

HARSHIL AGROTECH LIMITED

Formerly Known as MIRCH TECHNOLOGIES (INDIA) LIMITED

CIN -L01611GJ1972PLC147529

Regd. Office: S F 213 I Square Near Shukan Mall, Science City Road, Sola, Sola, Ahmedabad,
Daskroi, Gujarat, India, 380060

Website: www.mirchtechnologies.in

Email Id: mirchtechnologiesindialimited@gmail.com

Contact No: +917575872987

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of HARSHIL AGROTECH LIMITED (Formerly Known as MIRCH TECHNOLOGIES (INDIA) LIMITED) will be held on Monday 20th May, 2024, at 02:00 PM. IST at the registered office of the company situated at Office No. S F 213 I Square Near Shukan Mall, Science City Road, Sola, Ahmedabad, Daskroi, Gujarat, India, 380060 to transact the following business:

SPECIAL BUSINESS

1. Increase in Authorised Share Capital of the Company

To consider and if thought fit, to pass with or without modification, if any, 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 11,00,00,000/- (Rupee Eleven Crore only) divided into 1,10,00,000 equity share of Rs. 10/- (Rupee Ten Only) each to Rs. 51,00,00,000/- (Rupee Fifty One Crore only) divided into 5,10,00,000 equity share of Rs. 10/- (Rupee Ten only) each subject to the approval of shareholder in Extra-ordinary General Meeting.

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 51,00,00,000/- (Rupee Fifty One Crore only) divided into 5,10,00,000 (Five Crore Ten Lakh Shares only) Equity Shares of INR 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT any directors of the Company 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.”

2. Issue of Convertible Warrants on a Preferential basis:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with BSE Limited and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited (‘Stock Exchange’), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to 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 Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 4,00,00,000 (Four Crore) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each (‘Warrants’) at a price of Rs. 11/- each payable in cash (‘Warrants Issue Price’), aggregating upto 44.00 Crore which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the allottees mentioned herein mentioned below as a table A (hereinafter referred to as “Proposed Allottee’), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the ‘Relevant Date’ for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Friday, 19th April, 2024, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of Rs. 2.75/- (Rupees Two and Seventy-Five Paise Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of

subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 8.25/- (Rupees Eight and Twenty Five Paise Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

- c. The Warrants shall not carry any voting rights until they are converted into equity shares.
- d. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- i. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications,

changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchanges and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

TABLE A

Sr. No.	Name of Proposed Allottee	No. of Convertible Warrants to be allotted	PAN	Category
1	Jekon Exports Private Limited	2500000	AADCJ9810B	Non-Promoter
2	Pastime Solutions Private Limited	2500000	AAKCP3163C	Non-Promoter
3	Mandar Exim Private Limited	2500000	AAKCM6571D	Non-Promoter
4	Ajay Patel	1250000	ABDPP5285A	Non-Promoter
5	Jignesh Babubhai Patel	2500000	AUHPP8627M	Non-Promoter
6	Hardik Sakalchand Patel	2500000	AHKPP0291M	Non-Promoter
7	Alpeshkumar Ghanshayambhai Patel	2500000	AUQPP0524Q	Non-Promoter
8	Kirankumar Ramsingbhai Bamaniya	2500000	EPVPB7342C	Non-Promoter
9	Daxa Patel	1250000	AFRPP7406D	Non-Promoter
10	Anil Sevantilal Patel	1250000	AHAPP8896N	Non-Promoter
11	Shobhanaben Anil Patel	1250000	ANQPP9635F	Non-Promoter
12	Rahulbhai Mathurbhai Parmar	2500000	GFDPP4596A	Non-Promoter
13	Hanshraj Satishbhai Parmar	2500000	HJMPP7524Q	Non-Promoter
14	Milankumar Kanubhai Bhuriya	2000000	EATPB6685P	Non-Promoter
15	Bhuriya Alkeshbhai	2000000	FJNPA2292F	Non-Promoter
16	Sanjaybhai Kalubhai Chauhan	2000000	CWQPC2654G	Non-Promoter
17	Patriotic Tradelink Private Limited	2500000	AAJCP9322L	Non-Promoter

18	Ushaben Dahyabhai Chavda	2000000	AINPC6599H	Non-Promoter
19	Snehal Harshad Chavda	2000000	DMKPS4244H	Non-Promoter

Date: 19/04/2024
Place : Ahmedabad

By order of Board of Directors

Sd/-
PANKAJKUMAR PATEL
Managing Director
DIN : 09054613

NOTES

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 1 and 2 is annexed hereto.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Extra Ordinary General Meeting.
5. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Purva Sharegistry (India) Private Limited (RTA)**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
6. The Company has appointed M/s Dharti Patel & Associates, Company Secretary having a Membership No. F12801 and COP No. 19303 as a Scrutinizer for the Conduction the E Voting and Voting through Postal Ballot at the time of EGM to transact the Resolution. The Voting Result will be declared by the Company within 24 hours of Conclusion of EGM
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Extra Ordinary General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 17/05/2024 at 09:00 AM and ends on 19/05/2024 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13/05/2024 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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 Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

	<p>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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (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 HARSHIL AGROTECH LIMITED 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.

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 viz; mirchtechnologiesindialimited@gmail.com , 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.

Date: 19/04/2024
Place : Ahmedabad

By order of Board of Directors
SD/-
PANKAJKUMAR PATEL
Managing Director
DIN : 09054613

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item ;

ITEM NO. 1

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 Rs. 11,00,00,000/- (Rupee Eleven Crore only) divided into 1,10,00,000 equity share of Rs. 10/- (Rupee Ten Only) each to Rs. 51,00,00,000/- (Rupee Fifty One Crore only) divided into 5,10,00,000 equity share of Rs. 10/- (Rupee Ten only) each.

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. 1 be passed as an Ordinary Resolution.

ITEM NO. 2

Issue of Convertible Warrants on a Preferential basis:

The Board of Directors of the Company in their meeting held on 19th April, 2024, approved raising of funds aggregating upto Rs. 44.00 crore (Rupees Forty Four Crore only) by way of issuance of upto 4,00,00,000 (Four Crore) warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of Rs. 11/- each payable in cash ('Warrants Issue Price'), aggregating upto Rs. 44.00 crore (Rupees Forty Four Crore only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the 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 the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is

being sought for the raising of funds aggregating upto Rs. 44.00 crore (Rupees Forty Four Crore only) by way of issuance of upto 4,00,00,000 (Four Crore) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 11/- (Rupees Eleven Only) each payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue:

The Object of the Company to raise the fund by way of issue the warrant on the Preferential Basis to expand the Business of the Company and to meet the Long Term and Short term working capitals.

2. Maximum number of securities to be issued:

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 44.00 crore (Rupees Forty Four Crore only) by way of issuance of upto 4,00,00,000 (Four Crore) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of Rs. 11/- each payable in cash.

Minimum amount of Rs. 2.75/- (Rupees Two and Seventy Five Paise Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant which is aggregation of Rs. 11 Crore (Rupees Eleven Crore Only) for total issue. The warrant holder will be required to make further payments of Rs. 8.25/- (Rupees Eight and Twenty Five Paise Only), which is equivalent to 75% of the each Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s) which is aggregating of Rs. 33 Crore (Rupees Thirty Three Crore) for total issue.

3. The price or price band at which the allotment is proposed:

The equity shares of the company are listed on BSE limited. The Issue price i.e. Rs. 11/- per warrant, is decided by the Board. The Minimum issue price is Rs. 10.62/- on the basis of Valuation Report of registered valuer, Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat, which is arrived as per SEBI ICDR Regulations, 2018.

4. Basis on which the price (including the premium, if any) has been arrived at along with report of the registered valuer:

The Issue Price of the warrant is Rs. 11/- per warrant (Includes Rs. 10/-each face value and Rs. 1/- each premium). In terms of the SEBI ICDR Regulations, the minimum price at which the Warrants can be issued is Rs. 11 per Warrant, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue

Fair Value of warrants of the Company is decided in accordance with regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 because the shares of the company are infrequently traded

As mentioned in the valuation report, Valuation of Equity Shares is determined on the basis of NAV (Net assets Value). Thus, based on our discussion with management I have considered the Cost approach i.e., NAV Method (Net assets Value). Thus, the Fair value per share is Rs. 10.62.

In this regard, the Company has obtained a valuation report from registered valuer, Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat, and the minimum price for the preferential issue determined by such independent registered valuer is Rs. 10.62. The same is also available on the website of the company at www.mirchtechnologies.in

5. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated 19th April,2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat.

6. Certificates and Valuation Report:

The Company has received Valuation Report dated 19th April,2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/S S K Bhavsar & Co, practicing Chartered Accountant (Membership No: 180566), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/S S K Bhavsar & Co, practicing Chartered Accountant (Membership No: 180566)) as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report available on the website of the Company i.e. www.mirchtechnologies.in and available for inspection at the registered office of the Company during office hours.

7. Relevant Date on the basis on which price has been arrived at:

The 'Relevant Date' as per ICDR Regulations for the determination of the minimum price for Warrants to be issued is fixed as Friday 19th April,2024 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

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

The warrants are proposed to be issued to the individual and entities who do not from the part of the promoter group. The entire proposed issue will be allotted to the Non-Promoters of the Company.

9. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

10. Time frame within which the preferential issue shall be completed:

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed

within 15 days from the date of such approval.

11. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 31.03.2024).

Sr. No.	Name of the Proposed allottees	Category	Pre-Issue Holding		Post-Issue Holding		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Jekon Exports Private Limited	Non-Promoter	Nil	Nil	2500000	4.92%	SWAPNIL GAUTAMBHAI PANCHAL
2	Pastime Solutions Private Limited	Non-Promoter	Nil	Nil	2500000	4.92%	SANJAYKUMAR KHENGARBHAI PARMAR
3	Mandar Exim Private Limited	Non-Promoter	Nil	Nil	2500000	4.92%	ASHISHKUMAR JAYANTILAL KAPADIYA
4	Ajay Patel	Non-Promoter	Nil	Nil	1250000	2.46%	NA
5	Jignesh Babubhai Patel	Non-Promoter	Nil	Nil	2500000	4.92%	NA
6	Hardik Sakalchand Patel	Non-Promoter	Nil	Nil	2500000	4.92%	NA
7	Alpeshkumar Ghanshayambhai Patel	Non-Promoter	Nil	Nil	2500000	4.92%	NA
8	Kirankumar Ramsingbhai Bamaniya	Non-Promoter	Nil	Nil	2500000	4.92%	NA
9	Daxa Patel	Non-Promoter	Nil	Nil	1250000	2.46%	NA
10	Anil Sevantilal Patel	Non-Promoter	Nil	Nil	1250000	2.46%	NA
11	Shobhanaben Anil Patel	Non-Promoter	Nil	Nil	1250000	2.46%	NA
12	Rahulbhai Mathurbhai Parmar	Non-Promoter	Nil	Nil	2500000	4.92%	NA
13	Hanshraj Satishbhai Parmar	Non-Promoter	Nil	Nil	2500000	4.92%	NA

14	Milankumar Kanubhai Bhuriya	Non-Promoter	Nil	Nil	2000000	3.94%	NA
15	Bhuriya Alkeshbhai	Non-Promoter	Nil	Nil	2000000	3.94%	NA
16	Sanjaybhai Kalubhai Chauhan	Non-Promoter	Nil	Nil	2000000	3.94%	NA
17	Patriotic Tradelink Private Limited	Non-Promoter	Nil	Nil	2500000	4.92%	NAYANABEN BHIKHALAL SHAH
18	Ushaben Dahyabhai Chavda	Non-Promoter	Nil	Nil	2000000	3.94%	NA
19	Snehal Harshad Chavda	Non-Promoter	Nil	Nil	2000000	3.94%	NA

Note: The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

12. Change in the control or composition of the Board that would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

During the year, preferential allotment of 1,00,00,000 (One Crore) EQUITY SHARES at the price of Rs. 10 each has been made to the 29 (Twenty-Nine) Allottees .The Equity Shares have been allotted on 27th July,2023.

14. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

The Proposed allotment is made by cash so the same is not applicable.

15. Lock-in period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

16. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares	% of Capital	No. of Shares	% of Capital
A	Promoter Holding				
1	Indian	0	0	0	0
	Individual	0	0	0	0
	Bodies Corporates	0	0	0	0
	Sub-Total	0	0	0	0
2	Foreign Promoter	0	0	0	0
	Sub-Total (A)	0	0	0	0
B	Non-Promoter Holding				
1	Institutional Investors	100	0	100	0
2	Non-Institutional Investors				
	Body Corporates	1005655	9.3116	11005655	24.90
	Directors and Relatives	0	0	0	0
	Indian Public	9288612	86.0057	39288612	75.10
	Other:				
	NRI	125	0.0011	125	0.00
	Trust	3300	0.0305	3300	0.00
	HUF	501018	4.6390	501018	0.00
	Clearing Member	1190	0.0110	1190	
	Other	0	0	0	0.00
	Sub-Total (B)	1,08,00,000	100.00	50800000	100.00
	Grand Total	1,08,00,000	100.00	5,08,00,000	100.00

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on 31/03/2024.
- 2) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

17. Undertaking by the Company:

The Company hereby undertakes that:

- a) The Company undertakes that the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so. Further, the Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the warrant shall continue to be locked-in till the time such amount is paid by the allottees.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.

18. Material terms of raising such securities:

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu

with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

19. Particulars of the offer, Kinds of Securities Offered, Price of the Securities offered including date of passing of Board resolution:

Issue of upto 4,00,00,000 (Four Crore) Convertible Warrants of Face Value of INR 10/- each at an issue price of INR 11/- each on preferential basis for Cash consideration aggregating amount of upto Rs. 44.00 crore (Rupees Forty-Four Crore only).

Date of passing Board Resolution for aforesaid Preferential Issue is 19th April, 2024.

20. Principal terms of assets charged as securities:

Not applicable

21. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Jekon Exports Private Limited	Not Applicable	Non-Promoter
2	Pastime Solutions Private Limited	Not Applicable	Non-Promoter
3	Mandar Exim Private Limited	Not Applicable	Non-Promoter
4	Ajay Patel	Not Applicable	Non-Promoter
5	Jignesh Babubhai Patel	Not Applicable	Non-Promoter
6	Hardik Sakalchand Patel	Not Applicable	Non-Promoter
7	Alpeshkumar Ghanshayambhai Patel	Not Applicable	Non-Promoter
8	Kirankumar Ramsingbhai Bamaniya	Not Applicable	Non-Promoter
9	Daxa Patel	Not Applicable	Non-Promoter
10	Anil Sevantilal Patel	Not Applicable	Non-Promoter
11	Shobhanaben Anil Patel	Not Applicable	Non-Promoter
12	Rahulbhai Mathurbhai Parmar	Not Applicable	Non-Promoter
13	Hanshraj Satishbhai Parmar	Not Applicable	Non-Promoter
14	Milankumar Kanubhai Bhuriya	Not Applicable	Non-Promoter
15	Bhuriya Alkeshbhai	Not Applicable	Non-Promoter
16	Sanjaybhai Kalubhai Chauhan	Not Applicable	Non-Promoter
17	Patriotic Tradelink Private Limited	Not Applicable	Non-Promoter
18	Ushaben Dahyabhai Chavda	Not Applicable	Non-Promoter
19	Snehal Harshad Chavda	Not Applicable	Non-Promoter

22. Other disclosures:

- a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.mirchtechnologies.in
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.
- c) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- d) The Company has not made any preferential allotment of securities during the last financial year.
- e) All the warrants held by the Proposed Allottees in the Company are in dematerialized form only
- f) None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

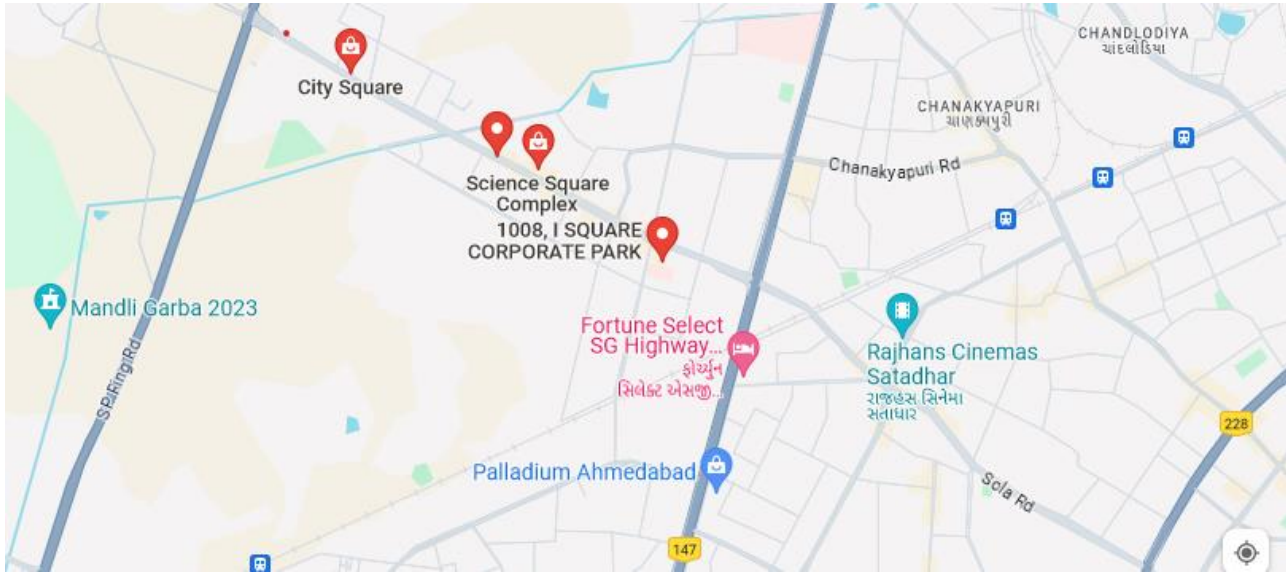
Date: 19/04/2024
Place: Ahmedabad

By order of Board of Directors

Sd/-

PANKAJKUMAR PATEL
Managing Director
DIN : 09054613

ROUTE MAP TO EGM-



Address :-

**Venue: S F 213 I Square Near Shukan Mall, Science City Road,,
Sola, Ahmedabad, Daskroi, Gujarat, India, 380060**

FORM MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	
Registered Address	
E-mail id	
Folio No.	
DP Id	
Client Id	

I / We, being the Member(s) holding _____ shares of Harshil Agrotech Limited, hereby appoint:

1. Name _____
Address _____

Email Id _____
Signature _____ or failing him / her,

2. Name _____
Address _____

Email Id _____
Signature _____ or failing him / her,

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on 20th May, 2024 at **2:00 PM** at the Registered Office: S F 213 I Square Near Shukan Mall, Science City Road, Sola, Ahmedabad, Daskroi, Gujarat, India, 380060 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Special business:

1. Increase in Authorised Share Capital of the company.
2. Issue of Convertible Warrants on a Preferential basis.

Affix Re. 1 Revenue Stamp

Signed this _____ day of _____ 2024 Signature of
Shareholder: _____
Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MGT-12
ATTENDANCE FORM/ BALLOT FORM
(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT
THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

Name & Registered Address :
of the Sole / First Named :
Member :
Name of the joint holders :
Registered Folio No / :
DP ID No. / Client ID No :
Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra Ordinary General Meeting of Harshil Agrotech Limited on 20th May, 2024 at 2:00 PM (IST), by conveying my / our assent or dissent to the resolutions by placing tick () mark in the appropriate box below:

Sr. No.	Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Business				
1.	Increase in Authorised Share Capital of the company			
2.	Issue of Convertible Warrants on a Preferential basis.			

Place :

Date :

..... (Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance/ voting at the time of Extra Ordinary General Meeting of Harshil Agrotech Limited to be held on 20th May, 2024 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.