

Date: 27.08.2019

To,

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir / Madam,

Sub: Submission of Annual Report and Notice of the 22nd Annual General Meeting.

Ref: Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 34 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed Annual Report and Notice of the 22nd Annual General Meeting of the Members of our Company is held on 04.00 P.M. on Thursday, 26th September, 2019 at Hotel Kanchi Resorts, Pur Road, Bhilwara 311001 Rajasthan.

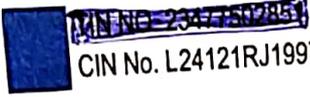
Kindly take note of the above.

Yours faithfully,

For Madhya Bharat Agro Products Ltd

Sd/-
(Pallavi Sukhwal)
Company Secretary

Enclosed: as above



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For Madhya Bharat Agro Products Ltd


(Pallab Sukhwai)
Company Secretary

Enclosed: as above



MADHYA BHARAT AGRO PRODUCTS LIMITED
ANNUAL REPORT 2018-19



MADHYA BHARAT AGRO PRODUCTS LIMITED

GENERAL INFORMATION

Chairman & Managing Director

Sh. Pankaj Ostwal

Whole Time Director & Chief financial officer

Sh. Sourabh Gupta

Company Secretary & Compliance Officer

Ms. Pallavi Sukhwai

Statutory Auditor

Rajneesh Kanther & Associates

Chartered Accountants

90, Indira Market,

Bhilwara (Raj) 311 001

Ph. No. 01482-227154

Registrar & Transfer Agent

Bigshare Services Pvt. Ltd

1st Floor, Bharat Tin Works Building Opp.

Vasant Oasis, Makwana Road, Marol, Andheri

(East) Mumbai 400059 Maharashtra

Ph. No. +91-22-62638200

Our Bankers

HDFC Bank

Shop 2,3,4, S.K.Plaza, Pur Road

Bhilwara (Raj.)

Listed on

National Stock Exchange "SME Emerge"

Non-Executive Director

Sh. Mahendra Kumar Ostwal (Additional)

Sh. Praveen Ostwal

Independent Director

Sh. Paras Mal Surana

Sh. Arvind Kothari

Sh. Bheru Lal Ostwal (Additional)

Smt. Aruna Kothari

Secretarial Auditor

Sourabh Bapna & Associates.

Company Secretaries

2-B-11,12, R.C. Vyas Colony,

Bhilwara, 311 001

Ph. No. 9461264697

Registered & Corporate Office

5-O-21, Basement, R.C. Vyas Colony

Bhilwara (Raj.) 311001

Ph:- 01482-233091

E- Mail - accounts@mbapl.com

Works

1. Village- Rajoua
Distt.- Sagar (M.P.)
2. Village: Sourai
Tehsil- Banda
Distt.- Sagar (M.P.)

Website address

<http://www.mbapl.com>



MADHYA BHARAT AGRO PRODUCTS LIMITED

CHAIRMAN MESSAGE

Dear Shareholders,

We take immense pleasure in sharing with you the performance and financial position of your company and present the Annual Report for the financial year ended 31st March, 2019.

As may be observed, your company is progressing in all the fields to achieve new milestones in its journey towards growth through excellence. Madhya Bharat Agro Products Limited has pursued business excellence through customer centric policies through its expansion projects undertaken in the past thereby improved its cost competitiveness and profits.

Your company is engaged in the manufacturing of Fertilizers and Chemical viz. Beneficiated Rock Phosphate (BRP), Single Super Phosphate (Powder/Granulated), Single Super Phosphate Boronated (Powder/Granulated), Zincated Single Super Phosphate (Powder/Granulated), Sulphuric Acid, Oleum, Sulphur Bentonite, Phosphate Rich Organic Manure (PROM) etc. Over the years we have diversified adequately to establish a strong customer base and good marketing setup. Your company can claim to be the only one in the country to have fully integrated facilities for production of SSP.

As your Company believes that higher is the Customer satisfaction, higher will be the Company's Success. Following this vision, the Marketing Department of the Company has been strengthened to reach the wider range of Customers and satisfy their expectations by providing best quality products and services. Since beginning of the year, we have started marketing our products in our own brand name "**Annadata**", we are happy to report that we have marketed under the umbrella of Ostwal Group record fertilizer under our brand names and wish to enlarge the geographical coverage and bring larger number of farmers within our ambit.

To achieve this, our group has appointed good number of marketing executives and also retail outlets, which would be channeled for our business and future expansion.

Your Company has been consistent in paying dividend to shareholders for the last 2 years and wish to maintain the same. As in last year, your directors have proposed for payment of dividend @5% which translate to Rs 0.50 per share.

I would now like to present the salient features of your Company's performance during the year 2018-19.

We look beyond challenges at the opportunities present, and apply our abilities with focus and foresight. That is exactly what we did during the year. We optimized raw material consumption through best-in-class technology intervention; improved cost competitiveness; managed cash flows; focused on value-added products to attract new customers; adding new territories and aligned long-term business strategies with diverse stakeholder expectations. The company



MADHYA BHARAT AGRO PRODUCTS LIMITED

performed reasonably well and the revenues in current Financial Year stood at Rs. 11629.47 Lakhs as compared to Rs. 8991.51 Lakhs in last Financial Year. The net profit of the Company in current Financial Year 2018-19 stood at Rs. 1212.30 Lakhs as compared to Rs. 511.41 Lakhs in last Financial Year. The growth in sales and profit during the year has been 29.34 % and 137.05% respectively.

During the fiscal year 2018-19, with all projects in place, contribution of chemical products in revenue has increased. This will make the company immune to some extent any possible adverse developments/recession in one stream. The Company is continuously improving its fertilizer products by use of state of art technology to help farming community.

With a view to expand our business, we are in process to introduce new product Triple Super Phosphate (TSP) by setting up a new plant.

We extend our sincere appreciation to all the directors on the board especially Independent Directors for their wise and matured counsel for the smooth functioning of the company. We would like to express our profound gratitude to all our stakeholders, for their steadfast confidence reposed in the company and to all our customers, business associates, employees, bankers, financial institutions, suppliers, vendors and shareholders who have reposed their trust in us and given us constant support.

At the end, I say that I strongly believe that your continued support and our collective endeavors will enable Company to touch great heights and scale new peaks of excellence in the current year and all the years to come.

Thank you,
Yours sincerely

Sd/-
Pankaj Ostwal
(Chairman cum Managing Director)



MADHYA BHARAT AGRO PRODUCTS LIMITED

COMPANY INFORMATION

Madhya Bharat Agro Products Limited is one of the quality Fertilizer and Chemical manufactures of India in private sector. We are manufacturing Beneficiated Rock Phosphate (BRP), Single Super Phosphate (SSP) and Phosphate Rich Organic Manure (Prom) which is used in large quantities for replenishing "P" (Phosphorus) in the soil and act as a fertilizer for the crop. Our Company has entered into backward integration by manufacturing of Beneficiated Rock Phosphate (BRP) and Sulphuric Acid which is used as a raw material for manufacturing of SSP.

Sulphuric acid is a mother chemical for all chemicals and addition of Sulphuric Acid in the stream of products has played significant role to boost up of the company's growth. Fertilizers generally consist of organic and inorganic fertilizers. Organic manures and some mined minerals have been used for many centuries as organic fertilizers but their availability has limitation as such chemically - synthesized inorganic fertilizers were extensively developed during the industrial revolution to meet ever increasing demand of fertilizer for increased harvest area to meet food demand of continuous growing population.

Present installed capacity of SSP 180000 TPY, BRP crushing capacity is 99000 TPY, Sulphur Bentonite 10000 TPY and Sulphuric Acid 36000 TPY & Oleum 9900 TPY.

With a view to expand our business, we are in process to introduce new product i.e Triple Super Phosphate (TSP) with complete backward integration by installing BRP plant, Sulphuric Acid Plant, Phosphoric Acid Plant.

BRP (Beneficiated Rock Phosphate)

Rock phosphate is mainly used for the production of single super phosphate & diammonium phosphate by reacting the same with sulphuric Acid, which are mainly used as fertilizers.

SSP (Single Super Phosphate)

Single Super Phosphate is a fertilizer produced by treating Beneficiated/High grade Rock Phosphate with Sulphuric Acid. It is the carrier of phosphate (P_2O_5), the form of phosphorus usable by plant & is one of the world's most important fertilizers. SSP also provides the cheapest source of sulphur to the soil.

Single Superphosphate is produced by reacting naturally occurring phosphate rock with sulphuric acid. This process converts insoluble phosphates into forms more readily available to plants. The product is a low cost source of phosphorus and sulphur in a wide range of pasture situations. SSP is a traditional product for supplying phosphorus and sulphur to pastures, these are the main two nutrients required for pasture production. SSP helps in



MADHYA BHARAT AGRO PRODUCTS LIMITED

improving root growth and development which is most important for uptake of plant nutrient and water.

Granulated Single Super Phosphate

SSP is normally produced in powder form but to increase its ease of sprinkling in farms and also to make it possible to feed SSP with sowing of seeds itself, demand of granulated SSP (GSSP) is growing. We have capability to convert SSP into GSSP to the extent of 120000 TPY

SA (Sulphuric Acid), Oleum 23%, Sulphur Bentonite

Sulphuric Acid and Oleum require Sulphur as raw material, which is easily available indigenous as well as imported. Sulphuric acid is used by us for production of SSP and sale in open market as well, We supply Oleum in Indian ordinance factory which use in manufacturing of Arms and Weapons for Indian Army, it also use by dyes intermediate and cellulose industry, We have Sulphur source near to unit at economic freight and competitive price from newly established Bharat Oman Refinery, a Govt. refinery.

Sulphur Bentonite Fertiliser containing 90% Sulphur and 10% Binding agent is used where soil has extensive Sulphur deficiency.



MADHYA BHARAT AGRO PRODUCTS LIMITED

FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

Particulars	2018-19	2017-18
Net Sales	11629.47	8991.51
Depreciation	965.37	806.67
Profit Before Tax	1652.23	727.96
Profit After Tax	1212.30	511.41
Financial Position		
Property, Plant and Equipment		
(i) Tangible assets	9312.57	10206.39
(iii) Capital work-in-progress	935.24	903.84
Non-Current Assets	179.37	288.88
Current Assets	5875.19	3878.40
Total Assets	16302.37	15277.51
Equity Share Capital	2190.67	2190.67
Reserves & Surplus	9464.84	8384.60
Non-Current Liabilities	1703.96	1944.47
Current Liabilities	2942.90	2757.77
Total Sources	16302.37	15277.51

Profit Before Tax Margin (%)	14.21	8.09
Profit After Tax Margin (%)	10.42	5.69
EPS	5.53	2.33

PROFIT BEFORE TAX

The Profit before tax for the FY 2018-19 is Rs. 1652.23 Lakhs as against Rs. 727.96 Lakhs in previous year recording a growth of 126.96%.

TAXATION

Your company's total tax liability for the year is Rs. 439.93 Lakhs including deferred tax liability of Rs. 81.62 Lakhs.

PROFIT AFTER TAX

The profit after tax is Rs. 1212.30 Lakhs in current year as compared to Rs. 511.41 Lakhs in the previous year showing a growth of 137.05%.

EARNING BEFORE INTEREST, TAX & DEPRECIATION

Your company achieved healthy EBITD of Rs. 2976.85 Lakhs i.e. 25.60% of Net Sales. The EBITD of the previous year of Rs. 2055.05 Lakhs i.e. 22.85% of Net Sales.



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 22nd Annual General Meeting of the Members of Madhya Bharat Agro Products Limited will be held on Thursday, 26th day of September, 2019 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, 2019 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, 2019 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 2018-19.

"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 2018-19.

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 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 2020 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 2020.

5. To consider and if thought fit, to pass, with or without modification, to appoint Sh. Mahendra Kumar Ostwal as a Non-Executive Director, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 152, 161, 104 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), Sh. Mahendra Kumar Ostwal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 26, 2019 and who holds office up to the date of this Annual General meeting, the consent of the members of the company be and is hereby accorded for appointment of Mr. Mahendra Kumar Ostwal as an Non-Executive Director, whose period of office shall be liable to retire by rotation, in addition to appointment as a Director, is hereby appointed as the Chairman of the Board, to hold office till his continuance on the Board as a Director.

6. To consider and if thought fit, to pass, with or without modification, to appoint Sh. Bheru Lal Ostwal as a Non-Executive Independent Director, the following resolution as an Special Resolution:

"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), Sh. Bheru Lal Ostwal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 26, 2019 and who holds office up to the date of this Annual

General meeting, be and is hereby elected and appointed as an Non-Executive Independent Director not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 27th Annual General Meeting of the Company.”

7. To consider and, if thought fit, to pass, with or without modification(s), to re-appoint Mr. Arvind Kothari as an Independent Director of the Company for the second term of five (5) consecutive years, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 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. Arvind Kothari (DIN: 03268623), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held September 17, 2014, and who holds office of Independent Director up to 22nd Annual General Meeting of the company and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company up to the conclusion of the 27th AGM of the Company.”

8. To consider and, if thought fit, to pass, with or without modification(s), to appoint Mr. Paras Mal Surana as an Independent Director of the Company for the five (5) consecutive years, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee, and approval of the Board and subject to the provisions of Sections 149 and 152 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. Paras Mal Surana (DIN: 06367348), who was appointed as an Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a term of 5 (Five) consecutive years on the Board of the Company up to the conclusion of the 27th AGM of the Company.”

9. To consider and, if thought fit, to pass, with or without modification(s), to Increase in Borrowing Powers of the Company, the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provision of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accord their consent to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2(72) of the Companies Act, 2013, and/or foreign lender and/or any body corporate/entity/entities and/or authority/authorities, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 500.00 Crores (Rupees Five Hundred Crore Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loan obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserve not set apart for any specified purpose.

10. To consider and, if thought fit, to pass, with or without modification(s), to Creation of Charge on Movable and Immovable properties of the Company, both present and future, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any including any statutory modifications or re-enactment thereof the Shareholder of the Company hereby accord their consent to the Board of Directors to pledge, mortgage, hypothecate and/or charge on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders for securing the borrowing of the Company availed/to be availed by way of loans, up to an aggregate limit of Rs. 500.00 Crores (Rupees Five Hundred Crore only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charge and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/to be entered into between the Company and the lenders in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lenders.”

Dated: 23/08/2019
Place: Bhilwara

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

Sd/-
(Pallavi Sukhwal)
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, 7, 8, 9 and 10 of the accompanying notice is annexed hereto.

2. In respect of Resolution at item no. 3, 5, 6,7 and 8 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 20, 2019 to September 26, 2019 (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, 23rd August 2019.

10. Dividend on equity shares, as recommended by the Board of Directors for the year ended 31st March, 2019 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, 2019.

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 2018-19, 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 Participants(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 2018-19 will also be available on the Company's website viz. www.mbapl.com.

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

16. 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 facility for voting either through electronic voting systems or polling paper shall be made available at AGM and the Members attending the meeting who have not cast their vote by remote e voting shall be able to exercise their right to vote at the 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 commence on 23rd September, 2019 (9:00 A.M.) to 25th September, 2019 (5:00 P.M.). During the period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

(i) 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.

(ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

(iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

(iv) 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***

(v) Your password details 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 has been 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. 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, your 'initial password' is communicated to you on your postal address and is mentioned at bottom of the Postal Ballot Form.

(vi) If you are unable to retrieve 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.

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

(viii) Now, you will have to click on "Login" button.

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

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

(i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

(ii) After click on Active Voting Cycles, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.

(iii) Select "EVEN" of company for which you wish to cast your vote.

(iv) Now you are ready for e-Voting as the Voting page opens.

(v) 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.

(vi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(viii) 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 or send a request at evoting@nsdl.co.in
- 4 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 through polling paper.
- 5 M/s. Sourabh Bapna & Associates, Practicing Company Secretary (ACS: 51505 CP: 19968) has been appointed as Scrutinizer to scrutinize the e-voting process in accordance with the law in a fair and transparent manner.
- 6 The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 7 The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 8 The Results declared along with the report of the Scrutinizer will be displayed at the Registered Office, posted on the Website of the Company www.mbapl.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
- 9 Members who do not have access to e-voting facility have been additionally provided the facility of Voting through polling papers which will be made available at the AGM venue.



MADHYA BHARAT AGRO PRODUCTS LIMITED

- 10 A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Dated: 23/08/2019

Place: Bhilwara

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

Sd/-
(Pallavi Sukhwat)
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, 2020. 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 Recommends the Ordinary Resolution set out at Item no. 4 for the approval of Members.

Item No. 5

The Board of Directors has appointed Mr. Mahendra Kumar Ostwal as an Additional Director from 26th March 2019 pursuant to Section 161 of the Companies Act, 2013. He holds office till conclusion of this Annual General Meeting. His term of office shall be liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Mahendra Kumar Ostwal as a Non-Executive Director and also that he fulfills the conditions specified in the Companies Act, 2013 and the Company has also gone in for a major re-organisation with the objectives of accelerating growth and furthering its strategic goals. This strategic re-alignment will enable the Company to focus on growth opportunities. The Board of Directors held on 23rd August, 2019 for appointing Mr. Mahendra Kumar Ostwal as Chairman subject to the approval of the Member.

The Company has received from Mr. Mahendra Kumar Ostwal 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.

A brief profile of Mr. Mahendra Kumar Ostwal, including nature of her expertise, is provided in the notice.

Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 5 of the Notice.

Except Mr. Mahendra Kumar Ostwal, being an appointee, Mr. Pankaj Ostwal, Managing Director and Mr. Praveen Ostwal Director of the company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No. 6

The Board of Directors has appointed Mr. Bheru Lal Ostwal as an Additional Director from 26th March 2019 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. Bheru Lal Ostwal, as an Independent Director on March 26, 2019, 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 27th AGM of the company.

The Company has received from Mr. Bheru Lal Ostwal 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. Bheru Lal Ostwal, including nature of her expertise, is provided in the notice.

In the opinion of the Board, Sh. Bheru Lal Ostwal fulfills the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013. Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 6 of the Notice. None of the Directors or Key Managerial Personnel and their relatives, Except Mr. Bheru Lal Ostwal, being an appointee, are concerned or interested (financially or otherwise) in this Resolution.

Item No. 7

Mr. Arvind Kothari was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 22nd Annual General Meeting, by the Members of the Company in the Annual General Meeting held on 17th September 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Company has received from Mr. Arvind Kothari 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. Arvind Kothari, including nature of her expertise, is provided in the notice.

In the opinion of the Board, Mr. Arvind Kothari fulfills the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013. Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 7 of the Notice. None of the Directors or Key Managerial Personnel and their relatives, Except Mr. Arvind Kothari, being an appointee, are concerned or interested (financially or otherwise) in this Resolution.

Item No. 8

The Board of Directors has appointed Mr. Paras Mal Surana as a Non-Executive Director from 26th September 2012 pursuant to Section 149, 152 of the Companies Act, 2013.

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 to adhere to the section Company has appointed Mr. Paras Mal Surana, 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 27th AGM of the company.

The Company has received from Mr. Paras Mal Surana 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. Paras Mal Surana, including nature of her expertise, is provided in the notice.

In the opinion of the Board, Mr. Paras Mal Surana fulfills the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013. Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 8 of the Notice.

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

Item No. 9 & 10

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 500.00 Crores (Rupees Five Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The Board recommends the resolutions No. 9 & 10 for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as a member of the Company.

Dated: 23/08/2019

Place: Bhilwara

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

Sd/-

(Pallavi Sukhwai)

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 35 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 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 09 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.

2. To Appointment of Mr. Mahendra Kumar Ostwal as a Non-Executive Director:

Mr. Mahendra Kumar Ostwal aged 63 years, is Bachelor in Commerce from University of Rajasthan, and having 38 years' experience in Fertilizer Industries. He is also having 10 years' experience in DCM Shri Ram Company and as Commercial Manager for 8 years with Mahadeo Fertilizers Ltd.

He is also Managing Director of Ostwal Phoschem (India) Limited (Group Company) since 14.11.2002 and then he has led the organization successfully with clear strategic vision, focus on customers and inclusive execution of customer centric value in the market. Sh. Mahendra Kumar Ostwal also possesses varied experience in the Commercial, Marketing and Project field.

Mr. Mahendra Kumar Ostwal is the relative to the Chairman and Managing Director of the Company. He is the father of Mr. Pankaj Ostwal, Managing director of Madhya Bharat Agro Products Limited and Mr. Praveen Ostwal Director of the Company. He has been appointed as an Additional Non -Executive Director of the Company with effect from March 26, 2019.

He is neither Chairman nor a Member of any Committees of the Board of Company. Sh. Mahendra Kumar Ostwal, holds 8500 shares of the Company.

3. To Appointment of Mr. Bheru Lal Ostwal as an Independent Director:

Mr. Bheru Lal Ostwal aged 55 years, presently doing business of cloth agency. He is Master in Commerce, from Rajasthan University and having 30 years' experience in the Industry and business.

He has been appointed as an Additional Non -Executive & Independent Director of the Company with effect from March 26, 2019.

Mr. Bheru Lal Ostwal is not a relative to the any of Directors of the Company. He is Chairman of 2 committee and also Member of 3 Committees of the Board of Company. Sh. Bheru Lal Ostwal, holds 54000 shares of the Company.

4. To re-appoint Mr. Arvind Kothari as an Independent Director of the Company

Mr. Arvind Kothari, aged 48 years, presently doing business of Textiles. He is Bachelor in Commerce, from MDS University and having 23 years' experience in the Industry and business.

He has been appointed as a Non -Executive & Independent Director of the Company with effect from September 17, 2014 for a term of consecutive 5 (five) years.

Mr. Arvind Kothari is not a relative to the any of Directors of the Company. He is Chairman of 3 committee and also Member of 2 Committees of the Board of Company. Mr. Arvind Kothari, holds 12000 shares of the Company.

5. To appoint Mr. Paras Mal Surana as an Independent Director of the Company

Mr. Paras Mal Surana, aged 65 years. He is Bachelor in Science, from Rajasthan University and having 41 years' experience in the in general insurance marketing filed.

He has been appointed as a Non -Executive Director of the Company with effect from September 26, 2012.

He is not Chairman of any committee but Member of 2 Committees of the Board of Company.

Mr. Paras Mal Surana does not hold any shares of the Company.



MADHYA BHARAT AGRO PRODUCTS LIMITED

DIRECTORS' REPORT

For the Year 2018-19

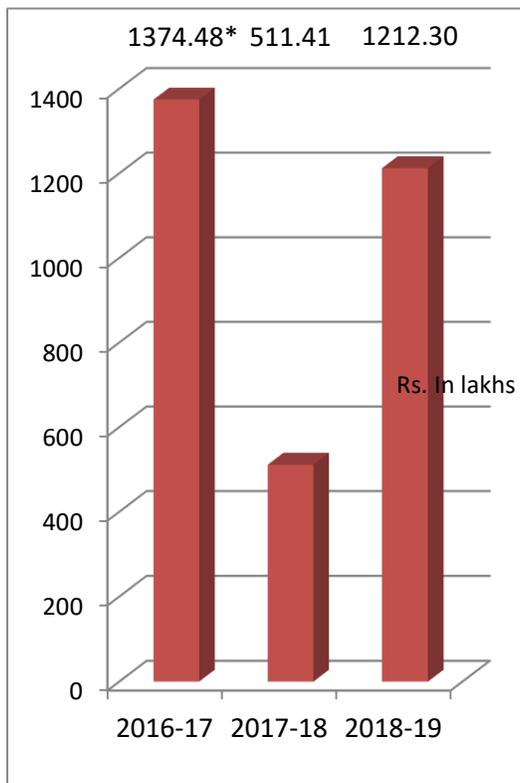
Dear Members,

Your Directors have pleasure in presenting the 22nd Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2019.

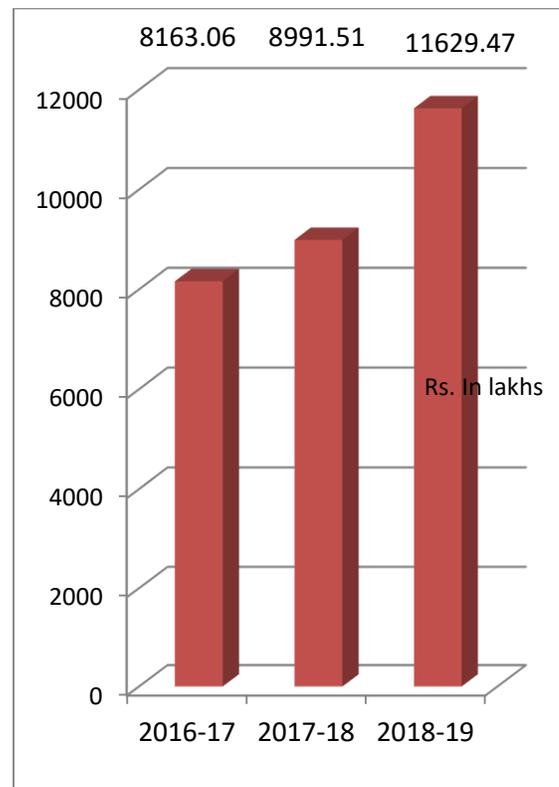
FINANCIAL RESULTS:

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Turnover	11629.47	8991.51
Profit Before Taxation	1652.23	727.96
Taxation/Deferred Tax	439.93	216.55
Profit / (Loss) after Tax	1212.30	511.41
Transfer from Revaluation Reserve	7.34	7.34
Proposed Dividend & Dividend tax	132.06	109.53
Profit transferred to Balance Sheet	1087.58	409.22



Profit after Tax



Turnover

*Profit After Tax of 2016-17 includes onetime profit of Rs. 413.36 Lakhs from investments.



MADHYA BHARAT AGRO PRODUCTS LIMITED

STATE OF COMPANY'S AFFAIR

During the year under review the Company has achieved significant improvement in operation and profit. Your Company has achieved turnover of Rs. 11629.47 Lakhs for the current financial year 2018-19 as against of Rs. 8991.51 Lakh in the previous financial year. Similarly the Company's profit for the current financial year 2018-19 has been Rs. 1212.30 Lakhs as against Rs. 511.41 Lakhs in previous financial year. Management of the company striving hard by making more sincere efforts for the better growth and prospects of the company in the future and to yield the better returns for the members of the company.

CHANGE IN THE NATURE OF BUSINESS OF COMPANY

During the year under review, there is no change in the nature of business of Company

LISTING OF THE COMPANY

The shares of your Company continues to be listed on SME Platform of "NSE EMERGE". The Annual Listing fees for the year 2019-20 has been paid to the exchange.

SHARE CAPITAL

During the year ended 31st March 2019, there was no change in the issued and subscribed capital of the Company, the outstanding capital as on 31st March 2019 continues to be 2190.67 Lakhs comprising of 219.06 Lakhs shares of 10/- each.

ANNUAL RETURN:

The information required pursuant to the provisions of Section 134 (3) (a) and Section 92 (3) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 for the financial year ended on March 31st, 2019 is provided in Annexure I forming part of this report and also disclosed on the website of the Company viz. <http://www.mbapl.com>

STATUTORY AUDITORS & AUDITORS' REPORT

The Company has appointed M/s. Rajneesh Kanther & Associate, Statutory Auditors of the Company for a term of 5 years from the conclusion of the last annual general meeting till the conclusion of 25th AGM to be held in the year 2022.

The Auditor's Report is self-explanatory and therefore, does not call for any further comments/clarifications and Auditor's report does not contain any qualification, reservation or adverse remarks.

SECRETARIAL AUDITOR & SECRETARIAL AUDITORS' REPORT

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014, the company has appointed M/s Sourabh Bapna & Associates, a practicing company Secretaries to undertake the Secretarial Audit of the Company for financial year 2019-20. The Company has received their consent for appointment.



MADHYA BHARAT AGRO PRODUCTS LIMITED

The Secretarial Audit report for financial year 2018-19 received from Sourabh Bapna & Associates is provided in Annexure II forming part of this report. The Secretarial Audit report does not contain any qualification, reservation or adverse remarks.

COST AUDITOR & AUDITORS' REPORT

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and on the recommendation of the Audit Committee, the Board has appointed M/s K.C. Moondra & Associates, Cost Accountants (Registration No. 101814), at such remuneration as shall be fixed by the board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020. The appointment and the remuneration of the cost Auditor is required to be ratified subsequently by the Members of the Company and further subject to the approval of the Central Government.

INTERNAL AUDITOR & AUDITORS' REPORT

As per section 138 of The Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the company has appointed M/s Sourabh Bapna & Associates, Practicing Companies Secretaries as Internal Auditor to conduct Internal Audit for the Financial Year 2019-2020. The Company has received their consent for appointment.

The Internal Audit Report is received yearly by the Company and the same is reviewed and approved by the Audit Committee and Board of Directors for the year 2018-19. All the observations made by the Internal Auditors have been attended to.

INTERNAL CONTROL SYSTEM

The company has in place an adequate internal control system, which is commensurate with the size, scale and complexity of the company. The internal auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit compliance is ensured by the direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board.

During the period under review the Internal Financial Control were tested and no reportable material weakness in the design or operation were observed.

REPORTING OF FRAUDS BY AUDITORS, IF ANY

No fraud has been reported by auditors under section 143 (12) of the companies act 2013.

RESERVES & SURPLUS

During the year under review, The Board of Director of Company Proposed to transfer Rs 1087.58 lakhs to reserve & surplus after making provision for dividend & dividend tax. With this, the reserve & Surplus has increased to Rs 5339.87 lakhs.



MADHYA BHARAT AGRO PRODUCTS LIMITED

DIVIDEND

After considering earnings, requirement for funds for future and with the objective of rewarding the Shareholders the Board has recommended final dividend of 5% being Rs. 0.50 per equity share of Rs. 10/- each for the financial year 2018-2019, subject to approval at the ensuing Annual General Meeting.

DEPOSITS

The Company has not accepted any deposits covered under section 73 of the Companies Act, 2013.

NO DEFAULT

The company has not defaulted in payment of interest and/or repayment of loan to any of the financial institutions and/or bank.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of Companies Act, 2013 and Company's Articles of Association, Sh. Sourabh Gupta (DIN 07177647), Director of the Company, retire by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

During the year, Mr. Sushil Kumar Surana, Independent Director of the Company has resigned with effect from February 01, 2019 and Board of Directors of the Company had appointed Mr. Mahendra Kumar Ostwal as Additional Non-Executive Director and Mr. Bheru Lal Ostwal as an Additional Non-Executive Independent Director of the Company with effect from March 26, 2019 and shall hold office up to the date of the ensuing Annual General meeting of the Company.

Mr. Pankaj Ostwal, Chairman & Managing Director of the Company, Mr. Sourabh Gupta, Whole Time Director & Chief Financial Officer and Ms. Pallavi Sukhwil, Company Secretary of the Company were designated as Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

The Board of Directors duly met 10 (Ten) times on 30th April, 2018, 29th May, 2018, 04th July, 2018, 30th July, 2018, 24th August, 2018, 20th October, 2018, 1st November, 2018, 30th January 2019, 09th February, 2019 and 26th March, 2019 in F.Y. 2018-19 for which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Board passed no circular resolution.

PARTICULARS OF EMPLOYEES

The information required pursuant to the Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company is provided in Annexure III forming part of this report.



MADHYA BHARAT AGRO PRODUCTS LIMITED

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOING

The details as required under section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8 of Companies (Account) Rule, 2014 for conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are given in Annexure IV forming part of this report.

PARTICULAR OF LOAN, GUARANTEE AND INVESTMENT UNDER SECTION 186

The information required for loans given, investment made or guarantee given or security provided during the year under section 186 of the Companies Act, 2013 read with the rule 11 of Companies (Meetings of Board and its power) Rule, 2014 is provided in Annexure V forming part of this report and also provided in the financial statement of the Company (please refer Notes of the balance sheet).

RISK MANAGEMENT:

Proper Risk Management Practices have been followed for the purpose of risk identification, analysis, mitigation planning, monitoring, and reporting. Although, all risks cannot be eliminated, but mitigation and contingency plans are developed to lessen their impact if they occur.

RELATED PARTY TRANSACTION UNDER SECTION 188

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company during the financial year which were in the conflict of interest of the company.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure VI in Form AOC-2 and the same forms part of this report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, as required pursuant to the SEBI ((Listing Obligations & Disclosure Requirements) Regulations, 2015, is provided in Annexure VII and Annexure VIII forming part of this report.

DECLARATION OF INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, to the effect that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013. The terms and conditions of the Independent Directors are incorporated on the website of the Company.

BOARD EVALUATION:

Pursuant to the relevant provisions of the Companies Act, 2013 and the Listing regulations, the Board has carried out an annual performance evaluation of its own, working of its Committees and the Directors. The Nomination and Remuneration Committee has carried out evaluation of every Director. The Independent Directors evaluated performance of the Non-Independent Directors, the Board as whole and the Chairperson of the Company.



MADHYA BHARAT AGRO PRODUCTS LIMITED

COMMITTEES OF BOARD:

The Board of Directors of your Company has constituted the following committees in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015:

AUDIT COMMITTEE DISCLOSURE UNDER SECTION 177:

The Audit Committee of the Company consists of 2 Independent Directors and 1 Executive Director. The Chairman of the Audit Committee is financially literate and majority of them having accounting or related financial management experience. Company Secretary acts as Secretary to the Committee.

The following Directors are the members of Audit Committee.

(1) Shri Arvind Kothari	Chairman
(2) Shri Pankaj Ostwal	Member
(3) Shri Sushil Kumar Surana*	Member
(4) Shri Bheru Lal Ostwal*	Member

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

During the year, the Committee had 4 Meetings i.e. on 17th May 2018, 30th July 2018, 20th October 2018, and 30th January 2019.

NOMINATION & REMUNERATION COMMITTEE DISCLOSURE UNDER SECTION 178:

In pursuant to the provisions of section 178 (4) of the Companies Act, 2013, the Nomination and Remuneration Policy recommended by the Nomination and Remuneration committee is duly approved by the Board of Directors of the Company and is provided in Annexure IX forming part of this report.

The following Directors are the members of nomination and Remuneration Committee.

(1) Shri Sushil Kumar Surana*	Chairman
(4) Shri Bheru Lal Ostwal*	Chairman
(2) Shri Arvind Kothari	Member
(3) Shri Paras Mal Surana	Member

* Shri Bheru Lal Ostwal, was appointed as Chairman of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to chairman of the Committee from 1st February 2019.

The Committee meets as and when any remuneration is to be fixed for any Director /Managing Director and Key Managerial Personnel. During the year the Committee had 2 Meetings i.e. on 19th May 2018 and 30th January 2019.

STAKEHOLDER RELATIONSHIP COMMITTEE:



MADHYA BHARAT AGRO PRODUCTS LIMITED

The following Committee of Directors looks after the Investor Grievances:

- | | |
|-------------------------------|----------|
| (1) Shri Arvind Kothari | Chairman |
| (2) Shri Pankaj Ostwal | Member |
| (3) Shri Sushil Kumar Surana* | Member |
| (4) Shri Bheru Lal Ostwal* | Member |

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

During the year the 4 Stakeholder Relationship Committee Meetings were held on 11th May 2018, 30th July 2018, 20th October 2018 and 30th January 2019 and the complaints received and their disposal has been reviewed.

INDEPENDENT DIRECTORS COMMITTEE:

The following are the members of independent directors committee:

- | | |
|-------------------------------|----------|
| (1) Shri Sushil Kumar Surana* | Chairman |
| (4) Shri Bheru Lal Ostwal* | Chairman |
| (2) Shri Arvind Kothari | Member |
| (3) Shri Paras Mal Surana | Member |

* Shri Bheru Lal Ostwal, was appointed as Chairman of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to chairman of the Committee from 1st February 2019.

During the year under review, the Independent Directors met on January 30, 2019.

CORPORATE SOCIAL RESPONSIBILITY:

In pursuant to the provisions of section 135 and schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors was formed to recommend (a) the policy on Corporate Social Responsibility (CSR) and (b) implementation of the CSR Projects or Programme to be undertaken by the Company as per CSR Policy for consideration and approval by the Board of Directors. CSR Policy is disclosed on the website of the Company viz. http://mbapl.com/pdf/CSR_Policy_MBAPL.pdf

As per provision of new enacted Company Act, 2013, the Board of Directors have formed Corporate Social Responsibilities Committee having the following members:-

- | | |
|-------------------------------|----------|
| (1) Shri Arvind Kothari | Chairman |
| (2) Shri Paras Mal Surana | Member |
| (3) Shri Sushil Kumar Surana* | Member |
| (4) Shri Bheru Lal Ostwal* | Member |

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.



MADHYA BHARAT AGRO PRODUCTS LIMITED

The company has incurred, as per recommendation of committee, a sum of Rs. 6.49 Lakhs during the year 2018-19 as against Rs. 17.64 Lakhs required as per provisions of Company Act, 2013.

Our Company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. During the year, the implementation of the CSR projects was delayed and due to spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013.

During the year the Committee had 2 Meetings i.e. on 29th September 2018, and 30th January 2019. The CSR Report of the Company is provided in Annexure X forming part of this report.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has established vigil mechanism policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy. Vigil Mechanism Policy is disclosed on the website of the Company viz. <http://mbapl.com/pdf/Vigil-mechanism.pdf>

MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statements relate on the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators or Courts or Tribunal which would impact the going concern status of the Company and its future operation.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

The Company does not have any Subsidiary, Joint Venture and Associate Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainee) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

No. of complaints received: Nil

No. of complaints disposed off: Nil

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) & 134 (5) of the Companies Act, 2013 with respect to Directors Responsibility Statement, it is hereby confirmed:



MADHYA BHARAT AGRO PRODUCTS LIMITED

- a) That in the preparation of the Accounts for the Financial Year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b)
- c) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the company for the year under review.
- d) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- e) That the Directors have prepared the accounts for the financial year ended 31st March, 2019 on a going concern basis.
- f) That the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- g) That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

HEALTH, SAFETY AND QUALITY MANAGEMENT

Your Company is ISO 9001:2015 certified and maintains high quality of product and processes and the company is conscious about its responsibility towards the upkeep of environment and maintenance of high safety and health standards at its work places.

ACKNOWLEDGEMENT

We wish to place on record the cooperation received from the M.P. State Mining Corporation Ltd., Shriram Fertilizers & Chemicals, Banks and customers, suppliers, business associates and shareholders of the Company. The Directors also wish to place on record the appreciation to the team of executives, staff and workers, who have shown devotion and efficiency in performing their jobs.

For and on Behalf of the Board of Directors

Place	Bhilwara	Sd/- (Pankaj Ostwal) Managing Director	Sd/- (Sourabh Gupta) Whole Time Director & Chief Financial Officer
Date	10.05.2019	DIN 02586806	DIN 07177647

ANNEXURE I

Form No. MGT-9

As on the financial year ended on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

REGISTRATION AND OTHER DETAILS

i)	CIN	L24121RJ1997PLC029126
ii)	Registration Date	22-10-1997
iii)	Name of the Company	Madhya Bharat Agro Products Limited
iv)	Category / Sub-Category of the Company	Public Company Company Limited by Share
v)	Address of the Registered office and contact details	5-O-21, Basement, R.C. Vyas Colony Bhilwara (Raj.)
vi)	Whether listed company (Yes / No)	Yes NSE "Emerge"
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road, Marol, Andheri,(East), Mumbai-400 059, Maharashtra, India Tel No.:+91-22-62638200 Fax No.:+91-22-62638299 Email: ipo@bigshareonline.com

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Single Super Phosphate fertilizer	20121	79.32
2	Sulphuric Acid chemicals	20112	15.02

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Ostwal Phoschem India Limited	U26933RJ1989PLC032188	Holding	37.71	Section 2(46) of the Companies Act ,2013

MADHYA BHARAT AGRO PRODUCTS LIMITED

a) Bodies Corp.									
Indian	4664086	0	4664086	21.29	4220100	0	4220100	19.26	-2.03
Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
Individual shareholders holding nominal share capital up to Rs. 1 lakh	798000	0	798000	3.64	645000	0	645000	2.94	-0.70
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2645914	0	2645914	12.08	2423900	0	2423900	11.06	-1.02
Others									
Clearing Member	246000	0	246000	1.12	6000	0	6000	0.03	-1.09
Non Resident Indians (Non Repat)	6000	0	6000	0.03	6000	0	6000	0.03	-
Sub-total (B)(2):-	8360000	0	8360000	38.16	7301000	0	7301000	33.32	-4.83
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8360000	0	8360000	38.16	7301000	0	7301000	33.32	-4.83
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	21906735	0	21906735	100.00	21906735	0	21906735	100.00	0

Shareholding of Promoters

S No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pankaj Ostwal	201015	0.92	-	201015	0.92	-	-
2	Praveen Ostwal	332700	1.52	-	332700	1.52	-	-
3	Ekta Jain	661840	3.02	-	661840	3.02	-	-
4	Pankaj Ostwal (HUF)	57120	0.26	-	57120	0.26	-	-
5	Mahendra Kumar Ostwal	8500	0.04	-	8500	0.04	-	-
6	Smt. Nitu Jain	5000	0.02	-	5000	0.02	-	-
7	Praveen Ostwal (HUF)	6000	0.03	-	6000	0.03	-	-
8	Seasons Agro Chem India Private Limited	2066790	9.43		2066790	9.43	-	-

MADHYA BHARAT AGRO PRODUCTS LIMITED

9	Ostwal Phoschem (India) Limited	7202770	32.88	-	8261770	37.71	-	4.83
10	Nirmala Realinfrastructure Private Limited	900000	4.11	-	900000	4.11	-	-
11	Chunri Prints Private Limited	1089500	4.97	-	1089500	4.97	-	-
12	Paneri Textiles Private Limited	1015500	4.64	-	1015500	4.64	-	-
	Total	13546735	61.84	0	14605735	66.67	0	4.83

Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Ostwal Phoschem (India) Ltd				
1	At the beginning of the year	7202770	32.88	7202770	32.88
	Purchase	1059000	4.83	8261770	37.71
	At the End of the year	8261770	37.71	8261770	37.71

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Suswani Textiles Pvt Ltd				
	At the beginning of the year	1468000	6.70	1468000	6.70
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	1468000	6.70	1468000	6.70
2	Visualize Tradecom Pvt Ltd.				
	At the beginning of the year	1221000	5.58	1221000	5.58
	Increase /Decrease in Share Holding during the year	(54000)	0.25	1167000	5.33
	At the End of the year	1167000	5.33	1167000	5.33
3	Vesta Tex Pvt Ltd.				
	At the beginning of the year	1000000	4.56	1000000	4.56
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	1000000	4.56	1000000	4.56

MADHYA BHARAT AGRO PRODUCTS LIMITED

4	Swastik Clohtex Private Limited				
	At the beginning of the year	354000	1.62	354000	1.62
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	354000	1.62	354000	1.62
5	Naresh Chandra Garg				
	At the beginning of the year	183000	0.84	183000	0.84
	Increase /Decrease in Share Holding during the year	30000	0.14	213000	0.97
	At the End of the year	213000	0.97	213000	0.97
6	Bhupendra Dangi				
	At the beginning of the year	150000	0.68	150000	0.68
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	150000	0.68	150000	0.68
7	Arham Suitings Pvt Ltd				
	At the beginning of the year	117000	0.53	117000	0.53
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	117000	0.53	117000	0.53
8	Ayush Ashok Ostwal				
	At the beginning of the year	114000	0.52	114000	0.52
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	114000	0.52	114000	0.52
9	Kan Singh Ostwal				
	At the beginning of the year	108000	0.49	108000	0.49
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	108000	0.49	108000	0.49
10	Anita Dangi				
	At the beginning of the year	108000	0.49	108000	0.49
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	108000	0.49	108000	0.49
11	Jash Kanwar Ostwal				
	At the beginning of the year	107914	0.49	107914	0.49
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	107914	0.49	107914	0.49

Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sh. Praveen Ostwal				
	At the beginning of the year	332700	1.52	332700	1.52
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	332700	1.52	332700	1.52
2	Sh. Pankaj Ostwal				
	At the beginning of the year	201015	0.92	201015	0.92
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	201015	0.92	201015	0.92
3	Sh. Arvind Kothari				
	At the beginning of the year	12000	0.05	12000	0.05
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	12000	0.05	12000	0.05
4	Sh. Mahendra Kumar Ostwal				
	At the beginning of the year	8500	0.04	8500	0.04
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	8500	0.04	8500	0.04
5	Sh. Bheru Lal Ostwal				
	At the beginning of the year	54000	0.25	54000	0.25
	Increase /Decrease in Share Holding during the year	-	-	-	-
	At the End of the year	54000	0.25	54000	0.25

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3216.15	333.02	0	3549.17

MADHYA BHARAT AGRO PRODUCTS LIMITED

ii) Interest due but not paid	15.81	17.03	0	32.84
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	3231.96	350.05	0	3582.01
Change in Indebtedness during the financial year				
Addition	0	9.50	0	9.50
Reduction	592.99	350.05	0	943.04
Net Change	592.99	340.55	0	933.54
Indebtedness at the end of the financial year				
i) Principal Amount	2624.44	9.50	0	2633.94
ii) Interest due but not paid	14.53	0	0	14.53
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	2638.97	9.50	0	2648.47

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Lakhs)

S.no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Pankaj Ostwal	Sourabh Gupta	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48.62	7.09	55.71
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	48.62	7.09	55.71
	Ceiling as per the Act			

B. Remuneration to other directors - N.A.

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD –

(In Lakhs)

S. no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
			Pallavi Sukhwai		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2.08	-	2.08
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0	-	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	0	-	0
2	Stock Option	-	0	-	0
3	Sweat Equity	-	0	-	0
4	Commission				
	- as % of profit	-	0	-	0
	- others, specify	-	0	-	0
5	Others, please specify	-	0	-	0
	Total	-	2.08	-	2.08

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

For and on Behalf of the Board of Directors

Place Bhilwara (Raj)
Date 10.05.2019

Sd/-
(Pankaj Ostwal)
Managing Director
DIN 02586806

Sd/-
(Sourabh Gupta)
Whole Time Director & Chief Financial Officer
DIN 07177647

ANNEXURE II

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 2018-19

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]*

To,
The Members,
Madhya Bharat Agro Products Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Madhya Bharat Agro Products Limited**. Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Madhya Bharat Agro Products Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Madhya Bharat Agro Products Limited** ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not Applicable to the Company during the Audit Period);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Sourabh Bapna & Associates
Company Secretaries

Sd/-
(Sourabh Bapna)
Proprietor
C.P. No. 19968
M. No. A51505

Date: 10.05.2019
Place: Bhilwara



MADHYA BHARAT AGRO PRODUCTS LIMITED

ANNEXURE 'III'

PARTICULARS OF EMPLOYEES

Details Pertaining to Remuneration as Required Under Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	1. Mr. Pankaj Ostwal - 25.07 2. Mr. Sourabh Gupta - 3.66
(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	1. Pankaj Ostwal (Managing Director) - 102.39% 2. Sourabh Gupta (Whole Time Director & Chief Financial Officer) - 8.29%
(iii) The percentage increase in the median remuneration of employees in the financial year	The percentage increase in the median remuneration of employees in the financial year was 12.99 %.
(iv) The number of permanent employees on the rolls of company.	131 Employee
(v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration of employees other than the Managerial Personnel - 2.27% Average increase in remuneration of Managerial Personnel - 78.24%
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	The company affirmed that the remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.

Details of the employees of the Company - Pursuant to Section 197 (Rule 5) of the Companies Act, 2013.

- (i) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees : NA



MADHYA BHARAT AGRO PRODUCTS LIMITED

- (iii) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: NA
- (iv) Employed throughout the financial year or part thereof receiving remuneration in excess of the amount drawn by Managing Director: NA

For and on Behalf of the Board of Directors

Place	Bhilwara (Raj)	Sd/- (Pankaj Ostwal) Managing Director	Sd/- (Sourabh Gupta) Whole Time Director & Chief Financial Officer
Date	10.05.2019	DIN 02586806	DIN 07177647



MADHYA BHARAT AGRO PRODUCTS LIMITED

ANNEXURE IV

DETAIL OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8 of (Companies (Account) Rule, 2014) and forming part of the Director's Report for the year ended 31st March 2019.

CONSERVATION OF ENERGY

(a) The Company takes adequate steps for the conservation of energy at every stage of production and remains conscious about conserving energy resources.

(b) The Company has made adequate investment on various measures for conservation of energy which has resulted in optimizing energy consumption and saving in cost.

(c) The information pertaining to total energy consumption and energy generation per unit of production:

		2018-19	2017-18
1.	Electricity:		
(a)	Purchase of Units	4892226	4883566
	Amount in Lacs.	38994128	388.96
	Rate / unit Rs.	7.97	7.96
(b)	Own Generation		
	Units generated through Steam	466049	681276
	Cost/unit (Rs)	NIL	NIL
	Units generated Through Diesel	925095	371475
	Units per liter of oil	7.70	5.58
	Cost/unit (Rs.)	9.18	11.38
Energy Consumption per unit of production (Unit/MT)			
1.	Single Super Phosphate	15.42	21.68
2.	Beneficiated Rock Phosphate	36.11	47.80
3.	Sulphuric Acid	48.21	58.51



MADHYA BHARAT AGRO PRODUCTS LIMITED

TECHNOLOGY ABSORPTION

The Company has strengthened the infrastructure for R & D and carried out improvement in quality systems. This has resulted into consistency in achieving standard quality parameters as per Government of India. The Company will continue to thrust on R & D activities of the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The figure of earnings and expenditure in foreign currency during the year is as under:

	2018-19	2017-18
Foreign Currency Earning	-	-
Foreign Currency outgo (US\$)	0	532606

For and on Behalf of the Board of Directors

Place Bhilwara (Raj)

Date 10.05.2019

Sd/-
(Pankaj Ostwal)
Managing Director

DIN 02586806

Sd/-
(Sourabh Gupta)
Whole Time Director
&
Chief Financial Officer
DIN 07177647



MADHYA BHARAT AGRO PRODUCTS LIMITED

ANNEXURE V

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

(Pursuant to clause (g) of sub-section (3) of section 134 & section 186(4) of the Companies Act, 2013)

S. No.	Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(A)	Loan Given	NIL	NIL
(B)	Investment made	NIL	NIL
(C)	Guarantee given	NIL	NIL

For and on Behalf of the Board of Directors

Place Bhilwara (Raj)

Date 10.05.2019

Sd/-
(Pankaj Ostwal)
Managing Director

DIN 02586806

Sd/-
(Sourabh Gupta)
Whole Time Director
&
Chief Financial Officer
DIN 07177647



MADHYA BHARAT AGRO PRODUCTS LIMITED

ANNEXURE VI

FORM NO. - AOC- 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis -N.A.
2. Details of material contracts or arrangement or transactions at arm's length basis:-

Name(s) of the related party	Nature of relationship	Duration of contract	Salient terms	Amount (In Lakh)
Purchases of Material				
Seasons Agro Chem India Pvt Ltd	Interested Director	FY 18-19	See note-1	84.00
Krishana Phoschem Ltd	Interested Director	FY 18-19	See note-1	66.78
Ostwal Phoschem India Limited	Interested Director	FY 18-19	See note-1	2.51
Sale of Material				
		FY 18-19		
Krishana Phoschem Ltd	Interested Director		See note-1	392.30
Seasons Agro Chem India Pvt Ltd	Interested Director		See note-1	4.19
Ostwal Phoschem (India) Limited	Holding Company		See note-1	28.45
Loan Taken				
		FY 18-19		
Ostwal Phoschem (India) Limited	Holding Company		See note-1	370.00



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Rent Paid				
Ostwal Phoschem India Limited		FY 18-19		0.06
Seasons Agro Chem India Pvt Ltd		FY 18-19		0.05
Interest paid				
Ostwal Phoschem India Limited		FY 18-19		25.42

Note:

1. Terms of the contract conform to the prevailing market rates and all the care has been taken to ensure reasonability of prices compare to the prevailing rates in the market, better quality products and timely supply.
2. Appropriate approvals have been taken for related party transactions.
3. Advance paid have been adjusted against billing, wherever applicable.

For and on Behalf of the Board of Directors

Place Bhilwara (Raj)

Date 10.05.2019

Sd/-
(Pankaj Ostwal)
Managing Director

DIN 02586806

Sd/-
(Sourabh Gupta)
Whole Time Director
&
Chief Financial Officer
DIN 07177647

ANNEXURE VII

CORPORATE GOVERNANCE REPORT- 2018-19

1. Corporate Governance Philosophy on Code of Corporate Governance

The Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing long-term shareholders' value while safeguarding the interest of all the stakeholders. It is this conviction that has led the Company to make strong corporate governance values intrinsic to all its operations. The Company is led by Board, which includes independent directors. The Board provides strong oversight and strategic counsel. The Company has established systems and procedures to ensure that the Board of the Company is well-informed and well-equipped to fulfill its oversight responsibilities and to provide management the strategic direction it needs. In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of compliances, are as follows:-

2. Board of Directors

Composition of the Board

As on March 31, 2019, the Company's Board comprised of 8 (Eight) Directors viz., 3 (Three) Independent Non-Executive Directors, 1 (One) Additional Independent Non-Executive Directors, 1 (One) Promoter and Non-Executive Director, 1 (One) Promoter and Additional Non-Executive Director, 1 (One) Promoter and Managing Director and 1 (One) Whole time Director. The Chairman of the Board is also Managing Director.

Details of Board of Director's category, attendance at the Board Meetings and last Annual General Meeting (AGM), number of other Directorships and Committee positions as on 31st March, 2019 are given below:

Sr. No.	Name of the Director	Category/ Status of Directorship	No. of Board Meetings during year	No. of Board Meetings attended	Whether Attended AGM	No. of Directorships in other Public Limited Companies	No. of Committee positions held in Public Limited Companies		No. of Equity Shares held in the Company
							Chairman	Member	
1	Pankaj Ostwal	Chairman cum Managing Director	10	10	Yes	1. Ostwal Phoschem (India) Limited (Non-Executive Director) 2. Krishana Phoschem Limited	-	3	201015

MADHYA BHARAT AGRO PRODUCTS LIMITED

						(Non-Executive Director)			
2	Sourabh Gupta	Whole Time Director and Chief Financial Officer	10	10	Yes	-	-	-	-
3	Praveen Ostwal	Non-Executive Director	10	10	Yes	1. Ostwal Phoschem (India) Limited (Non-Executive Director) 2. Krishana Phoschem Limited (Managing Director)	-	2	332700
4	Mahendra Kumar Ostwal*	Additional Non-Executive Director	10	0	No	1. Ostwal Phoschem (India) Limited (Managing Director) 2. Krishana Phoschem Limited (Non-Executive Director)	-	1	8500
5	Arvind Kothari	Non-Executive Independent Director	10	10	Yes	-	2	3	12000
6	Paras Mal Surana	Non-Executive Independent Director	10	10	No	-	-	2	-
7	Aruna Kothari	Non-Executive Women Independent Director	10	08	No	-	-	1	-
8	Bheru Lal Ostwal*	Additional Independent Non-Executive	10	0	No	1. Ostwal Phoschem (India) Limited	2	3	54000



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		Director				(Non-Executive Independent Director) 2. Krishana Phoschem Limited (Non-Executive Independent Director)			
9	Sushil Kumar Surana#	Non-Executive Independent Director	09	09	No	-	2	3	-

* Mr. Mahendra Kumar Ostwal was appointed as Non-Executive Director and Mr. Bheru Lal Ostwal was appointed as a Non-Executive Independent Director w.e.f. 26th March, 2019.

Mr. Sushil Kumar Surana Non-Executive Independent Director has resigned on February 1, 2019.

Number of Board Meetings

The Board of Directors duly met 10 (Ten) times on 30th April, 2018, 29th May, 2018, 04th July, 2018, 30th July, 2018, 24th August, 2018, 20th October, 2018, 1st November, 2018, 30th January 2019, 09th February, 2019 and 26th March, 2019. The maximum time gap between any two consecutive board meetings was less than 120 days.

Disclosure of relationships between directors inter-se

Sh. Pankaj Ostwal, Managing Director on the Board of Directors is the Brother of Sh. Praveen Ostwal, Non-Executive Director. Sh. Pankaj Ostwal, Managing Director and Sh. Praveen Ostwal, Non-Executive Director are the Son of Sh. Mahendra Kumar Ostwal, Additional Non-Executive Director in the Company.

Number of shares and convertible instruments held by non-executive directors

Sh. Praveen Ostwal, who holds 332700 Equity Shares, Sh. Mahendra Kumar Ostwal who holds 8500 Equity Shares, Sh. Bheru Lal Ostwal who holds 54000 Equity Shares and Sh. Arvind Kothari who holds 12000 Equity Shares in the Company.

Web link where details of familiarization programmes imparted to Independent Directors is disclosed:

All Independent Directors are familiarized with the Company and their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, etc. from time to time.

The details regarding Independent Directors' Familiarization Programmes are given on the website of the Company and can be accessed at <http://mbapl.com/pdf/Familizaration-Programmes-for-Independent-Directors.pdf>.

Separate Meeting of the Independent Directors

During the reporting financial year, a separate Meeting of the Independent Directors of the Company, was held on 30th January, 2019, at the Registered Office of the Company at 5-O-21, Basement, R.C. Vyas Colony, Bhilwara 311001, where at the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:

- a) Review of performance of Non-Independent Directors and the Board as a whole.
- b) Review of performance of the Chairperson of the Company.
- c) Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

List of skills/expertise/competencies required to function the business effectively:

The following list of core skills/ expertise/ competencies are identified by the Board of Directors as required in the context of Business(es) and sector(s) for it to function effectively and those actually available with the Board of Directors.

Qualification & Knowledge: Directors should be financially literate and have a sound understanding of business strategy, corporate governance and board operations.

Integrity and Judgment: Directors should have the highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issues consistent with the Company's values.

Experience and Accomplishments: Directors should have significant experience and proven Superior performance in professional endeavours whether this experience is in business, government, and academic or with non-profit organizations.

Independence: Directors who are not current or former management should meet the spirit as well as the letter of the applicable independence standards. In addition, all Directors should be independent in their thought and judgment so that they represent the long-term interests of all shareholders of the Company.

Diversity: Directors should be capable of representing the multi-cultural nature of our global corporation with consideration being given to a diverse board in terms of gender and ethnic membership. In addition, the Committee shall take into account diversity in professional experience, skills and background.

Board Interaction: Directors should value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. Directors should be willing and able to devote the time required to become familiar with Company's business and to be actively involved in the Board and its decision-making.

Skills: Directors should have expertise in one or more of the areas such as accounting and finance, technology, management, international business, compensation, legal, HR, corporate governance, strategy, industry knowledge and general business matters.

Confirmation pertaining to independent directors of the company:

In the opinion of the Board of Directors of the Company, Mr. Arvind Kothari, Mr. Paras Mal Surana, Aruna Kothari and Mr. Bheru Lal Ostwal, Non-Executive Independent Directors are Independent from the management and complies with the criteria of Independent Director as placed in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Reasons for the resignation of an independent director:

During the year 2018-19, Mr. Sushil Kumar Surana, Independent Director have resigned before the expiry of their tenure due to pre- occupation.

3. Audit Committee

(a) Brief description of terms of reference:

The terms of reference of the Audit Committee are in line with the provisions of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role of the Audit Committee is to provide oversight over the accounting systems, financial reporting and internal controls of the Company.

The powers and role of the Audit Committee are as set out in the Listing Agreement and Section 177 of the Companies Act, 2013.

(b) Composition, Name of Members and Chairperson:

The Audit Committee comprises 3 (Three) Directors as members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Internal Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee. The Composition of Audit Committee of the Company, is given below:



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Sr. No.	Name	Name Designation	Position in Committee
1.	Shri Arvind Kothari	Non-Executive-Independent Director	Chairman
2.	Shri Pankaj Ostwal	Chairman cum Managing Director	Member
3.	Shri Sushil Kumar Surana*	Non-Executive-Independent Director	Member
4.	Shri Bheru Lal Ostwal*	Additional Non-Executive-Independent Director	Member

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

(c) Meetings and attendance during the year:

Four Audit Committee Meetings were held during the year ended March 31, 2019. The maximum time gap between any of the two meetings was not more than one hundred and twenty days.

The dates on which the Audit Committee meetings held are 17th May 2018, 30th July 2018, 20th October 2018, and 30th January 2019.

Details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation	Number of Meetings	
		Held	Attended
Arvind Kothari	Chairman	4	4
Pankaj Ostwal	Member	4	4
Sushil Kumar Surana*	Member	4	4
Bheru Lal Ostwal*	Member	4	0

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

4. Nomination and Remuneration Committee

(a) Brief description of terms of reference:

Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;

Formulation of criteria for evaluation of performance of independent directors and the board of directors;

Devising a policy on diversity of board of directors;

Whether to extend or continue the term of appointment of the independent director, on the basis of the report performance evaluation of independent directors;

Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;

Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;

Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

Decide the amount of Commission payable to the Whole time Directors;

Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc. and

To formulate and administer the Employee Stock Option Scheme.

(b) Composition, Name of Members and Chairperson:

The Nomination and Remuneration Committee was constituted by the Board with three Independent Directors. The Chairman of this Committee is Independent Director.

The Company Secretary acts as the Secretary of the Committee.

The Nomination and Remuneration Committee of the Company as under:-

Sr. No.	Name	Designation	Position in Committee
1.	Sushil Kumar Surana*	Non-Executive-Independent Director	Chairman
2.	Shri Bheru Lal Ostwal*	Additional Non-Executive-Independent Director	Chairman
3.	Arvind Kothari	Non-Executive-Independent Director	Member
4.	Paras Mal Surana	Non-Executive-Independent Director	Member

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

(c) Meetings and attendance during the year:

During the year, 2 Committee Meetings were held on 19 May 2018 and 30 January 2019.

Details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation	Number of Meetings	
		Held	Attended
Sushil Kumar Surana*	Chairman	2	2
Bheru Lal Ostwal*	Chairman	2	0
Arvind Kothari	Member	2	2
Paras Mal Surana	Member	2	2

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

(d) Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Committee of the Board laid out the evaluation criteria for performance evaluation of the Board, its Committees and all the individual directors, in adherence of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee. The evaluation of all directors (including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).

5. Remuneration of director

(a) All pecuniary relationship or transactions of the non-executive director's visà- vis Company: None

(b) Criteria of making payments to Non-Executive Directors:

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The Policy is also available on the website of the Company www.mbapl.com in the 'Investor Handbook' section in 'Investor Relation'.

6. Stakeholders' Relationship Committee**Composition, Name of Members and Chairperson:**

The Nomination and Remuneration Committee was constituted by the Board with two Independent Directors and one executive Director. The Chairman of this Committee is Independent Director. During the year the 4 Stakeholder Relationship Committee Meetings were held on 11th May 2018, 30th July 2018, 20th October 2018 and 30th January 2019.

The Company Secretary acts as the Secretary of the Committee.

The constituted Stakeholders Relationship Committee comprises the following:

Sr. No.	Name	Designation	Position in Committee
1.	Arvind Kothari	Non-Executive-Independent Director	Chairman
2.	Sushil Kumar Surana*	Non-Executive-Independent Director	Member
3.	Pankaj Ostwal	Managing director	Member
4.	Bheru Lal Ostwal*	Additional Non-Executive-Independent Director	Member

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

(a) Name of Non-Executive Director heading the Committee:

Shri Arvind Kothari, Non-Executive Independent Director was appointed as the Chairman of the Stakeholders Relationship / Grievance Redressal Committee.

(b) Name and designation of Compliance officer: Ms. Pallavi Sukhwai, Company Secretary

(c) A Summary of complaints received and resolved by the Company during the period under review is given below:

No. of Investor Complaints received	No. of Investor Complaints disposed	No. of Investor Complaints those remaining unresolved
0	0	0

7. Corporate Social Responsibility Committee

In compliance of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board has constituted a Corporate Social Responsibility Committee. The composition of the Corporate Social Responsibility (CSR) Committee as at March 31, 2019 is as under:

Name of the Director	Designation	Nature of Directorship
Arvind Kothari	Chairman	Non-Executive Independent Director
Sushil Kumar Surana*	Member	Non-Executive Independent Director
Paras Mal Surana	Member	Non-Executive Independent Director
Bheru Lal Ostwal*	Member	Additional Non-Executive-Independent Director

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

8. General Body Meetings

Particulars of last three Annual General Meetings:

AGM	Year Ended	Venue	Date	Time
21 st	March 31, 2018	Hotel Kanchi Resorts, Pur Road, Bhilwara (Raj) 311001	27 th September, 2018	04:00 P.M.
20 th	March 31, 2017	Hotel Kanchi Resorts, Pur Road, Bhilwara (Raj) 311001	23 rd September, 2017	04:00 P.M.



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19 th	March 31, 2016	5-O-21, Basement, R.C. Vyas Colony, Bhilwara - 311001	28 th September, 2016	10:00 A.M.
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Special Resolutions passed in previous three Annual General Meetings

Following Special resolutions were passed by the Company during the last three Annual General Meetings (AGM) of the Company:

Date	Particulars
27 th September, 2018	<ol style="list-style-type: none">1. To approve and ratify the remuneration of the Cost Auditor(s) for the financial year ending 31st March 20192. To Approval of related party transactions with Related Parties3. To Approval of Loans to Directors/Interested Parties4. To Approval of Migration from NSE Emerge Platform to Main Board of NSE India Limited
23 th September, 2017	<ol style="list-style-type: none">1. To approve and ratify the remuneration of the Cost Auditor(s) for the financial year ending 31st March 20182. Increase Authorized Share Capital of the Company
28 th September, 2016	<ol style="list-style-type: none">1. No Special Resolutions were passed

Postal Ballot

During the year, Company passed a resolution requiring postal ballot for Migration of Company from NSE Emerge Platform to Main Board of NSE India Limited.

Person who conducted the Postal Ballot - M/s. Sourabh Bapna & Associates, Companies Secretaries.

Resolution proposed to be passed through Postal Ballot

None of Business proposed to be transacted in the ensuring Annual General Meeting required the passing of a resolution by way of postal ballot.

9. Means of Communication

- 1). The unaudited quarterly results are announced within forty five days from the close of the quarter and the Audited results are announced within sixty days from the close of the financial year. The financial results are immediately sent to the Stock Exchanges and also uploaded on the website of the Company -www.mbapl.com.
- 2). The Company's corporate website, www.mbapl.com provides comprehensive information to the Shareholders.
- 3). The Company has not made any presentation to the institutional investors or analysts.

10. General Shareholders Information

Sr. No.	Salient Items of Interest	Particulars
1.	Annual General Meeting Date and Day Time Venue	On Thursday, September 26, 2019. 04.00 PM Hotel Kanchi Resorts, Pur Road, Bhilwara (Raj) 311001
2.	Financial Year	April 1st 2018 to March 31st, 2019
3.	Dividend Payment Date	Dividend will be paid within 30 days of the approval of the same in the Annual General Meeting
	Listing on Stock Exchanges	The Company's equity shares are listed on SME Platform of NSE. The listing fee for the same has been paid.
	Symbol	MBAPL ISIN : INE900L01010
Market Price Data: High, Low during each month in Last Financial Year		
	Month	High Low
	Apr-18	59.85 46.00
	May-18	- -
	June- 18	53.50 43.00
	July-18	49.55 41.30
	Aug-18	51.40 41.25
	Sep-18	48.00 41.00
	Oct-18	51.75 44.00
	Nov- 18	50.00 46.05
	Dec-18	49.85 46.20
	Jan-19	58.65 41.40
	Feb-19	57.00 50.00
	Mar-19	64.95 50.00
	Register and Transfer Agents	BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Maharashtra Tel No.:+91-22-62638200 Fax No.:+91-22-62638299 Email: ipo@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Ashok Shetty SEBI Regn. No.: MB/INR000001385
	Share Transfer System	As all the shares are held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved.
	Distribution of Shareholding (as on 31.03.2019)	

Shareholding	No. of Shareholder	Percentage of Shareholder	No. of Share	Percentage of Shareholding
20001-40000	48	23.19	144000	0.66
40001-50000	1	00.48	5000	0.02
50001-100000	86	41.55	536500	2.45
100001-999999999	72	34.78	21221235	96.87
Total	207	100.00	21906735	100.00
Dematerialization of shares and liquidity		All the Equity shares i.e. 100 % of the total issued, subscribed and paid-up equity share capital of the Company was held in dematerialized form.		
Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity		Not Applicable		
Plant Locations		1. Village Rajoua, Distt:- Sagar (M.P.) 2. Village Sourai Tehsil – Banda, Distt:- Sagar (M.P.)		
Address for correspondence		5-O-21, Basement R. C. Vyas Colony, Bhilwara – 311001, Rajasthan, India. Ph. No. 91-1482-237104/ 239091/ 230060 Email:secretarial@mbapl.com; Website: www.mbapl.com		
list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad		Not Applicable		

11. Other Disclosures

(a) **Related Party Transactions:**

During the year, none of the transactions with the related parties were in conflict with the interest of the Company at large.

All the related party transactions have been disclosed in the notes to the accounts of the Balance Sheet presented in the Annual Report.

(b) **Details of non-compliance:**

There were no strictures or penalties imposed by either SEBI or Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the capital markets during the last three years.

(c) **Vigil Mechanism / Whistle Blower Policy:**

The Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of

Company's Code of Conduct. None of the person of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy is displayed on the Company's website viz. <http://mbapl.com/pdf/Vigil-mechanism.pdf>

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Web link where policy for determining 'material' subsidiaries is disclosed:

The policy for determining 'material' subsidiaries is available on the website of the Company at <http://mbapl.com/pdf/Material-Subsidiaries-Policy.pdf>

(f) Web link where policy on dealing with related party transactions is disclosed:

The policy on dealing with related party transactions is available on the website of the Company at <http://mbapl.com/pdf/Policy-on-related-party-transactions.pdf>

(g) Commodity price risk or foreign exchange risk and hedging activities:

The Company has a proper Risk Management Practices and any risk arising from exposure to foreign currency for exports and imports is being hedged on a continuous basis. As of now, the Company does not hedge any commodity price risk.

(h) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under regulation 32(7A).

Not Applicable

(i) Certificate from the Practicing Company Secretary for the Non - Disqualification of Directors under SEBI (LODR), 2015- Regulation 34(3):

The Certificate from Practicing Company secretary, M/s. Sourabh Bapna & Associates, regarding that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a director of companies by the Board, Ministry of Corporate Affairs or any other statutory authority as on March 31, 2019.

(j) Where the Board has not accepted any recommendation of any committee of the Board which is mandatorily required in the relevant financial year the same to be disclosed along with the reason thereof:- Not Applicable

(k) Total fees of all service paid by the listed company and its Subsidiary, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: - Rs. 1, 10,000 per annum.

(l) Disclosure under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainee) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

No. of complaints received: Nil

No. of complaints disposed off: Nil

(m) Instance of non-Compliance of any requirement of corporate governance report:

There has been no instance of non-compliance of any requirement of corporate governance report.

(n) Disclosure of compliance of regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(o) Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

(p) CEO and CFO Certification

The Chairman and Managing Director and Chief Financial Officer of the Company give annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange(s). The annual Compliance Certificate given by Chairman and Managing Director and Chief Financial Officer is attached with this Report an integral part of the Annual Report.

(q) Code of conduct for Board Members and Senior Management Personnel

The Board had approved a code of conduct for Board Members and Senior Management Personnel of the company which also incorporates the duties of Independent directors as laid down in Companies act, 2013. The Code has been displayed on the company's website www.mbapl.com. The Board Members and Senior Management Personnel have affirmed compliance with the aforesaid code.



MADHYA BHARAT AGRO PRODUCTS LIMITED

(r) Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance:

The Company taken Certificate from the Practicing Company secretaries, M/s. Sourabh Bapna & Associates, regarding compliance of conditions of corporate governance is attached with this Report an integral part of the Annual Report.

For and on Behalf of the Board of Directors

Place	Bhilwara (Raj)	Sd/- (Pankaj Ostwal) Managing Director	Sd/- (Sourabh Gupta) Whole Time Director & Chief Financial Officer
Date	10.05.2019	DIN 02586806	DIN 07177647

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS
OF CORPORATE GOVERNANCE**

To The Members,
Madhya Bharat Agro Products Limited

We have examined the compliance conditions of corporate governance by Madhya Bharat Agro Products Limited for the Financial year ended March 31, 2019 as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sourabh Bapna & Associates
Company Secretaries

Sd/-
(Sourabh Bapna)
Proprietor
C.P. No. 19968
M. No. A51505

Date: 10.05.2019
Place: Bhilwara

CERTIFICATION FROM THE MANAGING DIRECTOR AND THE CFO

In terms of Regulation 34(3) of the SEBI (LODR) Regulation, 2015, we hereby certify as under:

a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violates the Code of Conduct of the Company.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We do further certify that there has been:

- i. No Significant changes in internal control over financial reporting during the year;
- ii. No Significant changes in accounting policies during the year;
- iii. No Instances of fraud of which we have become aware and the involvement therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For and on Behalf of the Board of Directors

Place	Bhilwara (Raj)	Sd/- (Pankaj Ostwal) Managing Director	Sd/- (Sourabh Gupta) Whole Time Director & Chief Financial Officer
Date	10.05.2019	DIN 02586806	DIN 07177647

ANNEXURE VIII

MANAGEMENT DISCUSSION & ANALYSIS REPORTS

INDUSTRY SCENARIO AND DEVELOPMENTS

The Company is mainly engaged in the manufacturing of fertilizer and chemical products. Out of three main nutrient viz N, P & K, which every soil requires, we are in the business of producing P through SSP. The winner in this field is those manufacturers who have integrated facilities and we are one among them. Demand of P has regularly increase and the same is ever growing with additional land coming under cultivation. The product being a part of agriculture revolution, received always Govt. support.

India still has capacity less than the demand and the deficit is met by imports.

OPPORTUNITIES

MBAPL has undertaken backward integration and there exists good scope for various expansion and development of new product due to availability of ample land and skill manpower. There exists ample scope for value addition product from Sulphuric Acid. Following opportunities are also available for MBAPL:

- Increase in product line covering Macro and Micro nutrients.
- MBAPL has approval for Phosphoric Acid plant, for new addition of P nutrient by way of TSP seems a good opportunity.
- Strong Marketing network in India.
- Substantial infrastructure Facilities.
- Scope for expansion due to availability of huge land Bank as mentioned above
- Premium Product in the fertilizer segment Containing Sulphur.
- High Growth Potential

THREATS

- Competition from other Fertilizer manufacturing companies and imports.
- Our brand being new, stiff competition from well established Brands.
- Frequent changes in Government policies for fertilizer industry particularly in subsidy quantum and disbursement procedure.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

Detail of Unit wise or Product wise performance is furnished separately in the Annual Report.

FUTURE OUTLOOK- EXPANSION & INFRASTRUCTURE PROJECT

After successful completion of Sulphuric Acid project with capacity of 36000 TPY and additional Single Super Phosphate capacity of 120000 TPY and GSSP 1,20,000, your directors have further envisaged to set up a TSP fertilizer projects comprising four projects of BRP, Sulphuric Acid, Phosphoric Acid and TSP unit. The Company has obtained necessary clearance and statutory permissions, civil constructions, plant & machinery procurement & installation and marketing, tie ups are under progress and project is expected to be operationalise by the end of this financial year.

RISK & CONCERN

Our business is mostly dependent upon the growth of agriculture and Agri-products which are subject to substantial risks faced by the Monsoon in India. Weather condition such as delayed monsoon or less rainfall may affect our business, the dependence on Government policies which ultimately impact the overall performance of the industry. These are all factors which are beyond the control of the private enterprise and would continue to be a challenge.

INTERNAL CONTROL SYSTEM

The company has in place an adequate internal control system, which is commensurate with the size, scale and complexity of the company. The internal auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit compliance is ensured by the direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board.

During the period under review the Internal Financial Control were tested and no reportable material weakness in the design or operation were observed.

OPERATIONAL PERFORMANCE

During the year under review, your Company's performance has been satisfactory. Your Company has achieved turnover of Rs. 11629.47 Lakh as against of Rs. 8991.51 Lakh and the net profit after tax for the current year stands at Rs. 1212.30 Lakh as against Rs. 511.41 Lakh in previous year.

During the year the company has also terminated its marketing with Shri Ram fertilizer and chemicals Limited (a Unit of DCM Shri Ram) & started marketing its products through its own marketing team.

KEY FINANCIAL RATIOS

Sr. No	Particulars of Ratio	31.03.2019	31.03.2018	Explanation for change in Ratios
1	Debtors Turnover	5.22	7.65	Earlier subsidy use to be paid by Shri Ram, Marketer immediately on sale by us. Whereas now it is required to be claimed by us from Govt.
2	Inventory Turnover	5.56	6.21	With termination of marketing agreement with Shri Ram, to meet the expected demand in the seasons which is May & June stock was created.
3	Interest Coverage Ratio	4.37	1.98	Improved due to better performance
4	Current Ratio	2.00	1.41	Improved due to better performance

5	Debt Equity Ratio	0.19	0.24	Improved due to better performance and repayment of debt.
6	Operating Profit Margin (%)	14.18	8.06	Improved due to better performance
7	Net Profit Margin (%)	10.42	5.69	Improved due to better performance

DETAILS PERTAINING TO RETURN ON NET-WORTH OF THE COMPANY

Sr. No	Particulars of Ratio	31.03.2019	31.03.2018	Explanation for change in Return on Net Worth
1	Return on Net Worth (%)	13.15	6.29	Improved due to better performance

HUMAN RESOURCE DEVELOPMENT

As a part of ongoing exercise of the restructuring and re-organisation of the Company's business, the Company undertakes periodic comprehensive reviews of its HR policies and amends the same suitably from time to time, to meet the emerging business requirements. We have had cordial relations with the staff throughout the year.

CAUTIONARY STATEMENT

There are certain statements in this report which the Company believes are forward looking. The forward looking statements stated in this report could significantly differ from the actual results due to certain risks and uncertainties, including but not limited to economic developments, Government actions, etc.

For and on Behalf of the Board of Directors

Place Bhilwara (Raj)

Date 10.05.2019

Sd/-
(Pankaj Ostwal)
Managing Director

DIN 02586806

Sd/-
(Sourabh Gupta)
Whole Time Director
&
Chief Financial Officer
DIN 07177647



MADHYA BHARAT AGRO PRODUCTS LIMITED

ANNEXURE-IX

NOMINATION AND REMUNERATION POLICY

(Pursuant to clause (e) of sub-section (3) of section 134 of the Companies Act, 2013)

Introduction:

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee, in compliances with Section 178 of the Companies Act, 2013 read along with applicable rules thereto.

Objectives of the Committee:

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- ii. Formulation of criteria for evaluation of the Independent Director and to carry out evaluation of every Director's performance and to provide necessary report to the Board for further evaluation.
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- v. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- vi. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vii. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- viii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- ix. To perform such other functions as may be necessary or appropriate for the performance of its duties.
- x. To develop a succession plan for the Board and to regularly review the plan.

Definitions:

- **"Board"**:-Board means Board of Directors of the Company.
- **"Director"**:-Directors means Directors of the Company.
- **"Key Managerial Personnel"**:- Key Managerial Personnel (KMP) means-

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The Whole-Time Director;
- (iii) The Company Secretary;
- (iv) The Chief Financial Officer; and
- (v) Such other officer as may be prescribed under the applicable statutory provisions/ regulations

• **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

• **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Chairman:

- a. Chairman of the Committee shall be an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:

The Committee shall meet at such regular intervals as may be required.

Committee Members' Interests:

- a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting:

- (a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

(b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.
- iv. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

Criteria for Evaluation of the Board:

Following are the Criteria for evaluation of performance of the Board:

1. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time

2. Non-Executive Director:

The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- (a) Act objectively and constructively while exercising their duties;
- (b) Exercise their responsibilities in a bona fide manner in the interest of the Company;
- (c) Devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) Do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;



MADHYA BHARAT AGRO PRODUCTS LIMITED

- (e) Refrain from any action that would lead to loss of his independence
- (f) Inform the Board immediately when they lose their independence,
- (g) Assist the Company in implementing the best corporate governance practices.
- (h) Strive to attend all meetings of the Board of Directors and the Committees;
- (i) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (j) Strive to attend the general meetings of the Company;
- (k) Keep themselves well informed about the Company and the external environment in which it operates;
- (l) Do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (m) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- (n) Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks.

Deviations from this policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

For and on Behalf of the Board of Directors

Place	Bhilwara (Raj)	Sd/- (Pankaj Ostwal) Managing Director	Sd/- (Sourabh Gupta) Whole Time Director & Chief Financial Officer
Date	10.05.2019	DIN 02586806	DIN 07177647

ANNEXURE X**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

(Information pursuant to section 134 (3) (0) of the Companies Act, 2013 read with the Rule 8 & 9 of (Companies CSR Rule, 2014)

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes-

In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee, in its Meeting held on 29th September, 2014, approved a CSR Policy of the Company.

In accordance with the primary CSR philosophy of the group and the specified activities under Schedule VII to the Companies Act, 2013, the CSR activities of the Company cover certain thrust areas such as Tree Plantation, School Bags Distribution, Promoting Education, Environmental Sustainability, Eradicating Hunger and healthcare.

The Corporate Social Responsibility Policy of the Company is available on the website of the Company <http://www.mbapl.com> in the 'Investor Handbook' under 'Investor Relation'.

2. Composition of CSR Committee-

CSR Committee shall consist of following persons:

- | | |
|-------------------------------|----------|
| (1) Shri Arvind Kothari | Chairman |
| (2) Shri Paras Mal Surana | Member |
| (3) Shri Sushil Kumar Surana* | Member |
| (4) Shri Bheru Lal Ostwal* | Member |

* Shri Bheru Lal Ostwal, was appointed as Member of the Committee on 19th April 2019 and Shri Sushil Kumar Surana was ceased to member of the Committee from 1st February 2019.

3. Average net profit of the company for last three financial years-

Year	Net profit (In Lakh)
2017-18	727.96
2016-2017	1325.59
2015-2016	592.88
Total	2646.43
Avg. Profit	882.14

4. CSR Expenditure - CSR Expenditure for financial year 2018-19 of Company is 17.64 Lakh i.e. 2% of Rs. 882.14 Lakh.

5. Details of CSR Spent during the financial year 2018-2019

(a) Total amount spent for the financial year Rs. 6.49 Lakh

(b) Amount unspent for the financial year Rs. 11.15 Lakh

(c) Manner in which the amount spent during the financial year is detailed below:

(Rs. in Lakh)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity Identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or other (2) Specify The State and District where Projects or Programs was undertaken	Amount outlay (budget) Project Programs Wise	Amount Spent on The Projects or programs Sub heads- (1) Direct Expenditure On projects or programs (2)Overheads	Cumulative expenditure Up to the Reporting period	Amount Spent : Direct or Through Implementing Agency
1	Dress Material Distribution	Promoting Education, poverty	Banda (Madhya Pradesh)	2.68	2.68 (Direct Expenditure)	2.68	Direct
2	Food & other Distribution	Eradicating Hunger, poverty	Sagar (Madhya Pradesh)	3.81	3.81 (Direct Expenditure)	3.81	Direct
Total				6.49	6.49	6.49	`

6. In case the Company has failed to spend the 2% of the average net profit of the last 3 FYs or any part thereof, the Company shall provide the reason for not spending the amount in its Board Report-

Our Company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. During the year, the implementation of the CSR projects was delayed and due to spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013.



MADHYA BHARAT AGRO PRODUCTS LIMITED

7. Responsibility Statement-

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

For and on Behalf of the Board of Directors

Place	Bhilwara (Raj)	Sd/- (Pankaj Ostwal) Managing Director	Sd/- (Sourabh Gupta) Whole Time Director & Chief Financial Officer
Date	10.05.2019	DIN 02586806	DIN 07177647

INDEPENDENT AUDITORS' REPORT

To
The Members,
Madhya Bharat Agro Products Limited,
Bhilwara

Report on the Financial Statements

We have audited the accompanying financial statements of **MADHYA BHARAT AGRO PRODUCTS LIMITED** which comprise the Balance Sheet as at **31st March, 2019** and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2019.
- b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019, from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company;
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M/s. Rajneesh Kanther & Associates
Chartered Accountants
FRN 021262C

Place: Bhilwara
Date: 10/05/2019

Rajneesh Kanther
(Partner)
Member Ship No. 102162

ANNEXURE TO THE AUDITORS' REPORT
(Referred to in our report of even date)

Annexure referred to in Point 2 of the Auditor's Report of even date to the members of Madhya Bharat Agro Products Limited for the year ended 31st March, 2019.

On the basis of such checks as considered appropriate and in terms of the information and explanation given to us, we state as under:

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As per the information and explanation given to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) As per the information given to us the title deeds of the immovable properties are held in the name of the company.
- (ii) As per the information and explanation given to us, the inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on such verification.
- (iii) As per the information and explanation given to us and on the basis of our examination of the books of account, the company has not granted loans to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus clause iii (a), iii (b) iii (c) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 has been complied with by the company.

- (v) In our opinion and as per the information and explanations given to us and on the basis of our examination of the books of account, the company has not accepted any deposits covered under section 73 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (vii) (a) According to the information and explanations given to us and the records examined by us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding, as at 31st March 2019 for a period of more than 6 months from the date they became due.
- (b) According to the record of the company, there is no amounts payable in respect of income tax or sales-tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any disputes, except below:-

S. No.	Particulars	Rs.	Remarks
1.	Demand raised by commercial tax department for Entry tax for the F.Y. 2012-13.	371718/-	Appeal made to Appellate authority, APP DC Sagar Division

- (viii) Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions or banks or government. There are no debenture holders of the company.
- (ix) According to the record of the company, no money has been raised by the company by way of initial public offer or further public offer. The company does not raised money by way of term loan during the year. The existing term loan has been utilized for the purpose for which it has been sanctioned.
- (x) Based on our audit procedures performed and on the information and explanations given to us, we have neither come across any instances of fraud on or by the company noticed or reported during the year, nor we have been informed for such case by the management.
- (xi) According to the records of the company and on the basis of information and explanation given to us, we are of the opinion that the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of section 197 read with schedule V to the Companies Act.

- (xii) In our opinion, the Company is not a nidhi. Therefore, clause 12 of the Companies (Auditor's Report) order, 2016 is not applicable to the Company.
- (xiii) In our opinion and according to the record of the company all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- (xiv) According to the record of the company, the company has not made any preferential allotment or fully or partly convertibles debentures during the year. Company has not made private placements of shares during the year in compliance of section 42 of Companies Act, 2013.
- (xv) According to the information and explanations given to us and the records examined by us the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the record of the company, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Sd/-

For M/s. Rajneesh Kanther & Associates
Chartered Accountants
FRN 021262C

Sd/-

Rajneesh Kanther
(Partner)
Member Ship No. 102162

Place: Bhilwara
Date: 10/05/2019

MADHYA BHARAT AGRO PRODUCTS LTD.
AUDITED BALANCE SHEET AS AT 31st MARCH 2019



(Amount In Lacs)

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	2190.67	2190.67
(b) Reserves and surplus	3	9464.84	8384.60
		11655.51	10575.27
2 Non-current liabilities			
(a) Long-term borrowings	4	1703.96	1944.47
(b) Deferred tax liabilities (Net)	5	0.00	0.00
		1703.96	1944.47
3 Current liabilities			
(a) Short-term borrowings	6	676.93	1385.06
(b) Trade payables			
i) Total Outstanding dues of Micro enterprises, small enterprises and Medium enterprises	7	126.26	0.00
ii) Total Outstanding dues of creditors other than Micro enterprises, small enterprises and Medium enterprises		391.69	522.90
(c) Other current liabilities	8	1204.43	524.21
(d) Short-term provisions	9	543.59	325.60
		2942.90	2757.77
TOTAL		16302.37	15277.51
II. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment			
(i) Tangible assets	10	9312.57	10206.39
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		935.24	903.84
(iv) Intangible assets under development		0.00	0.00
(b) Non-current investments	11	0.00	0.00
(c) Deferred tax Assets (Net)	5	109.66	191.30
(d) Long-term loans and advances	12	69.71	97.58
(e) Other non-current assets	13	0.00	0.00
		10427.18	11399.11
2 Current assets			
(a) Inventories	14	2089.17	1445.71
(b) Trade receivables	15	2225.60	1174.08
(c) Cash and cash equivalents	16	4.89	2.02
(d) Short-term loans and advances	17	1555.52	1256.59
(e) Other Current Assets	18	0.00	0.00
		5875.19	3878.40
TOTAL		16302.37	15277.51

Summary of significant accounting policies 1
The accompanying notes are an integral part of the financial statement.

As per our report of even date

For: M/s Rajneesh Kanther & Associates
Chartered Accountants

FRN 021262C

For and on behalf of the Board of Directors

Sd/-
(Rajneesh Kanther)

Sd/-
(Pallavi Sukhwal)

Sd/-
(Sourabh Gupta)
**Whole Time Director &
CFO
DIN 07177647**

Sd/-
(Pankaj Ostwal)

Partner
M.no. 102162
Place: Bhilwara
Date : 10/05/2019

Company Secretary
ACS 43744

Managing Director
DIN 02586806

MADHYA BHARAT AGRO PRODUCTS LTD.
AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2019



(Amount In Lacs)

Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018
I. Revenue From operations	19	11629.47	8991.51
II. Other income	20	3.22	2.97
III. Total Revenue	(I + II)	11632.69	8994.48
IV. Expenses:			
Cost of materials consumed	21	5161.38	3841.01
Purchase of Traded goods	22	0.00	125.90
Changes in inventories of finished goods, work-in-progress, and Stock-in-Trade	23	-355.22	98.78
Employee benefits expense	24	297.89	252.28
Finance costs	25	359.25	520.42
Depreciation and amortization expense	26	965.37	806.67
Other expenses	27	3551.79	2621.46
Total expenses		9980.46	8266.52
V. Profit before exceptional and extraordinary items and tax	(III - IV)	1652.23	727.96
VI. Exceptional items		0.00	0.00
VII. Profit before extraordinary items and tax	(V - VI)	1652.23	727.96
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax	(VII- VIII)	1652.23	727.96
X. Tax expense:			
(1) Current tax		358.31	150.38
(2) Deferred tax		81.62	66.17
(3) Earliyer Year's Tax		0.00	0.00
Total Tax Expense		439.93	216.55
XI. Profit (Loss) for the period from continuing operations	(IX-X)	1212.30	511.41
XII. Profit/(loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discontinuing operations		0.00	0.00
XIV. Profit/(loss) from Discontinuing operations (after -tax)	(XII-XIII)	0.00	0.00
XV. Profit (Loss) for the period	(XI-XIV)	1212.30	511.41
Earning Per Share (Basic and Diluted)	31	5.53	2.33

Summary of significant accounting policies

1

The accompanying notes are an integral part of the financial statement.

As per our report of even date

For: M/s Rajneesh Kanther & Associates
Chartered Accountants

FRN 021262C

For and on behalf of the Board of Directors

Sd/-
(Rajneesh Kanther)

Sd/-
(Pallavi Sukhwai)

Company Secretary
ACS 43744

Sd/-
(Sourabh Gupta)
Whole Time
Director & CFO
DIN 07177647

Sd/-
(Pankaj Ostwal)

Managing Director
DIN 02586806

Partner
M.no. 102162
Place: Bhilwara
Date : 10/05/2019

MADHYA BHARAT AGRO PRODUCTS LTD
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2019



(Amount In Lacs)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax	1,652.23	727.96
Adjustments for:		
Depreciation and Amortisation	965.37	806.67
Interest Expenses	359.25	520.42
Interest Income	(3.22)	(2.97)
Loss / (Profit) from sale of investment	-	-
Loss / (Profit) on sale of Fixed Assets	(10.34)	0.07
Operating profit before working capital change	2,963.29	2,052.15
Adjustments for:		
Increase/(Decrease) in Trade payable	(4.94)	(168.86)
Increase/(Decrease) in Other Current Liability	680.22	56.35
Increase/(Decrease) in Short Term Provisions	10.06	(87.84)
(Increase)/Decrease in Inventories	(643.46)	314.79
(Increase)/Decrease in Trade Receivable	(1,051.53)	96.54
(Increase)/Decrease in Short Term Loan and Advances	(148.92)	(120.27)
Net changes in working capital	(1,158.57)	90.71
Cash Generated from/(used in) operations	1,804.72	2,142.86
Direct Taxes paid	300.39	221.21
Net cash from/(Used in) operating activities (A)	1,504.33	1,921.65
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(138.20)	(1,606.37)
Sale/Decrease of Fixed Assets	45.61	8.25
Increase & Decrease in Investment	-	-
Loss / (Profit) from sale of investment	-	-
Interest Received	3.22	2.97
(Increase)/Decrease in Long term Loan and Advances	27.87	(34.84)
Net cash from investing activities (B)	(61.50)	(1,629.99)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital Share Premium	-	-
Dividend Paid	(109.53)	(128.49)
Dividend Distribution tax Paid	(22.53)	-
Proceeds/(Repayment) of Long Term Borrowings	(240.51)	(180.53)
Proceeds/(Repayment) of short term borrowings	(708.13)	529.08
Interest paid	(359.25)	(520.42)
Net cash from financing activities (C)	(1,439.95)	(300.36)
Net increase in cash and cash equivalents (A+B+C)	2.88	(8.70)
Cash and cash equivalents as at (Opening Balance)	2.02	10.72
Cash and cash equivalents as at (Closing Balance)	4.89	2.02
Net Cash Flow During The Year	2.88	(8.70)

The accompanying notes are an integral part of the financial statement.

As per our report of even date

For: M/s Rajneesh Kanther & Associates

Chartered Accountants

FRN 021262C

For and on behalf of the Board of Directors

Sd/-
(Rajneesh Kanther)

Sd/-
(Pallavi Sukhwala)

Sd/-
(Sourabh Gupta)
**Whole Time Director &
CFO
DIN 07177647**

Sd/-
(Pankaj Ostwal)

Partner
M.no. 102162
Place: Bhilwara
Date : 10/05/2019

Company Secretary
ACS 43744

Managing Director
DIN 02586806

1. ACCOUNTING POLICIES**BASIS OF ACCOUNTING:**

The Financial Statements of the Company have been prepared in accordance with the requirements of the Companies Act, 2013, including the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India, as per the historical cost convention, going concern concept and on the accrual system of accounting.

PROPERTY, PLANT AND EQUIPMENT:

The property, plant and equipment are stated at revalued (2008-09) figures based on registered valuers report. The land stated at revalued (2013-14) value done during the year as per registered valuers report. The basis of valuation/revaluation as mentioned into the report of external valuer is market rate in the case of land and plant & Machinery. In respect of major projects involving construction/fabrication, related pre-operational expenses from part of the value of the assets, which are allotted on the respective assets in the year of commencement of the project. An expenses capitalized also includes applicable borrowing cost.

No amortization is provided in the accounts in respect of leasehold land in view of long-term tenure, which is akin to ownership.

INVENTORIES:

Inventories are valued as:

- a) Raw Material: At lower of cost or net realisable value
- b) Finished goods: At lower of cost or net realisable value
- c) Stores & spares parts: At cost price

Cost of inventories comprise of all cost of purchase. Cost of conversion and other cost incurred in bringing them to their respective present location and condition.

BORROWING COST:

Borrowing cost that is attributable to the acquisition of qualifying assets is capitalized as a part of cost of such assets. All other borrowing costs are charged to revenue.

DEPRECIATION:

a) Depreciation for the year on property, plant and equipment has been provided on straight line method as per useful life and in the manner specified in Schedule II to the Companies Act, 2013. In respect of additions to property, plant and equipment, depreciation is provided on pro-rata basis from the date the assets have been put to use.

b) Useful life of assets used for double shift / triple shift has been reviewed and readjusted on each Balance Sheet date on the basis of shift used / depreciation charged.

c) Scrap value of the assets are determined at the rate of 5% of original cost.

INCOME RECOGNITION:

Revenue in respect of purchases/sale of product and scraps in recognized at the point of receipt/dispatch from parties at/from factory.

Income and expenditures are recognized on accrual basis. However, since it is not possible to ascertain with reasonable accuracy, the quantum of accrual in respect of discount receivable/payable from/to parties, the same continue to be accounted for as and when received/settled.

PRICE CONCESSION FROM GOVERNMENT:

The price concession from Government on sale of single super phosphate is recognized at the point of sale at the prevailing rates announced by the Government of India. Any shortfall in actual receipt or deduction made by the Government is written off as an expense in the year in which the same is determined. The Company treats the price concession as part of the sale proceeds

BENEFITS TO WORKMEN:

Contributions to employee benefits plan in the form of Provident Fund and Gratuity are charged to the profit & Loss Account of the year when the contributions are due, as per the provisions of the respective statutes.

The company has taken group gratuity policy with Life Insurance Corporation of India (LIC) for future payment of gratuity. The gratuity liability is determined on the basis of an actuarial valuation performed by LIC.

TAXES ON INCOME:

Provision for current tax is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax expenses or benefits are recognized for timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date.

AMORTIZATION:

Preliminary expenditure is amortized over a period of five years.

CONTINGENT LIABILITIES:

In the opinion of Board of Directors of the Company there is no contingent Liabilities as on 31st March 2019.

2. SHARE CAPITAL

(Amount In Lacs)

Share Capital	As at 31st March 2019		As at 31st March 2018	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of Rs.10/- each	25,000,000	2500.00	22,000,000	2200.00
Issued				
Equity Shares of Rs. 10/- each	21,906,735	2190.67	21,906,735	2190.67
Subscribed & Paid up				
Equity Shares of Rs 10/- each fully paid	21,906,735	2190.67	21,906,735	2190.67
Subscribed but not fully Paid up				
Equity Shares of Rs 10/- each not fully paid up	-	-	-	-
Total	21,906,735	2190.67	21,906,735	2190.67

i) a reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

(Amount In Lacs)

Particulars	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the period	21,906,735	2190.67
Shares Issued during the period	-	-
Shares bought back during the period	-	-
Shares outstanding at the end of the period	21,906,735	2190.67

ii) Details of shares held by shareholders holding more than 5% shares of the company.

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Visualize Tradecom Pvt. Ltd.	1167000	5.33%	1221000	5.57%
Paneri Textiles Pvt. Ltd.	1015500	4.64%	1015500	4.64%
Seasons Agrochem India Pvt. Ltd.	2066790	9.43%	2066790	9.43%
Ostwal Phoschem (India) Limited.	8261770	37.71%	7202770	32.88%
Chunri Prints Pvt. Ltd.	1089500	4.97%	1089500	4.97%
Vesta Tex Pvt. Ltd.	1000000	4.56%	1000000	4.56%
Suswani Textiles Pvt. Ltd.	1468000	6.70%	1468000	6.70%

iii) The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

v) Disclosure pursuant to Note no. 6(A)(i) of Part-I of schedule VI to the companies Act, 2013

Particulars	Years				
	2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Equity Shares:					
Fully paid up pursuant to contract(s)	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares Bought back	-	-	-	-	-

3. RESERVES & SURPLUS

(Amount In Lacs)

RESERVE & SURPLUS	As at 31st March 2019	As at 31st March 2018
i) Revaluation Reserves		
Opening Balance	2,445.79	2,453.13
(+) Addition during the year	-	-
(-) revaluation Write off due to lapse of usefullife transfer to General Reserve	-	-
(-) Depreciation on revaluation transfer to General Reserve	7.34	7.34
Closing Balance	2,438.45	2,445.79
ii) Surplus \ General Reserve		
Opening Balance	4,252.29	3,843.07
(+) Net Profit/(Net Loss) For the current year	1,212.30	511.41
(+) Transfer from Revaluation Reserves (Depriciation amount related to revaluation of Assets)	7.34	7.34
(+) Transfer from Revaluation Reserves (Revaluation portion of FA retire)	-	-
(-) FA Retirement amount related to revaluation portion	-	-
(-) FA Retirement amount related to Original cost portion	-	-
Amount available for appropriation	5,471.93	4,361.82
Appropriations:		
(-) Proposed Dividends	109.53	109.53
(-) Interim Dividends	-	-
Total Dividend	109.53	109.53
Dividend tax	22.53	-
Amount Transferred to General Reserve / Closing Balance	5,339.87	4,252.29
iii) Security Premium		
Opening Balance	1,686.52	1,686.52
(+) Current Year addition	-	-
(-) Bonus issue	-	-
Closing Balance	1,686.52	1,686.52
Total	9,464.84	8,384.60

4. LONG TERM BORROWING

(Amount In Lacs)

LONG TERM BORROWING	As at 31st March 2019	As at 31st March 2018
Secured		
(a) Term Loan		
(i) From Bank	1,694.46	1,944.47
	1,694.46	1,944.47
Unsecured		
(a) From Members & Relatives	-	-
(b) From Directors	9.50	-
(c) From Other Companies	-	-
	9.50	-
Total	1,703.96	1,944.47

a) Term Loan

i) Nature of Security – The term loans 25.00 Cr. takeover by HDFC Bank from SBI is secured by way of 1st charge in the from of mortgage of assets of the company's

immovable properties at Banda Unit Sulphuric and SSP unit (present and future) at village Sorai, Tehsil Banda, Distt Sagar, (MP) owned by the company.

ii) Terms of Repayment- The HDFC Term Loans to be repaid in equated monthly installments of Rs. 34.76 Lacs each. The last installment is in March 2025. The rate of interest charged on the term laon by HDFC Bank @ 8.95% P.A.

Name of Banks	Date of Maturity	No. of Instalments outstanding as on 31.03.2019	As at 31st March 2019			As at 31st March 2018		
			Total Outstanding	Current Maturities	Net Long Term Borrowings	Total outstanding	Current maturities	Net Long Term Borrowings
			-	-	-	-	-	-
HDFC	31-Mar-25	73	1,947.51	253.05	1,694.46	2,181.14	236.67	1,944.47
Total			1,947.51	253.05	1,694.46	2,181.14	236.67	1,944.47

iii) Secured loans are guaranteed by personal guarantee of Sh.Pankaj Ostwal, Managing Director and Sh. Praveen Ostwal, Director.

5. DEFERRED TAX LIABILITIES

- i) The company has recognized a provision for deferred tax Liability of Rs. 81.62 Lacs, P.Y. Rs. 66.17 Lacs Deferred Tax Assets in the Profit and Loss A/c. The balance of Deferred Tax Assets as on 31.03.2019 is Rs. 109.66 Lac (previous year Rs. 191.30 Lac DTA) determined on account of timing differences in accordance with Accounting Standard-22 "Accounting for Taxes on Income" as under :-

(Amount In Lacs)

DEFERRED TAX LIABILITIES	As at 31st March 2019	As at 31st March 2018
Deferred tax liabilities		
A. Deferred tax liabilities (depreciation on Property, Plant and Equipment)	1,156.81	1,491.09
B. Deferred tax assets (Carried forward of losses)	349.10	1,123.32
Deferred Tax Liability (A-B)	807.71	367.77
Less: Mat Credit	917.37	559.07
Net Deferred Tax Liabilities/Assets	109.66	191.30

- ii) Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

6. SHORT-TERM BORROWING**(Amount In Lacs)**

SHORT-TERM BORROWING	As at 31st March 2019	As at 31st March 2018
Unsecured		
a) Other loans and advances (Group Companies)	0.00	350.05
Secured		
a) Working Capital Loan from HDFC Bank Ltd. repayable on demand	676.93	1,035.01
Total	676.93	1,385.06

- i) **Nature of Security** – The advance shall be secured by 1st charge on Company's movable assets of Unit II including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture, vehicles, and all other movable assets present and future, intangible, goodwill, uncalled capital, present and future.
- ii) **Terms of repayment** – The bank loan for working capital is repayable on demand and having interest rate 8.85% as on 31/03/2019
- iii) The bank loan for working capital is guaranteed by personal guarantee of Sh.Pankaj Ostwal, Managing Director.

7. TRADE PAYABLES**(Amount In Lacs)**

TRADE PAYABLES	As at 31st March 2019	As at 31st March 2018
Trade payables		
a) Total Outstanding dues of Micro enterprises and small enterprises	126.26	-
b) Total Outstanding dues of creditors other than Micro enterprises and small enterprises	391.69	522.90
Total	517.95	522.90

There are no Micro, small enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2019. This information as required to be disclosed under the Micro-small and medium enterprises development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

8. OTHER CURRENT LIABILITIES**(Amount In Lacs)**

OTHER CURRENT LIABILITIES	As at 31st March 2019	As at 31st March 2018
a) Current Maturities of Long Term Debt (Refer note no.4)	253.05	236.67
b) Others Payables	-	-
i) Statutory dues including Provident Fund and Tax deducted at source etc.	11.82	17.38
ii) Liability Towards Staff & Workers	37.40	37.15
iii) Advances from Customer	883.91	231.45
iv) Other Liabilities	18.25	1.56
Total	1,204.43	524.21

9. SHORT TERM PROVISION**(Amount In Lacs)**

SHORT TERM PROVISION		As at 31st March 2019	As at 31st March 2018
Other			
a)	Provision for Income Tax	358.31	150.38
b)	Provision for Expenses	75.75	65.69
c)	Provision for Proposed Dividend	109.53	109.53
d)	Provision for Tax on Dividend	-	-
Total		543.59	325.60

10. PROPERTY, PLANT AND EQUIPMENT

- i) The Company has provided depreciation on Property, Plant and Equipment on useful life of assets on triple shift basis on BRP & SSP & SA plant in accordance with the provisions of Section 123 read with the Part C of Schedule II to the Companies Act, 2013. Depreciation on the additions to Property, Plant and Equipment during the year has been provided on pro-rata basis from the date when put to use.
- ii) Disposal from Gross Block represents sale of Property, Plant and Equipment.
- iii) Deduction in depreciation is on account of sale of Property, Plant and Equipment.
- iv) The Land stated at revalued as per registered valuers report.
- v) No provision is required for impairment of assets according to AS-28 'Impairment of Assets' as the value in use as estimated by the management, is higher than the carrying amount of the assets as on Balance Sheet date. In order to arrive at the value in use, the company has reviewed the future earnings of the remaining useful life of all its cash generating units as at Balance Sheet date which has been discounted at the average long term lending rate of the Company.

11. NON CURRENT INVESTMENT**(Amount In Lacs)**

Non Current Investment		As at 31st March 2019	As at 31st March 2018
	Non Current Investment	-	-
Total		-	-

12. LONG TERM LOANS AND ADVANCES**(Amount In Lacs)**

LONG TERM LOANS AND ADVANCES		As at 31st March 2019	As at 31st March 2018
a.	Capital Advances	-	-
Total		-	-
b.	Security Deposit		
	Unsecured, considered good	69.71	97.58
Total		69.71	97.58
c.	Other Loan & advances		
	Vat Credit	-	-
Total		-	-
Total		69.71	97.58

13. OTHER NON CURRENT ASSETS**(Amount In Lacs)**

OTHER NON CURRENT ASSETS		As at 31st March 2019	As at 31st March 2018
a.	Preliminary expenses	-	-
Total		-	-

14. INVENTORIES

(Amount In Lacs)

INVENTORIES		As at 31st March 2019	As at 31st March 2018
a.	Raw materials	594.96	329.50
b.	Finished Goods	1,257.61	830.00
c.	Finished Goods WIP	9.64	82.03
d.	Stores & spares	210.40	192.28
e.	Other Consumables	16.56	11.90
Total		2,089.17	1,445.71

15. TRADE RECEIVABLES

(Amount In Lacs)

TRADE RECEIVABLES		As at 31st March 2019	As at 31st March 2018
Unsecured, considered good			
a.	Trade receivables outstanding for a period less than six months from the date they are due for payment	2,225.60	1,174.08
b.	Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-
Total		2,225.60	1,174.08

16. CASH AND CASH EQUIVALENT

(Amount In Lacs)

CASH AND CASH EQUIVALENT		As at 31st March 2019	As at 31st March 2018
a)	Balance With Bank	4.17	1.73
b)	Cash on hand	0.49	0.06
c)	Fixed Deposit with Bank	0.23	0.23
Total		4.89	2.02

17. SHORT TERM LOANS AND ADVANCES

(Amount In Lacs)

SHORT TERM LOANS AND ADVANCES		As at 31st March 2019	As at 31st March 2018
Other loans & Advances			
(Unsecured considered good unless otherwise stated)			
i)	Advance Taxes	273.03	123.02
ii)	Prepaid expenses	21.24	7.74
iii)	Loans to employees	2.44	0.25
iv)	Advances to suppliers	126.80	19.48
v)	VAT Credit	728.22	937.75
vi)	VAT/ GST Input Credit	315.33	162.00
vii)	Other loans & Advances	88.46	6.35
Total		1,555.52	1,256.59

18. OTHER CURRENT ASSETS

(Amount In Lacs)

OTHER CURRENT ASSETS		As at 31st March 2019	As at 31st March 2018
	Other Current Assets	-	-
Total		-	-

19. REVENUE

(Amount In Lacs)

REVENUE		As at 31st March 2019	As at 31st March 2018
	Sale of products	11,566.65	8,595.48
	Sales of Services	38.68	-
	Other Operating Revenues	24.14	402.25
	Less:		
	Excise Duty	-	6.22
Total		11,629.47	8,991.51

20. OTHER INCOME

(Amount In Lacs)

OTHER INCOME		As at 31st March 2019	As at 31st March 2018
a.	Interest income	3.22	2.97
b.	other non-operating income	-	-
Total		3.22	2.97

21. COST OF RAW MATERIAL CONSUMED

(Amount In Lacs)

COST OF RAW MATERIAL CONSUMED		As at 31st March 2019	As at 31st March 2018
	Opening Stock	341.40	595.08
	Add: Purchases	5,431.50	3,587.33
	Less: Closing Stock	611.52	341.40
Total		5,161.38	3,841.01

22. PURCHASE OF TRADED GOODS

(Amount In Lacs)

PURCHASE OF STOCK IN TRADE		As at 31st March 2019	As at 31st March 2018
	Purchases	-	125.90
Total		-	125.90

DETAILS OF RAW MATERIAL CONSUMED AND TRADED GOODS

(Amount In Lacs)

Particulars	As at 31st March 2019		As at 31st March 2018		
	Qty (MT)	Amount	Qty (MT)	Amount	
A. Raw Material Consumed					
a.	LGR Rock phosphate consumed	87,313	1,092.88	82373.018	1,745
b.	HGR Phosphate	4686	315.67	-	-
c.	Beneficiated Rock Phosphate Captive Consumption	60948	38.60	0.000	-
d.	Sulphuric acid consumed	28157	1,088.26	24549.769	774
e.	Sulphuric acid captive consumed	13970	16.40		
f.	Sulphur Consumed	10995	1,166.93	9483.290	727
g.	Boron Consumed	1023	9.61	23.446	11
h.	Zinc Consumed	1200863	460.19	645.800	158
i.	HDPE bags consumed (Nos.)	2697208	379.31	1569906	182
j.	Others	-	593.53	-	244
	Total Raw Material Consumed		5,161.38		3,841
B. Total Trading goods purchased			-		125.90

23. CHANGES IN INVENTORY OF FINISHED GOODS

(Amount In Lacs)

CHANGES IN INVENTORY OF FINISHED GOODS		As at 31st March 2019	As at 31st March 2018
	Stock at the beginning of the year (A)	808.27	996.83
	Stock at the end of the year (B)	1,257.61	808.27
	(Increase)/Decrease in stocks (A-B)	(449.34)	188.56
	WIP Stock at the beginning of the year (A)	82.03	13.98
	WIP Stock at the end of the year (B)	9.64	82.03
	(Increase)/Decrease in stocks (A-B)	72.39	(68.05)
	Total (Increase)/Decrease in stocks (A-B)	(376.95)	120.51

23(A) TRADING GOODS

(Amount In Lacs)

CHANGES IN INVENTORY OF FINISHED GOODS		As at 31st March 2019	As at 31st March 2018
	Stock at the beginning of the year (A)	21.73	-
	Stock at the end of the year (B)	-	21.73
	(Increase)/Decrease in stocks (A-B)	21.73	(21.73)

24. EMPLOYEE BENEFIT EXPENSES

(Amount In Lacs)

EMPLOYEE BENEFIT EXPENSES		As at 31st March 2019	As at 31st March 2018
a.	Salaries & Incentives	262.30	218.53
b.	Contribution to Provident Fund & ESI	19.60	19.22
c.	Gratuity Fund contribution	2.36	3.80
d.	Staff welfare expenses	13.63	10.73
Total		297.89	252.28

25. FINANCE COSTS

(Amount In Lacs)

FINANCE COST		As at 31st March 2019	As at 31st March 2018
Interest Expenses		352.75	499.63
Other Bank Charges		6.50	20.79
Total		359.25	520.42

26. DEPRECIATION AND AMORTIZATION EXPENSES

(Amount In Lacs)

DEPRECIATION AND AMORTIZATION EXPENSES		As at 31st March 2019	As at 31st March 2018
Current year depreciation		965.37	806.67
Less: Charged from Revaluation Reserve		-	-
Total		965.37	806.67
Preliminary Exp Write off		-	-
Total		965.37	806.67

27. OTHER EXPENSES

(Amount In Lacs)

OTHER EXPENSES		As at 31st March 2019	As at 31st March 2018
A. Manufacturing Expenses			
Consumption of Stores & Spares parts		554.41	259.75
Power & Fuel		474.92	435.96
Repairs & Maintenance to Plant & Machinery		14.85	15.09
Other manufacturing expenses		327.09	274.68
Total (A)		1,371.27	985.48
B. Administration Expenses			
Insurance		17.08	21.47
Repairs to buildings		3.77	7.87
Directors' Remuneration		55.71	30.29
Auditors' Remuneration		1.45	0.95
Miscellaneous Expenditure		100.28	83.95
CSR		6.49	10.64
Total (B)		184.78	155.17
C. Selling & Distribution Expenses			
Freight & Transport		1,064.64	597.00
Advertisement & Business promotion		33.86	28.32
Others		897.24	855.49
Total (C)		1,995.74	1,480.81
Total		3,551.79	2,621.46

28. RELATED PARTY TRANSACTIONS

a) Key Managerial persons & their relatives

i) Mr. Pankaj Ostwal
ii) Mr. Sourabh Gupta
iii) Miss Pallavi Sukhwai

b) Enterprises over which Key Management Personnel exercises significant influence

i) Krishana Phoschem Limited
ii) Ostwal Phoschem (India) Ltd.
iii) Seasons Agro Chem India Pvt. Ltd.

c) Transactions with the related parties

Particulars	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018	As at 31st March 2018
	Key Management Personnel	Enterprises over which significant influence of KMP	Key Management Personnel	Enterprises over which significant influence of KMP
Directors remunerations	55.71		30.29	
Purchases of goods		153.29		491.21
Sale of goods		424.94		320.40
Loan and advances given		-		-
Loan and advances taken		383.00		1,365.00
Loan and advances repayment		723.55		1,339.48
Rent Paid		0.1		0.06
Interest Paid		25.42		18.93

29. EMPLOYMENT BENEFIT PLANS

The Company has complied with Accounting Standard 15 (Revised 2005) and the required disclosure are given here under:

(a) Defined Benefit Plans:

EMPLOYMENT BENEFIT PLANS		As at 31st March 2019	As at 31st March 2018
i)	Reconciliation of opening and closing balances of defined benefit obligation		
	a) At the beginning of the year	26.75	21.84
	b) Current Service Cost	3.96	3.41
	c) Interest Cost	2.14	1.74
	d) Actuarial (Gain) Loss	2.84	-0.24
	e) Benefits paid	-5.26	0.00
	f) Defined Benefits Obligation at year end	30.43	26.75
ii)	Reconciliation of opening and closing balances of fair value of plan assets		
	a) At beginning of the year	32.46	26.76
	b) Expected Return on plan assets	2.33	2.31
	c) Actuarial Gain / (Loss)	0.00	0.00
	d) Employer Contributions	1.95	3.40
	e) Benefits paid	-5.26	0.00
	f) Fair Value of the plan assets at the year end	31.48	32.47
iii)	Reconciliation of fair value of obligation and Assets		
	a) Present value of obligation as at year end	30.43	26.75
	b) Fair value of plan assets as at year end	31.48	32.47
	c) Amount recognized in Balance Sheet (a-b)	1.05	5.72
iv)	Expense recognized during the year:		
	a) Current Service Cost	3.96	3.41
	b) Interest Cost	2.14	1.74
	c) Expected return on plan assets	-2.33	-2.31
	d) Actuarial (gain) / loss	2.84	-0.24
	e) Net Cost (a+b+c+d)	6.61	2.60
v)	Investment Details of Plan Assets :		
	Name of retirement benefit	Name of Trust	Policy No.
	Gratuity	Madhya Bharat Agro Products Limited., Employees Group Gratuity Trust	G.G. TRU 101000392
			Investment with LIC of India
vi)	There are no amount included in the fair value of plan assets for		
	i) Company's own financial instruments.		
	ii) Property occupied by or other assets used by the Company.		
vii)	Assumptions at the		
		31st March 2019	31st March 2018
	i) Discount Rate	7.50% per annum	8% per annum
	ii) Expected Rate of return on plan assets	7.50% per annum	8% per annum
	iii) Future Salary Increase	7% per annum	7% per annum
viii)	The overall expected rate of return on assets is assumed based on the market prices prevailing on that date over the accounting period. The Company is having approved gratuity trust and leave encashment policy, which is having insurer Managed Fund.		
ix)	Experience Adjustment:		
	Gratuity	31st March 2019	31st March 2018
	Defined Benefits Obligation	30.43	26.75
	Plan assets	31.48	32.47
	Surplus/(deficit)	1.05	5.72
	Experience adjustment on plan Liabilities (loss)/ gain	2.84	-0.24
	Experience adjustment on plan Assets (loss)/ gain	0.00	0.00
	(b) Defined Contribution Plans:		
	Amount recognized as an expense and also included in the Note no. 21		
		31st March 2019	31st March 2018
i)	Employers Contribution to Provident Fund	19.60	19.22

30. FOREIGN CURRENCY EXPOSURE

During the period from 01.04.2018 to 31.03.2019 company no and foreign currency exposure.

31. EARNING PER SHARE

EARNING PER SHARE	As at 31st March 2019	As at 31st March 2018
Net profit available to equity shareholders (Rs in lacs)	1,212.30	511.41
Weighted average number of equity shares outstanding during the year (Nos.)	21,906,735	21,906,735
Basic and Diluted Earnings (Rs per Share)	5.53	2.33

32. PAYMENT TO AUDITOR

PAYMENT TO AUDITOR		As at 31st March 2019	As at 31st March 2018
Statutory Auditor		1.10	0.60
Cost Auditor		0.35	0.35
	Total	1.45	0.95

33. IMPORTED & INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED

All raw material are indigenous except partly raw material (rock phosphate) imported through high sea agreement basis, components and spare parts consumed by the company are indigenous.

QUANTITATIVE DETAIL OF RAW MATERIAL

S. No.	Particulars	Zinc	Boron	Sulphur	S. Acid	LGR	Bags	Egypt Rock	Rock Phosphate	S. Acid Diluted
		MT	MT	MT	MT	MT	(Nos)	MT	MT	MT
1	Opening Stock	97.291	3.844	1799.869	450.13	6163.814	314,027.000	91.598	13969.774	672.079
2	Purchased during the year	1216.502	70.500	11243.950	2102.260	93534.460	3149320.000	0.000	59,106.900	33,440.185
3	Inter Unit Sale	0.000	0.000							
4	Consumption during the year	1200.863	20.717	10995.435	2552.390	87312.947	2697208.000	71.796	66,912.860	33,457.141
5	Captive Consumed	0.000	0	0	13970.13	0				-
6	Yield of finished product (MT)	1200.863	20.717	10995.435	2552.390	87312.947	2697208.000	71.796	66912.860	33,457.141
	during the year					25				
7	Closing Stock -									
	at Factory	112.930	53.627	2,048.384	-	12,360	766,139	19.802	6,163.814	655.123
8	Percent of yield	100%	100%	100%	100%	100%	100%	100%	100%	100%
9	Transfer BRP Consumed									

34. STATEMENT OF ADDITIONAL INFORMATION

a) Particulars of installed capacity:

(As certified by management being technical matter)

(MT)

	Products	2018-2019		2017-2018	
		Licensed	Installed	Licensed	Installed
i)	Benifited Rock Phosphate	99000	99000	99000	99000
ii)	Single Super Phosphate (Powder)	240000	180000	240000	180000
iii)	Single Super Phosphate (Granule) (within above)	180000	120000	180000	120000
iv)	Sulphuric Acid	36000	36000	36000	36000
v)	Oleum 23% (within above)	9900	9900	9900	9900
vi)	Sulphur Bentonite	10000	10000	10000	10000

b) Quantitative Detail of Finished Goods

S. No.	Particulars	SSP (MT)
		Unit I
1	Opening Stock	2,802.692
2	Qty Manufactured during the year	43,347.657
3	Sales during the year	34,426.530
4	Closing Stock at the end of the year	11,723.819
5	Shortage/destroyed	-

S. No.	Particulars	BRP (MT)	SSP (MT)	GSSP (MT)	SA/Oleum23% (MT)
		Unit II	Unit II	Unit II	Unit II
1	Opening Stock	5,592.929	9498.217	257.250	1075.139
2	Qty Manufactured/Purchased during the year.	67860.589	78990.005	43453.784	37844.666
3	Transfer to Unit-I during the year	17,096.417	0.000	0.000	6558.521
4	Sales during the year	9,023.139	36738.600	40288.700	23998.366
5	Closing Stock at the end of the year	244.050	8970.561	3422.200	321.749
6	Captive consumption at Unit II SSP	42,060.933	0.000	0.000	8041.169
7	Captive consumption at Unit II GSSP		42777.693		
8	Captive consumption at Banda DCP Trial		0.000	0.000	0.000
9	Shortage/Destroyed	5,028.979	1.368	0.134	0.000

c) Quantitative Detail of Finished Goods WIP

S. No.	Particulars	Inter Unit BRP (MT)
		Unit I
1	Opening Stock	2,068.304
2	Received from Unit-II during the year	17,096.417
3	Consumed during thr year	18,886.927
4	Closing Stock at the end of the year	277.794
5	Shortage/destroyed	-

35. SEGMENT REPORTING

SEGMENT REPORTING		As at 31st March 2019	As at 31st March 2018
1	Segment Revenue		
a	Manufacturing of Fertilisers	9882.82	7522.20
b	Manufacturing of Chemicals	2603.21	1531.96
c	Trading	0.00	104.16
	Total	12486.03	9158.32
	Less: Inter segment revenue	856.56	166.81
	Net sales/Income from Operations	11629.47	8991.51
2	Segment Results (Profit/Loss before tax and interest from each segment)		
a	Manufacturing of Fertilisers	1682.02	1101.70
b	Manufacturing of Chemicals	326.24	143.71
c	Trading	0.00	0.00
	Total	2008.26	1245.41
Less:	(i) Interest	359.25	520.42
	(ii) Other Unallocated expenditure net off	0.00	0.00
	(iii) Unallocatable income	3.22	2.97
	Total Profit before Tax	1652.23	727.96

36 The company has taken a plan from SBI Life & HDFC Life in compliance of terms of sanction of Cash Credit Limit taken from HDFC. The company has paid premium & debited to the profit & Loss account. As per the assignment of the policy the maturity value will be received to Managing Director Mr. Pankaj Ostwal. The Managing Director Mr. Pankaj Ostwal of the company has been duly undertake to derive no benefit out of that & consented to deposit the entire amount into the company as and when received to him. The maturity value will be credited to profit & Loss A/c in the year of receipt.

37. a) Figures of Previous year have been regrouped, rearranged and/or reclassified wherever consider necessary to make these comparable with the current year. comparable with the current year.

b) Figures have been shown in Lacs except otherwise stated.

Signatures to Notes 1 to 37
As per our report of even date

For: M/s Rajneesh Kanther & Associates
Chartered Accountants
FRN 021262C

For and on behalf of the Board of Directors

Sd/-
(Rajneesh Kanther)

Partner
M.no. 102162
Place: Bhilwara
Date : 10/05/2019

Sd/-
(Pallavi Sukhwai)
Company
Secretary
ACS 43744

Sd/-
(Sourabh Gupta)
Whole Time
Director & CFO
DIN 07177647

Sd/-
(Pankaj Ostwal)
Managing Director
DIN 02586806

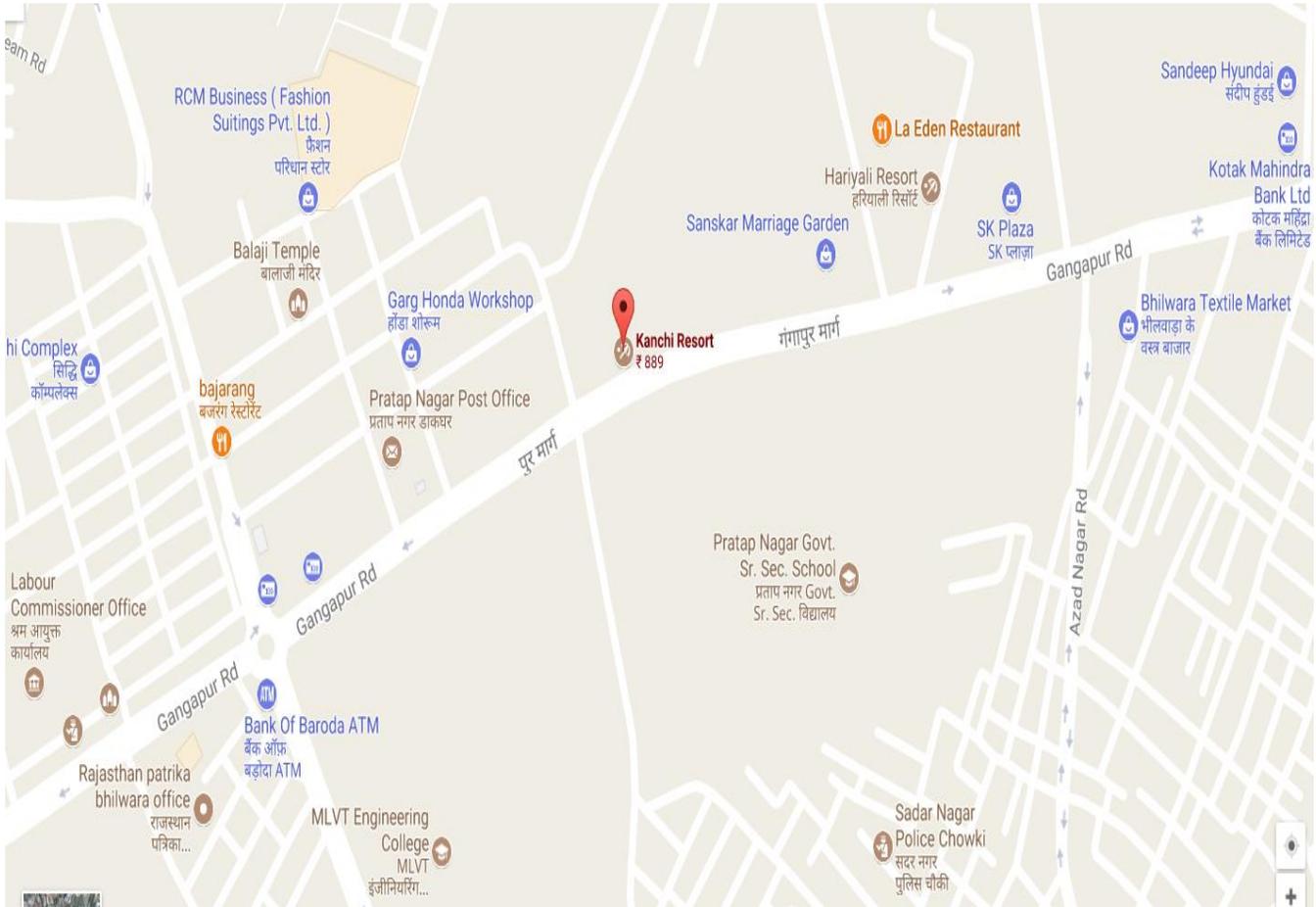
10. PROPERTY, PLANT AND EQUIPMENT

Depreciation Chart as on 31st March 2019 as per Companies Act

Particulars	{ GROSS BLOCK }						{ DEPRECIATION }						{ NET BLOCK }		
	Opening Balance as on 01.04.2018	Useful Life	Revalued during the year	Addition during the year	Deduction/sold during the year	Total as at 31.03.2019	Upto 01.04.2018	For the period					Balance As on 31.03.2019	Balance As on 31.03.2018	
								On Original Value	On revaluation	On Addition	Total as on 31-03-2019	With Drawn during the			Up to 31.03.2019
Land & Site Development	2588.35		0.00	34.19	18	2604.08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2604.08	2588.35
Factory Building	2879.95	30	0	0.00	-	2879.95	415.68	87.19	5.81	0.00	93.00	0.00	508.68	2371.27	2464.27
Office Building	163.47	60	0	0.00	-	163.47	17.77	2.51	0.09	0.00	2.60	0.00	20.37	143.10	145.70
Plant & Machinery	6608.65	15	0	44.89	51.89	6601.65	2036.47	794.96	1.42	1.56	797.94	39.39	2795.02	3806.63	4572.18
Plant Electricals	571.39	10	0	0.00	-	571.39	224.73	54.18	0.00	0.00	54.18	0.00	278.91	292.48	346.66
OE-Office Equipments	14.92	5	0	1.92	-	16.84	10.68	0.93	0.00	0.25	1.18	0.00	11.86	4.98	4.24
Tools & Spares	1.39	15	0	0.00	-	1.39	1.18	0.03	0.02	0.00	0.05	0.00	1.23	0.16	0.21
Furniture & Fixtures	30.37	10	0	0.00	-	30.37	16.95	2.86	0.00	0.00	2.86	0.00	19.81	10.56	13.42
Vehicles	91.95	10 & 8	0	25.81	18.12	99.64	31.04	8.92	0.00	1.43	10.35	13.82	27.57	72.07	60.91
Quality Control Laboratory	11.75	10	0	0.00	-	11.75	6.42	1.07	0.00	0.00	1.07	0.00	7.49	4.26	5.33
Computers	16.95	3	0	0.00	-	16.95	11.88	2.14	0.00	0.00	2.14	0.00	14.02	2.93	5.07
Gas Cylinder	0.14	15	0	0.00	-	0.14	0.08	0.01	0.00	0.00	0.01	0.00	0.09	0.05	0.06
Total :	12979.28		0.00	106.81	88.47	12997.62	2772.88	954.80	7.34	3.24	965.38	53.21	3685.05	9312.57	10206.39
WIP			0											935.24	903.84

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
 22nd Annual General Meeting - 26th September 2019

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 22nd **Annual General Meeting** of the Company, to be held on the Thursday, **26th day of September, 2019** 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, 2019 and the reports of the Board of Directors and Auditors thereon.			
2	Approval of dividend for the financial year 2018-19.			
3	Re-Appointment of director in place of Mr.			

MADHYA BHARAT AGRO PRODUCTS LIMITED

	Sourabh Gupta, 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 2020			
5	To appoint Mr. Mahendra Kumar Ostwal as a Non-Executive Director of the Company.			
6	To appoint Mr. Bheru Lal Ostwal as a Independent Director of the Company.			
7	To re-appoint Mr. Arvind Kothari as an Independent Director of the Company for the five (5) consecutive years.			
8	To appoint Mr. Paras Mal Surana as an Independent Director of the Company for the five (5) consecutive years.			
9	To Increase in Borrowing Powers of the Company.			
10	To Creation of Charge on Movable and Immovable properties of the Company.			

Signed this ----- day of ----- 2019

Signature of the member -----

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

**Affix Revenue
Stamp**

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

22nd Annual General Meeting – 26th September 2019

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 22nd Annual General Meeting of the Company at Hotel Kanchi Resorts, Pur Road, Bhilwara, Rajasthan 311001 on Thursday, 26th day of September, 2019 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.