

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

Email Id: mirchtechnologiesindialimited@gmail.com

Contact No: +91 7575872987

NOTICE OF ANNUAL GENERAL MEETING

To,

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

NOTICE is hereby given that the 50th Annual General Meeting of the members of MIRCH TECHNOLOGIES (INDIA) LIMITED will be held on 9th 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 54th 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