



## **M.K. Exim (India) Limited**

**(CIN: L63040RJ1992PLC007111)**

**Registered Office:** G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area,  
Sitapura, Tonk Road, Jaipur-302022

**Phone:** +91 141- 3937501, 3937500, **Fax:** +91-141-3937502

**E-mail:** mkexim@gmail.com, info@mkexim.com, **Web-Site:** www.mkexim.com

### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with the Rules 20 and 22 of the Companies (Management and Administration Rules, 2014)]*

To  
All Members of,  
**M.K. EXIM (INDIA) LIMITED**

**NOTICE** is hereby given that the resolutions set out below are proposed to be passed by the Members of M.K. Exim (India) Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time]. This Notice is accordingly being issued in compliance with the said MCA Circulars and SEBI (LODR) Regulations, 2015.

In accordance to MCA circulars and in pursuance to section 110 of the Act and rules thereof,, this Notice is being sent through electronic mode to all the Members who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“RTA”) or with Depository / Depository participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **02<sup>nd</sup> December, 2023(cut off date)** and the physical Notice (along with postal ballot forms) and prepaid business envelope through post will not be sent to the Members for this Postal Ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, has provided remote electronic voting facility only for this postal ballot process. The Company

has engaged the services of Central Depository Services (India) Limited ('CDSL') for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process which shall commence from **Wednesday, 06<sup>th</sup> December, 2023 at 09:00 A.M. (IST)** and end **on Thursday, 04<sup>th</sup> January, 2024 at 5:00 P.M. (IST)**, failing which, it will be strictly considered that no reply has been received from the Member. The e-voting facility is available at the link <https://www.evotingindia.com>. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., **Thursday, 04<sup>th</sup> January, 2024**.

VOTING STARTS ON	VOTING ENDS ON
<b>Wednesday, 06<sup>th</sup> December, 2023 at 09:00 A.M. (IST)</b>	<b>Thursday, 04<sup>th</sup> January, 2024 at 5:00 P.M. (IST)</b>

The Board of Directors of the Company has, appointed Ms. Anshu Parikh, Practicing Company Secretary (Membership No.: FCS 9785), as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had communicated her willingness to be appointed for the said purpose.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. Based on the report of Scrutinizer, the results of the Postal Ballot/ remote e-voting shall be announced within two (2) working days of conclusion of remote e-voting process i.e., on or before **Saturday, 06<sup>th</sup> January, 2024** and will be displayed at the Company's website [www.mkexim.com](http://www.mkexim.com) and service provider's website <https://www.evotingindia.com> besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., **5:00 P.M. (IST), Thursday, 04<sup>th</sup> January, 2024**, shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Members are requested to consider the following proposed resolutions:

**SPECIAL BUSINESS:**

**ITEM NO 1: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made thereunder, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to increase the authorized share capital of the Company from existing ₹30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore Only) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores Only) Equity Shares of ₹10/- (Rupees Ten Only) each by creation of additional 3,00,00,000 (Three Crores only) Equity shares of ₹10/- (Rupee Ten only) each, aggregating to ₹30,00,00,000 (Rupees Thirty crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to

designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

**ITEM NO. 2: ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to sections 13, 61 and other applicable provisions of the Companies Act 2013 and the relevant rules framed thereunder (including any re-enactment(s) and modification(s) made thereunder, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to amend Clause V of the Memorandum of Association of the Company and be substituted as follows:

*V. The Authorized Share Capital of the Company is ₹60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of ₹10/- (Rupees Ten Only) each.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

**ITEM NO 3: ALTERATION OF THE CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 14 and other applicable provisions of the Companies Act 2013 and the relevant rules framed thereunder (including any re-enactment(s) and modification(s) made thereunder, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions, conditions and sanctions as maybe necessary from appropriate authorities, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to amend clause 4 of the Articles of Association of the Company by substitution of the following new Article.:

*“Capital 4. The authorized share capital of the Company is ₹60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six crore) equity shares of Rs. 10/- (Rupees ten) each with powers to increase or reduce the share*

*capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may be provided by regulations of the Company and consolidate or subdivide the shares and issue shares of higher or lower denomination.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

#### **ITEM NO. 4: ISSUE OF BONUS SHARES**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Article 125 of Articles of Association of the Company, Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding ₹13,45,57,500/- (Rupees Thirteen Crores Forty Five Lakhs Fifty Seven Thousand Five Hundred Only) from free/General Reserves for the purpose of issue and allotment of bonus equity shares of ₹10/- (Rupees Ten Only) each, credited as fully paid to the eligible members of the Company holding equity shares of ₹10/- (Rupees ten Only) each of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on a ‘Record Date’ as determined by the Board or any Committee of Board authorized by it for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹10/- each for every 2 (Two) existing fully paid-up equity shares of ₹10/- each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up share capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Shareholders, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Shareholders and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Shareholders who are entitled to such fractions in the proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** in the case of Members who hold equity shares or opt to receive equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the entitled number of shares or share certificate(s) in respect of the bonus equity shares will be credited to the suspense escrow demat account or dispatched, as may be permitted, within such time as prescribed by law and the relevant authorities, subject to guidelines as may be issued by the Securities and Exchange Board of India in this regard.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investor (FPIs), Persons of Indian Origin ('PIO') / Overseas Corporate Bodies ('OCBs') and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the issuance of bonus equity shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI, MCA, Depositories, listing the additional equity shares on BSE Limited, as the case may be, in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution(s) and determine all other terms and conditions of the issue of bonus equity shares and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding."

#### **ITEM NO. 05 APPOINTMENT OF BRANCH AUDITOR**

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 139(8), 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") ( including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) be and are hereby appointed as Branch auditor of the Company's Mumbai branch office , in order to fill casual vacancy caused due to resignation of existing Branch Auditor and M/s Vora Vora and Associates, Chartered Accountants shall conduct audit of accounts of the Mumbai branch for FY 2023-24 and shall hold office till the conclusion of next AGM to be held in the 2024 in order to fill the casual vacancy caused due to resignation of the existing branch auditor, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

**Registered Office**

G1/150, Garment Zone, E.P.I.P.,  
RIICO Industrial Area,  
Sitapura, Tonk Road, Jaipur-302022  
CIN: L63040RJ1992PLC007111

**Website: [www.mkexim.com](http://www.mkexim.com)**

**E-mail: [mkexim@gmail.com](mailto:mkexim@gmail.com)**

**Tel. No. 0141-3937501**

**By the Order of Board of Directors**  
For M.K. Exim (India) Limited

**Sd/-**  
**Babu Lal Sharma**  
**Company Secretary &**  
**Compliance Officer**

Place: Jaipur

Date: 02.12.2023

**NOTES FOR MEMBER'S ATTENTION:**

1. Explanatory statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolution is appended herein below for information and consideration of Shareholders and the same should be considered as part of this Notice.
2. Members may note that this Notice will also be available on Company’s website ([www.mkexim.com](http://www.mkexim.com)), Stock Exchanges’ website [www.bseindia.com](http://www.bseindia.com) and Central Depository Services (India) Limited (‘CDSL’)’s website ([www.evotingindia.com](http://www.evotingindia.com)).
3. Ministry of Corporate Affairs (MCA) vide its General Circular No.09/2023 dated September 25, 2023 has decided to allow Companies to transact items through postal ballot up to September 30, 2024 read with the MCA General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 (the “MCA Circulars”) and 09/2023 dated September 25, 2023. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelop is not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
4. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **Saturday, December 02, 2023(cut-off date)**. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.

5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.
6. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one Hindi daily newspaper (in vernacular language i.e., Hindi).
7. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or CDSL sends out the Postal Ballot Notice by e-mail to the shareholders of the Company.
8. The Postal Ballot Notice is being sent by e-mail to all those Shareholders, whose names appear in the Register of Shareholders/List of Beneficial Owners as received from and Central Depository Services (India) Limited (CDSL) and or National Securities Depository Limited (NSDL) as on **Saturday, December 02, 2023** ('Cut-off date') and who have registered their e-mail address, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, BEETAL Financial & Computer Services Pvt Ltd. (the "RTA"), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-off date is for determining the eligibility to vote by electronic means. A person who is not a shareholder as on the Cut-off date should treat this Notice for information only.
9. Results of Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose, not later than 2 working days from the conclusion of the e-voting i.e. **Thursday, January 04, 2024**, at the Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. [www.mkexim.com](http://www.mkexim.com) and on website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
10. Resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders convened in this regard. The resolution, if approved by the requisite majority of Shareholders by means of Postal Ballot, shall be deemed to have been passed on the last date of e-voting i.e. **Thursday, January 04, 2024**.
11. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, shareholders are advised to dematerialize their shares held in physical form.
12. Shareholders may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition and also simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, ISR-5 along with supporting documents, as applicable. The said forms can be downloaded from the website of the Company at [www.mkexim.com](http://www.mkexim.com).
13. SEBI vide its No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, has extended the timelines for mandatory furnishing of PAN, KYC, Nomination, contact details, bank account details and

specimen signature by the holders of the physical securities by December 31, 2023. The folios wherein any one of the cited document/details are not available on or after January 01, 2024, shall be frozen by the RTA. Accordingly, physical securities holders are requested to register their details by submitting Form ISR-1 along-with Form ISR-2/ISR-3/SH-13/SH-14 as applicable in respect of the physical securities held by them. Securities holders are requested to send their requests for registering PAN, KYC details, Nomination, contact details, bank account details and specimen signature as applicable to our RTA, BEETAL Financial & Computer Services Pvt Ltd. The said forms can be downloaded from the website of our RTA.

14. For any assistance with respect to the matters to be transacted shareholders may contact the Company Secretary and Compliance Officer at [csmkexim@gmail.com](mailto:csmkexim@gmail.com).
15. Shareholders are advised to read carefully the voting instructions appended hereunder before casting their votes.

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) Remote e-voting period shall commence on **Wednesday, December 06, 2023 (09:00 A.M. IST)** and end on **Thursday, January 04, 2023 (5.00 P.M. IST) (both days inclusive)**. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Saturday, December 02, 2023 (cut-off date)** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat</li> </ol>

	account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2) After Successful login, you will be able to see e-Voting option.</li> <li>3) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>4) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43, or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice:
  - i. Click on the Electronic Voting Sequence Number (EVSN) of **M.K. EXIM (INDIA) LIMITED** on which you choose to vote.
  - ii. 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.
  - iii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - iv. 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.
  - v. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - vi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - vii. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (viii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mkexim@gmail.com](mailto:mkexim@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1 to 4**

The equity shares of your Company are listed and actively traded on the BSE Limited (BSE). With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on **Saturday, December 02, 2023**, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of ₹10/- (Rupees Ten Only) each to eligible members of the Company in the proportion of 1 (One) Equity shares for every 2 (Two) existing Equity Share held by them, by capitalizing a sum not exceeding ₹13,45,57,500/- (Rupees Thirteen Crores Forty Five Lakhs Fifty Seven Thousand Five Hundred Only) out of free/General Reserves.

The issue of bonus shares, by way of capitalizing free/general reserves, is authorized by the Company's Articles of Association.

Presently, the authorized share capital of your Company is ₹30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore Only) Equity Shares of ₹10/- (Rupees Ten Only) each and for the purpose of accommodating the bonus issue, it is also proposed to increase the authorized share capital to ₹60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores Only) Equity Shares of ₹10/- (Rupees Ten Only) each by creation of additional 3,00,00,000 (Three Crores Only) equity shares of ₹ 10/- (Rupees Ten Only) each.

The increase in authorized share capital as aforesaid would require consequential amendments to the existing capital clauses of the Company's Memorandum of Association and Articles of Association. The increase in authorized share capital and alteration of relevant clause(s) of the Memorandum of Association and Articles of Association of the Company and issue of bonus equity shares, are subject to Members' approval in terms of Sections 13, 14, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, the resolutions 1 to 4 of this Notice seek Members' approval for increase in authorized share capital including consequential amendments to Memorandum of Association and Articles of Association of the Company and capitalization of the amount standing to the credit of free reserves for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolutions.

The Board recommends passing of these ordinary and/or special resolutions respectively by the members with the requisite majority.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the resolutions 1 and 4 of this Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The MOA and AOA with amendments will be made available electronically on a specific request received from a member.

#### **Item No. 5**

The Company has offices/branches/units outside the state of Rajasthan (Company's state of registered office) and may also open new branches in India in future. In accordance with the provision of section 143 (8) of the Companies act, 2013 read with section 139 and respective rules made thereunder, the accounts of such branch offices are required to be audited by qualified auditors /Accountants. So, it is necessary to appoint branch auditor for Mumbai Branch, for carrying out the audit of the accounts.

M/s M S JOSHI & COMPANY (FRN:138082W), Chartered Accountants who were appointed in the Annual General Meeting of the Company held in the financial year 2020, as Branch Auditors of the Mumbai Branch of the Company for a term of five years to hold the office till the conclusion of 33<sup>rd</sup> Annual General Meeting to be

held in the year 2025, have tendered their resignation due to their personal reasons w.e.f. 09.11.2023. Consequent upon resignation of the Branch auditor caused a casual vacancy in the office of the branch auditor and as per provisions of the Companies Act, 2013 such casual vacancy needs to be filled by the Board and further confirmation by the members of the company.

Therefore, upon recommendation and confirmation of Audit Committee, the Board of Directors recommends the appointment of M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) as the Branch Auditor of Mumbai Branch. The Company has received a certificate from M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) regarding their eligibility for appointment is in accordance with the applicable provisions of Companies Act, 2013 and other applicable law time being in force.

None of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP are not in any way concerned with or interested, financially or otherwise, in the resolution at item no. 5 of the accompanying notice.

The Board recommends the Resolution at Item No. 5 to be passed as an ordinary resolution by the members with the requisite majority.

**By the Order of Board of Directors**

For M.K. Exim (India) Limited

Sd/-

**Babu Lal Sharma**  
**Company Secretary &**  
**Compliance Officer**

**Place: Jaipur**

**Date: 02.12.2023**

**Registered Office:**

G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022

**CIN: L63040RJ1992PLC007111**

**Website: [www.mkexim.com](http://www.mkexim.com)**

**E-mail: [mkexim@gmail.com](mailto:mkexim@gmail.com)**

**Tel. No. 0141-3937501**