



MRP AGRO LIMITED

**Regd. Office- House No.100, First Floor, Ward No.23, Infront Of Thane Ajak, Civil Line Road Tikamgarh
Madhya Pradesh 472001 India**

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 of 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, General Circulars No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021, No. 20/2021 dated 08th December 2021, No. 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) any circular issued by the Securities and Exchange Board of India (**“SEBI”**) and other applicable rules/regulations/guidelines/circulars/ notifications (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), **MRP AGRO LIMITED** (**“the Company”**) is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting (**“e-Voting”**).

As permitted under the MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. Further, in compliance of MCA Circulars, the Company will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (**“RTA”**) of the Company or Depository/ Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope **will not** be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.



You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of e-voting system by 5:00 p.m. on Thursday 27th July,2023. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. Thursday 27th July,2023. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

The Board of Directors of the Company has appointed CS Vivek Sharma, Partner MSV and Associates having Membership Number F10663, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website <http://mrpagro.com/investors.php> and website of Registrar and Transfer Agent (RTA) of the Company i.e. <https://www.skylinerta.com> on the website of CDSL e-voting website www.evotingindia.com and will be communicated to the stock exchange where the equity shares of the Company is listed.

SPECIAL BUSINESS:

ITEM NO. 1

ISSUANCE OF EQUITY SHARES OF THE COMPANY BY WAY OF PREFERENTIAL ISSUE, SUBJECT TO SUCH APPROVALS AS MAY BE REQUIRED UNDER APPLICABLE LAWS:

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

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (herein after referred to as the "**Companies Act**"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and



Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any amendments, modifications and/ or re-enactments thereof for the time being in force) and further in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), or any other statutory or regulatory authority and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, the consent of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution) to raise further capital and to create, offer, issue and allot 3,66,000 (Three Lakh Sixty six thousand) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 107.55 (Rupees One Hundred Seven and fifty-five paise Only) per equity share (including premium of Rs. 97.55 (Rupees Ninety-Seven and Fifty-five paise Only) per equity share, aggregating to Rs. 3,93,63,300 (Rupees Three Crore Ninety Three Lakhs Sixty three thousand three hundred Only) ("**Subscription Shares**") on a preferential basis on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, to the following persons (the "**Proposed Allottees**"):

Sr. No.	Name of proposed Share allottee(s)	No of equity shares to be issued	Total Consideration (Rs.)	Category
1	Vinit Jain	20000	2151000	Non-Promoter/Public
2	Jinesh Kumar Jain	20000	2151000	Non-Promoter/Public
3	Poorva Jain	15000	1613250	Non-Promoter/Public
4	Puneet Choudhary	20000	2151000	Non-Promoter/Public
5	Nandni Jain	15000	1613250	Non-Promoter/Public
6	Ayushi Jain	15000	1613250	Non-Promoter/Public
7	Sujata Jain	40000	4302000	Non-Promoter/Public
8	Anamika Jain	50000	5377500	Non-Promoter/Public
9	Prasann Kumar Jain	9000	967950	Non-Promoter/Public
10	Jaandar Agro Ltd	28000	3011400	PROMOTER GROUP
11	Vidha Devi Jain	9000	967950	Non-Promoter/Public
12	Neelam Jain	9000	967950	Non-Promoter/Public
13	Ranu Jain	9000	967950	Non-Promoter/Public
14	Ashish Jain	20000	2151000	Non-Promoter/Public
15	Shriddha Jain	20000	2151000	Non-Promoter/Public



16	Neha Lata	20000	2151000	Non-Promoter/Public
17	Gunmala Jain	20000	2151000	Non-Promoter/Public
18	Ashish Jain	9000	967950	Non-Promoter/Public
19	Anmol ComTrade	18000	1935900	Non-Promoter/Public
	TOTAL	3,66,000	3,93,63,300	

RESOLVED FURTHER THAT the Subscription Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

1. The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI (ICDR) Regulations;
2. The "Relevant Date" as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be **Monday, 26th June, 2023**, being the date 30 (thirty) days prior to the date on which this special resolution is being passed;
3. The Subscription Shares shall be subject to **lock-in for such period as specified under Chapter V** of the SEBI ICDR Regulations. Further, the pre preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations;
4. No partly paid-up equity shares shall be issued/ allotted;
5. Allotment of equity shares shall only be made in dematerialized form;
6. The Subscription Shares so offered, issued and allotted will be listed on the BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
7. The Subscription Shares allotted to the Proposed Allottees shall rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights);
8. The Proposed Allottees shall be required to bring in 100% of the consideration for the Subscription Shares on or before the date of allotment hereof.
9. Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board of Directors be and is hereby authorised to issue a private placement offer cum application letter in Form PAS-4 to the Proposed Allottees inviting them to subscribe to the Subscription Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (and such other persons as may be authorized by the Board) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the



issue of the equity shares; making applications to the Stock Exchange for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Subscription Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to Mr. Manish Jain, Chairman & Managing Director and/or Mr. Avinash Aswani , Company Secretary of the Company to give effect to this Resolution.”

Date: 27th June 2023

Place: Tikamgarh

**Registered. Office: House No.100, First Floor,
Ward No.23, Infront Of Thane Ajak, Civil Line
Road Tikamgarh MP 472001 IN**

**By Order of The Board of Directors
For MRP AGRO LIMITED**

Sd/-

**AVINASH ASWANI
Company Secretary and Compliance officer
M. NO.- A39465**



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed herewith.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Skyline Financial Services Pvt Ltd (“SKYLINE”) to provide e-voting facility to members of the Company.
3. The Board of Directors has appointed CS Vivek Sharma (FCS: 10663), Practicing Company Secretary, as Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent by e-mail to all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners and registered e-mail IDs as received from the National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, 23rd June, 2023 (“Cut-off Date”)**. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or **SKYLINE** sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Postal Ballot Notice is also available on the website of the Company i.e. <http://mrpagro.com/investors.php> and can also be downloaded by accessing website of the SKYLINE at <https://www.skylinerta.com> and at the relevant section of the website of the BSE Limited at www.bseindia.com
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Tikamgarh (in vernacular language i.e. Hindi).
8. The remote e-voting period commences from **Wednesday, 28TH June 2023 [9.00 a.m. (IST)] and ends on Thursday, 27th July 2023 [5.00 p.m. (IST)]**. During this period, members holding shares as on Friday 23rd June 2023 may cast their vote electronically. The e-voting module shall be disabled by” SKYLINE” for voting after **Thursday, 27th July 2023 [5.00 p.m. (IST)]**. Once the vote on a



resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut off date i.e. **Friday, 23rd June, 2023.**

9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to a9893142537@gmail.com mentioning their Name, Client ID and DP ID.
10. Members whose e-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. Members who are holding shares in physical form may also cast their vote by following the e-voting process given in this notice.
11. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "E-Voting Instructions" of Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Chairman and Managing Director or to the Chief Financial Officer or to the Company Secretary as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting. The result of the voting by postal ballot will be announced by the Chairman and Managing Director or the Chief Financial Officer or the Company Secretary of the Company within 2 working days from the date of completion of said e-voting. The result of the postal ballot will be posted on the Company's website (<http://mrpagro.com/>) and SKYLINE website (<https://www.skylinerta.com>) immediately after the declaration of result and the same will also be communicated to BSE Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

13. Instructions for remote e-voting are as below:

- (i) Remote e-voting period shall commence on **Wednesday 28th June, 2023** and end on **Thursday 27th July, 2023 (both days inclusive)**. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday 23rd June, 2023** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.



- (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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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/EasiRegistration4) 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 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>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 re-directed 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.



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 Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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 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 of the Company for 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 viz; a9893142537@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at a9893142537@gmail.com and/or RTA email at viren@skylinerta.com.
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.

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



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 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.



EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated 27th June 2023:

ITEM NO. 1

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the “Act”) and other applicable provisions, if any, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”) and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of Special Resolution is required for allotment of Equity Shares on preferential basis. The allotment of the Equity Shares is subject to the proposed allottees not having sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date. The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations are as under:

a) Object(s) of the preferential issue:

The object of issuing the equity shares on preferential basis is to augment long term capital to meet the needs of its growing business and purchase of plant and machinery, working capital and other general corporate purposes. It is therefore proposed to offer upto 3,66,000 (Three Lakh sixty-six Thousand) Equity Shares, face value of Rs. 10/- each to Preferential Allottees on a preferential basis.

b) Intention of the Promoters and Promoter Group / Directors / Key Managerial Persons of the Company to subscribe to the preferential issue:

The Equity Shares shall be offered to the Proposed Allottee only. None of the Directors or Key Managerial Personnel and their relatives, except M/s JAANDAR AGRO LIMITED in which Mr. Manish Jain and Mr. Raksha Jain Director of the company is concerned or interested in this Resolution.

c) The number of persons to whom allotment on preferential basis have already been made during the year:

NIL

d) Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:



Sr. No.	Category of shareholder	Pre-issue as on [16.06.2023]		Post-issue	
		Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares
A	Promoters' & Promoter Group holding:				
1	Indian:				
	Individual	20,20,890	67.84%	20,20,890	60.74%
	Bodies Corporate	1,38,000	4.63%	1,66,000	4.99%
	Sub Total (A1)	21,58,890	72.47%	21,86,890	65.38%
2	Foreign Promoters	-	-	-	-
	Sub Total (A2)	-	-	-	-
	Sub Total A(A1+A2)	21,58,890	72.47%	21,86,890	65.38%
B	Non-Promoters' Shareholding				
1	Institutional Investors	-	-	-	-
	Financial Institutions/ Banks	-	-	-	-
2	Non-Institutions				
	Private corporate bodies	9000	0.30%	9000	0.27%
	Individuals and Others	7,93,198	26.63%	11,31,198	33.82%
	NRIs	18,002	0.60%	18,002	0.54%
	Sub Total B(B1+B2)	8,20,200	27.53%	11,58,200	34.62%
	Grand Total(A+B)	29,79,090	100.00%	33,45,090	100.00%



- e) The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Sr.No	Name of allottee	PAN	Category	Pre holding	No of equity shares to be allotted	Issue Price of Shares (INR)	Post-issue Holding	% Post-issue holding
1	Vinit Jain	AGDPJ9131E	Non-Promoter	0	20000	107.55	20000	0.60
2	Jinesh Kumar Jain	AAYPJ5079J	Non-Promoter	0	20000	107.55	20000	0.60
3	Poorva Jain	ANYPJ7774R	Non-Promoter	0	15000	107.55	15000	0.45
4	Puneet Choudhary	BEKPC5194J	Non-Promoter	01	20000	107.55	20001	0.60
5	Nandni Jain	CEAPJ7860M	Non-Promoter	0	15000	107.55	15000	0.45
6	Ayushi Jain	BSFPJ0195M	Non-Promoter	0	15000	107.55	15000	0.45
7	Sujata Jain	ALLPJ2185K	Non-Promoter	0	40000	107.55	40000	1.20
8	Anamika Jain	ALLPJ2190C	Non-Promoter	0	50000	107.55	50000	1.49
9	Prasann Kumar Jain	ATKPJ0935E	Non-Promoter	0	9000	107.55	9000	0.27
10	Jaandar Agro Ltd	AAECJ9748H	Promoter Group	138000	28000	107.55	166000	0.84
11	Vidha Devi Jain	CENPJ1307L	Non-Promoter	9000	9000	107.55	18000	0.27
12	Neelam Jain	CENPJ1308F	Non-Promoter	12000	9000	107.55	21000	0.27
13	Ranu Jain	BGFPJ5691G	Non-Promoter	0	9000	107.55	9000	0.27
14	Ashish Jain	AGCPJ7984J	Non-Promoter	0	20000	107.55	20000	0.60
15	Shridha Jain	ACMPJ2573K	Non-Promoter	0	20000	107.55	20000	0.60
16	Neha Lata	AMHPL0967G	Non-Promoter	0	20000	107.55	20000	0.60
17	Gunmala Jain	ACLPJ1368F	Non-	0	20000	107.55	20000	0.60

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



			Promoter					
18	Ashish Jain	ADRPJ5536C	Non-Promoter	0	9000	107.55	9000	0.27
19	Anmol ComTrade	ABYFA9568N	Non-Promoter	147000	18000	107.55	165000	0.54
	Total			3,06,001	3,66,000		672001	20.09%

* The proposed preferential allotment will not result in any change in management control of the Company.

Sr.No	Name of allottee	Category	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable				% of holding																									
1	Vinit Jain	Non-Promoter-Public		Individual																												
2	Jinesh Kumar Jain	Non-Promoter-Public		Individual																												
3	Poorva Jain	Non-Promoter-Public		Individual																												
4	Puneet Choudhary	Non-Promoter-Public		Individual																												
5	Nandni Jain	Non-Promoter-Public		Individual																												
6	Ayushi Jain	Non-Promoter-Public		Individual																												
7	Sujata Jain	Non-Promoter-Public		Individual																												
8	Anamika Jain	Non-Promoter-Public		Individual																												
9	Prasann Kumar Jain	Non-Promoter-Public		Individual																												
10	Jaandar Agro Ltd	Promoters Group		<table border="1"> <thead> <tr> <th>S.No</th> <th>Name of Shareholder</th> <th>Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Manish Kumar Jain</td> <td>648600</td> <td>19.85</td> </tr> <tr> <td>2.</td> <td>Manish Kumar Jain HUF</td> <td>610200</td> <td>18.67</td> </tr> <tr> <td>3.</td> <td>Raksha Jain</td> <td>1276300</td> <td>39.05</td> </tr> <tr> <td>4.</td> <td>Ashish Kumar Jain</td> <td>10000</td> <td>0.31</td> </tr> <tr> <td>5.</td> <td>Jinesh Kumar Jain</td> <td>10000</td> <td>0.31</td> </tr> </tbody> </table>				S.No	Name of Shareholder	Shares	%	1	Manish Kumar Jain	648600	19.85	2.	Manish Kumar Jain HUF	610200	18.67	3.	Raksha Jain	1276300	39.05	4.	Ashish Kumar Jain	10000	0.31	5.	Jinesh Kumar Jain	10000	0.31	
S.No	Name of Shareholder	Shares	%																													
1	Manish Kumar Jain	648600	19.85																													
2.	Manish Kumar Jain HUF	610200	18.67																													
3.	Raksha Jain	1276300	39.05																													
4.	Ashish Kumar Jain	10000	0.31																													
5.	Jinesh Kumar Jain	10000	0.31																													



				6.	Neeraj Jain	30000	0.92
				7.	Ranu Jain	925000	2.83
				8.	Mahendra Kumar Jain	78000	0.24
				9.	Parth Jain	566700	17.34
				10.	Roshni Jain	2300	0.07
				11.	Sapna Jain	800	0.02
				12.	Shobha Jain	7100	0.22
				13.	Somlata Jain	1300	0.04
				14.	Surendra Kumar Jain	4600	0.14
11	Vidha Devi Jain	Non-Promoter-Public		Individual			
12	Neelam Jain	Non-Promoter-Public		Individual			
13	Ranu Jain	Non-Promoter-Public		Individual			
14	Ashish Jain	Non-Promoter-Public		Individual			
15	Shriddha Jain	Non-Promoter-Public		Individual			
16	Neha Lata	Non-Promoter-Public		Individual			
17	Gunmala Jain	Non-Promoter-Public		Individual			
18	Ashish Jain	Non-Promoter-Public		Individual			
19	Anmol ComTrade	Non-Promoter-Public		Partners Detail			
				Sr.No	Names of Partners		
				1.	Mr. Rajeev Jain	10%	
				2.	Mr. Jay Prakash Jain	35%	
				3.	Mr. Sanjay Kumar Modi	10%	
				4.	Mr. Neelesh Jain	35%	
				5.	Mrs. Anjali Jain	10%	

f) Pricing of the preferential issue:

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with the ICDR Regulations. In terms of the applicable provisions of ICDR Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized Stock Exchange preceding the Relevant Date; or
- the 10 days volume weighted average prices of the related equity shares quoted on a recognized Stock Exchange preceding the Relevant Date. The higher minimum issue price arrived at after



calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

As per Regulation 166 A of ICDR Regulations ,Any preferential issue, which result in allotment of more than 5% of post issue fully diluted share capital of the issuer , to an allottee or to allottees acting in concern shall require a valuation report from an independent registered valuer and consider the same for determining the price: Accordingly company has obtained Valuation report from **CA Navin Khandelwal, Registered Valuer Securities and Financial Assets IBBI Reg. no.: IBBI/RV/05/2019/10779**. The same is also placed on the website of the company at www.mrpagro.com.

g) Relevant Date:

The relevant date for the purpose of pricing shall be **Monday, 26th June, 2023**, being the date which is 30 (thirty) days prior to the date of passing of special resolution by the Members of the Company through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

h) Certificate of a Practicing Company Secretary:

The certificate from CS Vivek Sharma (M. No.10663; COP:10773), Practicing Company Secretary, Jaipur certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations is available for inspection by the members. The same is also placed on the website of the company at www.mrpagro.com.

i) Lock in Period:

The Equity Shares proposed to be allotted shall be under lock-in in terms of the Regulations as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the Regulations as specified under Chapter V of SEBI ICDR Regulations.

j) The time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of the Equity Shares on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Equity Shares shall be completed within 15 days from the date of receipt of such approval or permission.

k) Undertakings

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:



- (i) None of Directors or Promoters of the Company have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- (ii) Neither the Company nor any of its Directors and/or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (iii) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the relevant date.

The Board recommends the resolution as set out at Item No.1 for approval of the shareholders as a Special Resolution. The Board at its meeting held on **15th June 2023** has approved the issue of Equity Shares on preferential basis in the manner stated above subject to approval of the shareholders by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, financially or otherwise in the resolution as set out at item No. 1 of the notice except to the extent of directorship and shareholding of Mr. Manish Jain and Mrs. Raksha Jain in Jaandar Agro Ltd in which Equity Shares may be issued pursuant to this special resolution.

Your directors recommend the Resolutions set out in Item No. 1 of the Notice for adoption by the Shareholders as Special Resolution.

Date: 27th June 2023

Place: Tikamgarh

**Registered. Office: House No.100, First Floor,
Ward No.23, Infront Of Thane Ajak, Civil Line
Road TIKAMGARH Tikamgarh MP 472001 IN**

**By Order of The Board of Directors
For MRP AGRO LIMITED**

Sd/-

**AVINASH ASWANI
Company Secretary and Compliance officer
M. NO.- A39465**