

MRP AGRO LIMITED

[Formerly Known As MRP AGRO PRIVATE LIMITED]

CIN: U15549MP2018PLC045542

GST: 23AALCM7698A1Z9

Trading & Food Processing (Dal Mill) of Pulses
And Cattle feed & Exporter of Food Grains, Coal, Flyash.

BSE
BSE SME LISTED COMPANY
MRP | 543262 | INE0D7801012



Date: November 30, 2024

To,

The Compliance Department

BSE Limited,

P.J. towers, Dalal Street,

Fort, Mumbai – 400 001,

Maharashtra, India

(Reference -MRP Agro Limited; Symbol- MRP; ISIN: INE0D7801012 Script Code -543262)

Sub: Intimation of Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on Tuesday, December 24, 2024.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform you that an **Extra Ordinary General Meeting (“EGM”)** of the Company is scheduled to be held on Tuesday, December 24, 2024 at 11:00 A.M. at the Registered Office of the Company situated at House No.100, First Floor, Ward No.23, Infront of Thane Ajak, Civil Line Road, Tikamgarh - 472001, Madhya Pradesh, India, in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time, to transact the businesses as mentioned in the notice of EGM. The notice of the EGM is enclosed herewith.

The following are the details w.r.t the said EGM:

Date and Time of EGM	Tuesday, December 24, 2024 at 11:00 A.M.
Venue of EGM	House No. 100, First Floor, Ward No. 23, Infront of Thane Ajak, Civil Line Road, Tikamgarh - 472001, Madhya Pradesh, India.
Cut-off for Dispatch of Notice of EGM	Friday, November 22, 2024
Cut-off date of shareholders eligible to attend and remote E-voting.	Wednesday, December 18, 2024
E-voting Dates	Saturday, December 21, 2024 (09:00 A.M. IST) to Monday, December 23, 2024 (05:00 P.M. IST)
Scrutinizer	Mr. Arpit Gupta (Membership No. - 421544), Practicing Chartered Accountants, Partner of M/s A Y & Company, Rajasthan, India.

All the instructions with regards to e-voting, EGM and other matters are given in the notice of EGM. The Company has dispatched the notice of the EGM to the shareholders of the Company via email/post as per the applicable provisions in due compliance and has also uploaded the same on the website of the Company at <https://mrpagro.com/investors/>.

The shareholders can also write directly to the Company at info@mrpagro.com, in case of any queries with regards to EGM of the Company.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

Yours faithfully,

For MRP Agro Limited

Manish Jain

Managing Director

DIN : 08110055

Place : Tikamgarh, Madhya Pradesh



Regd. Office : House No. 100, Ward.No.23, First Floor, Infront of Thane Ajak Civil Line Road, Tikamgarh, null, Madhya Pradesh, 472001
Cell No. +91 7000615952. 9893142537

Factory : Plot No. 22 Unit-Dal Mill, Semi Urban Industrial Area, Dhonga, Tikamgarh (M.P.) 472001

INE0D7801012 (MRP AGRO LIMITED-EQ)

Website: www.mrpagro.com email: info@mrpagro.com

Contact : +91 7000615952, 9893142537

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**NOTICE**

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of MRP Agro Limited (the “Company”) will be held on Tuesday, December 24, 2024 at 11:00 A.M. at the Registered Office of the Company situated at House No. 100, First Floor, Ward No.23, Infront of Thane Ajak, Civil Line Road, Tikamgarh - 472001, Madhya Pradesh, India to transact the following business

SPECIAL BUSINESS:**1. TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special **Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“SEBI Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Foreign Exchange Management Act, 1999, , as amended or restated (“FEMA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (the “Stock Exchange”) on which equity shares of the Company is listed and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue and allot upto 11,70,000 (Eleven Lakh Seventy Thousand Only) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) to the Non-Promoters category at an issue price of Rs. 120/- (Rupees One Hundred and Twenty Only) per Equity Share [including premium of Rs. 110/- (Rupees One Hundred and Ten Only) per Equity Share], aggregating to 14,04,00,000/- (Rupees Fourteen Crore and Four Lakh Only) (“Consideration”) by way of preferential basis for a Cash at a price not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling Extra-Ordinary General Meeting, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned persons (“Proposed Allottees”).”

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be allotted	Consideration (Amount in INR)
1	Sandeep Singh	Non-Promoter	84,000	1,00,80,000
2	Vicco Laboratories Goa	Non-Promoter	42,000	50,40,000
3	Rakesh Laroia	Non-Promoter	42,000	50,40,000
4	Amit R Agarwal	Non-Promoter	42,000	50,40,000
5	Vibha Gupta	Non-Promoter	42,000	50,40,000

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6	Nikita Sandeep Shah	Non-Promoter	42,000	50,40,000
7	Sumit Rajvanshi	Non-Promoter	42,000	50,40,000
8	Vivek Lahoti (HUF)	Non-Promoter	27,000	32,40,000
9	Kaushal Pravinchandra Mehta	Non-Promoter	25,000	30,00,000
10	Sagar Girish Bhanushali	Non-Promoter	21,000	25,20,000
11	Mohansingh Laxmansingh Parmar	Non-Promoter	21,000	25,20,000
12	Ameya S Pimpalgaonkar	Non-Promoter	21,000	25,20,000
13	Iragecapital Advisory LLP	Non-Promoter	21,000	25,20,000
14	Mayur Rajnikant Shah HUF	Non-Promoter	21,000	25,20,000
15	Nikhil Jadhav	Non-Promoter	21,000	25,20,000
16	Mayank Singh	Non-Promoter	21,000	25,20,000
17	Amit Singhee	Non-Promoter	21,000	25,20,000
18	Abhay Mahadeorao Dambhe HUF	Non-Promoter	21,000	25,20,000
19	Deepak Kumar Dua	Non-Promoter	21,000	25,20,000
20	Keshav Munjal	Non-Promoter	21,000	25,20,000
21	Aadesh Jain	Non-Promoter	21,000	25,20,000
22	Gunjan Gupta	Non-Promoter	21,000	25,20,000
23	Rashmi Agarwal	Non-Promoter	21,000	25,20,000
24	Mustafa Zueb kachwala	Non-Promoter	21,000	25,20,000
25	Upneet Grover	Non-Promoter	21,000	25,20,000
26	Prakash Kumar Chandnani	Non-Promoter	21,000	25,20,000
27	Mayuri S Ramdasi	Non-Promoter	21,000	25,20,000
28	Ramaben M Shivani	Non-Promoter	21,000	25,20,000
29	Anupam Singh	Non-Promoter	21,000	25,20,000
30	Shashi Anand	Non-Promoter	21,000	25,20,000
31	Chandak Sandip Nandlal	Non-Promoter	21,000	25,20,000
32	Vasudev Kaduskar	Non-Promoter	21,000	25,20,000
33	Harish Singh	Non-Promoter	21,000	25,20,000
34	Hemant Kumar Jain	Non-Promoter	21,000	25,20,000
35	Himanshu Ranjeetkumar Jogatar	Non-Promoter	21,000	25,20,000
36	Ridhima Sethi	Non-Promoter	21,000	25,20,000
37	Vardharajula Venkata Ramaiah	Non-Promoter	21,000	25,20,000
38	Amrit Kumar	Non-Promoter	21,000	25,20,000
39	Hema Maheshkumar Patel	Non-Promoter	21,000	25,20,000
40	Ashok Kumar Garg	Non-Promoter	21,000	25,20,000
41	Nitin Sachdeva	Non-Promoter	21,000	25,20,000
42	Manoj Devidas Kulchandani (HUF)	Non-Promoter	21,000	25,20,000
43	Shah Jaykumar P Chandra	Non-Promoter	21,000	25,20,000
44	Amar Vasant Samarth	Non-Promoter	21,000	25,20,000
45	Himani Bahuguna	Non-Promoter	21,000	25,20,000
46	Vibha Veda	Non-Promoter	13,000	15,60,000
47	Akshi Gupta	Non-Promoter	13,000	15,60,000
Total			11,70,000	14,04,00,000

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining floor price of

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Website: www.mrpagro.com email: info@mrpagro.com

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Equity Shares shall be Friday, November 22, 2024, being the date 30 days prior to the date of Extra Ordinary General Meeting of the Company is being held i.e. December 24, 2024.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. 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.
- b. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder
- d. 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.
- e. The Investor 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.
- f. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- g. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees 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 monies to be received by the Company from the Subscribers for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies, Gwalior, Madhya Pradesh (“ROC”) in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) 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 for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution including making application to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Gwalior, Madhya Pradesh ("ROC"), National Securities Depository Limited Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the issuance of Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Investors, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board.

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**By order of the Board of Directors
For MRP Agro Limited**

**Sd/-
Gunjan Gupta
Company Secretary
M.No. A57884**

Place – Tikamgarh, Madhya Pradesh

Date – November 29, 2024

NOTES:

1. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM and is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting power. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

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3. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
4. The Notice of the EGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Notice of the EGM of the Company will also be available on the website of the Company at www.mrpagro.com. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com.
5. Electronic copy of the Notice of an Extra-Ordinary General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ("the RTA") to provide efficient and better services.

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 the PAN to their depository participants with whom they are maintaining their demat accounts.
7. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
8. The documents referred to in the proposed resolutions if any, are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
9. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the EGM.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
11. The Company's Registrar and Transfer Agent for its Share Registry Work is Skyline Financial Services Private Limited having their office at D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India.
12. Notice of an EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant. Members may note that the Notice of an EGM will also be available on the Company's website www.mrpagro.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Skyline Financial Services Private Limited www.skylinerta.com.



13. All the documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members are requested to write to the Company at info@mrpagro.com for an inspection of said documents.

VOTING THROUGH ELECTRONIC MEANS:

14. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the EGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Securities Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the EGM) (“remote e-voting”) as well as e-voting during the proceeding of the EGM (“e-voting at the EGM”).

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Wednesday, December 18, 2024 as the “cut-off date” to determine the eligibility to vote by remote e-voting or e-voting at the EGM.

15. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Wednesday, December 18, 2024, shall be entitled to avail the facility of remote e-voting or e-voting at the EGM. Only those Shareholders, who will be present at the EGM and who would not have cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.

16. The instructions for shareholders voting electronically are as under:

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 Saturday, December 21, 2024 at 9:00 A.M. and ends on Monday, December 23, 2024 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, December 18, 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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.</p>
	<p>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.</p>
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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>



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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**

Regd. Office: House No. 100, First Floor, Ward No. 23 Infront of Thane Ajak Civil Line Tikamgarh M.P. 472001 IN
CIN: U15549MP2018PLC045542 INE0D7801012 (MRP AGRO LIMITED-EQ)
Website: www.mrpagro.com email: info@mrpagro.com

**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.

- (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 **MRP AGRO 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 info@mrpagro.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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

- (i) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (ii) Any person who acquired shares of the company and becomes shareholders of the company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e., may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com of Issuer/RTA.
- (iii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Wednesday, December 18, 2024
- (iv) The Board of Directors has appointed Mr. Arpit Gupta (Membership No. - 421544), Practicing Chartered Accountants, Partner of M/s A Y & Company (505, Fifth Floor, ARG Corporate Park, Ajmer Road, Gopalbari Jaipur – 302006, Rajasthan, India) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (vi) The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.mrpagro.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.

**By order of the Board of Directors
For MRP Agro Limited**

**Sd/-
Gunjan Gupta
Company Secretary
M.No. : A57884**

**Place – Tikamgarh, Madhya Pradesh
Date – November 29, 2024**

**EXPLANATORY STATEMENT****(Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with section 110 of the Companies Act, 2013.)****ITEM NO. 1**

The Board of Directors in their meeting held on Friday, November 29, 2024, subject to the approval of the members of the Company by way of passing a special resolution and such other necessary approvals as may be required, had approved to raise the funds required by way of issuance of Equity Shares on the preferential basis. Accordingly, the Company proposes to issue and allot upto 11,70,000 (Eleven Lakh Seventy Thousand Only) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) to the Non-Promoters category at an issue price of Rs. 120/- (Rupees One Hundred and Twenty Only) per Equity Share [including premium of Rs. 110/- (Rupees One Hundred and Ten Only) per Equity Share], aggregating upto Rs. 14,04,00,000/- (Rupees Fourteen Crore and Four Lakh Only) to the Proposed Allottee on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”)

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

List of specified investors to which the Equity Shares to be offered is provided here under:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be allotted
1	Sandeep Singh	Non-Promoter	84,000
2	Vicco Laboratories Goa	Non-Promoter	42,000
3	Rakesh Laroia	Non-Promoter	42,000
4	Amit R Agarwal	Non-Promoter	42,000
5	Vibha Gupta	Non-Promoter	42,000
6	Nikita Sandeep Shah	Non-Promoter	42,000
7	Sumit Rajvanshi	Non-Promoter	42,000
8	Vivek Lahoti (HUF)	Non-Promoter	27,000
9	Kaushal Pravinchandra Mehta	Non-Promoter	25,000
10	Sagar Girish Bhanushali	Non-Promoter	21,000
11	Mohansingh Laxmansingh Parmar	Non-Promoter	21,000
12	Ameya S Pimpalgaonkar	Non-Promoter	21,000
13	Iragecapital Advisory LLP	Non-Promoter	21,000
14	Mayur Rajnikant Shah HUF	Non-Promoter	21,000
15	Nikhil Jadhav	Non-Promoter	21,000
16	Mayank Singh	Non-Promoter	21,000
17	Amit Singhee	Non-Promoter	21,000
18	Abhay Mahadeorao Dambhe HUF	Non-Promoter	21,000
19	Deepak Kumar Dua	Non-Promoter	21,000
20	Keshav Munjal	Non-Promoter	21,000
21	Aadesh Jain	Non-Promoter	21,000
22	Gunjan Gupta	Non-Promoter	21,000
23	Rashmi Agarwal	Non-Promoter	21,000
24	Mustafa Zoeb kachwala	Non-Promoter	21,000
25	Upneet Grover	Non-Promoter	21,000
26	Prakash Kumar Chandnani	Non-Promoter	21,000



27	Mayuri S Ramdasi	Non-Promoter	21,000
28	Ramaben M Shivani	Non-Promoter	21,000
29	Anupam Singh	Non-Promoter	21,000
30	Shashi Anand	Non-Promoter	21,000
31	Chandak Sandip Nandlal	Non-Promoter	21,000
32	Vasudev Kaduskar	Non-Promoter	21,000
33	Harish Singh	Non-Promoter	21,000
34	Hemant Kumar Jain	Non-Promoter	21,000
35	Himanshu Ranjeetkumar Jogatar	Non-Promoter	21,000
36	Ridhima Sethi	Non-Promoter	21,000
37	Vardharajula Venkata Ramaiah	Non-Promoter	21,000
38	Amrit Kumar	Non-Promoter	21,000
39	Hema Maheshkumar Patel	Non-Promoter	21,000
40	Ashok Kumar Garg	Non-Promoter	21,000
41	Nitin Sachdeva	Non-Promoter	21,000
42	Manoj Devidas Kulchandani (HUF)	Non-Promoter	21,000
43	Shah Jaykumar P Chandra	Non-Promoter	21,000
44	Amar Vasant Samarth	Non-Promoter	21,000
45	Himani Bahuguna	Non-Promoter	21,000
46	Vibha Veda	Non-Promoter	13,000
47	Akshi Gupta	Non-Promoter	13,000
Total			11,70,000

It may be noted that;

- All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Statement sets out all the material facts in respect of aforementioned business. The following disclosure is made in accordance with Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended thereof (hereinafter referred to as "SEBI (ICDR) Regulations") The relevant details and other material facts in connection thereto are provided hereunder:

1) Particulars of the offer including date of passing of Board resolution, kind of securities offered, class of persons, maximum number of securities to be issued and the Issue Price:

The Board of Directors in its meeting held on November 29, 2024 had subject to the approval of the Members of the Company by way of special resolution and such other approvals as may be required, approved to offer, issue and allot upto 11,70,000 (Eleven Lakh Seventy Thousand Only) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) each ("Subscription Shares"), at a price of Rs. 120/- (Rupees One Hundred and Twenty Only) per Equity Share including a premium of Rs. 110/- (Rupees One Hundred and Ten



Only) per Equity Share, aggregating upto Rs. 14,04,00,000 /- (Rupees Fourteen Crore and Four Lakh Only) (being not less than the price calculated in terms of ICDR Regulations) to the Non-Promoters on a preferential basis for cash consideration.

2) The object / purpose of the preferential issue:

Our company is engaged in trading and manufacturing of food grains, fly-ash and coal including Import and Export of such products with a large base of ever growing consumers. The company has built a strong market and purchase such products domestically for supply to its consumers. The Company has trading network in urban and rural areas. Our Company as maintaining the equipments for measuring the Quality of the Product which enable us in maintaining quality of products, understanding the requirement of the customers and also we trade in some of food grain items with brand name such as “MRP”.

The Company is undertaking an issue and allotment of up to 11,70,000 (Eleven Lakh Seventy Thousand Only) Equity Share, the proceeds i.e. ₹ 14,04,00,000 /- (Rupees Fourteen Crore and Four Lakh Only)/- will be primarily used to meet the Business Development Requirement of the Company. The Details of which is as follows:

1. Working capital requirement for operations of the Company.

The proceeds raised through the Preferential Issue will be strategically utilized to meet the Company's working capital requirements. These funds are essential to support and enhance the ongoing trading and manufacturing operations of the Company, ensuring smooth execution of current business activities. This allocation will bolster operational efficiency, sustain production momentum, and enable the Company to fulfill its short-term financial needs effectively while maintaining a steady growth trajectory.

Tentative timeline for utilisation of issue proceeds:

The intended use of the Proceeds of the Issue is as under: -

Particulars	Financial year 2025-26
Working capital requirements	₹1404.00 Lakhs

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the purposes described above, our Company intends to deposit the Issue Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

3) Basis on which the price has been arrived at and justification for the price (including premium, if any):

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to allottees, the price of Rs. 10/- each of the equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated November 28, 2024 issued by Mrs. Neha Bhandari (Registered Valuer-SFA), independent registered valuer (IBBI Regd. No. IBBI/RV/16/2021/14449), having office at Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur-302004, Rajasthan, India, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). Pursuant to the said Valuation Report, the price of Rs. 119.35/- per equity share has been determined. The Valuation Report shall be available for inspection by the members at registered office of the Company during business hours and the same may be accessed on the Company’s website at the www.mrpagro.com.

The equity shares of the company are listed on BSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for



determining the floor price in accordance with the SEBI ICDR Regulations. The equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations. In terms of the regulation 164(1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 117.77/- per Equity Share.
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 119.35/- per Equity Share

In accordance with SEBI ICDR regulations 2018, The shares of the Company are frequently traded based on preceding 240 trading days' data. Therefore, the preferential allotment shall not be less than Rs. 119.35/- i.e. The higher price between 90 & 10 trading days before the valuation date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

It is to be noted that the Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. The Articles of Association of the Company provide that the price of such shares to be determined by the valuation report of a registered valuer, which has been considered in the present case.

Further, in terms of regulation 166A of SEBI ICDR Regulations, the floor price shall be higher of the floor price determined under regulation 164(1) of the SEBI ICDR Regulations or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer.

Considering the above, the minimum price at which the Equity Shares on Preferential basis can be issued comes to Rs. 119.35/- each as per Regulation 166A read with Regulation 164(1) of the SEBI ICDR Regulations. However, on the recommendation of the Board of Directors in their meeting held on November 29, 2024, it has been decided to issue Equity Shares at the price of Rs. 120/- per equity Shares which is above the floor price determined in accordance with SEBI ICDR Regulations.

4) Name and address of Valuer who performed valuation:

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report Mrs. Neha Bhandari (Registered Valuer-SFA), independent registered valuer (IBBI Regd. No. IBBI/RV/16/2021/14449), having office at Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur-302004, Rajasthan, India, India and the same report is available on the website of Company at www.mrpagro.com.

5) Amount which the Company intends to raise by way of issue of Equity Shares:

The proposed Preferential Issue of Equity Shares shall be an aggregate amount up to Rs. 14,04,00,000 /- (Rupees Fourteen Crore and Four Lakh Only).

6) Relevant date with reference to which the price has been arrived at:

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CIN: U15549MP2018PLC045542 INE0D7801012 (MRP AGRO LIMITED-EQ)
Website: www.mrpagro.com email: info@mrpagro.com



In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is Friday, November 22, 2024, being the date thirty days prior to the date of Extra-Ordinary General Meeting (EGM), scheduled to be held on Tuesday, December 24, 2024.

7) The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares is proposed to be allotted to the following allottees:

Sr. No.	Name of the Proposed Allottees	Category	Number of Equity Shares
1	Sandeep Singh	Non-Promoter	84,000
2	Vicco Laboratories Goa	Non-Promoter	42,000
3	Rakesh Laroia	Non-Promoter	42,000
4	Amit R Agarwal	Non-Promoter	42,000
5	Vibha Gupta	Non-Promoter	42,000
6	Nikita Sandeep Shah	Non-Promoter	42,000
7	Sumit Rajvanshi	Non-Promoter	42,000
8	Vivek Lahoti (HUF)	Non-Promoter	27,000
9	Kaushal Pravinchandra Mehta	Non-Promoter	25,000
10	Sagar Girish Bhanushali	Non-Promoter	21,000
11	Mohansingh Laxmansingh Parmar	Non-Promoter	21,000
12	Ameya S Pimpalgaonkar	Non-Promoter	21,000
13	Iragecapital Advisory LLP	Non-Promoter	21,000
14	Mayur Rajnikant Shah HUF	Non-Promoter	21,000
15	Nikhil Jadhav	Non-Promoter	21,000
16	Mayank Singh	Non-Promoter	21,000
17	Amit Singhee	Non-Promoter	21,000
18	Abhay Mahadeorao Dambhe HUF	Non-Promoter	21,000
19	Deepak Kumar Dua	Non-Promoter	21,000
20	Keshav Munjal	Non-Promoter	21,000
21	Aadesh Jain	Non-Promoter	21,000
22	Gunjan Gupta	Non-Promoter	21,000
23	Rashmi Agarwal	Non-Promoter	21,000
24	Mustafa Zoeb kachwala	Non-Promoter	21,000
25	Upneet Grover	Non-Promoter	21,000
26	Prakash Kumar Chandnani	Non-Promoter	21,000
27	Mayuri S Ramdasi	Non-Promoter	21,000
28	Ramaben M Shivani	Non-Promoter	21,000
29	Anupam Singh	Non-Promoter	21,000
30	Shashi Anand	Non-Promoter	21,000
31	Chandak Sandip Nandlal	Non-Promoter	21,000
32	Vasudev Kaduskar	Non-Promoter	21,000
33	Harish Singh	Non-Promoter	21,000
34	Hemant Kumar Jain	Non-Promoter	21,000
35	Himanshu Ranjeetkumar Jogatar	Non-Promoter	21,000
36	Ridhima Sethi	Non-Promoter	21,000
37	Vardharajula Venkata Ramaiah	Non-Promoter	21,000

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CIN: U15549MP2018PLC045542 INE0D7801012 (MRP AGRO LIMITED-EQ)

Website: www.mrpagro.com email: info@mrpagro.com

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38	Amrit Kumar	Non-Promoter	21,000
39	Hema Maheshkumar Patel	Non-Promoter	21,000
40	Ashok Kumar Garg	Non-Promoter	21,000
41	Nitin Sachdeva	Non-Promoter	21,000
42	Manoj Devidas Kulchandani (HUF)	Non-Promoter	21,000
43	Shah Jaykumar P Chandra	Non-Promoter	21,000
44	Amar Vasant Samarth	Non-Promoter	21,000
45	Himani Bahuguna	Non-Promoter	21,000
46	Vibha Veda	Non-Promoter	13,000
47	Akshi Gupta	Non-Promoter	13,000
Total			11,70,000

8) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the Promoters / Directors / Key Managerial Personnel / Senior Management intends to subscribe to the Preferential Issue of Equity Shares.

9) The proposed time within which the allotment shall be completed:

The Company will issue and allot Equity Shares within the time limit specified under the SEBI ICDR Regulations or any longer time limit as may be permitted under the SEBI ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

10) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Sr. No.	Name of the Proposed Allottees	Category	Holding Pre-Preferential Issue		No of Equity Shares proposed to be allotted	Holding Post-Preferential Issue	
			No. of Shares	In % of Pre-Preferential Shareholding		No. of Shares	In % of Post-Preferential Shareholding
1	Sandeep Singh	Non-Promoter	2,13,000	2.12	84,000	2,97,000	2.65
2	Vicco Laboratories Goa	Non-Promoter	24,000	0.24	42,000	66,000	0.59
3	Rakesh Laroia	Non-Promoter	--	--	42,000	42,000	0.37
4	Amit R Agarwal	Non-Promoter	--	--	42,000	42,000	0.37
5	Vibha Gupta	Non-Promoter	--	--	42,000	42,000	0.37
6	Nikita Sandeep Shah	Non-Promoter	--	--	42,000	42,000	0.37
7	Sumit Rajvanshi	Non-Promoter	--	--	42,000	42,000	0.37
8	Vivek Lahoti (HUF)	Non-Promoter	--	--	27,000	27,000	0.24
9	Kaushal Pravinchandra Mehta	Non-Promoter	--	--	25,000	25,000	0.22
10	Sagar Girish Bhanushali	Non-Promoter	--	--	21,000	21,000	0.19
11	Mohansingh Laxmansingh Parmar	Non-Promoter	--	--	21,000	21,000	0.19
12	Ameya S Pimpalgaonkar	Non-Promoter	--	--	21,000	21,000	0.19

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13	Iragecapital Advisory LLP	Non-Promoter	--	--	21,000	21,000	0.19
14	Mayur Rajnikant Shah HUF	Non-Promoter	--	--	21,000	21,000	0.19
15	Nikhil Jadhav	Non-Promoter	--	--	21,000	21,000	0.19
16	Mayank Singh	Non-Promoter	--	--	21,000	21,000	0.19
17	Amit Singhee	Non-Promoter	--	--	21,000	21,000	0.19
18	Abhay Mahadeorao Dambhe HUF	Non-Promoter	--	--	21,000	21,000	0.19
19	Deepak Kumar Dua	Non-Promoter	--	--	21,000	21,000	0.19
20	Keshav Munjal	Non-Promoter	--	--	21,000	21,000	0.19
21	Aadesh Jain	Non-Promoter	--	--	21,000	21,000	0.19
22	Gunjan Gupta	Non-Promoter	--	--	21,000	21,000	0.19
23	Rashmi Agarwal	Non-Promoter	--	--	21,000	21,000	0.19
24	Mustafa Zoeb kachwala	Non-Promoter	--	--	21,000	21,000	0.19
25	Upneet Grover	Non-Promoter	2,000	0.02	21,000	23,000	0.21
26	Prakash Kumar Chandnani	Non-Promoter	9,000	0.09	21,000	30,000	0.27
27	Mayuri S Ramdasi	Non-Promoter	--	--	21,000	21,000	0.19
28	Ramaben M Shivani	Non-Promoter	--	--	21,000	21,000	0.19
29	Anupam Singh	Non-Promoter	--	--	21,000	21,000	0.19
30	Shashi Anand	Non-Promoter	1,000	0.01	21,000	22,000	0.20
31	Chandak Sandip Nandlal	Non-Promoter	6,000	0.06	21,000	27,000	0.24
32	Vasudev Kaduskar	Non-Promoter	--	--	21,000	21,000	0.19
33	Harish Singh	Non-Promoter	--	--	21,000	21,000	0.19
34	Hemant Kumar Jain	Non-Promoter	6,000	0.06	21,000	27,000	0.24
35	Himanshu Ranjeetkumar Jogatar	Non-Promoter	--	--	21,000	21,000	0.19
36	Ridhima Sethi	Non-Promoter	--	--	21,000	21,000	0.19
37	Vardharajula Venkata Ramaiah	Non-Promoter	--	--	21,000	21,000	0.19
38	Amrit Kumar	Non-Promoter	--	--	21,000	21,000	0.19
39	Hema Maheshkumar Patel	Non-Promoter	--	--	21,000	21,000	0.19
40	Ashok Kumar Garg	Non-Promoter	--	--	21,000	21,000	0.19
41	Nitin Sachdeva	Non-Promoter	--	--	21,000	21,000	0.19
42	Manoj Devidas Kulchandani (HUF)	Non-Promoter	--	--	21,000	21,000	0.19
43	Shah Jaykumar P Chandra	Non-Promoter	--	--	21,000	21,000	0.19
44	Amar Vasant Samarth	Non-Promoter	--	--	21,000	21,000	0.19
45	Himani Bahuguna	Non-Promoter	--	--	21,000	21,000	0.19
46	Vibha Veda	Non-Promoter	--	--	13,000	13,000	0.12
47	Akshi Gupta	Non-Promoter	--	--	13,000	13,000	0.12

11) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

12) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

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The Company has not made any preferential issue of securities during the year.

13) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable.

14) Pre and Post Issue Shareholding pattern of the Company:

Sr. No.	Category of shareholding	Pre issue#		Post issue	
		Total No. of shares	% of Total No. of Shares	Total No. of shares	% of Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	64,01,670	63.79	64,01,670	57.13
	Bodies Corporate	8,43,000	8.40	8,43,000	7.52
	Sub Total (A)(1)	72,44,670	72.19	72,44,670	64.65
2	Foreign				
	Individuals (Non-Resident Individuals /Foreign Individuals)	--	--	--	--
	Sub Total (A)(2)	--	--	--	--
	TOTAL A	72,44,670	72.19	72,44,670	64.65
(B)	Public Shareholdings				
1	Institutional Investors	--	--	--	--
2	Central Government/State Government (s)/ President of India	--	--	--	--
3	Non-Institutions				
	Individual				
	a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	11,70,582	11.66	11,96,582	10.68
	b) Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	13,23,003	13.18	23,14,003	20.65
4	NBFCs Registered with RBI	--	--	--	--
5	Employee Trusts	--	--	--	--
6	Any Other (Specify)				
	a) HUF	--	--	90,000	0.80
	b) Bodies Corporates	1,41,000	1.41	1,41,000	1.26
	c) LLP	--	--	21,000	0.19
	d) NRIs	48,006	0.48	48,006	0.43
	e) Firms	24,000	0.24	66,000	0.59
	f) Other (Clearing Member/House - Corp)	84,009	0.84	84,009	0.75
	TOTAL (B)	27,90,600	27.81	39,60,600	35.35
(C)	Non-Promoter - Non Public				
1	Shares underlying DRs	--	--	--	--
2	Shares held by Employee Trust	--	--	--	--



	TOTAL (C)	--	--	--	--
	GRAND TOTAL (A+B+C)	1,00,35,270	100.00	1,12,05,270	100.00

#Pre-issue shareholding pattern as on September 30, 2024

15) Name and address of valuer who performed valuation:

Name of the Valuer: Mrs. Neha Bhandari (Registered Valuer-SFA), Independent Registered Valuer.

IBBI Registration Number - IBBI Regd. No. IBBI/RV/16/2021/14449

Address: Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur-302004, Rajasthan, India.

16) Principal terms of assets charged as securities:

Not Applicable.

17) Material terms of the proposed Preferential Issue of the Equity Shares:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

18) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottees:

Sr. No.	Name of the Proposed Allottees	Category	Holding Pre-Preferential Issue		No of Equity Shares proposed to be allotted	Holding Post-Preferential Issue		Ultimate beneficial owners
			No. of Shares	In % of Pre-Preferential Shareholding		No. of Shares	In % of Post-Preferential Shareholding	
1	Sandeep Singh	Non-Promoter	2,13,000	2.12	84,000	2,97,000	2.65	Self
2	Vicco Laboratories Goa	Non-Promoter	24,000	0.24	42,000	66,000	0.59	*
3	Rakesh Laroia	Non-Promoter	--	--	42,000	42000	0.37	Self
4	Amit R Agarwal	Non-Promoter	--	--	42,000	42000	0.37	Self
5	Vibha Gupta	Non-Promoter	--	--	42,000	42000	0.37	Self
6	Nikita Sandeep Shah	Non-Promoter	--	--	42,000	42000	0.37	Self
7	Sumit Rajvanshi	Non-Promoter	--	--	42,000	42000	0.37	Self
8	Vivek Lahoti (HUF)	Non-Promoter	--	--	27,000	27000	0.24	*
9	Kaushal Pravinchandra Mehta	Non-Promoter	--	--	25,000	25000	0.22	Self
10	Sagar Girish Bhanushali	Non-Promoter	--	--	21,000	21,000	0.19	Self
11	Mohansingh Laxmansingh Parmar	Non-Promoter	--	--	21,000	21,000	0.19	Self
12	Ameya S Pimpalgaonkar	Non-Promoter	--	--	21,000	21,000	0.19	Self
13	Iragecapital Advisory LLP	Non-Promoter	--	--	21,000	21,000	0.19	*

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14	Mayur Rajnikant Shah HUF	Non-Promoter	--	--	21,000	21,000	0.19	*
15	Nikhil Jadhav	Non-Promoter	--	--	21,000	21,000	0.19	Self
16	Mayank Singh	Non-Promoter	--	--	21,000	21,000	0.19	Self
17	Amit Singhee	Non-Promoter	--	--	21,000	21,000	0.19	Self
18	Abhay Mahadeorao Dambhe HUF	Non-Promoter	--	--	21,000	21,000	0.19	*
19	Deepak Kumar Dua	Non-Promoter	--	--	21,000	21,000	0.19	Self
20	Keshav Munjal	Non-Promoter	--	--	21,000	21,000	0.19	Self
21	Aadesh Jain	Non-Promoter	--	--	21,000	21,000	0.19	Self
22	Gunjan Gupta	Non-Promoter	--	--	21,000	21,000	0.19	Self
23	Rashmi Agarwal	Non-Promoter	--	--	21,000	21,000	0.19	Self
24	Mustafa Zoeb kachwala	Non-Promoter	--	--	21,000	21,000	0.19	Self
25	Upneet Grover	Non-Promoter	2,000	0.02	21,000	23,000	0.21	Self
26	Prakash Kumar Chandnani	Non-Promoter	9,000	0.09	21,000	30,000	0.27	Self
27	Mayuri S Ramdasi	Non-Promoter	--	--	21,000	21,000	0.19	Self
28	Ramaben M Shivani	Non-Promoter	--	--	21,000	21,000	0.19	Self
29	Anupam Singh	Non-Promoter	--	--	21,000	21,000	0.19	Self
30	Shashi Anand	Non-Promoter	1,000	0.01	21,000	22,000	0.20	Self
31	Chandak Sandip Nandlal	Non-Promoter	6,000	0.06	21,000	27,000	0.24	Self
32	Vasudev Kaduskar	Non-Promoter	--	--	21,000	21,000	0.19	Self
33	Harish Singh	Non-Promoter	--	--	21,000	21,000	0.19	Self
34	Hemant Kumar Jain	Non-Promoter	6,000	0.06	21,000	27,000	0.24	Self
35	Himanshu Ranjeetkumar Jogatar	Non-Promoter	--	--	21,000	21,000	0.19	Self
36	Ridhima Sethi	Non-Promoter	--	--	21,000	21,000	0.19	Self
37	Vardharajula Venkata Ramaiah	Non-Promoter	--	--	21,000	21,000	0.19	Self
38	Amrit Kumar	Non-Promoter	--	--	21,000	21,000	0.19	Self
39	Hema Maheshkumar Patel	Non-Promoter	--	--	21,000	21,000	0.19	Self
40	Ashok Kumar Garg	Non-Promoter	--	--	21,000	21,000	0.19	Self
41	Nitin Sachdeva	Non-Promoter	--	--	21,000	21,000	0.19	Self
42	Manoj Devidas Kulchandani (HUF)	Non-Promoter	--	--	21,000	21,000	0.19	*
43	Shah Jaykumar P Chandra	Non-Promoter	--	--	21,000	21,000	0.19	Self
44	Amar Vasant Samarth	Non-Promoter	--	--	21,000	21,000	0.19	Self
45	Himani Bahuguna	Non-Promoter	--	--	21,000	21,000	0.19	Self
46	Vibha Veda	Non-Promoter	--	--	13,000	13,000	0.12	Self
47	Akshi Gupta	Non-Promoter	--	--	13,000	13,000	0.12	Self

* Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial owner who ultimately controls the Allottees
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1.	Vicco Laboratories Goa	Deep Yeshwant Pendharkar Devesh Sumant Pendharkar Amit Ashok Pendharkar
2.	Vivek Lahoti (HUF)	Vivek Lahoti
3.	Iragecapital Advisory LLP	Binay Bajaj Vivek Bajaj
4.	Mayur Rajnikant Shah HUF	Mayur Rajnikant Shah
5.	Abhay Mahadeorao Dambhe HUF	Abhay Mahadeorao Dambhe
6.	Manoj Devidas Kulchandani (HUF)	Manoj Devidas Kulchandani

19) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

None of the Promoters or Directors of the issuer intent to contribute as part of the Preferential Issue.

20) Practicing Company Secretary Certificate/Chartered Accountant:

The certificate from MSV & Associates, Practicing Company Secretaries certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: www.mrpagro.com.

21) Lock-in Period

The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked in from the Relevant Date up to a period 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.

22) Listing:

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the Proposed Allottees	Current Status	Proposed Status
1	Sandeep Singh	Non-Promoter	Non-Promoter
2	Vicco Laboratories Goa	Non-Promoter	Non-Promoter
3	Rakesh Laroia	Non-Promoter	Non-Promoter
4	Amit R Agarwal	Non-Promoter	Non-Promoter
5	Vibha Gupta	Non-Promoter	Non-Promoter
6	Nikita Sandeep Shah	Non-Promoter	Non-Promoter
7	Sumit Rajvanshi	Non-Promoter	Non-Promoter
8	Vivek Lahoti (HUF)	Non-Promoter	Non-Promoter
9	Kaushal Pravinchandra Mehta	Non-Promoter	Non-Promoter



10	Sagar Girish Bhanushali	Non-Promoter	Non-Promoter
11	Mohansingh Laxmansingh Parmar	Non-Promoter	Non-Promoter
12	Ameya S Pimpalgaonkar	Non-Promoter	Non-Promoter
13	Iragecapital Advisory LLP	Non-Promoter	Non-Promoter
14	Mayur Rajnikant Shah HUF	Non-Promoter	Non-Promoter
15	Nikhil Jadhav	Non-Promoter	Non-Promoter
16	Mayank Singh	Non-Promoter	Non-Promoter
17	Amit Singhee	Non-Promoter	Non-Promoter
18	Abhay Mahadeorao Dambhe HUF	Non-Promoter	Non-Promoter
19	Deepak Kumar Dua	Non-Promoter	Non-Promoter
20	Keshav Munjal	Non-Promoter	Non-Promoter
21	Aadesh Jain	Non-Promoter	Non-Promoter
22	Gunjan Gupta	Non-Promoter	Non-Promoter
23	Rashmi Agarwal	Non-Promoter	Non-Promoter
24	Mustafa Zoeb kachwala	Non-Promoter	Non-Promoter
25	Upneet Grover	Non-Promoter	Non-Promoter
26	Prakash Kumar Chandnani	Non-Promoter	Non-Promoter
27	Mayuri S Ramdasi	Non-Promoter	Non-Promoter
28	Ramaben M Shivani	Non-Promoter	Non-Promoter
29	Anupam Singh	Non-Promoter	Non-Promoter
30	Shashi Anand	Non-Promoter	Non-Promoter
31	Chandak Sandip Nandlal	Non-Promoter	Non-Promoter
32	Vasudev Kaduskar	Non-Promoter	Non-Promoter
33	Harish Singh	Non-Promoter	Non-Promoter
34	Hemant Kumar Jain	Non-Promoter	Non-Promoter
35	Himanshu Ranjeetkumar Jogatar	Non-Promoter	Non-Promoter
36	Ridhima Sethi	Non-Promoter	Non-Promoter
37	Vardharajula Venkata Ramaiah	Non-Promoter	Non-Promoter
38	Amrit Kumar	Non-Promoter	Non-Promoter
39	Hema Maheshkumar Patel	Non-Promoter	Non-Promoter
40	Ashok Kumar Garg	Non-Promoter	Non-Promoter
41	Nitin Sachdeva	Non-Promoter	Non-Promoter
42	Manoj Devidas Kulchandani (HUF)	Non-Promoter	Non-Promoter
43	Shah Jaykumar P Chandra	Non-Promoter	Non-Promoter
44	Amar Vasant Samarth	Non-Promoter	Non-Promoter
45	Himani Bahuguna	Non-Promoter	Non-Promoter
46	Vibha Veda	Non-Promoter	Non-Promoter
47	Akshi Gupta	Non-Promoter	Non-Promoter

24) Other disclosures:

- The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- 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 Subscription Shares is for a cash consideration.

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- d) Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

25) Undertakings:

The Company hereby undertakes that:

- a) It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- b) As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- c) It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is required to do so;
- d) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- e) The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;
- f) Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- g) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- h) All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;
- j) The Company has obtained the permanent account numbers (PAN) of all the Proposed Allottees,
- k) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the EGM seeking shareholders' approval by way of special resolution;
- l) The Company is in compliance with the conditions for continuous listing;
- m) No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- n) The issue of Convertible Warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- o) Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

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 Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized 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.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

MRP AGRO LIMITED

[Formerly Known As MRP AGRO PRIVATE LIMITED]

CIN: U15549MP2018PLC045542

GST: 23AALCM7698A1Z9

Trading & Exproter of Food Grains, Pulses, Coal, Flyash.

BSE
BSE SME LISTED COMPANY
MRP | 543262 | INE0D7801012



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. 1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By order of the Board of Directors
For MRP Agro Limited**

Sd/-
Gunjan Gupta
Company Secretary
M. No. : A57884

Place – Tikamgarh, Madhya Pradesh

Date – November 29, 2024

Regd. Office: House No. 100, First Floor, Ward No. 23 Infront of Thane Ajak Civil Line Tikamgarh M.P. 472001 IN
CIN: U15549MP2018PLC045542 INE0D7801012 (MRP AGRO LIMITED-EQ)
Website: www.mrpagro.com email: info@mrpagro.com

“ईमानदारी बुद्धिमानी की पुस्तिका का पहला अध्याय है।”

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