

# MIRCH TECHNOLOGIES (INDIA) LIMITED

CIN - L01611MH1972PLC016127

**Regd. Office:** B-701, 7th Floor, Aarus Chambers, S.S. Amrutwar Marg Worli, Mumbai-400013,  
Maharashtra-400013, India

Website: [www.mirchtechnologies.in](http://www.mirchtechnologies.in)

Email Id: [mirchtechnologiesindialimited@gmail.com](mailto:mirchtechnologiesindialimited@gmail.com)

Contact No: +91 7575872987

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## **NOTICE OF ANNUAL GENERAL MEETING**

To,

The Members of **MIRCH TECHNOLOGIES (INDIA) LIMITED**

**NOTICE** is hereby given that the 50<sup>th</sup> Annual General Meeting of the members of MIRCH TECHNOLOGIES (INDIA) LIMITED will be held on 9<sup>th</sup> June, 2023 at 12:00 PM at the Registered Office of the Company at B-701, 7th Floor, Aarus Chambers, S.S. Amrutwar Marg Worli, Mumbai-400013 Mumbai MH 400013 IN to transact the following Businesses:

### **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 along with the Directors' Report and Auditors' Report thereon and in this regard to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the standalone audited financial statements of the Company for the financial year ended on March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

2. **To appoint a director in place of Shri YASH GHANSHYAMBHAI SAVDHARIYA (DIN: 09683675) who is liable to retire by rotation at this meeting and being eligible offered himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri YASH GHANSHYAMBHAI SAVDHARIYA (DIN: 09683675) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. **Ratify Appointment of M/s V S S B & Associates as a Statutory Auditor of the Company**

At the Annual General Meeting held on September 30, 2022, M/s V S S B & Associates (Previously known as Vishves A. Shah & Co.), Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the 54<sup>th</sup> Annual General Meeting to be held in the calendar year 2027. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s V S S B & Associates (Formerly known as Vishves A. Shah & Co.), Chartered Accountants, as statutory auditors of

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the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The approval of Members is being sought for ratification of Appointment of M/s. VSSB & Associates, Chartered Accountants as the Statutory Auditors of the Company

## **SPECIAL BUSINESS:**

### **4. To Regularise the Appointment of Additional Director Ms. Payal Ronak Shah (DIN: 02886525) as the Director**

To consider and if thought fit, to pass the following resolution as a Ordinary Resolution:

**“Resolved That** Pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act,2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force ) , Article \_ of Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements ) Regulations 2015,regulations ,notifications and Circulars of Reserve Bank of India and other applicable Laws, Ms. Payal Ronak Shah (DIN: 02886525) who was appointed as an Additional Director and also as an Independent Director of the Company with effect from 10/10/2022 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation

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

### **5. To Regularise the Appointment of Additional Director Mr. Apurv Kumar Pankajbhai Patel (DIN: 09551283) as the Director**

**“RESOLVED THAT** Pursuant to the provisions of Section 149,152,160 and all other applicable provisions of the Companies Act,2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any Statutory modification(s) or re-

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enactment thereof for the time being in force ) , Article \_ of Articles of Association of the Company and Regulation 19 (4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements ) Regulations 2015, regulations , notifications and Circulars of Reserve Bank of India and other applicable Laws, Mr. APURVKUMAR PANKAJBHAI PATEL (DIN: 09551283) who was appointed as an Additional Director of the Company with effect from 10/10/2022 by the Board of Directors pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only upto the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation

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

## **6. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

To consider and if deemed fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 1,00,00,000/- (Indian Rupees One Crore only) divided into 10,00,000 (Ten Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 11,00,00,000/- (Indian Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of INR 10/- (Rupees Ten Only) each by inserting 10,00,00,000 (Ten Crore) Equity Shares.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“V. The Authorized Share capital of the Company is INR 11,00,00,000/- (Indian Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of INR 10/- (Rupees Ten Only) each.”

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**RESOLVED FURTHER THAT** any directors of the Company or Company Secretary of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

## **7. TO ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made there under (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time ("SEBI (ICDR) Regulations") Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the any other relevant governmental authorities including from BSE Limited ("Stock Exchange") and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections,

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changes and variations that may be decided by the Board in its absolute discretion, the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 1,00,00, 000 (One Crore) fully paid up equity share of the company of Face Value of Rs. 10/- (Rupee Ten Only) each at a issue Price of Rs.10/- each determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the non-promoter category, in such manner and on such terms and conditions as may be determined by the board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date:

The details of the proposed allottees:

Sr. No.	Name of proposed Allottees	Category Promoter/ Non-Promoter	No. Shares to be Issued	Amount (Rs.)
1.	Rajkumar Babubhai Godha	Non - Promoter	5,00,000	50,00,000
2.	Pravinaben Mukeshbhai Dataniya	Non - Promoter	5,00,000	50,00,000
3.	Chandrima Mercantile Ltd	Non - Promoter	5,00,000	50,00,000
4.	Nirav C Parikh (Huf)	Non - Promoter	5,00,000	50,00,000
5.	Ashokkumar Veljibhai Maniyar	Non - Promoter	5,00,000	50,00,000
6.	Shailesh Ratnabhai Patel	Non - Promoter	5,00,000	50,00,000
7.	Viral Kiranbhai Shah	Non - Promoter	5,00,000	50,00,000
8.	Shree Vainkateshwar Finstock Private Limited	Non - Promoter	5,00,000	50,00,000
9.	Vivekkumar Patel	Non - Promoter	2,50,000	25,00,000
10.	Rutvik patel	Non - Promoter	2,50,000	25,00,000
11.	Patel Ghanshyam Haribhai	Non - Promoter	2,50,000	25,00,000

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12.	Patel Kenit Ghanshyam	Non - Promoter	2,50,000	25,00,000
13.	Tulsibhai Somabhai Vaghela	Non - Promoter	5,00,000	50,00,000
14.	Shaileshkumar Bhavasar	Non - Promoter	5,00,000	50,00,000
15.	Hiren Bhailal Patel	Non - Promoter	5,00,000	50,00,000
16.	Rajeshbhai Marvadi	Non - Promoter	5,00,000	50,00,000
17.	Vishalkumar Yashwantbhai Patel	Non - Promoter	5,00,000	50,00,000
18.	Vishal Shah	Non - Promoter	5,00,000	50,00,000
19.	Riya Ronit Shah	Non - Promoter	1,00,000	10,00,000
20.	Mrs Moksha Romit Shah	Non - Promoter	1,00,000	10,00,000
21.	Mr. Ronit Champaklal Shah	Non - Promoter	1,00,000	10,00,000
22.	Mr. Romit Champaklal Shah	Non- Promoter	1,00,000	10,00,000
23.	Mrs. Kalpanaben Champaklal Shah	Non - Promoter	1,00,000	10,00,000
24.	Sangeetaben Shaileshkumar Shah	Non - Promoter	1,25,000	12,50,000
25.	Mrs Dimple Hasmukh Jain	Non - Promoter	1,25,000	12,50,000
26.	Mrs Kanchanben Kirtilal Shah	Non - Promoter	1,25,000	12,50,000
27.	Mrs Kashmira T Shah	Non - Promoter	1,25,000	12,50,000
28.	Manjula Thakor	Non - Promoter	5,00,000	50,00,000
29.	Mahendra Zala	Non - Promoter	5,00,000	50,00,000
	Total		1,00,00,000	10,00,00,000

**RESOLVED FURTHER THAT** the “Relevant Date” in accordance with SEBI (ICDR) Regulations would be Wednesday, 10th May,2023, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e Friday June 9th,2023.

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**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares under the Preferential Allotment shall be subject to following terms and conditions apart from the others as prescribed under applicable Laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and Voting Powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d. The Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor on or before the date of allotment thereof.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Allottee.
- f. The proposed Equity Shares shall be issued and allotted in dematerialized form only by the Company to Proposed Allottee within a maximum period of Fifteen (15) days from the date of passing of resolution by Members. Provided that where the issue and allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions
- g. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept and modifications in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** any rights or Bonus Shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential Issue.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum

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application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Dharti Patel & Associates the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential issue, Open one or more Bank accounts in the Name of the Company or otherwise as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** any Member of the Board and be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

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**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board**  
**For, Mirch Technologies (India) Limited**

**SD/-**  
**Pankajkumar Patel**  
**Managing Director**  
**DIN: 09054613**

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## **NOTES:**

1. A Member Entitled to Attend And Vote At The Meeting Is Entitled To Appoint A Proxy, To Attend And Vote On A Poll Instead Of Himself/Herself And The Proxy Need Not Be A Member Of The Company. The Instrument Appointing A Proxy Should However Be Deposited At The Registered Office Of The Company Not Less Than Forty-Eight Hours Before The Commencement Of The Meeting.
2. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
3. Relevant documents referred to in the accompanying Notice are opened for inspection by the members at the Registered office of the Company on all working days, except Saturday, during business hours up to the date of the meeting.
4. An explanatory statement setting out details relating to the special business to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
5. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed.
6. Corporate members intending to send their Authorized Representatives 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 at the Meeting.
7. The Register of Members and Share Transfer Book of the Company will be closed from 3rd June,2023 Saturday and ends on 9th June,2023(Both Days Inclusive) for the purpose of Annual General Meeting.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Purva Sharegistry (India) Private Limited (RTA) in case the shares are held in physical form.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

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electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

10. Members holding shares in the single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form will be sent by RTA on request to the respective shareholders.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. The Company has appointed M/s Dharti Patel & Associates, Company Secretary in Practice as a Scrutinizer's for the Conducting the E-Voting and Ballot Paper voting during the AGM.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Reports, Notices, and Circulars etc., from the Company electronically.
15. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the RTA or the Company at its registered office address.
16. As per Ministry of Corporate Affairs' (MCA) Green initiative, all the members are requested to intimate their e-mail address to the Company's Registrar and Share Transfer Agent whose e-mail ID is [support@purvashare.com](mailto:support@purvashare.com) mentioning the Company's name i.e., Mirch Technologies (India) Limited, so as to enable the Company to send the Annual Reports and Accounts, notices and other documents through electronic mode to their e-mail address in the future.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended from time to time) the Company is pleased to provide members, facility to exercise their right to vote at 50th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The facility for voting by way of polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote

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e- voting may exercise their voting right at the meeting by using polling paper. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

## THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 06.06.2023 at 09.00 A.M and ends on 08.06.2023 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 02.06.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period; Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the eVoting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-</p>

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	<p>Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS eServices, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online" for IDeAS "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectR eg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectR eg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>  <b>Google Play</b></p> <p> </p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider</p>

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	name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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## Important note:

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

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

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

## **(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

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	<b>For Shareholders holding shares in Demat Form and other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ? If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < Mirch Technologies (India) Ltd on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non - Individual Shareholders and Custodians -Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [mirchtechnologiesindialimited@gmail.com](mailto:mirchtechnologiesindialimited@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43 By Order of the Board.

**By Order of the Board  
For, Mirch Technologies (India) Limited**

SD/-

**Pankajkumar Patel  
Managing Director  
DIN: 09054613**

**Date: 12.05.2023  
Place: Mumbai**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying Notice dated May 12, 2023

### **ITEM NO 4**

Mrs. Payal ronak shah (DIN: 02886525) was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October,2022 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mrs. Payal Ronak Shah (DIN: 02886525) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mrs. Payal Ronak Shah (DIN: 02886525) as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

### **ITEM NO.5:**

Mr. Apurv Kumar Pankajbhai Patel (DIN: 09551283) was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> October,2022 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Apurv Kumar Pankajbhai Patel (DIN: 09551283) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Apurv Kumar Pankajbhai Patel (DIN: 09551283) Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No 5 for approval by the members of the Company.

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None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

## **ITEM NO 6: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

In view of future expansion plans, the Company proposes to increase its Authorized Share Capital of the Company from existing INR 1,00,00,000/- (Indian Rupees One Crore only) divided into 10,00,000 (Ten Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 11,00,00,000/- (Indian Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of INR 10/- (Rupees Ten Only) each by inserting 10,00,00,000 (Ten Crore) Equity Shares.

Accordingly, the Company requires to pass an ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 6 be passed as an Ordinary Resolution.

## **ITEM NO. 7: TO ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Proposed Allottees.

The Company proposes to raise additional capital up to an aggregate sum of INR 10,00,00,000/- (Indian Rupees Ten Crore only) Thus, the Members are hereby informed that the Board pursuant to its resolution dated May 12th, 2023 has approved the proposed preferential issue of 1,00,00,000

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(One Crore) Equity Shares at a price of Rs. 10/- (Rupees Ten only) to the Proposed Allottees each at a price determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 on a preferential basis. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Pursuant to Section 62 of the Companies Act and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

In order to enable the Company to access the capital market through a preferential basis, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI Listing Regulations, as amended.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

## 1. Objects of the issue:

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the issue will be utilized as follows:

- a) Diversification and expansion of business in the various fields including information technologies and Paper Industries by way of acquiring any legal entities.
- b) To meet working capital requirements to acquiring the machineries and inventories for the purpose of new business.
- c) General corporate purposes.
- d) To support the future business plans of the Company and such other purpose as the Board may decide.

## 2. Maximum number of specified securities to be issued:

It is proposed to issue 1,00,00,000 (One Crore) Equity Shares at a price of Rs.10/- (Rupees Ten Only) which is not less than the price determined as per Regulation 164 of SEBI (ICDR) Regulations, 2018.

## 3. Basis on which the price has been arrived at:

Price has been arrived at in accordance with the provisions of ICDR Regulation and Report of Registered Valuer dated 11<sup>th</sup> May, 2023.

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Fair Value of Equity Shares of the Company is decided in accordance with section 166A of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 because the shares of the company are infrequently traded.

4. Terms of Issue of the Equity Shares, if any.

The Shares to be issued and allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to entity and individuals which does not form part of Promoter & Promoter group. The Proposed Allottees are Non-Promoters.

## 6. Name and address of valuer who performed valuation:

The Company has received Valuation Report dated 11th May, 2023 from Mr. Manish Santosh Buchasia, A Registered Valuer, (Reg no. IPPI/RB/03/2019/12235) having office at - 306, "GALA MART" Nr. Sobo Centre, Before Safal Parisar, Above SBI/UNION Bank South Bopal, Ahmedabad in compliance with Regulation 166A read with Regulation 164A of the ICDR Regulations.

The said Valuation Report has been published on the website of the Company at [www.mirchtechnologies.in](http://www.mirchtechnologies.in). Further the Said Valuation Report is also available at the registered office for inspection during the Business Hours.

## 7. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Wednesday, May 10, 2023 being the date thirty days prior to the date on which the meeting of shareholders' resolution is passed.

8. Intent of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue

9. The time frame within which the allotment shall be completed:

The equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen)

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days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

10. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares. There will be only change in Shareholding Percentage upon the Allotment of New Equity Shares.

11. Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price:

No allotment made during the year.

12. The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares as follows:

Sr. No.	Category	Pre-Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Share Holding	Equity Shares	No. of Shares held	% of Share holding
A	Promoters' holding					
1	Indian:				-	-
	Individual	5,60,258	70.03	-	5,60,258	5.19
	Bodies Corporate	-	-	-	-	-
	Sub-Total	5,60,258	70.03	-	5,60,258	5.19
2	Foreign Promoters	-	-	-	-	-
	Sub-Total (A)	5,60,258	70.03	-	5,60,258	5.19
B	Non- Promoters' holding:	-	-	-	-	-
1	Institutional Investors	100	0.01	-	100	0.00
2	Non- Institutions:	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-
	Indian Public	228404	28.55	85,00,000	8728404	80.82

# MIRCH TECHNOLOGIES (INDIA) LIMITED

CIN - L01611MH1972PLC016127

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	Any Others- TRUST	3300	0.41	-	3300	0.03
	Bodies Corporate	5655	0.71	10,00,000	1005655	9.31
	Non- Resident Indian	75	0.01	-	75	0.00
	HUF	1018	0.13	5,00,000	5,01,018	4.64
	Clearing Members	1190	0.15	-	1190	0.01
	Firm	-	-	-	-	-
	Sub-Total (B)	239742	29.97	1,00,00,000	10239742	94.81
	GRAND TOTAL	8,00,000	100	1,00,00,000	1,08,00,000	100

\*as on 12<sup>th</sup> May,2023

## 13. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

## 14. Principle terms of assets charged as securities: Not Applicable

## 15. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects

## 16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No	Name of Proposed Allottees (Non-Promoter Category)	Pre issue holding	% of shares	Number of Shares to Be Allotted	Post issue holding	Post Issue Percentage
1.	RAJKUMAR BABUBHAI GODHA	-	-	5,00,000	5,00,000	4.63
2.	PRAVINABEN MUKESHBHAI DATANIYA	-	-	5,00,000	5,00,000	4.63
3.	CHANDRIMA MERCANTILE LTD	-	-	5,00,000	5,00,000	4.63
4.	NIRAV C PARIKH (HUF)	-	-	5,00,000	5,00,000	4.63

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5.	ASHOKKUMAR VELJIBHAI MANIYAR	-	-	5,00,000	5,00,000	4.63
6.	SHAILESH RATNABHAI PATEL	-	-	5,00,000	5,00,000	4.63
7.	VIRAL KIRANBHAI SHAH	-	-	5,00,000	5,00,000	4.63
8.	SHREE VAINKATESHWAR FINSTOCK PRIVATE LIMITED	-	-	5,00,000	5,00,000	4.63
9.	VIVEKKUMAR PATEL	-	-	2,50,000	2,50,000	2.31
10.	RUTVIK PATEL	-	-	2,50,000	2,50,000	2.31
11.	PATEL GHANSHYAM HARIBHAI	-	-	2,50,000	2,50,000	2.31
12.	PATEL KENIT GHANSHYAM	-	-	2,50,000	2,50,000	2.31
13.	TULSIBHAI SOMABHAI VAGHELA	-	-	5,00,000	5,00,000	4.63
14.	SHAILESHKUMAR BHAVASAR	-	-	5,00,000	5,00,000	4.63
15.	HIREN BHAILAL PATEL	-	-	5,00,000	5,00,000	4.63
16.	RAJESHBHAI MARVADI	-	-	5,00,000	5,00,000	4.63
17.	VISHALKUMAR YASHWANTBHAI PATEL	-	-	5,00,000	5,00,000	4.63
18.	VISHAL SHAH	-	-	5,00,000	5,00,000	4.63
19.	RIYA RONIT SHAH	-	-	1,00,000	1,00,000	0.93
20.	MRS MOKSHA ROMIT SHAH	-	-	1,00,000	1,00,000	0.93
21.	MR. RONIT CHAMPAKLAL SHAH	-	-	1,00,000	1,00,000	0.93
22.	MR. ROMIT CHAMPAKLAL SHAH	-	-	1,00,000	1,00,000	0.93
23.	MRS. KALPANABEN HAMPACLAL SHAH	-	-	1,00,000	1,00,000	0.93
24.	SANGEETABEN SHAILESHKUMAR SHAH	-	-	1,25,000	1,25,000	1.16
25.	MRS DIMPLE HASMUKH JAIN	-	-	1,25,000	1,25,000	1.16
26.	MRS KANCHANBEN KIRTILAL SHAH	-	-	1,25,000	1,25,000	1.16
27.	MRS KASHMIRA T SHAH	-	-	1,25,000	1,25,000	1.16

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28.	MANJULA THAKOR	-	-	5,00,000	5,00,000	4.63
29.	MAHENDRA ZALA	-	-	5,00,000	5,00,000	4.63

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration

18. Identity of natural persons who are the beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Company	Name of Beneficial Owner	% of holding in Company
1.	Chandrima Mercantile Ltd	Roshanlal D Aggarwal	0
2.	Nirav C Parikh (Huf)	Nirav Parikh	100%
3.	Shree Vainkateshwar Finstock Private Limited	Chanchal Chandan Asnani	50%

19. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

20. Compliance Certificate:

The Certificate from M/s Dharti Patel and Associates, (FRN: P2012DE081400) Practicing Company Secretary, Ahmedabad confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same will be attached herewith and will be displayed on the website of the company [mirchtechnologiesindialimited@gmail.com](mailto:mirchtechnologiesindialimited@gmail.com) . Further the said Certificate also available on the Registered Office of the Company for the Inspection during the Business Hours.

21. Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

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## 22. Lock in of Equity Shares:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

## 23. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations:

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

## 24. Other disclosure:

- i. The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ii. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board recommends that the resolution set out at this item be passed as Special Resolution.  
The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

**By Order of the Board**  
**For, Mirch Technologies (India) Limited**

**SD/-**

**Pankajkumar Patel**  
**Managing Director**  
**DIN: 09054613**

**Date: 12.05.2023**  
**Place: Mumbai**

# MIRCH TECHNOLOGIES (INDIA) LIMITED

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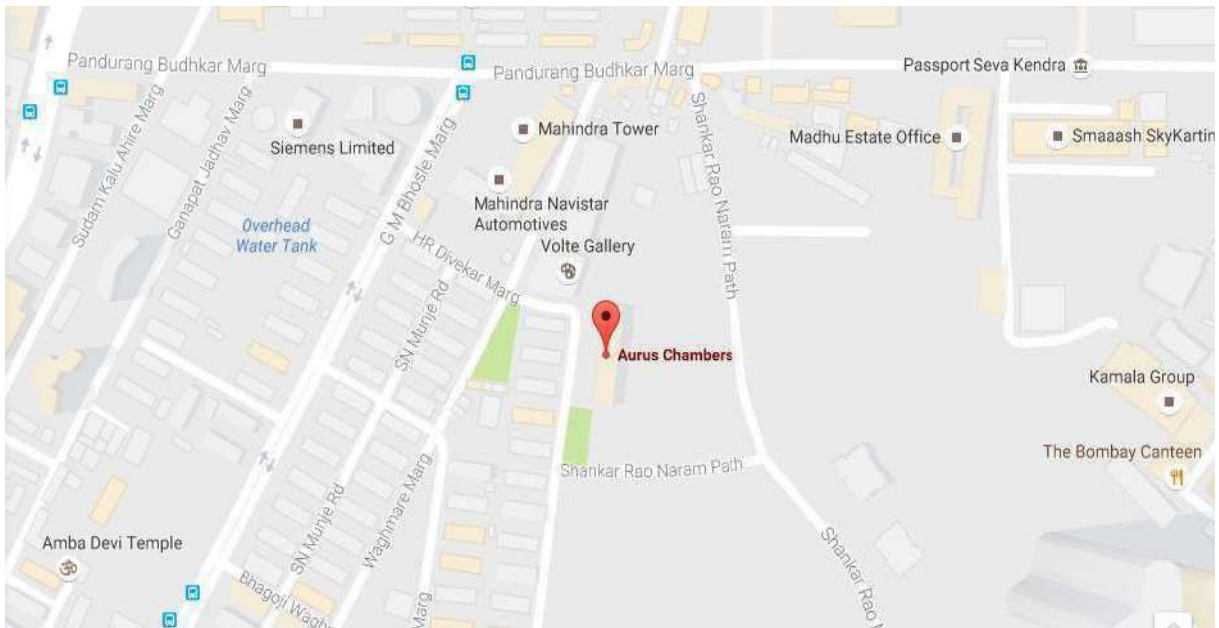
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## ROUTE MAP TO THE AGM VENUE

**Venue: B- 701, 7<sup>th</sup> Floor, Aurus Chambers, S. S. Amrutwar Marg, Worli, Mumbai – 400013.**



**Landmark : Mahindra Tower, Worli – Mumbai**

**Distance from Lower Parel Railway Station - 1 Km**

**(approx)Distance From Worli- 2 Km (approx)**

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## Annexure-A

### Details of Directors seeking re-appointment and regularization at the forthcoming Annual General Meeting

<b>Name of the Director</b>	<b>Mr. Yash Ghanshyambhai Savdhariya</b>	<b>Ms. Payal Ronak Shah</b>
<b>Director Identification Number (DIN)</b>	09683675	<b>02886525</b>
<b>Date of Birth</b>	07/01/1997	10/06/1982
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment on Board</b>	30/09/2022	10/10/2022
<b>Qualification</b>	Graduate	Graduate
<b>Brief Profile</b>	He is having an Experience of More than 12 years in the Field of Trading and Marketing of Agro Related Activities..	She is having more than 7 years' experience in field of Accounts and Finance
<b>Shareholding in the Company</b>	Nil	Nil
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	Nil	MERCURY TRADE LINKS LIMITED <a href="#">L01100MH1985PLC037213</a>  AXTRON SOLUTIONS PRIVATE LIMITED <a href="#">U72200GJ2013PTC075615</a>
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies</b>	-	Member of Audit Committee.

<b>Name of the Director</b>	<b>Mr. Apurv Kumar Pankajbhai Patel</b>
<b>Director Identification Number (DIN)</b>	09551283
<b>Date of Birth</b>	13/11/1997
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	10th October, 2022
<b>Qualification</b>	Graduate

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<b>Brief Profile</b>	He is Graduate and having more than 3 years' experience in Agro related Product and Administration.
<b>Shareholding in the Company</b>	Nil
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	TINE AGRO LIMITED <a href="#">L01100GJ1994PLC117990</a>
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies</b>	-

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 50<sup>th</sup> Annual Report together with Audited Balance Sheet and Profit & Loss Account for the year ended on 31<sup>st</sup> March, 2023. The highlights of the financial results are as under:

### FINANCIAL RESULTS:

The Company's financial performances for the year under review, along with the previous year's figures, are summarized hereunder:

(Amt in Rs.)		
Particulars	Current Year 22-23	Previous Year 21-22
Revenue From Operations	3,83,95,823.75	16,39,608
Other Operating Revenue Income	5,389.07	2,05,551
<b>Total Revenue</b>	<b>3,84,01,212.82</b>	<b>18,45,159</b>
Less: Expenses excluding Finance cost and Depreciation	3,15,37,854.35	32,90,621
<b>Profit / (Loss) before Interest, Tax and Depreciation</b>	<b>68,63,358.47</b>	<b>(14,45,462)</b>
Less: Finance Cost	1,416.00	6,195
<b>Profit/(Loss) Before Depreciation</b>	<b>68,61,942.47</b>	<b>(14,51,657)</b>
Less: Depreciation and amortization	23,885.00	13,102
<b>Profit / (Loss) Before Tax</b>	<b>68,38,057.47</b>	<b>(14,64,759)</b>
Less: Deferred Tax	18,902.00	6,70,497
Less: Current Tax	13,86,912.00	-
<b>Profit / (loss) after tax</b>	<b>54,32,243.47</b>	<b>(21,35,256)</b>

### STATE OF COMPANY'S AFFAIRS:

The company is into the activities of industrial design and fabrication. The Company has been covering various industries like fertilizers, chemicals, petrochemicals, power plant, fibers, cements, steel plants, pharmaceuticals, dyes and intermediates, paper and pulp and other allied processing industries since its inception. However During the Year the Company has Changed its Object Clause and the New object of the Company is to Trading and Manufacturing of Agro and Its Related products. The company has Profit of Rs.54,32,243.47/- during the financial year.

### DIVIDEND:

Your Directors do not recommended any dividend during the year.