C. MAHENDRA EXPORTS LTD

CIN: L27205MH2007PLC166717

Registered Office : Tower 'C' Office No. CC-6011 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra(East), Mumbai-400 051

Phone : +91-22-26725555, **Fax:** +91-22-26754560, **Website**: www.cmahendra.com,

Email: bkc@cmahendra.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the Members of **C. Mahendra Exports Ltd** will be held at Hotel Tunga International B/11, MIDC Central Road, MIDC, Andheri (East), Mumbai-400 093 on Saturday, June 6, 2015 at 2:00 P.M. to transact the following business:

SPECIAL BUSINESS:

1. **Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association and Article of Association.**

   To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of authorised capital of company as a Special Resolution:

   "RESOLVED THAT pursuant to Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorised Share Capital of the Company of Rs. 75 Crores (Seventy Five Crores) divided into 6,25,00,000/- (Six crores Twenty Five lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 1,25,00,000 6% Redeemable Preference Shares of Rs. 10/- (Rupees ten only) each be and is hereby reclassified to 75 Crores (Seventy Five Crores) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

   "RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

   V. The Authorised Share Capital of the Company is Rs. 75 Crores (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Rs. Seven Crore Fifty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each."

   "RESOLVED FURTHER THAT consequent upon the reclassification/increase in the Share Capital, the existing Article 3 of the Articles of Association of the Company regarding Authorised Capital be and is hereby amended as under:

   3. The Authorised Share Capital of the Company is Rs. 75 Crores (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Rs. Seven Crore Fifty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each."

The Company may from time to time by Ordinary/Special Resolution, increase it's Authorised Share Capital, by such sum and to be divided into Shares of such amount as may be specified in the Resolution.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

2. **Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company:-**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 75 crores divided into 7,50,00,000 (Rs. Seven Crore Fifty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 320 Crores (Rupees Three Hundred Twenty Crores only) divided into 32,00,00,000 (Thirty Two Crores) Equity Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 24,50,00,000 (Twenty Four Crores Fifty Lacs) Equity Shares of Rs. 10 each and that clause 5 of the Memorandum of Association of the Company be and is hereby altered accordingly".

"**RESOLVED FURTHER THAT** clause No. V of the Memorandum of Association of the Company be altered and substituted as under: -

V. The Authorised Share Capital of the Company is Rs. 3,20,00,00,000 (Rupees Three Hundred Twenty Crores only) divided into 32,00,00,000 (Thirty Two Crores) Equity Shares of Rs. 10/- (Rupees ten only) each.

"RESOLVED FURTHER THAT consequent upon the increase in the Share Capital, the existing Article 3 of the Articles of Association of the Company regarding Authorised Capital be and is hereby amended as under:

3. The Authorised Share Capital of the Company is Rs. 3,20,00,00,000 (Rupees Three Hundred Twenty Crores only) divided into 32,00,00,000 (Thirty Two Crores) Equity Shares of Rs. 10/- (Rupees ten only) each.

The Company may from time to time by Ordinary/Special Resolution, increase it's Authorised Share Capital, by such sum and to be divided into Shares of such amount as may be specified in the Resolution.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

3. To issue Equity Shares on preferential basis to the Preference Shareholders:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 and section 106 of the Companies Act, 1956 and other applicable provisions, if any, of the Act and the enabling provisions in the Memorandum and Articles of Association of the Company and the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), Listing Agreement entered into with the Stock Exchanges, where the shares of the Company are listed and further subject to such approvals as may be required and subject to such terms, conditions, alterations, corrections, changes, variations and/or modification(s), if any, as may be prescribed in granting such approval and which may be agreed to by the Board of Directors or any committee which the Board of Directors may constitute, to exercise one or more of its power including power conferred by this resolution, consent, authority and approval of the Equity Shareholders be and is hereby accorded to the Board to offer, issue and allot 9,80,39,215 Equity Shares of the Company, ranking pari passu with the existing equity shares of Company of face value of Rs. 10/- each aggregating to Rs. 98,03,92,150/- at a price of Rs. 12.75 per equity shares in lieu of conversion of 1,25,00,000 6% Redeemable preference shares issued on March 4, 2010 at premium of Rs. 90 per share.

"RESOLVED FURTHER that, on conversion of 1,25,00,000 6% Redeemable preference shares into equity shares, the fraction coupon shall not be considered.

"RESOLVED FURTHER THAT 9,80,39,215 Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

"RESOLVED FURTHER that the relevant date, as per the SEBI ICDR Regulations for the determination of issue price of the to be allotted pursuant to the preferential allotment is fixed as May 7, 2015 i.e. 30 days prior to the date of shareholders meeting to approve the proposed preferential issue in terms of Section 62(1)(c) of the Companies Act, 2013.

"RESOLVED FURTHER that the equity shares to be allotted upon conversion of 1,25,00,000 6% Redeemable preference shares which shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/-

each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorised to take such actions and to give all such directions or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any questions or difficulty that may arise in regard to the issue of redeemable non-convertible preference shares on preferential basis and further to do all such acts, deeds, matters or otherwise consider it to be in the best interest of the Company".

4. Issue of Bonus Shares

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary RESOLUTION:**

"RESOLVED THAT in accordance with provisions of Section 63 of Companies Act, 2013 and other applicable provisions, as has been notified in official gazette in this behalf or any amendment or reenactment thereof, provisions of Companies Act, 1956 with respect to those provisions which are still in operation after the commencement of Companies Act, 2013, the provisions of the Articles of Association of the Company and recommendation of the Board of Directors, Audit committee and the provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), in this behalf and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of Members, be and is hereby accorded to the Board of Directors of the Company ("the Board") for capitalization of sum to the extent of Rs. 158,60,69,950 (Rupees One Fifty Eight Crore and Sixty Lacs Sixty Nine Thousand Nine Hundred and Fifty Only) standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board or person authorized by board, for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs.10/- (Rupees Ten) each for every 1 (One) fully paid-up Equity Share of Rs.10/- (Rupees Ten) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income;

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company;

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

"**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the board be and is hereby authorised to take such actions and to give all such directions or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any questions or difficulty that may arise in regard to the issue of redeemable non-convertible preference shares on preferential basis and further to do all such acts, deeds, matters or otherwise consider it to be in the best interest of the Company.

By Order of the Board

For, C. Mahendra Exports Limited

Place : Mumbai
Date : May 12, 2015

Mahendra C. Shah
Director
(DIN 00039077)

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
   As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
3. The instrument 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.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (4.00 P.M. to 6.00 P.M.) on all working days except Saturday, Sunday and Public holiday up to and including the date of the Extra-ordinary General Meeting of the Company.

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VOTING THROUGH ELECTRONIC MEANS

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com

Step 2 : Click on "Shareholders" to cast your vote(s)

Step 3 : Select the Electronic Voting Sequence Number (EVSN) i.e. **"150511005"** along with "COMPANY NAME" i.e. **"C. Mahendra Exports Ltd"** from the drop down menu and click on "SUBMIT".

Step 4 : Please enter User ID –

a. For account holders in CDSL :- Your 16 digits beneficiary ID

b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 5 : Enter the Image Verification as displayed and Click on Login

Step 6 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step 7 : If you are a first time user follow the steps given below:

7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.
For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.

Step 8 : After entering these details appropriately, click on "SUBMIT" tab.

Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 10: Click on the EVSN of the Company i.e. **150511005** to vote.

Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12: Click on the Resolution File Link if you wish to view the Notice.

Step 13: 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.

Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

I. The e-Voting period commences on June 1, 2015 (9.00 A.M.) and ends on June 2, 2015 (6.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of Friday, May 08, 2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

II. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.

III. CS Anand S. Lavingia, Practising Company Secretary (Membership No.: ACS 26458; CP No: 11410) (Address: G-3, Shridhar Complex, Near, S.M. Overbridge, Shyamal Cross Road, Ahmedabad - 380051) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

IV. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.

V. The Results shall be declared on the date of EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cmahendra.com and on the website of CDSL https://www.evotingindia.co.in within two days of the passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and NSE Limited, where the shares of the Company are listed.

VI. The resolutions shall be deemed to be passed on the date of the Extra-ordinary General Meeting, subject to receipt of sufficient votes.

VII. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.

VIII. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.

IX. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

X. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company : **C.Mahendra Exports Ltd**
Tower 'C' Office No. CC-6011 Bharat Diamond Bourse,
Bandra Kurla Complex,
Bandra(East),
Mumbai-400 051
CIN: **L27205MH2007PLC166717**
E-mail ID: bkc@cmahendra.com

Registrar and Transfer Agent **:** M/s Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B. S. Marg, Bhandup (W),
Mumbai – 400 078
Phone: 2596 3838, Fax: 2594 6979
E-mail: rnt.helpdesk@linkintime.co.in

e-Voting Agency : Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer : CS Anand S. Lavingia
Practising Company Secretary
E-mail ID: krishivadvisory@gmail.com

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ANNEXURE TO THE NOTICE

STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: Reclassification Authorised Share Capital and Consequent Alteration of Memorandum of Association and Articles of Association

The present authorised capital of the Company is Rs. 75 Crores (Rupees Seventy Five Crores) divided into 6,25,00,000/- (Six crores Twenty Five lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 1,25,00,000 6% Redeemable Preference Shares of Rs. 10/- (Rupees ten only).

A separate proposal for Preferential Issue of 9,80,39,215 Equity Shares of face value of Rs. 10 each on conversion of 1,25,00,000 6% Redeemable preference shares has been submitted for the approval of Shareholders under item no. 3 of this Notice. The preference capital component of authorized capital is sought to be reclassified to enable this issue.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and also Article 3 of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause and Article.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution by special resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution

Item 2: Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company.

In light of the above item no. 1, the preference capital component of authorized capital is sought to be reclassified into equity shares and it is proposed to increase the authorised share capital from the existing Rs. 75 crores to 320 Crores divided into 32,00,00,000 (Thirty Two Crores) Equity Shares of Rs. 10/- (Rupees ten only) each.

A separate proposal for Preferential Issue of 9,80,39,215 Equity Shares of face value of Rs. 10 each on conversion of 1,25,00,000 6% Redeemable preference shares and issue of Bonus Shares in ratio of 1:1 has been submitted for the approval of Shareholders under item no. 3 and 4 of this Notice, respectively. The authorized capital is to be increased by creation of additional

24,50,00,000 (Twenty Four Crores Fifty Lacs) Equity Shares of Rs. 10 each and considering the re classification of preference shares.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders.

On enhancement of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and also Article 3 of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause and Article.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution by special resolution. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 3 To issue Equity Shares on preferential basis to the preference shareholders:

The Board of Directors in their meeting held on May 4, 2015 has proposed to convert the 1,25,00,000 6% Redeemable preference shares into Equity Shares of face value of Rs. 10 each issued at premium of Rs. 90 per share.

The Company has issued 1,25,00,000 6% Redeemable preference shares on March 4, 2010 (at an issue price of Rs. 100 each). The Redeemable preference shares to be redeemed in 3 Equal Installments commencing from 7th, 8th and 9th year from the date of issue.

Pursuant to Section 106 of the Companies Act, 1956, when rights attached to the Shares of any class are varied, then such variation must be approved by the holders of not less than 3/4 of the issued shares of that class (1,25,00,000 6% Redeemable preference shares) or by means of Special Resolution passed in a separate meeting of the holders of the issued shares of that class. Accordingly meeting of preference shareholders is called on June 6, 2015 and consent by requisite preference shareholders to be accorded to convert the 1,25,00,000 6% Redeemable preference shares issued at a price of Rs. 100 per share into 9,80,39,215 Equity Shares at a price of Rs. 12.75 per equity share.

Pursuant to provisions of Section 62 (1)(c) of Companies Act, 2013 (the “Act”) any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution. Further, in terms of Regulation 73 of SEBI ICDR Regulations, 2009, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting.

1. **The objects of the preferential issue :**
   Conversion of 6% Redeemable preference shares issued at a price of Rs. 100 per share into 9,80,39,215 Equity Shares.

2. **Relevant Date :**
   The Relevant date for the purpose of calculation of price of the specified Securities is May 7, 2015, being 30 days prior to the date of the Meeting to approve the proposed preferential issue in accordance with the SEBI (ICDR) Regulations.
3. Basis or Justification of Price : The issue price determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Company on both the stock exchanges has been considered to determine the higher trading volume for computation of issue price.
4. The proposed allotment of Equity Shares shall be made at the issue/exercise price of Rs. 12.75 (Twelve Rupees Seventy Five Paise) per Equity Share, which is not less than the higher of the (a) average of the weekly high and low of the closing prices of the equity shares quoted on the National Stock Exchange of India Limited (being the recognized stock exchange on which the higher trading volume in respect of equity shares of the Company has been recorded during the 26 weeks prior to the Relevant Date) during the 26 weeks preceding the Relevant Date and (b) average of the weekly high and low of the closing price of the equity shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the Relevant Date.
5. **Identity of the proposed allottees :** The proposed allottees of the Equity Shares will be decided on the record date fixed for determining preference shareholders.
6. **The shareholding pattern of the Company before and after the preferential issue :**
   The proposed allottees, on the record date, may be the public or promoter/promoter group.
7. **Change in control, if any, in the Company consequent to the preferential issue :**
   There shall be no change in control of the Company pursuant to the conversion of preference shares into Equity Shares.
8. **Others :** The certificate of the Statutory Auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations shall be placed before the shareholders at the meeting. As it is proposed to issue and allot the aforesaid Securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62(1)(c) of the Act and Chapter VII of the SEBI ICDR Regulations.

The Board believes that the proposed offer, issue and allotment will be in the interest of the Company and its shareholders.

The Board recommends passing of the aforesaid Resolution as a Special Resolution. Neither the key managerial personnel of the Company nor their relatives are in any way concerned or interested, financially or otherwise in this Resolution. The Directors of the Company and/or their relatives may be deemed to be concerned or interested, financially or otherwise in the proposed Resolution to the extent of Securities issued/allotted to companies owned or controlled by them.

Item No. 4. Issue of Bonus Shares

The proposal for issuance of Bonus Shares is made to provide liquidity to the equity shares by increasing the available number of equity shares in the market and also to reward the members by allotting bonus shares. By issuance of 15,86,06,995 fully paid equity shares by way of Bonus shares, the paid-up equity share capital of the company will be increased to that extent.

Further your Directors propose to issue 1 (One) Bonus Equity Share of Rs. 10/- each for every 1 (One) fully-paid up Equity Shares of Rs. 10/- each held. Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company or any person authorized by board, for the purpose of issue of Bonus Shares, in the proportion of One new equity shares for every One existing equity shares held by them respectively on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

The proposal for issuance of Bonus Shares is beneficial to the members of the company as well as to the company.

In terms of Article of Association of the Company, any capitalization of Reserves will require the approval of shareholders to be obtained. Accordingly, the Board recommends the said resolution as set out at Item No. 4 for approval of the shareholders by way of Ordinary resolution.

The Board recommends passing of the aforesaid Resolution as a Ordinary Resolution. Neither the key managerial personnel of the Company nor their relatives are in any way concerned or interested, financially or otherwise in this Resolution. The Directors of the Company and/or their relatives may be deemed to be concerned or interested, financially or otherwise in the proposed Resolution to the extent of Securities issued/allotted to companies owned or controlled by them.

By Order of the Board

For, C. Mahendra Exports Limited

Place : Mumbai
Date : May 12, 2015

Mahendra C. Shah
Director
(DIN 00039077)

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C. MAHENDRA EXPORTS LTD

CIN: L27205MH2007PLC166717

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L27205MH2007PLC166717
Name of the Company : C. MAHENDRA EXPORTS Limited
Registered Office : Tower 'C' Office No. CC-6011 Bharat Diamond Bourse,
Bandra Kurla Complex,
Bandra(East),
Mumbai-400 051

Name of the member(s)	:
Registered address	:
E-mail ID	:
Folio No/ Client ID	:
DP ID	:

I / We, being the holder(s) of ..... shares of the above named Company, hereby appoint:

1. Name : _____
   Address : _____
   E-mail ID : _____
   Signature : _____,_____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Saturday, June 6, 2015 at 02:00 P. M. at at Hotel Tunga International B/11, MIDC Central Road, MIDC, Andheri (East), Mumbai-400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association and Article of Association.
2. Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company.
3. To issue Equity Shares on preferential basis to the Preference Shareholders
4. Issue of Bonus Shares

Signed this ..... day of ..... 2015.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re. 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

C. MAHENDRA EXPORTS LTD

CIN: L27205MH2007PLC166717

ATTENDANCE SLIP

Full name of the member attending

_____

Full name of the joint-holder

_____

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy

_____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Extra-ordinary General Meeting held at at Hotel Tunga International B/11, MIDC Central Road, MIDC, Andheri (East), Mumbai-400 093 at 02:00 P. M.
Folio No _____ DP ID No. * _____

Client ID No.* _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature. _____