



MRC EXIM LIMITED

CIN: L74999MH2015PLC269095

217, 2nd Floor, NIBR Corporate Park, CTS no. 669 670 and 671, Kurla Andheri Road,
Opposite Vaishali Hotel, Safed Pool, Kurla West, Mumbai 400072.

NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the members of M/s. MRC Exim Limited will be held on Thursday, 30th day of September, 2021 at 11.00 A.M at the registered office of the company situated at 2ND Floor, 2017, Aerocity, , Safed Pool, Andheri Kurla Road, Mumbai 400004 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 2021, 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. KiritKumar Madhavlal Shah (DIN: **02764071**), who retires by rotation in this Annual General Meeting and being eligible has offered himself for reappointment as director of company.
3. To Appoint Mr. Sunil Agarwal (DIN: **08688234**), Additional Director of the Company as the Director of the Company

SPECIAL BUSINESS

1. To consider and if thought fit, change the Name of the Company from MRC EXIM Limited to MRC AGROTECH Limited.

“**RESOLVED THAT** pursuant to the provisions of Section 4(4), Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, any other applicable provisions of Companies Act, 2013 read with Rules thereunder and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and any other applicable provisions (including any statutory modifications or re-enactment thereof, for the time being in force) subject to the approval of the Registrar of Companies and the Stock Exchange, the consent of the members of the Company be and is hereby accorded, to change the name of the Company from “MRC EXIM Limited” to “MRC AGROTECH Limited”.

RESOLVED FURTHER THAT Necessary changes be made in the Memorandum and Articles of Association of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, all Directors of the Company be and are hereby severally authorised to make an application to the Ministry of Corporate Affairs or any other concerned authorities for ascertaining the availability of the proposed name as mentioned above and to do all such acts, deeds, matters and things as may be necessary and/or expedient and to sign and execute all necessary documents, applications and returns, e-forms for giving effect to the aforesaid resolution.”



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2. To consider and if thought fit, change the objects of the Company

“RESOLVED THAT pursuant to sections 3, 4, 13, 14 and other applicable provisions of The Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) subject to approval by the Registrar of Companies, the consent of members of the Company be and is hereby accorded to change the main objects of the company as mentioned below:

To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.

To cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce.

To carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide consulting and support services

RESOLVED FURTHER THAT the ancillary objects of the company shall change in line with the amended main object

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, all Directors of the Company be and are hereby severally authorized to make application to Ministry of Corporate Affairs or any other concerned authorities and to do such acts, deeds and things that are necessary to give effect to the said resolution.

for & on behalf of the Board of Directors

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

KiritKumar Madhavlal Shah
(Director)

DIN: 02764071

Date: 08.09.2020

Place: Mumbai



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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.
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 Wednesday, September 23rd 2020 to Wednesday, September 30th , 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



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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 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 2020-21 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 6th 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. The Company has Appointed Mr. Anil Jain as Scrutinizer of the AGM to facilitate the process of AGM.
16. This being an SME Listed Company, E-Voting is not mandatory and hence not required.



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EXPLANATORY STATEMENT as required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 of the accompanying Notice dated 08/09/2021.

Item No 1

The Company wishes to change its name from MRC EXIM Limited to MRC AGROTECH LIMITED. This is because the company also wishes to change its objects. The new name is in line with the new objects of the company which are as follows

To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.

To cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce.

To carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide consulting and support services

None of the Directors are personally interested in the resolution.

Item No 2

The Company has found a new opportunity in the agricultural purpose which the company feels shall be more profitable than the current line of business. Also, since the pandemic, the demand of organic foods has risen to a great extent. In order to grab this business opportunity, the company wishes to change its main object as mentioned in the resolution and in the explanation of item no 1.

None of the directors are personally interested in the above resolution.

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

KiritKumar Madhavlal Shah

(Director)

DIN: **02764071**

Date: 08.09.2020

Place: Mumbai



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Venue of the General Meeting

2ND Floor, 2017, Aerocity, , Safed Pool, Andheri Kurla Road, Mumbai 400004

