

M. K. Exim (India) Limited
CIN: L63040RJ1992PLC007111
Registered Office: G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Sanganer,
Jaipur-302022.
Phone: 0141- 3937501, 3937504. Fax: +91-141-3937502
E-mail: mkexim@mkexim.com, mkexim123@gmail.com, Web-Site: www.mkexim.com

NOTICE
23rd ANNUAL GENEREAL MEETING

NOTICE IS hereby given that the 23rd Annual General Meeting of the Members of M. K. Exim (India) Limited (CIN: L63040RJ1992PLC007111) will be held on Wednesday, 30th September 2015 at G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur-302022 at 10.00 A.M. to transact the following business:

Ordinary business

- 1 To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015, the reports of the Directors and the Auditors thereon
- 2 To declare a dividend on equity shares
- 3 To appoint a director in place of Shri Dayaram Khanchandani (DIN00161546) who retires by rotation and is eligible for reappointment
- 4 To appoint auditors and fix their remuneration

Special Business

- 5 To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:
RESOLVED THAT the appointment of Shri Manish Murlidhar Dialani (DIN 05201121) as the Managing Director of the Company , subject to retirement by rotation, on a monthly remuneration of Rs.20000/(inclusive of all perquisites and benefits) for a period of five years from-30.10.2014 –to 30.10.2019- be and is hereby approved.
- 6 To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:
RESOLVED THAT Smt. Lajwanti Murlidhar Dialani (DIN 05201148) who was appointed as an additional director of the Company and who holds the office of Director till this annual general meeting and in respect of whom the Company has received a notice from a member proposing her candidature with requisite deposit, be and is hereby appointed as the director of the Company, subject to retirement by rotation.

By order of the board
For M.K. Exim (India) Limited

Place : Jaipur
Date : 30.05.2015

Sd/-
(Prakriti Sethi)
Company Secretary

Notes

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 per cent of the total share capital of the Company. A member holding more than 10 per cent 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. Proxies to be effective should be deposited at the registered office of the Company, duly signed and stamped with revenue stamp of Rs.1, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of bodies corporate must be supported by an appropriate resolution.
- 2 The explanatory statement pursuant to section 102 of the Companies Act 2013 (the Act) in respect of special business at item Nos. 5 and 6 of the accompanying notice is annexed herewith.
- 3 The Register of members and share transfer books of the Company will remain closed from **Thursday, 24th September 2015** to **Wednesday 30th September 2015** (both days inclusive) for determining the names of members eligible for dividend, if declared at the annual general meeting.
- 4 The dividend on equity shares, if declared at the annual general meeting, will be payable on or after 1st October 2015 to those members:
 - a) Whose names appear as members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company /RTA on or before **23rd Sept 2015** and
 - b) Whose names appear as beneficial owners in the list of beneficial owners on **23rd September 2015** furnished by NSDL and CDSL for this purpose.
- 5 Securities And Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 6 Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signature duly attested by their bank to the Company. Members holding shares in electronic form must intimate their depository participants any change in their address.
- 7 **Nomination facility:** Section 72 of the Act provides for facility to the members for making nomination in respect of the shares held by them in the Company. Members holding shares in single name and who have not registered the nomination should submit to the Company form SH 13 for making nomination. Members holding the shares in electronic form should submit the form to their depository participants. Members can change the nomination by filing form SH14 with the Company (in case of shares held in physical form) or to the depository participant (in case shares are in electronic form)
- 8 **Updation of members details:** The register of members under the Act and the relevant rules is required to be maintained with additional details such as PAN details, email address, bank details for payment of dividend, etc. A form for capturing these details is

NOTES:

appended at the end of this annual report. Members holding shares on physical form are requested to submit the filled form to the Company and members holding shares in demat form are requested to submit the form to their respective depository participants.

- 9 Electronic copy of the annual report for the year 2014-15 is being sent to those members whose email Ids are registered with the Company/depository participant. Physical copies are being sent to the other members.
- 10 Electronic copy of the notice of the 23rd annual general meeting of the Company, indicating the process and manner of e-voting along with attendance slips and proxy form are being sent to all those members whose email Ids are registered with the Company/depository participant. To other members, the above are sent in physical form indicating the process and manner of e-voting, in the permitted mode.
- 11 The notice of the 23rd annual general meeting and the annual report will also be available at the Company's website www.mkexim.com which can be downloaded. The physical copies of the above documents will also be available at the Company's registered office at Jaipur for inspection during normal business hours on working days (Monday through Friday). All members are entitled to receive physical form of the above, free of cost, upon making a request to the Company at its registered office or dedicated investor email id: investoragm@mkexim.com.

12 Voting through electronic means

In accordance with section 108 of the Act and the relevant rules made thereunder and for the time being in force, the Company is pleased to provide its members the facility of **remote e-voting**, i.e e-voting from a place other than the venue of the AGM to exercise their right to vote at the 23rd AGM. The voting can be made through the services of Central Depository Services (India) Limited (CDSL)

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 23rd AGM. The members, who attend the meeting and who have not already cast their vote through e-voting, shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri Suresh Chandra Sharma, S.C. Sharma & Associates, practising company secretary, as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

13 The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2015 at 9.00 a.m. and ends on 29.09.2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no. is printed on address Sticker.</p> <p>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field</p>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the **M.K. Exim (India) Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 23.09.2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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
- (iii) The voting rights of members shall be in proportion to their shares in the paid up capital of the Company as on the cut off date, ie. 23rd September 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on cut off date, shall only be entitled to avail the facility of remote e-voting, voting through ballot form as well as voting at the venue of the 23rd annual general meeting.
- (iv) Any person who acquires shares of the Company and becomes a member of the Company after the date of dispatch of notice and holding the shares on the cut off date, may cast his vote by remote evoting, or ballot form or through poll at the meeting.

Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**ANNEXURE TO THE NOTICE OF THE 23RD ANNUAL GENERAL MEETING.
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT 2013**

Item: 5

The Board of directors of the Company , on recommendation of the Remuneration and Nomination Committee, appointed Shri Manish Murlidhar Dialani as Director and Managing Director of the Company, at the meeting held on 30.10.2014, for a period of 5 years from 30.10.2014-to 30.10.2019-on a monthly remuneration of Rs. 20000/-per month.

Shri ManishDialani is Graduate in Commerce and has the experience of more than 10 years in the running of business enterprises. The Board is of the view that his experience would be of immense benefit to the Company. Shri Manish Dialani holds 28105 shares in the Company

Under the provisions of the Companies Act 2013, the appointment of Managing Director and payment of his remuneration would require approval of the members.

Shri Manish Dialani is related to Smt. Lajwanti M Dialani, Director of the Company. She may be deemed to be interested or concerned in the resolution. None of the other directors is concerned or interested in the resolution.

The Directors commend the resolution for the approval of the members.

The extract of his terms of appointment is available at the registered office of the Company for inspection of members on week days (Monday through Friday) between 11.00 am to 1.00 pm.

Item No 6:

The Board of directors of the Company , on recommendation of the Remuneration and Nomination Committee, appointed Smt. Lajwanti Murlidhar Dialani as additional Director. As the additional director, she holds the office till the date the annual general meeting. The Company has received a notice from a member with requisite deposit, proposing her candidature as the Director of the Company. Smt. Lajwanti Murlidhar Dialani holds 257641 shares in the Company

Shri Manish Dialani is related to Smt. Lajwanti M Dialani, Director of the Company. He may be deemed to be interested or concerned in the resolution. None of the other directors is concerned or interested in the resolution.

The Directors commend the resolution for the approval of the members.

By order of the board
For M.K. Exim (India) Limited

Place : Jaipur
Date : 30.05.2015

Sd/-
(Prakriti Sethi)
Company Secretary