

Date: 25.06.2020

To,

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sir / Madam,

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by M/s Sourabh Bapna & Associates, Practicing Company Secretaries.

Kindly take note of the above.

Thanking you,

Yours faithfully,

For Madhya Bharat Agro Products Limited

Sd/-

(Pallavi Sukhwal)
Company Secretary
Enclosed: As Above

“Annexure-A”

**Secretarial compliance report of Madhya Bharat Agro Products Limited for the year
ended 31.03.2020
{CIN: L24121RJ1997PLC029126}**

I Sourabh Bapna & Associates, Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by Madhya Bharat Agro Products Limited (“the listed entity”),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 (“Review Period”) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (there were no events requiring compliance during the Review Period)

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the Financial Year**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable to the Company during the financial year**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company during the financial year**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable to the Company during the financial year**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars / guidelines issued thereunder,

and based on the above examination, I hereby report that, during the Review Period for the year ended 31st March, 2020

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

Sd/-

Place: Bhilwara

Sourabh Bapna & associates

ACS: A51505

Date: 25.06.2020

C P No.: 19968

GSTIN : Z3AADCMS913E1ZV
CIN No. L24121RJ1997PLC029126

www.mbapl.com
accounts@mbapl.com



MADHYA BHARAT AGRO PRODUCTS LTD

(An ISO 9001:2015 Certified Company)

Date: 25.06.2020

To,

National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sir / Madam,

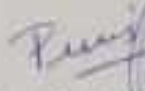
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Kindly take note of the above.

Thanking you,

Yours faithfully,

For Madhya Bharat Agro Products Limited


(Pallavi Sukhwani)
Company Secretary
Enclosed: As Above



SOURABH BAPNA & ASSOCIATES

PRACTICING COMPANY SECRETARY (MEMBERSHIP NO.- A51505 & COP NO. 19968)
REGISTERED ADDRESS- 2-B-11, 12 B C VYAS COLONY, BHILWARA- 311001

"Annexure-A"

**Secretarial compliance report of Madhya Bharat Agro Products Limited for the year ended 31.03.2020
(CIN: L24121RJ1997PLC029126)**

I Sourabh Bapna & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Madhya Bharat Agro Products Limited. ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (there were no events requiring compliance during the Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable during the Financial Year**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not applicable to the Company during the financial year**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not applicable to the Company during the financial year**



Sourabh Bapna

SOURABH BAPNA & ASSOCIATES

PRACTICING COMPANY SECRETARY (MEMBERSHIP NO.- A51505 & COP NO. 19968)

REGISTERED ADDRESS- 2-B-11,12 R C VYAS COLONY, BHILWARA- 311001

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not applicable to the Company during the financial year**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars / guidelines issued thereunder,

and based on the above examination, I hereby report that, during the Review Period for the year ended 31st March, 2020

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

Place: Bhilwara

Date: 25.06.2020

UDIN: A0515058000384299



Sourabh Bapna
Sourabh Bapna & associates

ACS: A51505

C P No.: 19968
