

Notice

Notice is hereby given that the 46th Annual General Meeting of the Company will be held on Monday, 30th September, 2019 at the Registered office of the Company at B -701,7th Floor, Aurus Chambers, S.S. Amrutwar Marg, Worli, Mumbai - 400013 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended 31st March, 2019 along with Directors' Report and Auditors' Report thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2 To appoint a Director in place of Shri Sadashiv Sheena Salian (DIN: 05346842), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment. 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 Sadashiv Sheena Salian (DIN: 05346842), 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 To appoint M/s. U. S. Tanwar & Company, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the 48th Annual General Meeting and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. U. S. Tanwar & Company, Chartered Accountants, Mumbai (Firm Registration No. 110810W) who were appointed for five years till the conclusion of 46th Annual General Meeting (AGM) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of 48th AGM of the company (which includes the maximum permissible term including transition period as contemplated under rule 6 of the companies (Audit and Auditors) Rules, 2014), at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

- 1 To consider and, if thought fit, to pass the following resolution as an **Special Resolution:**

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in the force), read with schedule V to the Companies Act, 2013 and the Articles of Association of the company, consent of the company be and is hereby accorded to the re-appointment of Shri Shiv Kumar Ladha (DIN: 00478534) aged 78 years as the Managing Director and Chairman of the company for a period of five years with effect from September 29, 2019 till September 28, 2024.

“RESOLVED FUTHER THAT, pursuant to the provision of the section 196, 197, and any other applicable provision of the Companies Act, 2013, and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in the force), read with schedule V to the Companies Act, 2013 and Articles Association of the Company, approval of the company be and is hereby accorded to pay a remuneration upto Rs. 2,50,000/- (Rupees two lacs fifty thousand only) per month to Shri Shiv Kumar Ladha, Managing Director and Chairman of the Company, the details of which are given in the explanatory statement annexed hereto.

“RESOLVED FUTHER THAT, the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deed and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation to give effect to the forgoing resolution”.

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

**Place: Mumbai
Dated: 30th May, 2019**

**Sd/-
Shivkumar Ladha
Chairman**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE 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 open 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. 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.
5. The Register of Members and Share Transfer Book of the Company will be closed from 28th September, 2019 to 30th September, 2019 (both days inclusive).
6. Members holding share in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
8. 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 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.
9. 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.
10. 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.

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.

11. 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.
12. 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 busicomp@vsnl.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.

13. Voting through Electronic means

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) the Company is pleased to provide members, facility to exercise their right to vote at 46th 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 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 instructions for e-voting are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

14. The voting period begins on 27th September, 2019 at 10.00 am and ends on 29th September, 2019 at 5.00 pm. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e on 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
15. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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

**Place: Mumbai
Dated: 30th May, 2019**

**Sd/-
Shivkumar Ladha
Chairman**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item 1

Shri Shivkumar Ladha, aged 78 years, is a co-promoter and Chairman of the Company and has vast industry experience in the field of fabrication and designing.

He has excellent grasp and thorough knowledge and experience of not only engineering and technology, but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors as per the recommendation of the nomination and remuneration committee, is of the opinion that for smooth and efficient running of the business, the services of Shri Shivkumar Ladha should be available to the Company for a period of five years with effect from September 29, 2019 till September 28, 2024.

As the Company has no Profit or its profit is inadequate, the remuneration may be paid to him in accordance with the provision of the Companies Act, 2013 read with Schedule V of the Act.

Shri Shivkumar Ladha has attained the age of 78 years and hence the board as per the advice of the nomination and remuneration committee, recommends to the members to pass the resolution as a special resolution.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in this Special Resolution.

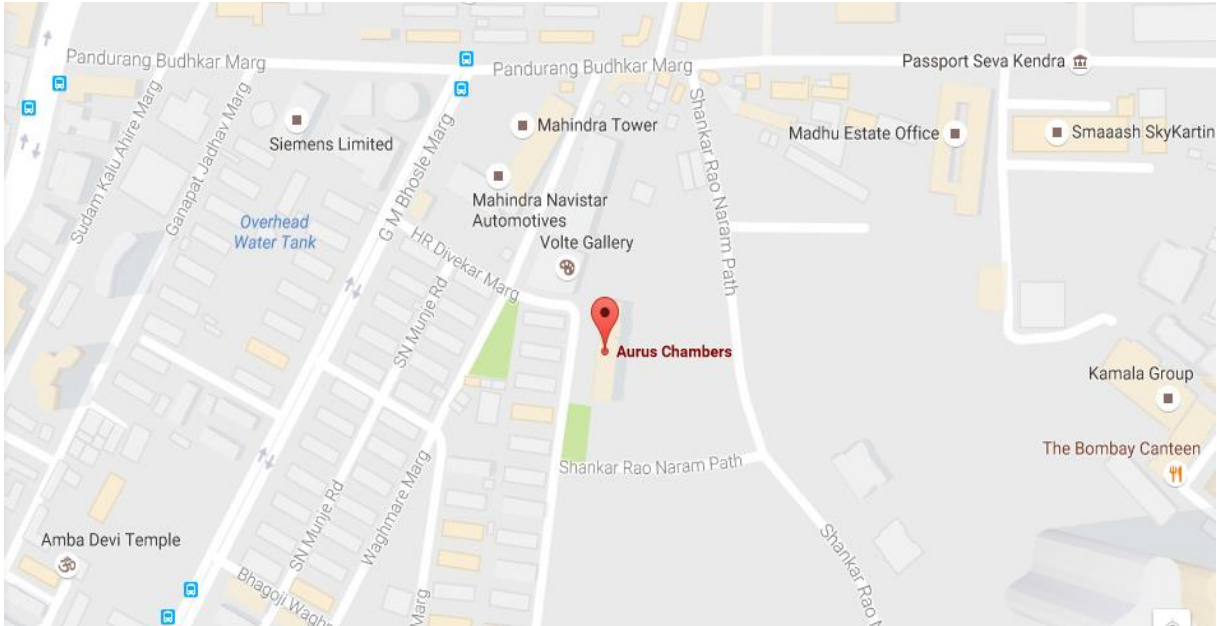
For Mirch Technologies (India) Limited

Place: Mumbai
Dated: 30th May, 2019

Sd/-
Shivkumar Ladha
Chairman

ROUTE MAP TO THE AGM VENUE

Venue: B- 701, 7th 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)

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 46th Annual Report together with Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2019. 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 2018-19	Previous Year 2017-18
Revenue From Operations	3,301,100	-
Other Operating Revenue Income	871,408	841,802
Total Revenue	4,172,508	841,802
Less: Expenses excluding Finance cost and Depreciation	5,608,355	25,37,839
Profit / (Loss) before Interest, Tax and Depreciation	(1,435,847)	(16,96,037)
Less: Finance Cost	3739	2,830
Profit/(Loss) Before Depreciation	(1,439,586)	(16,98,867)
Less: Depreciation and amortization	1,738,340	18,60,625
Profit /(Loss) Before Tax	(3,177,926)	(35,59,492)
Add: Deferred Tax expenses	7,524,13	10,99,926
Profit / (loss) after tax	(2,425,513)	(24,59,566)