



MADHYA BHARAT AGRO PRODUCTS LIMITED

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

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NOTICE

NOTICE is hereby given that the **25th Annual General Meeting (AGM)** of the Members of **Madhya Bharat Agro Products Limited** will be held on **Monday, 26th day of September, 2022** at **03.30 P.M.** through two-way Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), 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, 2022 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 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 2021-22.

"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 2021-2022.

3. To appoint a Director in place of Mr. Sourabh Gupta (DIN: 07177647), 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. Sourabh Gupta (DIN: 07177647), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint new statutory Auditor namely M/s Ashok Kanther & Associates, Chartered Accountants in place of outgoing statutory auditors namely M/S Rajneesh Kanther & Associates, Chartered Accountants whose five year term expires with the conclusion of



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ensuing 25th AGM of the company by passing the following resolution as an ordinary resolution with or without modifications: -

“RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions of the companies act,2013, if any, read with the companies (Audit and Auditors/s rules, 2014), including any statutory enactments or modifications thereto, M/s Ashok Kanther & Associates, chartered accountants (Firm registration number 050014C) be and are hereby appointed as the statutory Auditor of the company for a period of five years form the financial year 2022-2023 to 2026-27 and to hold office from the conclusion of this 25th AGM of the company till the conclusion of the 30th AGM of the company on such terms and conditions and at a remuneration as may be fixed by the Board of directors from year to year in consultation with the Auditors “ .

SPECIAL BUSINESS

5. To approve and ratify the authority of Board of directors in fixing remuneration of the Cost Auditor(s) for the financial year ending 31st March 2023 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 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 2023 at such remuneration as shall be fix by the board of directors of the company.

6. To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution to appoint Mr. Gopal Inani as an Independent Director:

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gopal Inani, who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. July 29, 2022 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 30th Annual General Meeting.

7. To approve the increase in authorized share capital of the company consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:



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“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the Member of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) consisting of 2,50,00,000 (Two Crore fifty lakhs) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10 /- (Rupees Ten) each by creation of additional 2,50,00,000 (Two Crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all respect with existing Equity shares of the Company.

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. “The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of the Face value of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take necessary actions for, submission of documents and papers with the concerned authorities to register and implement the aforesaid amendment to the Memorandum of Association of the Company and to do all such acts, deeds and things as may be necessary in this regard including authorizing any person of the Company for this purpose.”

8. To approve issue of bonus shares 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 relevant provision of the Articles of Association and the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations” (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for capitalization of a sum not exceeding of Rs.21,90,67,350/- (Rupees Twenty one Crore Ninety Lakhs Sixty Seven Thousand Three Hundred Fifty only) from and out of Securities Premium and/or Free Reserves and/or Retained Earnings as may be considered necessary, for the purpose of issue of Bonus Equity Shares of Face Value of Rs.10/- (Rupee Ten only) each,



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credited as fully paid up Equity Shares to eligible Members of the Company in the proportion of 1 (One) new fully paid up Equity Share of Face Value of Re. 10/- (Rupee Ten only) each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 10/- (Rupee Ten only) each held by the Members of the Company, whose name will appear in the Register of Members maintained by the Company / Beneficial Owners' Position as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the 'Record Date' to be determined by the Board for this purpose.

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully Paid- Up Equity Shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Company shall not issue any shares or certificate in respect of such fractional shares. All fractions of bonus equity shares shall be ignored if any, arising out of the issue and allotment of the bonus equity shares, and no allotment is being made for the fractional Equity Shares and accordingly the number of issuance of bonus share may be reduced."

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in the case of Members who hold equity shares or opt to receive equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this Resolution.



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9. To approve material related party transactions 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 the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 188 of the companies act 2013 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time on basis of approval, recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into various transaction with related parties as defined under the Act and Regulation 2(1)(zb) of the Listing Regulations 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 500 Crore (Rupees Five Hundred Crore Only) per annum as provided in the table in forming part of the Explanatory statement, on such terms and conditions as may be agreed to by the Board of Directors, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Dated: 23/08/2022
Place: Bhilwara

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

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

NOTES: -

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA ') has vide its General Circular dated 5th May, 2022 read with circulars dated December 14, 2021, January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as 'MCA Circulars ') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020, January 15, 2021 and May 13th 2022 ('SEBI Circulars') has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations '), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Monday, September 26, 2022 at 03.30 p.m. (IST). The registered office of the Company shall be deemed to be the venue for the AGM.
2. Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2021-22 is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 25th AGM has been uploaded on the website of the Company at www.mbapl.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. The National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under Item No. 4 to 9 of the accompanying notice is annexed hereto.
4. In respect of Resolution at item no. 3 and 6 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).
5. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



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6. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
7. 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.
8. Corporate members intending to send their authorized representative to attend the AGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at Sourabh.bapna12@gmail.com with a copy marked to evoting@nsdl.co.in, authorizing their representative to attend and vote on their behalf at the AGM.
9. 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.
10. 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, 19th August 2022 for those shareholders whose email ids are not registered with the Depositories, for procuring user id and password, Notice and Annual Report, are requested to provide their Mail Id at secretarial@mbapl.com.
11. The Members are requested to note that the Company is pleased to provide a two-way Video Conferencing Facility (VC) to view the live streaming of the proceedings of the AGM and facilitate participation of Members at the AGM through VC or asking their questions through a Chat box facility. The Members will be able to view the proceedings on NSDL's e-Voting website www.evoting.nsdl.com.
12. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the AGM will login through their user ID and password on e-Voting website of NSDL. The link will be available in Member login where the EVEN of Company will be displayed. On clicking this link, the Member will be able to view the webcasting of the AGM proceedings. The VC Facility will be available on September 26, 2022 from 03:30 p.m. (IST) onwards till the conclusion of the Meeting.
13. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on NSDL's e-Voting website www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders



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Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

14. Dividend on Equity Shares, as recommended by the Board of Directors for the Year ended 31st March, 2022 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 19, 2022.

The Shareholders, who have not claimed their Dividend in the past, 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 it is due for payment, such unclaimed amount will be transferred to Investor Education and Protection Fund and thereafter no claim shall become against the Company.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct Tax at Source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending documents through email at secretarial@mbapl.com on or before September, 19, 2022.

Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to secretarial@mbapl.com. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to secretarial@mbapl.com.

15. 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.



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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.

16. 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.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's Registrars and Transfer Agents, Bigshare Services Private Limited in case the shares are held in physical form.

18. Voting Through Electronic Means: The details of the process and manner of e-voting are explained herein below:

In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. The Members may cast their votes using electronic voting systems from a place other than the venue of the Annual General Meeting (AGM) (remote e-voting). The instructions for e-voting are given herein below. The resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period begins on 23rd September, 2022 (9:00 A.M.) and ends 25th September, 2022 (5:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2022, may cast their vote electronically. The voting

right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="548 1041 1503 1717">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="548 1749 1503 1873">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at

	<p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.



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How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.



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2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sourabh.bapna12@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 and 1800-224-430 or send a request at evoting@nsdl.co.in
- 4 Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 19th September, 2022, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or secretarial@mbapl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following Toll-free no. 1800-222-990.



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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@mbapl.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@mbapl.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the EGM/AGM are as under: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



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Instructions for members for attending the AGM through VC/OAVM are as under:

- 1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from their mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio or video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to attend the AGM without any interruption.
- 3) Facility of joining the meeting shall be open 30 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time and will be available on first come first served basis.
- 4) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@mbapl.com. The same will be replied by the company suitably.

Other Instructions

- 1) The voting rights of shareholders (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, which is September 19, 2022. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 2) Any person who is not a member as on the cutoff- date should treat this Notice for information only.
- 3) The e-voting period commences on Friday, September 23, 2022 at 9.00 a.m. (IST) and ends Sunday, September 25, 2022 at 5.00 p.m. (IST) during this period, shareholders of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date, i.e. September 19, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting.



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- 4) Members who are registered with NSDL for e-voting can use their existing user Id and password for casting their votes.
- 5) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC or OAVM but shall not be entitled to cast their vote again.
- 6) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- 7) Mr. Sourabh Bapna, Practicing Company Secretary (Membership No. 51505 & CP No. 19968) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
- 8) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.
- 9) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- 10) The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mbapl.com and on the website of NSDL: www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.
- 11) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Monday, September 26, 2022.
- 12) Since the AGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

Dated: 23/08/2022
Place: Bhilwara

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

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

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

Item No. 4

M/s Rajneesh Kanther & Associates, Chartered Accountants were appointed as the Statutory Auditors of the Company for a term of Five years till the conclusion of 25th Annual General Meeting (AGM) of the Company and would retire at the conclusion of the said AGM.

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, no listed Company can appoint or reappoint an Individual as auditor for more than One terms of five consecutive years.

Accordingly, Pursuant to the aforesaid provision and Based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Ashok Kanther & Associates Chartered Accountants (Firm Registration Number: 050014C) are proposed to be appointed as the Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 25th Annual General Meeting up to the conclusion of 30th Annual General Meeting of the Company to be held in the year 2027.

M/s Ashok Kanther & Associates, a Firm registered with the Institute of Chartered Accountants of India since 1989, Firm are primarily engaged in providing audit and related assurance services to its clients in various industry segments.

The Board and the Audit Committee considered various parameters while recommending the appointment of M/s Ashok Kanther & Associates as the Statutory Auditor of the Company including but not limited to their capability to serve the Company, existing experience in the Company's business verticals and segments, clientele, technical knowledge, and found M/s Ashok Kanther & Associates suited to provide audit services to the Company. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s Ashok Kanther & Associates is eligible for appointment for five consecutive years.

M/s Ashok Kanther & Associates, Chartered Accountants, has consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.



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The proposed remuneration to be paid to M/s Ashok Kanther & Associates for audit services for the financial year ending March 31, 2023, is 2.00 Lakhs (Rupees Two Lakh only) plus applicable taxes and out-of-pocket expenses.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditor.

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

The Board recommends the Resolution for approval of members.

Item No. 5

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, 2023. 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 recommend the resolution for approval of members.

Item No. 6

The Board of Directors has appointed Mr. Gopal Inani as an Additional Director from 29th July 2022 pursuant to Section 161 of the Companies Act, 2013. He holds office till conclusion of this Annual General Meeting. His term of office is not liable to retire by rotation.

In accordance with Section 149 and 152 read with Schedule IV of the Companies' Act, 2013 the Securities and Exchange Board of India (SEBI) and all other applicable provisions, that every Listed Company is required that at least half of the board of directors shall comprise of independent directors, so for giving the effect and make in line with the section Company has appointed Mr. Gopal Inani, as an Independent Director on July 29, 2022, in accordance with Section 149 and 152 read with Schedule IV of the Companies' Act, 2013, not liable to retire by rotation and subject to the approval of members, to hold office for a term of 5 (Five) consecutive years up to the conclusion of 30th AGM of the company.



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The Company has received from Mr. Gopal Inani consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and declaration that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

A brief profile of Mr. Gopal Inani, including nature of her expertise, is provided in the notice.

In the opinion of the Board, Mr. Gopal Inani fulfills the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013. Accordingly, the Board, recommends the passing of the Ordinary Resolution as set out in the Notice.

None of the Directors or Key Managerial Personnel and their relatives, Except Mr. Gopal Inani, being an appointee, are concerned or interested (financially or otherwise) in this Resolution.

Item No. 7

In order to meet business requirement, it is required to raise further capital in the Company and hence it is necessary to increase the Authorized Share Capital of the Company and also to amend Capital Clause V of Memorandum of Association of the Company.

Present Authorized Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into, 2,50,00,000 (Two Crore fifty lakhs) Equity Shares of Rs 10/- (Rupees Ten) each. After the increased Authorized Capital would be Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 2,50,00,000 (Two Crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all the respect with the existing equity shares of the Company.

The proposed increase in the authorized capital requires alteration of the Memorandum of Association of the Company and the Board of Directors recommends the passing of this resolution as ordinary resolution .

The Directors are deemed to be interested or concerned in this resolution to the extent of their holding of equity shares of the company.

Item No. 8

In order to maximizing shareholders wealth by capitalizing the profit, the Board of Directors ("Board"), at its meeting held on August 23, 2022, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended to capitalize to the extent of



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Rs.21,90,67,350/- (Rupees Twenty one Crore Ninety Lakhs Sixty Seven Thousand Three Hundred Fifty only) or such other amount from and out of the Securities Premium and/or Free Reserves and/or Retained Earnings, for issue and allotment of bonus shares in the ratio of 1 (One) new equity shares of Rs.10/- (Rupees Ten only) each for every 1 (One) existing equity shares of Rs.10/- (Rupees Ten only) each of the Company held by the existing Shareholders as on the 'Record Date' to be determined by the Board.

Article 121 of the Articles of Association of the Company permits capitalization out of securities premium account and/or Free Reserves and/or Retained Earnings, for the purpose of issue of bonus equity shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to applicable statutory and regulatory approvals, if any, the issue of bonus shares of the Company requires the approval of the Shareholders of the Company. Accordingly, approval of the Shareholders of the Company is hereby sought by way of ordinary resolution as set out in this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice, except to the extent of their shareholding in the Company.

The Board recommends the Resolution as set out in the notice for the approval of Shareholders.

Item No. 9

As per the provisions of Section 188 of the Companies Act, 2013 ('Act'), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. With effect from 1st April, 2022, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), mandates prior approval of the Shareholders through ordinary resolution for all 'material' Related Party Transactions. For this purpose, a transaction with a Related Party shall be considered 'material', if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed `1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI, vide its circular dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond this date and if it becomes material as per the materiality threshold provided above, requires approval of the shareholders.

The particulars of the contract / arrangement with related parties are as under:

<p>(i) nature of indebtedness; (ii) cost of funds; and (iii) tenure;</p> <p>(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured</p> <p>(d) Purpose for which funds will be utilised</p>						
<p>Justification as to why the RPT is in the interest of the Company</p>	<p>Our group companies having same business line and transactions between the companies including purchasing and selling of raw material and other transactions from time to time, help smoothen business operations for the companies. The transaction is at arm's length and in the ordinary course of business of the respective companies.</p>	<p>Our group companies having same business line and transactions between the companies including purchasing and selling of raw material and other transactions from time to time, help smoothen business operations for the companies. The transaction is at arm's length and in the ordinary course of business of the respective companies.</p>	<p>Both Companies, being part of the Ostwal Group, these transactions not only help smoothen business operations for both the companies.</p>	<p>Both Companies, being part of the Ostwal Group, these transactions not only help smoothen business operations for both the companies.</p>	<p>Our group companies having same business line and transactions between the companies including purchasing and selling of raw material and other transactions from time to time, help smoothen business operations for the companies. The transaction is at arm's length and in the ordinary course of business of the respective companies.</p>	<p>Both Companies, being part of the Ostwal Group, these transactions not only help smoothen business operations for both the companies.</p>
<p>Details about valuation, arm's length and ordinary course of business</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>
<p>Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>
<p>Any other information relevant or important for the shareholders to take an informed</p>	<p>All relevant information forms a part of this Explanatory statement setting out</p>	<p>All relevant information forms a part of this Explanatory statement setting out</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out</p>	<p>All relevant information forms a part of this Explanatory statement</p>

<p>(i) nature of indebtedness; (ii) cost of funds; and (iii) tenure;</p> <p>(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured</p>						
<p>(d) Purpose for which funds will be utilised</p>						
<p>Justification as to why the RPT is in the interest of the Company</p>	<p>Both Companies, being part of the Ostwal Group, these transactions not only help smoothen business operations for both the companies.</p>	<p>Company enters into various transactions with Directors and there relative including rendering and availing of services, and other transactions from time to time. these transactions not only help smoothen business operations, but also ensure services without interruptions.</p>	<p>Company enters into various transactions with Directors and there relative including rendering and availing of services, and other transactions from time to time. these transactions not only help smoothen business operations, but also ensure services without interruptions.</p>	<p>Company enters into various transactions with Directors and there relative including rendering and availing of services, and other transactions from time to time. these transactions not only help smoothen business operations, but also ensure services without interruptions.</p>	<p>Company enters into various transactions with Directors and there relative including rendering and availing of services, and other transactions from time to time. these transactions not only help smoothen business operations, but also ensure services without interruptions.</p>	<p>Company enters into various transactions with Directors and there relative including rendering and availing of services, and other transactions from time to time. these transactions not only help smoothen business operations, but also ensure services without interruptions.</p>
<p>Details about valuation, arm's length and ordinary course of business</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>	<p>Arm's length pricing; combination of cost-plus markup and market benchmarking</p>
<p>Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>	<p>Not Applicable</p>
<p>Any other information relevant or important for the shareholders to take an informed decision</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>	<p>All relevant information forms a part of this Explanatory statement setting out material facts.</p>



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All the Related Party Transaction is in the ordinary course of business and on an arm's length basis. The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

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.

None of the Directors and other KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out in the accompanying Notice.

The Board Recommends the ordinary Resolution set out for the approval of Members.

Dated: 23/08/2022
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:

Appointment/Reappointment

1. Mr. Sourabh Gupta (DIN 07177647) retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. Sourabh Gupta aged 37 years, presently Whole Time Director and Chief Financial Officer of Company. He is Chartered Accountant by qualification. He is associated with the company since 2010. He is Expertise Finance Accounts and Tax. He managing the financial, Commercial and administrative matters of the company. He has been appointed as the Chief Financial Officer of the Company with effect from May 19, 2014 and Director with effect from May 01, 2015. He is young and dynamic person, having 12 years' experience and he is presently looking into the financial and technical matters of the Company.

Mr. Sourabh Gupta is not a relative to the any of Directors of the Company. He is neither Chairman nor a Member of any Committees of the Board of Company.

Mr. Sourabh Gupta does not hold any shares of the Company.

Certain additional information about Mr. Sourabh Gupta is as under:

Name of the Director	Sourabh Gupta
DIN	07177647
Date of Birth	08/02/1984
Date of first appointment on the Board	01 st May 2015
Qualification	Chartered Accountant, M.Com.
Nature of expertise in specific functional areas	Finance Accounts and Taxation
Disclosure of relationships between directors inter-se	N.A.
Names of listed entities in which the person also holds the directorship	Nil
The membership of Committees of the board	Nil
listed entities from which the person has resigned in the past three years	Nil
Shareholding of directors in the Company as on 31.03.2022	Nil

Number of meetings of the Board attended during the year	He attended 11 Board meetings held during FY 2021-22
Directorship of other Companies as on 31st March, 2022	Nil
Chairmanship/Membership of Other committees of Companies as on 31st March 2022	Nil

2. Mr. Gopal Inani (DIN 09642942) appointed as a regularized Independent Director of the Company for the five (5) consecutive years, not liable to retire by rotation.

Mr. Gopal Inani aged 65 years, presently Additional Director of Company. Sh. Gopal Inani is Mechanical Engineer from Board of Technical Education, Rajasthan and having 37 years' experience in various companies as under:

- UltraTech Cement (Unit: Vikram Cement Works, KHOR, Neemuch, M.P.): - From October 1985 to February 2017, Senior Manager (Mechanical)
- Dhar cement Limited, JEERABAD, Manawar (M.P.): - From December 1983 to October 1985, worked as Assistant Engineer (Mechanical)
- Mewar Sugar Mills, Bhupal Sagar, Chittorgarh (Rajasthan): - From March 1980 to December 1983, worked as Junior Engineer (Mechanical)

He played vital role in implementation of various safety standards at plant level and Worked on Implementation of various systems i.e. ISO 9001 for quality, 14001 for environment, OHSAS 18001 for safety and SA 8000 for social accountability. He has also been responsible for Statuary compliances of Indian Railway, BIS and Legal Metrological rules with respect to cement industries.

Certain additional information about Mr. Gopal Inani is as under:

Name of the Director	Gopal Inani
DIN	09642942
Date of Birth	05/02/1957
Date of first appointment on the Board	29 th July 2022
Qualification	Mechanical Engineer
Nature of expertise in specific functional areas	Technical and Project field
Disclosure of relationships between directors inter-se	N.A.
Names of listed entities in which the person also holds the directorship	Krishana Phoschem Limited

<p>The membership of Committees of the board</p>	<p>I. Audit Committee: A. Chairman: NIL B. Member: 1 II. Nomination & Remuneration Committee: A. Chairman: NIL B. Member:1 III. Stakeholder Relationship Committee: A. Chairman: NIL B. Member:1 IV. Corporate Social Responsibility Committee: A. Chairman: 1 B. Member: NIL V. Independent Directors Committee: A. Chairman: 1 B. Member: NIL</p>
<p>Listed entities from which the person has resigned in the past three years</p>	<p>Nil</p>
<p>Shareholding of directors in the Company as on 31.03.2022</p>	<p>Nil</p>
<p>Number of meetings of the Board attended during the year</p>	<p>Nil</p>
<p>Directorship of other Companies as on 31st March, 2022</p>	<p>Nil</p>
<p>Chairmanship/Membership of Other committees of Companies as on 31st March 2022</p>	<p>Nil</p>