

GSTIN : 23AADCM5913E1ZV
CIN No. L24121RJ1997PLC029126

www.mbapl.com
accounts@mbapl.com



MADHYA BHARAT AGRO PRODUCTS LTD.

(An ISO 9001:2015 Certified Company)

Date: 20.03.2019

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: Declaration of Voting Results of Postal Ballot (including e-voting) along with Scrutinizer's Report

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

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are enclosing the Postal Ballot results (including e-voting) along with the Scrutinizer Report submitted by Mr. Sourabh Bapna, Practicing Company Secretary (COP No 19968) conducted by the Company for seeking approval of the Members by way of Special Resolution for the purpose of MIGRATION OF COMPANY FROM NSE EMERGE PLATFORM TO MAIN BOARD OF NSE INDIA LIMITED as contained in the Postal Ballot Notice dated the February 09, 2019.

Kindly take note of the above.

Yours faithfully,
For Madhya Bharat Agro Products Ltd


(Pallavi Sukhwani)
Company Secretary

Enclosed: as above

Declaration of Results of the voting on resolutions set out in the Postal Ballot Notice Dated 9th February 2019

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the members the facility to vote by postal ballot and remote e-voting facilities vide Postal Ballot Notice dated 09th February 2019.

Members have voted through remote e-voting and Postal Ballot from 18th February 2019 to 19th March 2019.

The Board of Directors had appointed Mr. Sourabh Bapna, of M/S. Sourabh Bapna & Associates, Practicing Company Secretaries, Bhilwara, as scrutinizer to scrutinize the votes cast through remote e-Voting and Postal Ballot. The Scrutinizer prepared and submitted the Scrutinizer's Report on the remote e-Voting and Postal Ballot on 20th March 2019 in terms of the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The results as per the Scrutinizer's above mentioned report is as follow:-

S. No	Brief description of the Resolution	Number of Shares/Votes in favour (Assent) & % Votes in favour (Assent)	Number of Shares/Votes Against (Dissent) & % Votes in against (Dissent)	Passed as
1	Migration of Company from NSE Emerge Platform to Main Board of NSE India Limited	7942175 (100%)	0 (0.00%)	Special Resolution

Based on the Scrutinizer's Report dated 20th March 2019, I hereby declare that Resolution contained in the Company's Postal Ballot Notice dated 09th February 2019 has been duly passed on 19th March 2019, being the last date of voting.

Yours faithfully,
For Madhya Bharat Agro Products Ltd

(Pallavi Sukhwani)
Company Secretary

Place: Bhilwara

Date: 20.03.2019

MADHYA BHARAT AGRO PRODUCTS LIMITED Voting Results of Postal Ballot (including e-voting)	
Date of Declaration of Voting Results of Postal Ballot (including e-voting):	Wednesday, 20 th March, 2019
Total number of shareholders on record date : (Cutoff Date 08.02.2019)	212
No. of shareholders present in the either in person or through proxy : Promoter or promoter group : Public :	Not Applicable
No. of shareholders attended the meeting through video conferencing : Promoter and Promoter group : Public :	Not Applicable



Special Business

Resolution No.	Particulars of Resolution	Resolution Required: (Ordinary/Special)	Mode of voting
1	Migration of Company from NSE Emerge Platform to Main Board of NSE India Limited	Special Resolution	Postal ballot/E-voting
Whether promoter/promoter group are interested in the agenda/resolution?		No	

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	14605735	3377175	23.12	3377175	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total		3377175	23.12	3377175	0	100.00	0.00
Public - Institutional holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Others	E-voting	7301000	4565000	62.53	4565000	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total		4565000	62.53	4565000	0	100.00	0.00
Total		21906735	7942175	36.25	7942175	0	100.00	0.00

The Resolution have been passed by the shareholder by requisite majority.



SOURABH BAPNA & ASSOCIATES

2-B-11, 12 R C VYAS COLONY, BHILWARA- 311001 CONTACT -9461264697

Report of Scrutinizer for Postal Ballot and Remote E-Voting

(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Chairman and Managing Director
M/s. Madhya Bharat Agro Products Limited
CIN: L24121RJ1997PLC029126
5-O-21, Basement, R.C. Vyas Colony,
Bhilwara, 311001 Rajasthan

Date: 20th March 2019

Dear Sir,

I, Sourabh Bapna, of M/s. Sourabh Bapna & Associates, Practicing Company Secretaries, Bhilwara, have been appointed by the Board of Directors of M/s. Madhya Bharat Agro Products Limited ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and Postal Ballot forms received from the shareholders for ascertaining the requisite majority on the Remote E-voting and Postal Ballot I confirm that the process has been carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution as set out in the Postal ballot Notice dated 09th February 2019.

Further in addition to the above, I submit my report as under:

The Company has on Saturday, 16th February, 2019 (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members as on Saturday 9th February, 2019 (Cut-off Date Friday, 8th February 2019) and who had not registered their email ID with the Company/Depositories; (ii) sent electronic mail, of Postal Ballot Notice and ballot form to its Members, whose names appeared in the Register of Members as on Saturday 9th February, 2019 (Cut-off Date Friday, 8th February 2019) and who had registered their email ID with the Company/ Depositories.

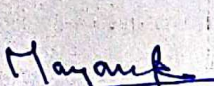
The Remote e-voting period remained open from Monday, 18th February 2019, 10:00 A.M to Tuesday, 19th March 2019, 5:00 P.M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on Saturday 9th February, 2019 (Cut-off Date Friday, 8th February 2019) were entitled to vote on the resolution set out in the Notice of Postal Ballot.

The e-voting module of NSDL was disabled on Tuesday, 19th March 2019 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Tuesday, 19th March 2019 at 5:32 PM in the presence of Mr. Archit Darak (the undersigned as Witness No.1) and Mr. Mayank Soni (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 - as amended.

Witness No.1


Name: Mr. Archit Darak

Witness No.2


Name: Mr. Mayank Soni



SOURABH BAPNA & ASSOCIATES

2-B-11, 12 R C VYAS COLONY, BHILWARA- 311001 CONTACT -9461264697

I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

I now hereby submit my Report on the Result of the Postal ballot together with that of the remote e-voting/ Postal Ballot in respect of the said Resolution, as under:

Special Business

Resolution No: 1 Special Resolution

1. Approval for migration of company from NSE emerge platform to main board of NSE India Limited

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	32	7942175	100
Postal Ballot Form	0	0	0
Total Voting	32	7942175	100

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0
Postal Ballot Form	0	0	0
Total Voting	0	0	0

INVALID VOTES

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0
Postal Ballot Form	0	0	0
Total Voting	0	0	0

All other relevant records were sealed and handed over to the Chairman/Company Secretary authorized by the Board for safe keeping.

Yours faithfully,

Sourabh Bapna & Associates



Sourabh Bapna
Sourabh Bapna
Practising Company Secretaries
2-B-11, 12 R C Vyas Colony,
Bhilwara- 311001