

May 26<sup>th</sup>, 2025

To,

**The General Manager  
BSE Limited, P J Towers,  
Dalal Street, Mumbai – 400001.**



**MRC Agrotech Ltd**  
Growing Together

Dear Sir / Mam,

Sub: Outcome of Board Meeting

Ref.: MRC Agrotech Limited

Scrip Code: 540809

In reference to our communication dated March 19<sup>th</sup>, 2025, we write to advise your good office and our stakeholders that, the meeting of Board of Directors of the Company convened today i.e Monday May 26<sup>th</sup>, 2025 considered and approved the following agendas:

1. To issue upto 6,00,000 (Six Lakhs) fully Paid up Equity Shares at a price of Rs.16.00 (Rupees Sixteen only) per Equity Share (at a premium of Rs.6.00 per Equity Share), aggregating upto Rs.96,00,000/- (Rupees Ninty Six Lakhs only) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottees, who are Promoters/Non Promoters for cash by way of a preferential issue on a private placement basis("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws. While issuing the shares, if required, the authorized capital of the company be increased.The disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as per 'Annexure I'.
2. To issue up to 1,05,32,556 (One Crore Five Lakhs Thirty Two Thousand Five Hundred and Fifty Six) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 16.00/- (Rupees Sixteen only) per Equity Share (including a premium of Rs. 6.00/- (Rs. Six only) per share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 16,85,20,896 /- (Rupees Sixteen Crores Eighty Five Lakhs Twenty Thousand Eight Hundred and Ninty Six Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottees (Shareholders of M/s. MARSAPI Lifesciences Private Limited ("Target Company")), who are Promoters/Non Promoters, for consideration other than cash being payment to be made towards the acquisition of 40,00,000 Equity Shares representing 100% of the Shareholding of the M/s. MARSAPI Lifesciences Private Limited ("Target Company") (herein after referred to as "Swap Shares"), on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws. While issuing the shares, if required, the authorized capital of the company be increased.The disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as per 'Annexure II'.



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3. To increase the Authorised Share Capital of the Company from existing Rs.20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) divided into Two Crore Five Lakhs Equity Shares Only of Rs.10/- each per Equity Share (Rupees Ten each) to Rs.35,50,00,000/- (Rupees Thirty Five Crores Fifty Lakhs Only) divided into Three Crore Fifty Five Lakhs Equity Shares Only of Rs.10/- each per Equity Share (Rupees Ten each) ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.
4. To convene an Extra Ordinary General Meeting for the approval of above agendas; The Board has authorised convening of an Extraordinary General Meeting on Friday, June 20, 2025, through Video Conferencing ("VC")/ Other Audit Visual means ("OAVM"); a notice for which alongwith explanatory statements and other information shall be sent to shareholders and also copy to exchange, very soon.

The meeting commenced at 1.45 PM and concluded at 2.30 PM IST.

Request you to take the same on records and oblige.

Thanking you,

For **MRC Agrotech Limited**



**Ashok Kumar Singh**  
**CHAIRMAN AND EXECUTIVE DIRECTOR**  
**DIN: 08423436**

Place: Mumbai

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### Annexure 1

The disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sr. No	Particulars	Details
1	Type of Securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Equity having Face value of Rs. 10/- Each of the Company ("Equity Shares").
2	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment, on a private placement basis.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 6,00,000 (Six Lakhs) fully Paid up Equity Shares at a price of Rs.16.00 (Rupees Sixteen only) per Equity Share (at a premium of Rs.6.00 per Equity Share), aggregating upto Rs.96,00,000/- (Rupees Ninty Six Lakhs only)
4	Issue Price	INR 16.00 (Indian Rupees Sixteen) per Equity Share
5	Nature of Consideration	Cash
6	Names of the Investors	
	<b>Non-Promoter:</b>	
	Tejal Pratyush Bhartiya	3,00,000
	Swati Jain	3,00,000
7	Post allotment of securities - outcome of the subscription	The Equity Shares are proposed to be allotted to Investors as per above table. Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue: As per below "Table I"



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**Table 1**

Sr. No	Name of Proposed allottees / Investors	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern	
		No of Shares	Percentage	No of Shares	Percentage
1	Tejal Pratyush Bhartiya	0	0	3,00,000	0.95%
2	Swati Jain	0	0	3,00,000	0.95%



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## Annexure 2

The disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Acquisition (including agreement to acquire):

1. Name of the target entity, details in brief such as size, turnover, etc.:

The name of the target entity is M/s. MARSAPI Lifesciences Private Limited. The turnover of the of the company for the year ended ( As per Provisional Accounts) of FY 2024-25 is INR 95.50 Lakhs and the EBITDA is INR 6.68 Lakhs.

2. Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length":

Yes. Mr. Ashok Kumar Singh, being a Promoter Director on the board of MRC Agrotech Limited holding 512 Equity shares in MRC Agrotech Limited is also holding 10,05,714 Equity shares in M/s. MARSAPI Lifesciences Private Limited and also a Director on the Board of M/s. MARSAPI Lifesciences Private Limited. The same is done at "arm's length" only.

3. Industry to which the entity being acquired belongs:

Pharma Herbal industry

MARSAPI Lifesciences Private Limited is a leading Pharma Herbal trading company, they specialize in sourcing and supplying high-quality herbal products to customers around the world. It provides innovative, effective, and sustainable herbal solutions that meet the evolving needs of the pharmaceutical and herbal industries.

4. Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity):

The Acquisition enables the Company to diversify and explore business opportunities in pharmaceutical and herbal industries/Sector.

5. Brief details of any governmental or regulatory approvals required for the acquisition:

Not Applicable.

6. Indicative time period for completion of the acquisition:

Subject to Statutory and other regulatory approvals 100% acquisition would be completed within Fifteen days from the date of conclusion of EGM to be held on 20<sup>th</sup> June, 2025.



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7. Nature of consideration - whether cash consideration or share swap and details of the same:

To acquire 40,00,000 equity shares, each fully paid up, having a face value of INR 10/- each, representing 100% of the equity share capital of M/s.MARSAPI Lifesciences Private Limited.

The Company will acquire 100% equity shares in M/s.MARSAPI Lifesciences Private Limited in exchange for 1,05,32,556 (One Crore Five Lakhs Thirty Two Thousand Five Hundred and Fifty Six) fully Paid up new Equity Shares (vide preferential allotment) in the Company for consideration other than cash on such terms and conditions as may be mutually agreed between the parties. Based on the issuance price of the Company at INR 16.00 per share, the Share consideration has a value of approximately INR 16.85/- crores. M/s MRC Agrotech Limited will consolidate earnings held by M/s.MARSAPI Lifesciences Private Limited.

8. Cost of acquisition or the price at which the shares are acquired:

Based on the issuance price of the Company at INR 16.00 per share, the Share consideration has a value of approximately INR 16.85/- crores. M/s MRC Agrotech Limited will consolidate earnings held by M/s.MARSAPI Lifesciences Private Limited.

9. Percentage of shareholding/ control/ acquired and/ or number of shares acquired:

The Company is acquiring 100% of equity shares of M/s.MARSAPI Lifesciences Private Limited.

10. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief):

Line of Business: M/s.MARSAPI Lifesciences Private Limited is engaged in the business of Pharma Herbal industry. MARS Pharma has 4 Intellectual Property Rights (IPR) registered to its name.

Date of Incorporation: 05<sup>th</sup> November, 2024

The turnover of the of the company for the year ended (As per Provisional Accounts) of FY 2024-25 is INR 95.50 Lakhs and the EBITDA is INR 6.68 Lakhs.

Countries in which acquired entity has presence: India

11. Issuance of securities: Type of securities proposed to be issued:

Equity Shares



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12. Type of issuance (further public offering, rights issue, depository receipts, qualified institutions placement, preferential allotment etc.):

Preferential Allotment

13. Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately): 1,05,32,556 shares

Additional details in case of preferential issue:

Names of the investors: Following are the Shareholders of M/s.MARSAPI Lifesciences Private Limited

Name of the Proposed Allottee	Category
Vidhu Mahendra Pratap Singh	Promoter Group
Ashok Kumar Singh	Promoter
Rekha Ajaykumar Singh	Public
Pratibha Singh	Public
Sunita Garg	Public
Wordexx Ventures Pvt Ltd	Public
Firstcall India Equity Advisors Private Limited	Public

Post allotment of securities - Outcome of the subscription, issue price/allotted price (in case of convertibles), number of investors:

The investors will individually hold approx. % of shares as mentioned hereinafter, of the issued and paid-up equity share capital post issuance. Each share will be issued at INR 16.00/- Number of allottees will be 7.

Sr. No	Name of Proposed allottees / Investors	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern	
		No of Shares	Percentage	No of Shares	Percentage
1	Vidhu Mahendra Pratap Singh	0	0	1963569	6.21%
2	Ashok Kumar Singh	512	0.00%	2648697	8.38%
3	Rekha Ajaykumar Singh	0	0	206888	0.65%
4	Pratibha Singh	0	0	206888	0.65%
5	Sunita Garg	0	0	52663	0.17%
6	Wordexx Ventures Pvt Ltd	0	0	4307065	13.62%
7	Firstcall India Equity Advisors Private Limited	755673	3.69%	1902971	6.02%

In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument:

No convertible securities are being issued.



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