



MRC EXIM LIMITED

CIN: U74999MH2015PLC269095

Regd. Off: 106, Siddhesh Apartment, 2nd Khattar Gali, Babasaheb Jaikar Marg,
Charni Road, (East), Mumbai - 400 002

Tel. No. : 022 - 2203 1638 • Email: mrceximlimited@gmail.com • Web: www.mrcexim.co.in

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the members of M/s. MRC Exim Limited will be held at the registered office of the Company situated at No.4, Sawant Sadan, Nehru Road, Vile Parle (East), Mumbai- 400057 on Monday, 5th October, 2020 at 2.00 P.M.to transact the following business:

ORDINARY BUSINESS – ORDINARY RESOLUTION:

1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March 2020, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Auditors' and Directors' report thereon.
2. To re-appoint Mr. Jikesh Kiritbhai Shah (DIN: 02809371), who retires by rotation in this Annual General Meeting and being eligible has offered himself for reappointment as director of company.

for & on behalf of the Board of Directors

By Order of the Board
for **MRC Exim Limited**

SD/-

Date: 12.09.2020

Place: Mumbai

Kirit Kumar Shah
(Managing Director)
DIN: 02764071

Notes:

1. A member entitled to attend and vote at the Eight 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.



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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 Tuesday, September 29th 2020 to Monday, October 5th, 2020 (both days inclusive)
9. 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.
10. 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



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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.

11. 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.
12. 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.
13. The Notice of the AGM along with the Annual Report 2019-20 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.
14. Members may also note that the Notice of the 5th 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.
15. As the meeting is held through Audio Visual Means, the Route Map is not affixed to this Notice.
16. The Company has Appointed ACS Kejas Parmar as the scrutinizer of the Annual General Meeting
17. Being an SME Listed Company, e-voting is not mandatory and hence e votins is not opted by the Company
18. Draft instructions of how to attend this meeting is annexed to the notice



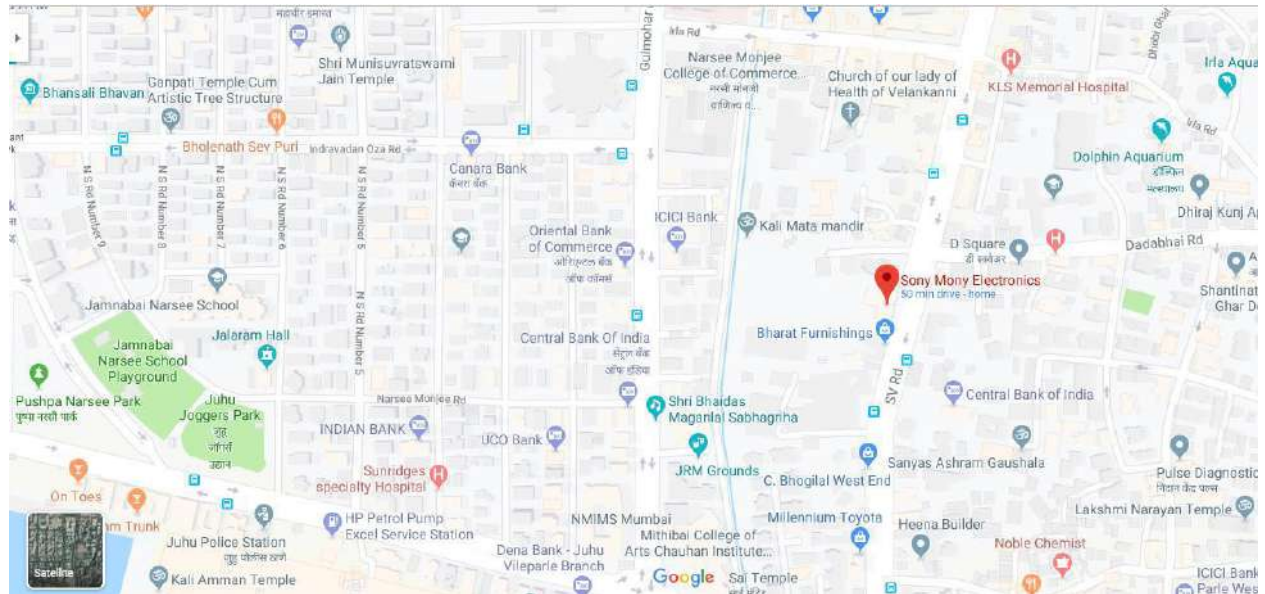
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Route Map





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Instructions to Attend AGM through Video Conference

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.mrcexim.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
6. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. The weblink through which share holder will be able to attend AGM through Audio Visual or OAVM method is mentioned below

<https://purvashare.instavc.com/broadcast/334ac6b0-f4e8-11ea-9ef3-c9e9e472148c>

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number Ms Vidhi Thakkar 9833494935 or write an email at chandukjain@gmail.com.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.



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'DIRECTOR'S REPORT'

Dear Members,

Your Directors are pleased to present the 5th Annual Report of MRC EXIM LIMITED along with the Audited Financial Statements for the financial year ended 31st March, 2020.

FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Net Sales/Income from Operations	169,200,929	123,248,354
Other Income	5,847,403	6,860,312
Less: Expenditure	173,937,369	128,648,284
Profit/(Loss) before taxation	1,110,963	1,460,382
Less: Tax provisions	396,440	276,000
Deferred Tax	0	(270,891)
Prior Year Tax	0	7,295
Profit/(Loss) after tax	714,523	1,447,979

OPERATIONS REVIEW

The Income from operation for the financial year 2019-20, for the year under review was at Rs. 1692 Lakhs as compared to Rs. 1232 Lakhs during the financial year 2018-19 showing an decrease of 37.34%. The company Profit after tax has registered a downfall from Rs. 14.47 Lakhs to Rs. 7.14 Lakhs showing an decrease of 50.66% over the previous year.

SHARE CAPITAL

During the year under review the Company has not issued any shares with or without differential voting rights nor has granted any stock options or sweat equity. The total shares issued are 1,04,20,900 and out of which 9,830,650 are in demat form representing 94.34% and the rest i.e. 590,250 Nos representing 5.66% in physical mode.



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DIVIDEND

With a view to strengthen the financial position of the Company, no dividend has been recommended for the financial year ended March 31, 2020.

TRANSFER TO RESERVES

No amount was transferred to the reserves during the financial year ended March 31, 2020.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per Section 152 of the Companies Act, 2013, Shri Jikesh Kiritbhai Shah shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, may offer himself for re-appointment. The Board recommends his re-appointment at the ensuing Annual General Meeting. The Whole Time Directors and the Independent Directors of the Company are not considered for the purpose of retirement by rotation.

In view of the applicable provisions of the Companies Act 2013, the Company is mandatorily required to appoint whole time KMPs. There is no change during the period under review.

MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2019-2020, 4 Meetings of the Board of Directors of the Company, (1) meeting of the Audit Committee and (1) meeting of the Nomination and Remuneration Committee were held.



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The details of Board Meetings are given below:

Date	Serial Number	Board Strength	No. of Directors Present
30 th May 2019	01/2019-2020/BM	4	4
07 th September 2019	02/2019-2020/BM	4	4
12 th November 2019	03/2019-2020/BM	4	4
3 rd March 2020	04/2019-2020/BM	4	4

The details of the Audit Committee Meetings are given below:

Date	Serial Number	Committee Strength	No. of Directors Present
4 th March 2020	01/2019-2020/AC	3	3

The details of the Nomination and Remuneration Committee Meetings are given below:

Date	Serial Number	Committee Strength	No. of Directors Present
7 th September 2020	01/2019-2020/NRC	3	3

DISCLOSURE OF ANNUAL RETURN

The extract of Annual Return, pursuant to the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and administration) Rules, 2014, for the financial year ended 31st March, 2020, is furnished in Form MGT-9 and is attached as “ANNEXURE I” and forms part of this report. The web address of the Company where the Annual Return has been placed is as follows:

www.mrcexim.co.in

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134[3][c] read with Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and in case of any material departures, proper explanations have been given for the same in the accounts itself;



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- b. the directors have 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/loss of the Company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate operating effectively;
- f. Being a listed company, the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

No frauds were reported by the Company's Statutory / Cost / Internal / Secretarial Auditors during the year under review.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 read with SEBI Listing Regulations so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

In accordance with the provision of Section 178 of the Companies Act, 2013, the Board has constituted Nomination and Remuneration Committee (NRC). The Board on recommendation of