



4th ANNUAL REPORT 2018-19

CORPORATE INFORMATION

Board of Directors

- | | |
|----------------------------------|----------------------|
| ▪ Mr. Kirit Kumar Madhavlal Shah | Managing Director |
| ▪ Mr. Jitendra Jain | Independent Director |
| ▪ Ms. Nilamben V Mehra | Independent Director |
| ▪ Mr. Jikesh Shah | Director |
| ▪ Mrs. Diksha Upadhyay | Company Secretary |

Bankers

UCO Bank

Statutory Auditor

M/s. A. Puri & Co.
Chartered Accountants
E/ 614, Crystal Plaza,
New Link Road,
Andheri (West)
Mumbai 400 053.

Registered Office

4, Sawant Sadan,,
Nehru Road,
Vile Parle (East),
Mumbai- 400057
Maharashtra, India
CIN: U74999MH2015PLC269095
Email: info@mrcexim.co.in
Website: www.mrcexim.com

Registrar and Transfer

M/s. Purva Share Registry Pvt Ltd,
Unit no. 9, Shiv Shakti Ind. Estt.
J .R. Boricha Marg, Lower Parel (E),
Maharashtra, India
Tel No.: 91-22-2301 2518 / 6761

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NOTICE

Notice is hereby given that the Third Annual General Meeting of M/s. MRC Exim Limited will be held on Monday, 30th September, 2019 at 10.00 a.m. at Registered Office No.4, Sawant Sadan, Nehru Road, Vile Parle (East), Mumbai- 400057 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint Mr.Jikesh Shah (DIN: 02809371) as Director who was appointed as Additional director in Board Meeting held on 14th September 2019.
3. To continue the appointment of the auditors without ratification and in this regard to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT in partial modification of the Ordinary Resolution passed at the Annual General meeting held on September 30, 2019 and in accordance with the amended Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory enactments or modifications thereof), the approval of the shareholders be and is hereby accorded to continue the appointment of M/s. A.Puri & Co. Chartered Accountants (Firm registration No.: 108231W), as the statutory Auditors of the Company, at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, till the conclusion of the 7th Annual General Meeting to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

Special Business:

4. Re-Classification of Chandu Jain to Non Promoter from Promoter in accordance with provision under Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

“RESOLVED THAT The Board of Directors recommended the application of Mr. Chandu K Jain, Promoter of the Company for re-classification as Non-Promoter of the Company, for approval of members in the ensuing Annual General Meeting, under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .”

EXPLANATORY STATEMENT**Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015**

5. The Board of Directors recommended the application of Mr. Chandu K Jain, Promoter of the Company for re-classification as Non-Promoter of the Company, consent of Mr. Chandu K Jain was intimated earlier and was held to be considered in the Annual General Meeting, under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .”

**By Order of the Board of Directors
For MRC Exim Limited**

Sd/-

**Kirit Kumar Shah
Managing Director
DIN: 06668955**

Place: Mumbai

Date: September 05, 2019

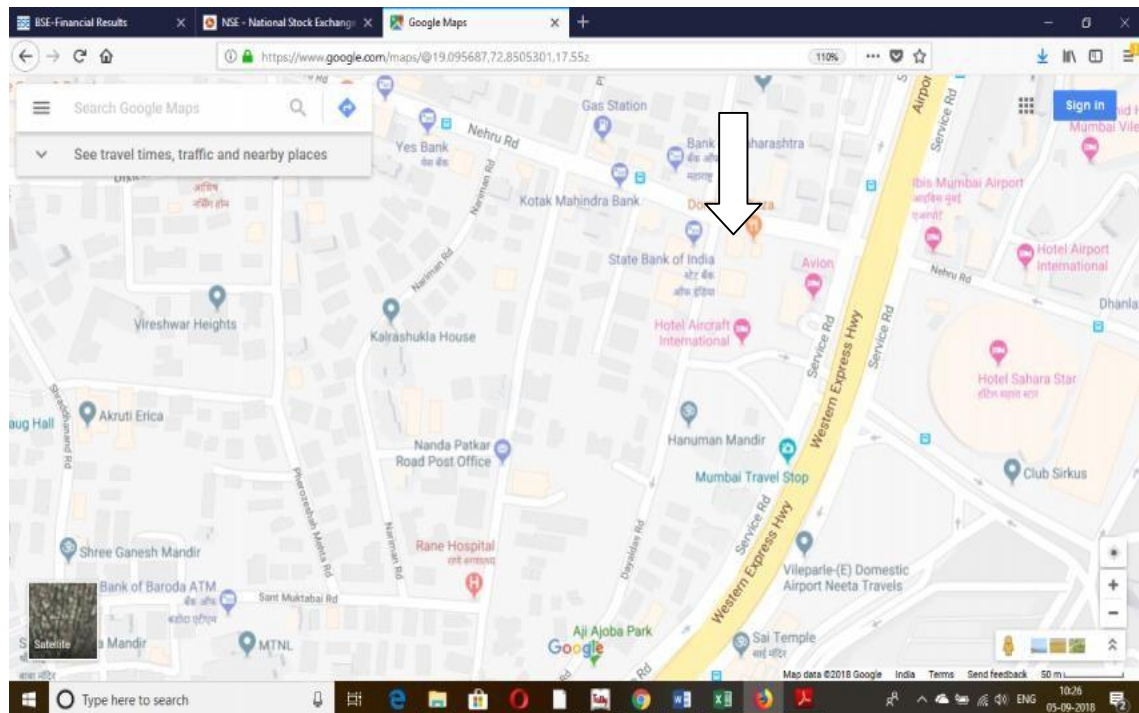
NOTES :

1. A member entitled to attend and vote at the Third Annual General Meeting (the “Meeting”) is entitled to appoint a proxy/ proxies to attend and vote instead of him/her and the proxy/proxies 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. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instruments 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. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The members / proxies & Authorized Representative are requested to bring duly filled in Attendance Slips for attending the Meeting and Members/proxies are also requested to bring a copy of the Annual Report along with them at the Meeting.
4. This Notice is being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
5. Green Initiative - Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice by email and others are being sent by courier.
6. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Relevant documents under Section 170, and 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. up to the date of AGM. The aforesaid documents will also be available for inspection by the members at the meeting.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23rd 2019 to Monday, September 30, 2019 (both days inclusive)
10. Members are requested to send all their documents and communications pertaining to shares to M/s. Purva Share Registry Private Limited at their address at Unit no. 9, Shiv Shakti Ind. Est, J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011, Telephone No: 91-22-2301 6761 / 8261, Fax: 91-22-2301 2517 and Email id- busicomp@vsnl.com for both physical and demat segments of Equity Shares. Please quote on all such correspondence- "Unit- MRC Exim Limited." For Shareholders queries Telephone, 022- 26124294.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent M/s. Purva Share Registry Private Limited, Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Purva Share Registry Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Purva Share Registry Private Limited.
12. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above-mentioned transactions.
13. 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. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Purva Share Registry Private Limited.
14. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For other Members, physical copies are being sent. To support "Green Initiative", Members who have not registered email addresses are requested to register the same with the Company's Registrar and Transfer Agent M/s. Purva Share Registry Private Limited/ Depository Participants, in respect of shares held in physical /electronic mode respectively.
15. Members may also note that the Notice of the 4th Annual General Meeting, Attendance Slip, Proxy Form and Annual Report will also available on the Company's website www.mrcexim.co.in for their download.
16. The route map showing directions to reach the venue of the 4th Annual General Meeting is annexed to this notice.
17. In terms of the Act, Mr. Jikesh Shah (DIN: 02809371), appointed as Director from designation of Additional director in the Board meeting held on 14th December 2018.

18. Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the ballot/poll process.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



DIRECTOR'S REPORT

DEAR SHAREHOLDERS,

Your Directors are pleased to present the 4th Annual Report of the Company, along with the Audited Financial Statements for the year ended 31st March, 2019.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Net Sales/ Income from Operations	1454.63	2364.61
Other Income	68.60	75.96
Total Income	1523.23	2440.57
Less: Expenditure	(1503.12)	(2411.56)
Profit/(Loss) before Interest & Exceptional Items	20.11	29.01
Less: Interest	(5.51)	(4.67)
Profit/(Loss before Tax	14.6	24.34
Extra Ordinary Items	-	18.77
Profit/(Loss) before Tax	14.60	5.57
Less: Tax provisions	(2.76)	(5.30)
Deferred Tax	2.63	(4.60)
Profit/(Loss) After Tax	14.47	(4.33)

2. OPERATIONS REVIEW

The Income from operation for the financial year 2018-19, for the year under review was at Rs. 1455 Lakhs as compared to Rs. 2365 Lakhs during the financial year 2017-18 showing an decrease of 38.48%. The company total revenue has decreased by 37.58%. The EBIDTA excluding exceptional items, stood at Rs.14.60 lakhs during financial 2018-19, as compared to Rs. 24.34 lakhs in the Previous Financial year 2017-18. The Profit Before Tax in terms of value went up from Rs. 24.34 Lakhs to Rs.14.6 Lakhs showing andecrease of 40.75% and in terms of percentage of sales it marginally went up from 1.19% to 1.23%. as Far as Net Profit is concerned however the current year a Profit of Rs. 14.47Lakhs has been reported as Compared to loss of Rs.4.33 Lakhs in the previous year.

3. DIVIDEND

With a view to strengthen the financial position of the Company, Your Board of Director's have not recommended any dividend for the financial year 2018-2019.

4. RESERVES

Directors have not transferred any amount to general or other reserves.

5. DIRECTORS & KEY MANAGERIAL PERSONNEL

At the beginning of the year the Promoters viz. Mr.Chandu Jain and Mr.Kirit M Shah, Also Mr.Kirit Shah is the Directors who still are continuing as Directors.

During the year Ms. Diksha Upadhayay joined as Company Secretary the Board on 1st November, 2018 and Mr. JIKESH KIRITBHAI SHAH joined the Board on 11th December, 2018.

6. BOARD COMMITTEES FORMED DURING THE YEAR

During the year under review, the following committees have been formed by the Company:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholder Relationships Committee

The details of all the Committees of the Board along with their composition and meetings held during the year are provided below which:

1) Audit Committee:

Our Audit Committee was constituted pursuant to a resolution of our Board dated September 1, 2017.

The Audit Committee comprises:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Jitendra Jain	Chairman	Independent Director
Ms. Nilamben Vijaykumar Mehra	Member	Independent Director
Mr. Jikesh Shah	Member	Director

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the commencement of the audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To establish and review the functioning of the whistle blower mechanism;
- Approval of appointment of the chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI (LODR) Regulations or by any other regulatory authority; and
- Review :
 - (1) management discussion and analysis of financial condition and results of operations;
 - (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (4) internal audit reports relating to internal control weaknesses;
 - (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
 - (6) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (LODR) Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations

The Committee was set up on September 1, 2017 and met three times in which all the members attended,

2) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee was constituted pursuant to a resolution of our Board dated September 1, 2017. The Committee comprises:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Jikesh Shah	Chairman	Director
Ms. Nilamben Vijaykumar Mehra	Member	Independent Director
Mr. Jitendra Jain	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Committee.

The terms of reference of our Stakeholders' Relationship Committee is as follows :

- To look into the redressal of grievances of shareholders, debenture holders and other security Holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (LODR) Regulations as and when amended from time to time.

The Committee met two times and all the members attended.

3) Nomination & Remuneration Committee:

The Nomination & Remuneration Committee was constituted pursuant to a resolution of our Board dated September 1, 2017.

The Committee comprises:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Nilamben Vijaykumar Mehra	Chairman	Independent Director
Mr. Jikesh Shah	Member	Director
Mr. Jitendra Jain	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Committee. The

terms of reference of the Committee.

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee shall, while formulating such policy ensure that
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

- Devising a policy on diversity of board of directors;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Committee met three times during their tenure and all the members were present.

7. NO. OF MEETINGS HELD

The Company held 4

Board Meetings for the Financial Year 2018-19. The details of the Board Meetings are given below:

Date	Board Strength	No of Directors Present
30/05/2018	4	4
05/09/2018	4	4
14/11/2018	4	4
10/02/2019	4	4

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to the Directors' Responsibilities Statement, it is hereby confirmed that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. BOARD EVALUATION

The Companies Act, 2013 states that a formal annual performance evaluation needs to be made by the Board of its own performance, the directors individually as well as the evaluation of its Committees. As per Schedule IV of the Companies Act, 2013, the performance evaluation of independent directors, shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.