (c) Shareholders may fill in the Ballot form enclosed with the Annual Report (no other form or Photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. Shri J. J. Gandhi, Proprietor, J J Gandhi & Co., Compliance office, M/s. Bharat Equity Services Limited, 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara -390005, so as to reach by 5:00 PM on 25th July, 2019. 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.

A. General instruction:

1. Members, who have registered their email addresses with the company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip, Proxy & Ballot Form by email and other are being sent by post.
2. Shri J. J. Gandhi, Proprietor J. J. Gandhi & Co., Company Secretaries, (Membership No. 3519) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote E-voting process in a fair and transparent manner.
3. The Chairman shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of “Polling Paper” for all

- those members who are present at the AGM but have not cast their votes by availing the remote E-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in presence of at least two witnesses not in employment of the company and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 5. The Result declared along with the report of the Scrutinizer shall be immediately forwarded to the BSE Limited.

Place: Vadodara
Date: 17th June, 2019

By Order of the Board,

CS Ishita Shah
Company Secretary

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT OR VARIATION IN TERMS OF REMUNERATION AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of the Director	Mrs. Shamim Sheikh
DIN	02528327
Item No.	2
Date of Birth	April 05, 1971
Date of first appointment on Board	March 02, 2017
Qualifications and Expertise	Mrs. Shamim Sheikh is daughter of our Promoter Director Mr. Abdul Razak Dhanani. She is graduated in Commerce and having experience in the field of finance and service industry in association with Sayaji Hotels Ltd. She was associated as Director in Welterman International Limited and has also served as member of Nomination and Remuneration Committee of the company.
Details of remuneration last drawn (FY 2018-2019)	Details of remuneration is provided in Report on Extracts of Annual Return in form MGT 9 forming a part of Annual Report for the FY 2018-19.
Directorships held in other public companies	<ol style="list-style-type: none"> 1. Liberty Fertilizers Limited 2. Liberty Construction and Leasing Limited 3. Bhavnagar agro industries Limited 4. Bharat Equity Services Limited 5. Sayaji Airways Limited 6. Monalisa Software Exports Limited
Memberships/ Chairmanships of Committees in other public Companies.	None
Number of Board Meetings attended during financial year.	6 (All the Board Meetings were attended)
Relation with other Directors & Key Managerial Personnel (KMP) of the Company.	Mrs. Shamim Sheikh is sister of Mrs. Rafiqunnisa Merchant, Director of our Company
No of shares held in the Company	130,000 (one Lakhs Thirty Thousand Equity Shares)

ATTENDANCE SLIP

(To be presented at the entrance)

I/We hereby record my/our presence at the 43rd Annual General Meeting on Friday, 26th July, 2019 at 11.30 a.m. at the Sayaji Baroda, Near Bhimnath Bridge, Opp. Parsi Agari, Sayajigunj, Vadodara – 5.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only member / proxy holder can attend the meeting
2. Member / Proxy holder should bring his / her copy of the annual report for reference at the meeting

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

ELECTRONIC VOTING PARTICULARS

Event Number	User ID	Default PAN
190077		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Notes:

1. Please read the instructions printed under the Notes to the Notice of 43rd Annual General Meeting to be held on Friday, July 26, 2019, at 11.30 a.m.
2. The remote e-voting period starts from Tuesday, July 23, 2019 (10.00 a.m. IST) and ends on Thursday, July 25, 2019 (5.00 p.m. IST).

FORM OF PROXY

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

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

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

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

2. Name _____ Address _____	E-mail ID _____ Signature _____
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Or Failing Him

3. Name _____ Address _____	E-mail ID _____ Signature _____
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As my/our proxy to attend and vote (on a poll) on my/our behalf at the Fortieth Annual General Meeting of the Company, to be held on Friday, 26th July, 2019 at 11.30 A. M. at the Sayaji Baroda, Near Bhimnath Bridge, Opp. Parsi Agari, Sayajigunj, Vadodara – 5 and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Description of Resolution(s)	Vote (Optional See Note-2)	
		(For)	(Against)
1.	To adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2019		
2.	To appoint Mrs. Shamim Sheikh, Director of the company, who retires by rotation		

Signed this _____ day of _____ 2019

Signature _____

15 Paise Revenue Stamp

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

BALLOT FORM

Forty Third Annual General Meeting, 26th July, 2019
 (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 Friday, 26th July, 2019 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.	To adopt the Audited Financial Statements of the Company for the year ended on 31 st March, 2019			
2.	To appoint Mrs. Shamim Sheikh, Director of the company, who retires by rotation			

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 J. J. Gandhi, Proprietor, J J Gandhi & Co., Registered office, M/s. Bharat Equity Services Limited, 924, 9th Floor, Fortune Tower, Sayajigunj, Vadodara -390005, **so as to reach by 5:00 PM on 25th July, 2019.** 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 20th July, 2019.
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 LTD.

SAMRUDDHI

Registered Office: 924, 9 Floor, Fortune Tower, Sayajigunj, Vadodara – 390020.

Email Id: mpagroindustries@gmail.com

Website: www.mpagroindustries.in.

Phone no.: 0265-2363280, +91 – 6358761061

CIN: L24123GJ1975SGC106981

Route Map to the AGM Venue

Venue: The Sayaji Baroda, Near Bhimnath Bridge, Opp. Parsi Agari, Sayajigunj, Vadodara – 5

