



MRC Agrotech Ltd

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of MRC AGROTECH LIMITED (Formerly known as MRC Exim Ltd) ("Company"), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), that the resolution appended below to be passed by the members of the Company through postal ballot by remote e-voting process ("E-voting") only.

The Explanatory Statement is pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, pertaining to the resolution proposed in this Notice setting out all material facts and reasons thereof as annexed herewith for your consideration and approval.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on 30th March 2022 has appointed CA Rahul Agrawal (M. No. 177363, ERN. 145385W) Proprietor of M/s. Rahul M. Agrawal & Co., Practicing Chartered Accountants, to act as the Scrutinizer for conducting the Postal Ballot process only through remote e-voting in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facilities to its Members.

In view of the current pandemic situation faced due to COVID-19 and in compliance with Circulars issued by the Ministry of Corporate Affairs for clarification on the passing of Special and Ordinary Resolutions by the Company, Notice of Postal Ballot is being sent through email only to the members who have registered their email id with the Company/Depositories/ Depository Participants/ Purva Share registry India Private Limited (RTA) and whose name appears in the Register of Members of the Company or Register of Beneficial Owners as maintained by the depositories as on Friday, 25th March 2022 ('Cut-off date'). The remote e-voting will commence on Monday, 04th April 2022 at 09:00 a.m. (IST) and ends on Thursday, 05th May 2022 at 5:00 p.m. (IST). Further, the MCA Circular has inter alia, extended the relaxation to the Company from the requirement of sending a hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot. Therefore, the Company is not required to send a physical copy of the Postal Ballot Form to the Members for voting. Members are required to communicate their assent or dissent through the remote e-voting system only.

The members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of a remote e-voting facility provided by the Company not later than 05:00 p.m. (IST) on Thursday, 05th May 2022, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section "Instructions for e-voting."



Sunil Agarwal

(Formerly known as MRC Exim Ltd.)



MRC Agrotech Ltd

SPECIAL BUSINESS:

1. To Approve Migration of Equity Shares of the Company from SME Platform of BSE Limited to Main Board of BSE Limited:

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

“RESOLVED THAT pursuant to the Regulation 277 of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as applicable, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject to consent / approval of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of Migration of Equity Shares of the Company which are currently listed on SME Platform of BSE Limited (i.e. BSE SME) to Main Board of the BSE Limited and upon Migration, the said Equity Shares shall be listed and traded on the Main Board of BSE Limited, from the date of approval of Migration / getting listed and admitted to be dealt on BSE Limited Main Board as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, stock exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorised to deal with any Government or Semi-Government Authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to the aforementioned resolution.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

By Order of the Board

For MRC Agrotech Limited
(Formerly Known as MRC Exim Ltd)

Sunil Agarwal
Sunil Agarwal
Director
DIN: 08688234



Date: 30/03/2022
Place: Mumbai

(Formerly known as MRC Exim Ltd.)

Registered Office : No. 5028, NIBR 1 Aerocity Safed Sakinaka, Andheri Kurla Road, Andheri East, Mumbai 400072
Email : info@mrcagro.com | www.mrcagro.com | CIN : L15100MH2015PLC269095



NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this Postal Ballot Notice.
2. The Board of Directors at their meeting held on 30th March 2022, have appointed CA Rahul Agrawal (M. No. 177363, FRN. 145385W) Proprietor of M/s. Rahul M. Agrawal & Co., Practicing Chartered Accountants, to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
3. The Company has changed its name from MRC Exim Limited to MRC Agrotech Limited by passing Special Resolution on 30th September 2021 and a New Certificate of Incorporation pursuant to the change of name received from the Registrar of Companies, Mumbai on 23rd March 2022. The process of change of name with the BSE limited is under process.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.mrcexim.co.in, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) or with RTA Purva Sharegistry India Pvt. Ltd. The RTA has put in place a module to update Email Id, Mobile No., PAN No. and Bank Details on its website www.purvashare.com.
6. In accordance with Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the Notice of the postal ballot is dispatched via E-mail, an advertisement will be published in at least one English language and one vernacular language newspaper.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 25th March 2022.
8. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of votes cast and the results of the Postal Ballot will be announced by the Chairman or any person authorized by him, on or before Saturday, 07th May 2022 at the Registered Office of the Company and the results will also be displayed on the website of the Company i.e., www.mrcexim.co.in, besides being communicated to the BSE Limited and CDSL.
9. All relevant documents referred to in the notice will be available for electronic inspection from date of circulation of this Notice till the conclusion of the remote e-voting period i.e., up to 05:00 p.m. (IST) on Thursday, 5th May 2022. Members desirous of inspecting the relevant documents may send an e-mail to info@mrcexim.co.in from their registered e-mail addresses mentioning their names, folio numbers/ DP ID and Client ID. The relevant documents will also be placed on the website of the Company i.e., www.mrcexim.co.in.

THE GENERAL INFORMATION AND INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- i. The remote e-voting period begins on Monday, 04th April 2022 at 9:00 a.m. (IST) and ends on Thursday, 5th May 2022 at 05:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 25th March 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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Registered Office : No. 5028, NIBR 1 Aerocity Safed Sakinaka, Andheri Kurla Road, Andheri East, Mumbai 400072
Email : info@mrcagro.com | www.mrcagro.com | CIN : L15100MH2015PLC269095



- ii. 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 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 the ease and convenience of participating in the e-voting process.

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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

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	<p>www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Shareholders holding securities in demat mode with NSDL</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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 or joining virtual meeting & voting during the meeting.</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.

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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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv. Login method for e-Voting and joining virtual meetings 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. 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

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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.

- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant <MRC Agrotech Limited> on which you choose to vote.
- ix. 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.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv. 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.
- xv. **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at info@mrcexim.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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



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

Item No. 1:

To approve migration of Equity Shares of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.

The Equity Shares of the Company were listed on SME Platform of BSE Limited (i.e., BSE SME) on 18th December 2017, and the Company intends to migrate to the Main Board of BSE Limited (BSE) as per the guidelines specified under Chapter IX of SEBI ICDR Regulations, 2018 (as amended from time to time). The Company, whose equity shares are listed on the SME Exchange for more than 2 years and having a paid-up share capital of more than 10 Crore but up to 25 Crore is eligible to migrate its equity shares from the SME platform to the Main board. The paid-up share capital of the Company is Rs. 10,42,09,000/- (Rupees Ten Crore Forty-Two Lakhs Nine Thousand Only), which is more than 10 Crore rupees.

The Board of Directors are of the view that the migration of the Equity Shares of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also, listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

Further, note that as per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Special Resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as a Special Resolution by the Members of the Company through Postal Ballot.

None of its Directors, Key Managerial Personnel and relatives thereof is interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

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