



MADHYA BHARAT AGRO PRODUCTS LIMITED

**Registered Office: 5-O-21, Basement,
R.C. Vyas Colony, Bhilwara, 311001 Rajasthan
CIN: L24121RJ1997PLC029126**

**Tel. No. : 01482-237104
Website: www.mbapl.com**

**Fax No. : 01482-239638
Email: secretarial@mbapl.com**

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Madhya Bharat Agro Products Limited will be held on Thursday, 27th day of September, 2018 at 04.00 PM at Hotel Kanchi Resorts, Pur Road, Bhilwara, 311001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon and in this regard, the following resolutions pass as Ordinary Resolutions:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

2. To declare dividend on equity shares for the Financial Year 2017-18.

“RESOLVED THAT in terms of recommendation of Board of Directors of the company, the approval of the members of the company be and is hereby granted for payment of dividend @ Rs. 0.50 per share (i.e. 5%) on the fully paid up equity shares of Rs.10/- each of the company for the year 2017-18.

3. To appoint a Director in place of Mr. Praveen Ostwal (DIN 00412207), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Praveen Ostwal (DIN 00412207), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

4. To approve and ratify the remuneration of the Cost Auditor(s) for the financial year ending 31st March 2019 and in this regard to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT Shareholders hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for approving recommendation of Audit Committee for remuneration at such remuneration as shall be fix by the board of directors of the company to M/s K.C. Moondra & Associates, Cost Auditor(s) to conduct the cost audit of the Company for the financial year ending 31st March 2019.

5. To Approval of related party transactions with Related Parties and in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Related Party Transaction Policy of the Company and other statutory provisions, rules, regulations etc. as may be applicable, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties as defined under the Act with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature with related parties in any financial year up to the maximum 150 Crore (Rupees One Hundred Fifty Crore Only) per annum as provided in the table in forming part of the Explanatory statement."

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

6. To Approval of Loans to Directors/Interested Parties and in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Special Resolution:

“RESOLVED THAT pursuant to Sections 185 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”), and Rules made there under as may be amended, from time to time, the company hereby accord the consent of the members of the company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested for an aggregate amount not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore Only), at any time together with the existing loan, guarantee and security subject to such conditions as may be prescribed.

“RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.

7. To Approval of Migration from NSE Emerge Platform to Main Board of NSE India Limited in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Special Resolution:

“RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from NSE Emerge Platform of NSE India Limited to the Main Board of NSE India Limited.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose

of migration of the Company's present listing from NSE Emerge Platform of NSE India Limited to the Main Board of NSE India Limited."

"RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

Dated: 24/08/2018

By Order of the Board of Directors

Place: Bhilwara

For Madhya Bharat Agro Products Limited

Sd/-
(Pallavi Sukhwali)
Company Secretary & Compliance Officer

NOTES

1. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under Item No. 4, 5, 6 and 7 of the accompanying notice is annexed hereto.
2. In respect of Resolution at item no. 3, a statement giving additional information on Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Regulations).
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
Provided that 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 proxy for any other person or shareholder.
4. Members seeking any information or clarification are requested to send in written queries to the Company, in advance, before the date of the meeting by mail at secretarial@mbapl.com or by post.

5. Members/Proxies and authorized representative are requested to bring their copy of Annual Report, the Attendance Slip sent herewith, duly filled in, for attending the meeting.
6. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Relevant documents referred to in the notice and explanatory statement are open for inspection at the registered office of the company on all working days up to the date of the meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2018 to September 27, 2018 (both days inclusive). The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 17th August 2018.
10. Dividend on equity shares, as recommended by the Board of Directors for the year ended 31st March, 2018 and subject to approval of members at this Annual General Meeting, will be paid within thirty days from the date of Declaration to those shareholders whose name shall appear on the Company's register of members on September 21, 2018.
11. The Shareholders, who have not claimed their Dividend, are requested to write to the Registrar and Transfer Agent, M/s. Bigshare Services Private Limited, Mumbai to claim the amount of Dividend.
Pursuant to Section 124 of the Companies Act, 2013, if the Dividend Amount is not claimed within 7 Years from the date of become due for payment, such unclaimed amount will be transferred to Investor Education and Protection Fund and thereafter no claim shall become against the Company.
12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Bigshare Services Private Limited.

13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Private Limited.

14. Electronic copy of the Annual Report for the FY 2017-18, Notice of the Annual General Meeting of the Company with Attendance Slip and Proxy Form is being sent to all the members whose email ID's are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.mbapl.com.

15. As per Notification issued by Ministry of corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-voting provisions. Company is covered under Chapter XB and is listed on SME platform of NSE EMERGE. Hence, company is not required to provide E-voting facility.

16. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

Dated: 24/08/2018
Place: Bhilwara

By Order of the Board of Directors
For Madhya Bharat Agro Products Limited

Sd/-
(Pallavi Sukhwai)
Company Secretary & Compliance Officer

Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K.C. Moondra & Associates, Cost Accountant, to conduct the cost audit of the Company for the financial year ending 31st March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 4 for the approval of Members.

Item No. 5

The Provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions require a company to obtain prior approval of the Board of Directors and where the value of transactions entered or to be entered into exceeds the threshold limits as mentioned in the said section, prior approval of Shareholders by way of Ordinary Resolution is required.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

Name of the Related Party	Nature of relationship	Nature of the transaction	Expected Value of the transactions per annum	Director or KMP who is interested
Ostwal Phoschem (India) Limited	Holding Company	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	30 Crore	Pankaj Ostwal, Praveen Ostwal

Krishana Phoschem Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	30 Crore	Pankaj Ostwal, Praveen Ostwal
Seasons Agro Chem India Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	15 Crore	Pankaj Ostwal, Praveen Ostwal
Nirmala Real Infrastructure Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	Pankaj Ostwal, Praveen Ostwal
R.V. Spinner Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	1 Crore	Pankaj Ostwal, Praveen Ostwal
Kanchi Resorts Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	10 Crore	Pankaj Ostwal, Praveen Ostwal
Pankaj Ostwal	Interested Director	selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Praveen Ostwal	Interested Director	selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Mahendra	Relative	selling or otherwise disposing of,	5 Crore	-

Kumar Ostwal		or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind		
Ekta Jain	Relative	selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Nitu Jain	Relative	selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Except Pankaj Ostwal, and Praveen Ostwal, none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

The Board Recommends the ordinary Resolution set out at Item no. 5 for the approval of Members.

Item No. 6

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by its directors, relatives, associates and any person in whom any of the director of the company is interested directly or indirectly as per section 185 of Companies Act, 2013 for an aggregate amount not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore Only), at any time together with the existing loan, guarantee and security which requires approval of members by a Special Resolution.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed loans, guarantee or security are utilized by the borrowing company for its principal business activities.

All the Directors are concerned or interested in the aforesaid resolution.

The Board Recommends the Special Resolution set out at Item no. 6 for the approval of Members.

Item No. 7

The Company has been listed and traded on the NSE Emerge Platform since 12th September 2016 and will be completing two years shortly and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009. Also listing on the Main Board of NSE India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Hence it is proposed by the Board of Directors to consider the resolution to be passed by shareholders for the migration of the Company from NSE Emerge platform to the Main Board of NSE India Limited.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions, However accordance with Regulation 106 U (1) of SEBI (ICDR) Regulations, 2009 promoter and promoter group will abstain from Voting in the aforesaid resolution.

The Board Recommends the Special Resolution set out at Item no. 7 for the approval of Members.

Dated: 24/08/2018
Place: Bhilwara

By Order of the Board of Directors
For Madhya Bharat Agro Products Limited

Sd/-
(Pallavi Sukhwal)
Company Secretary & Compliance Officer

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015

As required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 the particulars of Directors who are proposed to be appointed/reappointed at the forthcoming Annual General Meeting are as follows:

Reappointment

Mr. Praveen Ostwal (DIN 00412207) retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. Praveen Ostwal aged 38 years, presently Director of Company. He is Chartered Accountant by qualification. He is young and dynamic person, having 15 years' experience in the fertilizer, mineral beneficiation & chemicals sector. He is managing Director of another group company Krishna Phoschem Ltd and actively engaged in managing the company since takeover. His foray is production, technical supervision and bringing innovation in the Group. He has been appointed as Director of the Company with effect from September 17, 20 14

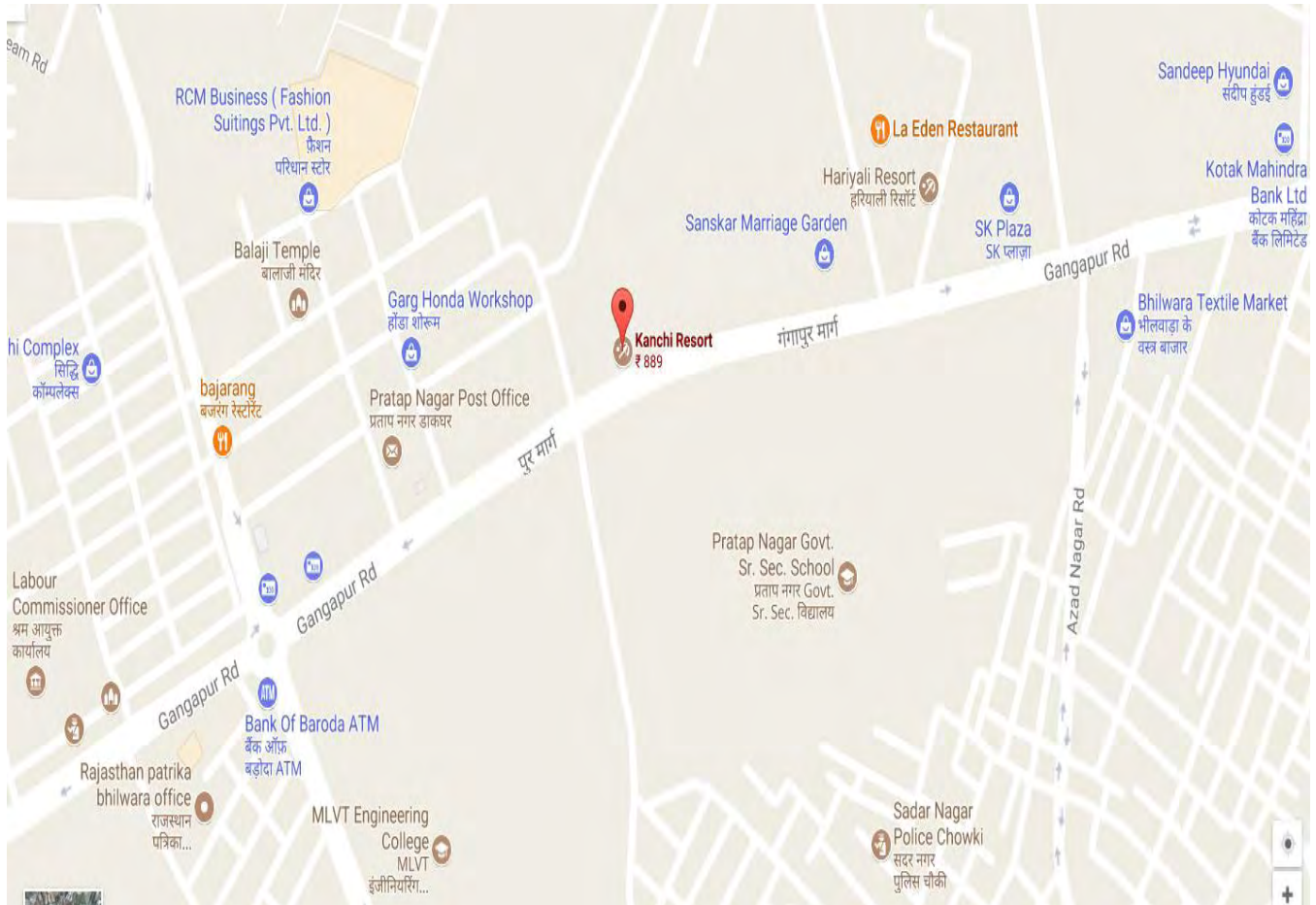
Mr. Praveen Ostwal Brother of Mr. Pankaj Ostwal, Managing Director on the Board of Directors and not a related to the any of Directors of the Company.

He is neither Chairman nor a Member of any Committees of the Board of Company.

Mr. Praveen Ostwal hold 332700 Equity shares of the Company.

Map Showing Location of the venue of the Annual General Meeting of Madhya Bharat Agro Products Limited

Venue: Kanchi Resort, Bhilwara



Land Mark: Opp. Govt. Sr. Sec. School, Pratap Nagar

MADHYA BHARAT AGRO PRODUCTS LIMITED

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Madhya Bharat Agro Products Limited
 CIN: L24121RJ1997PLC029126
Registered Office: 5-O-21, Basement,
R.C. Vyas Colony, Bhilwara 311001 Rajasthan
www.mbapl.com, secretarial@mbapl.com
 21st Annual General Meeting - 27th September 2018

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/we, being the member(s) of ----- shares of the above named company, hereby appoint

S. No	Name	Address	E- mail Id	Signature
1.				
2.				
3.				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st **Annual General Meeting** of the Company, to be held on the Thursday, **27th day of September, 2018** at **04.00 P.M.** at Hotel Kanchi Resorts, Pur Road, Bhilwara, Rajasthan 311001 and any adjournment thereof in respect of such as are indicated below:

Resolution No.	Particulars of Resolution	Vote Option*		
		For	Against	Abstain
	Ordinary Business			
1	To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.			
2	Approval of dividend for the financial year 2017-18.			

3	Re-Appointment of director in place of Mr. Praveen Ostwal, who retires by rotation and being eligible, seeks re-appointment.			
	Special Business			
4	To approve and ratify the remuneration of the Cost Auditor(s) for the financial year ending 31 st March 2019			
5	To Approval of related party transactions with Related Parties			
6	To Approval of Loans to Directors/Interested Parties			
7	To Approval of Migration from NSE Emerge Platform to Main Board of NSE India Limited			

Signed this ----- day of ----- 2018

Signature of the member -----

Signature of Proxy holder(s) -----

<p>Affix Revenue Stamp</p>

Note: 1. This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. *It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitle to vote in the manner as he/she may deem appropriate.



MADHYA BHARAT AGRO PRODUCTS LIMITED

Attendance Slip

Madhya Bharat Agro Products Limited
CIN: L24121RJ1997PLC029126
Registered Office: 5-O-21, Basement,
R.C. Vyas Colony, Bhilwara 311001 Rajasthan
www.mbapl.com, secretarial@mbapl.com
21st Annual General Meeting – 27th September 2018

Registered Folio No. -----

Number of Shares Held -----

I certify that I am a member/proxy for the member of the company.
I hereby record my presence at the 21st Annual General Meeting of the Company at
Hotel Kanchi Resorts, Pur Road, Bhilwara, Rajasthan 311001 on Thursday, 27th day of
September, 2018 at 04.00 P.M.

Name of the Member/Proxy-----

Signature of the Member/Proxy -----

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report along with E-mail print out to the Annual General Meeting.