

"NAMO NARAYAN"



M. K. Exim (India) Limited

CIN No. L63040RJ1992PLC007111

Regd. Office : G1/150, Garment Zone, E.P.I.P. Sitapura, Tonk Road, JAIPUR-302022
Tel.: +91-141-3937500/501 Fax : +91-141-3937502 Website : www.mkexim.com
E-mail : mkexim@gmail.com, mkexim@hotmail.com, info@mkexim.com

Date: 26.08.2024

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Ref: M.K. Exim (India) Ltd. Scrip Code: 538890
Sub: Notice of 32nd AGM to be held on Saturday, 21st September, 2024

Dear Sir/Madam,

This is to inform you that the 32nd AGM of the Company will be held on **Saturday 21st September, 2024** at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

This can be accessed/downloaded from the company's website www.mkexim.com.

Accordingly find the attached Notice of the 32nd Annual General Meeting.

This is for your kind information.

Thanking You

Yours faithfully,
For M.K. Exim (India) Ltd



Manish Murlidhar Dialani
Managing Director
DIN:05201121

Enclose: as above

NOTICE

NOTICE is hereby given that the **32nd Annual General Meeting** of M.K. Exim (India) Limited (“the Company”) will be held on **Saturday, 21st September, 2024 at 11.00 A.M.** (IST) through Video Conference/Other Audio-Visual Means facility (VC/OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at G-1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2024 together with Report of Auditors and the Board of Directors thereon and to pass the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors’ and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

2. To declare dividend on equity shares for the financial year ended 31st March, 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @5% (i.e. ₹ 0.50/- per share) on Equity Shares of ₹ 10/- each fully paid-up for the year ended 31st March, 2024 and the same be paid out of the profits of the Company.”

3. To appoint a Director in place of Mr. Manish Murlidhar Dialani (DIN:05201121), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Manish Murlidhar Dialani (DIN: 05201121), who retires by rotation at this Annual General Meeting, and who, being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company.”

4. To appoint M/s Ummed Jain & Co., Chartered Accountants, Jaipur, as Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 32nd Annual General Meeting of the Company until the conclusion of the 37th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Ummed Jain & Co., Chartered Accountants, Jaipur, (Firm Registration No. 119250W), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five (5) consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 2,50,000/- (rupees two lacs fifty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor and that the Board of Directors be and are hereby authorised to decide on the Statutory Auditor’s remuneration for the subsequent years of their tenure based on the recommendation of the Audit Committee;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

5. To appoint M/s Vora Vora & Associates, Chartered Accountants, Surat, as Branch Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 32nd Annual General Meeting of the Company until the conclusion of the 37th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Vora Vora & Associates, Chartered Accountants, Surat, (Firm Registration No. 140953W), be and are hereby appointed as Branch Auditors of the Company’s Mumbai Branch, to hold office for a period of five (5) consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 40,000/- (rupees forty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor and that the Board of Directors be and are hereby authorised to decide on the Branch Auditor’s remuneration for the subsequent years of their tenure based on the recommendation of the Audit Committee;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS**6. To re-appoint Mr. Manish Murlidhar Dialani (DIN: 05201121) as a Managing Director of the Company.**

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 Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statutory modification or re-enactment thereof for the time being in force, other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Articles of Association of the Company and subject to such other approvals as may be required, on recommendation of the Nomination and Remuneration Committee, consent of the Company be and is hereby accorded for the re-appointment and terms and conditions of appointment including remuneration of Mr. Manish Murlidhar Dialani (DIN 05201121), as a Managing Director(MD) of the Company for a further period of Five (5) years commencing from 28th September, 2024 till 27th September 2029 (both days inclusive), liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) and on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Manish Murlidhar Dialani.

RESOLVED FURTHER THAT if in any financial year, during the currency of tenure of his re-appointment commencing from 28th September, 2024, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

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 take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

7. To re-appoint Mr. Murli Wadhupal Dialani (DIN:08267828) as a Whole-time Director, designated as an Executive Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), on recommendation of the Nomination and Remuneration Committee approval of the Members be and is hereby accorded to the re-appointment of Mr. Murli Wadhupal Dialani (DIN: 08267828) as a Whole-time Director, designated as an Executive Director of the Company, for a period of 5 (five) years from expiry of his present term of office, i.e. with effect from 28th September, 2024, liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) and on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Murli Wadhupal Dialani.

RESOLVED FURTHER THAT if in any financial year, during the currency of tenure of his re-appointment commencing from 28th September, 2024, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

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 take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

8. To alter clause III(B) of Memorandum of Association of the Company as per the Companies Act, 2013.

To consider and approve the alteration of Clause III(B) of Memorandum of Association of the Company as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (“MOA”) of the Company in place of the existing MOA with no change in existing ‘Clause I, II, III (A), IV and V containing Name Clause, Registered Office clause, Main Objects clause, Liability Clause and Capital Clause respectively.

RESOLVED FURTHER THAT the existing 'Clause III (B)' i.e. "Objects Incidental or Ancillary to the attainment of Main Objects" containing sub-clause no. 1 to 45 be and are hereby stands deleted and replaced by New 'Clause III (B)' i.e. "Matters which are necessary for furtherance of the Objects specified in 'Clause III (A)' containing the sub-clause no. 1 to 45.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, to sign such documents as may be necessary, proper or desirable (including but not limited to filing of necessary notices with Stock Exchanges, e-forms and returns with the Ministry of Corporate Affairs or elsewhere) and to carry out modifications/alterations as may be suggested by any regulatory authority in connection with the adoption of the new set of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things, including delegating such vested authority, as may be considered necessary, proper or expedient in order to give effect to this resolution."

9. **To adopt new set of Articles of Association of the Company as per the Companies Act, 2013.**

To consider and approve the adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14, 15 and other applicable provisions if any of the Companies Act, 2013 ('the Act') and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, to sign such documents as may be necessary, proper or desirable (including but not limited to filing of necessary notices with Stock Exchanges, e-forms and returns with the Ministry of Corporate Affairs or elsewhere) and to carry out modifications/alterations as may be suggested by any regulatory authority in connection with the adoption of the new set of the Articles of Association of the Company and to do all such acts, deeds, matters and things, including delegating such vested authority, as may be considered necessary, proper or expedient in order to give effect to this resolution."

10. **To approve and modify the Material Related Party Transaction(s) between the Company and M/s Manish Overseas**

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

"RESOLVED THAT pursuant to the provision of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") read with section 188 of the Companies Act 2013, (the Act) and other applicable provisions, if any, along with the Rules made thereunder and other applicable laws ((including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's policy on related party transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party transactions /contracts/arrangements/agreements or modifications thereto, as detailed in the explanatory statement annexed to this notice, with Manish Overseas, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for purchase of cosmetic and other FMCG products for the purpose of sale/distribution for a period of five years commencing from FY 2024-2025 to FY 2028-2029 individually and/or in the aggregate upto an amount not exceeding ₹300.00 Crore (Rupees Three Hundred Crores) in a financial year provided however that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board

For M.K.EXIM (INDIA) LIMITED

Place: Jaipur

Date: 26.08.2024

Babu Lal Sharma

Company Secretary

M. No. ACS 52487

Registered Office:

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

CIN: L63040RJ1992PLC007111

Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. Pursuant to General Circular No. 09/2023 dated September 25, 2023, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the “MCA Circular”), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc. authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to parikhanshu26@gmail.com with a copy marked to complianceofficer@mkexim.com.
3. The deemed venue for Thirty-Second-AGM shall be the Registered Office of the Company.
4. The Company has enabled the Members to participate at the 32nd AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages.
5. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Jaipur, Rajasthan:
 - (a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - (b) Register of directors, key managerial personnel, and their shareholding under section 170 of the Act.
 Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at complianceofficer@mkexim.com.
6. The Register of members and share transfer books of the Company will remain closed from **Monday 16.09.2024 to Saturday 21.09.2024** (both days inclusive) for the purpose of the Annual General Meeting and payment of Dividend.
7. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However, request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
8. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
9. Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email Id: complianceofficer@mkexim.com) or RTA (Email Id: beetalrta@gmail.com) quoting their Folio No. /DP ID Client ID.
10. In terms of Regulation 12 and Schedule I of SEBI Listing Regulation require all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
11. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking re-appointment/appointment at the AGM are provided in **Annexure-1** of this notice and requisite declarations have been received from the Directors seeking re-appointment. The Independent Directors of the Company have been appointed/re-appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013 and are not eligible to retire by rotation.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, for assistance in this regard.
13. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 32nd AGM being held through VC.
14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cutoff date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cutoff date only shall be entitled to avail facility of remote e-voting and e-voting at AGM.
15. The Ministry of Corporate Affairs (“MCA”), Government of India, has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies vide General Circular No. 09/2023 dated September 25, 2023, in relation to

“Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the “MCA Circular”) respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company.

The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Financial Statements for the financial year ended 31st March, 2024, to all those Members whose e-mail IDs are available with the Company’s Registrar and Transfer Agent.

In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Beetal Financial & Computer services (P) Ltd, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Company quoting their folio number(s).

16. In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board’s Report, Auditors’ Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode. Members may note that the Notice and Annual Report for FY2024 will also be available on the Company’s website at www.mkexim.com and website of the stock exchanges i.e., BSE Limited at www.bseindia.com. The Company shall send the physical copy of the Annual Report for FY2024 only to those Members who specifically request for the same at complianceofficer@mkexim.com.

A copy of the Notice of this AGM along with Annual Report for the FY 2023-24 is available on the website of the Company at <https://www.mkexim.com>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

17. Members are requested to register the e-mail Address and Mobile No. with their respective Depository Participant/s. Those Members, whose email address and Mobile No. is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 32nd AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address and Mobile number registered with the Company.

REGISTRATION OF EMAIL ID/MOBILE NO.

- a) In case shares are held in physical mode please provide 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 Company at complianceofficer@mkexim.com and to RTA at beetalrta@gmail.com
 - b) In case shares are held in demat mode, please contact the Depository Participant and register the email Address and Mobile No. as per the process advised by the Depository Participant.
18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
20. Non-Resident Indian Members are requested to inform the Company’s Registrar & Transfer Agent (RTA) immediately:
- (a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
 - (b) Any change in their residential status on return to India for permanent settlement.
21. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market. The Form **ISR-1** is available on the website of the Company at www.mkexim.com.
22. **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 **SH-14** with the Company (in case of shares held in physical form) or to the depository participant (in case shares are in electronic form). Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. **ISR-3**. The said forms can be downloaded from the company’s website at www.mkexim.com. Members are requested to submit the said form to their

DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

23. The Company has appointed M/s. Anshu Parikh & Associates (proprietor Ms. Anshu Parikh), PCS (Membership No. FCS 9785), as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
24. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes
25. As per circulars issued by SEBI from time to time, it is mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details before getting any investor service request processed. Security holders holding securities in physical form, whose folio(s) do not have PAN, KYC or Nomination/Opt-out of Nomination, shall be eligible for dividend in respect of such folios, only through electronic mode with effect from 1st April, 2024. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
Members who are yet to update details in their physical folios are, therefore, urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by submitting the prescribed forms duly filled, to the RTA by email from their registered email id to beetalrta@gmail.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s Beetal Financial & Computer services (P) Ltd, New Delhi. The Company has sent/will be sending out intimations to those Members, holding shares in physical form, whose PAN, KYC and/or Nomination details are not updated, requesting them to update the details.
26. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Beetal Financial & Computer services (P) Ltd, New Delhi by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook /statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
27. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at www.mkexim.com and on the website of the Company's RTA at www.beetalfinancial.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
28. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Saturday 14th September, 2024**, such person may obtain the user id and password from Beetal Financial & Computer services (P) Ltd by email request on beetalrta@gmail.com.

CDSL e-Voting System - For Remote e-voting and Joining Virtual Meetings: -

- i. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated September 25, 2023, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars". The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

- Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - v. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 - vi. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.mkexim.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
 - vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **<18.09.2024 at 9:00 a.m.>** and ends on **<20.09.2024 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) **<14.09.2024>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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 CDSL Depository	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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 Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. 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. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) 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.
 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR 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"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **M.K.EXIM (INDIA) LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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; complianceofficer@mkexim.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance during the period from **16th September, 2024 (from 9:00 a.m.) to 18th September, 2024 (upto 5:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@mkexim.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance during the period from **16th September, 2024 (from 9:00 a.m.) to 18th September, 2024 (upto 5:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at company's email id i.e. complianceofficer@mkexim.com. These queries will be replied to by the company suitably by email. Please note that only questions of the members holding the shares as on cut-off date will be considered. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 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 **Company/RTA at their email IDs**.
- For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
- 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-230542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

IEPF Related information:

- The Company has transferred the unpaid or unclaimed dividend declared for financial year 2014-15, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- In compliance with to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through: <http://www.transformerindia.com/> The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in. The Members/Claimants whose shares and unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in).
- Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

Dividend Related Information:

- The dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on **Saturday, 14th September, 2024** as per the details furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on **Saturday, 14th September, 2024**. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details.
- Members are requested to register / update their complete bank details:
 - with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - with the Company / Beetal Financial & Computer services (P) Ltd (RTA) by emailing at complianceofficer@mkexim.com or beetalrta@gmail.com), if shares are held in physical mode, by submitting:
 - Scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
 - Self-attested copy of the PAN card, and
 - Cancelled cheque leaf.

TDS PROVISION

Tax Deductible at Source / Withholding tax: Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Link Intime/ Depository Participant.

A. Resident Shareholders:**A.1. Tax Deductible at Source for Resident Shareholders:**

Sr.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed INR 5,000/- no TDS/ withholding tax will be deducted.
2.	No PAN/Valid PAN not updated in the Demat Account(s).	20%	TDS/ Withholding tax will be deducted, Company's Register of Members regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ Beetal Financial & Computer services (P) Ltd (RTA)/Depository Participant. All the shareholders are requested to update, on or before the date of AGM, their PAN with their Depository Participant (if shares are held in electronic form) and Company/Beetal Financial & Computer services (P) Ltd (RTA) (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records.
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before the date of AGM.

- A.2. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in below table with the Company / Beetal Financial & Computer services (P) Ltd / Depository Participant on or before the date of AGM.

Sr.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H(applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income does not apply as per second proviso Income Tax Act, 1961 to section 194 such as LIC, GIC. etc.	NIL	Documentary evidence for exemption u/s 194 of Tax, 1961
3.	Shareholder covered u/s 196 of Income Tax Act,1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for exemption u/s 196 ofTax,1961
4.	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit undersection 197A (1F) of Income Tax Act, 1961
5.	<ul style="list-style-type: none"> •Recognised provident funds •Approved superannuation fund •Approved gratuity fund 	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	NIL	No TDS/ withholding tax as per section 197A(1E) of Income Tax Act, 1961
7.	Any resident shareholder exempted from TDS deduction as per the provisions of Income TaxAct or by any other law or notification.	NIL	Necessary documentary evidence substantiating exemption from deduction of TDS.

B. Non-Resident Shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before the date of AGM, the following document(s), as mentioned in below table, to the Company / Link Intime. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial.	<p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1.Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received. 2.PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3.Form 10F filled & duly signed. 4.Self-declaration for non-existence of permanent establishment/ fixed base in India <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company).</p>
2.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India
3.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

4.	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
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Note:

1. The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with Link Intime India Private Limited post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.
2. The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The URPL for the same is: <http://www.beetalmail.com/formx.aspx> - On this page select the Services tab. All the forms are available in under the head "TDS Form Submission"
3. The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below <http://www.beetalmail.com/formx.aspx>. On this page the user shall be prompted to select / share the following information to register their request.
 - 1) Select the company (Dropdown)
 - 2) Folio / DP-Client ID
 - 3) PAN
 - 4) Financial year (Dropdown)
 - 5) Form selection
 - 6) Document attachment - 1 (PAN)
 - 7) Document attachment - 2 (Forms)
 - 8) Document attachment - 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Beetal Financial & Computer services (P) Ltd. should be made on or before date of the AGM in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax.

Incomplete and/or unsigned forms and declarations will not be considered by the Company. No-communication on the tax determination/deduction shall be considered after the date of AGM.

4. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ RTA.
5. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
6. No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹5,000/-. However, where the PAN is not updated in Company/ RTA/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹5,000/-.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / RTA (if shares are held in physical form) against all their folio holdings on or before the date of AGM.

7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

GENERAL INSTRUCTIONS:

- i. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 32ndAGM and announce the start of the casting of vote through the e-voting system of CDSL.
- ii. The Scrutinizer shall after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any.
- iii. The scrutinizer shall submit her report to the Chairman of the Company, as the case may be, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.mkexim.com and shall also be communicated to the stock exchanges.

32ND ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

32ND ANNUAL GENERAL MEETING	
Day and Date of AGM	Saturday, 21st September, 2024
Time	11:00 A.M.
Mode/Venue	Through Video Conferencing or Other Audio-Visual Means from the Registered Office of the Company #G-1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022
Financial Year	2023-24
Date of book closure	16.09.2024 to 21.09.2024 (Both days inclusive)
Helpline number for VC participation	022-23058738 and 022-230542/43
Cut-off date for e-voting	14th September, 2024
E-voting start date and time	18.09.2024 at 09.00 A.M.
E-voting end date and time	20.09.2024 at 05.00 P.M.
E-voting website of CDSL	https://web.cdslindia.com/myeasi/home/login
Name, address and contact details of e-voting service Provider	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 helpdesk.evoting@cdslindia.com 022-23058738 and 022-230542/43
Name, address and contact details of Registrar and Transfer Agent	BEETAL Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi – 110 062 Tel: (011)2996 1281/82 Fax: (011) 2996 1284
Company Details: M.K. Exim (India) Limited (CIN: L63040RJ1992PLC007111) G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022	Phone: +91 1413937501, 3937504. E-mail: mkexim@mkexim.com Web Site: www.mkexim.com

Place: Jaipur
Date: 26.08.2024

By order of the Board
For M.K.EXIM (INDIA) LIMITED

Babu Lal Sharma
Company Secretary

M. No. ACS 52487

ANNEXURE-1

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Appointment/
Re-appointment/appointment by rotation of Directors

Name of Director	Mr. Manish Murlidhar Dialani	Mr. Murli Wadhmal Dialani
Category	Managing Director	Chairman and Whole time Director
DIN	05201121	08267828
Date of birth and age	04.07.1984 (40 years)	25.11.1956 (68 years)
Qualification	Graduate	Graduate
Nature of experience /expertise	Vast experience in Finance, production, sales and marketing	Vast experience in Finance, production, sales and marketing
Brief resume	having 15 years experience in Finance, production, sales and marketing in fabric, and garment fields as well as FMCG Products	having 44 years experience in Finance, production, sales and marketing in Fabric and garment fields as well as FMCG products.
Terms and conditions Of appointment / Re -Appointment	Re-appointment for a further period of 5 years with effect from 28th September, 2024 designated as managing Director liable to retire by rotation. Terms and conditions of his reappointment and proposed revised remuneration, if any are specified in the resolution and explanatory statement annexed to this notice.	Re-appointment for a further period of 5 years with effect from 28th September 2024 designated as Executive director, chairman and Whole-time director liable to retire by rotation. Terms and conditions of his reappointment and proposed revised remuneration, if any are specified in the resolution and explanatory statement annexed to this notice.
Number of shares held in the Company as on 31.03.2024	1,09,24,830	37,73,893
Relationship with other Directors / Key Managerial Personnel	Relative of Mr. Murli Wadhmal Dialani and Mrs. Lajwanti M. Dialani	Relative of Mr. Manish Murlidhar Dialani and Mrs. Lajwanti M Dialani
No of board meetings Attended out of 10 Board meetings in the year 2023-24	10	10
Directorships held in other Companies	Kolba Farm Fab Private Limited	Kolba Farm Fab Private Limited
Listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Skills and capabilities required by Independent Director, for the role and the manner in which the proposed person meets such requirements.	As per the resolution at Item No. 6 of this Notice, read with the explanatory statement thereto.	As per the resolution at Item No. 7 of this Notice, read with the explanatory statement thereto.
*Chairmanship/Member of the Committees of the Board of Directors of the Company	Nil	Chairmanship: Nil Membership: 4
*Chairmanship Member of the committees of Directors of another Company	Nil	Nil

* Chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration committee and CSR Committee has been considered.

Annexure to the Notice**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No.'s 4 to 10 of the accompanying Notice:

Item 04:

M/s Umed Jain & Co., Chartered Accountants, (ICAI Firm Registration No. 119250W) were appointed as the Statutory Auditors of the Company for FY 2023-24, to fill the casual vacancy caused by the resignation of M/s RISHABH AGRAWAL & ASSOCIATES Chartered Accountants and to hold office till the conclusion of ensuing Annual General Meeting of the Company.

Pursuant to the provisions of section 139(8) the tenure of M/s Umed Jain & Co., Chartered Accountants, (ICAI Firm Registration No. 119250W) shall be upto ensuing AGM. Therefore, upon recommendation and confirmation of Audit Committee, the Board of Directors recommends the appointment of M/s Umed Jain & Co., Chartered Accountants as Statutory Auditor of the Company to hold office for a period of five(5)consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 2,50,000/- (rupees two lacs fifty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor and that the Board of Directors

M/s Umed Jain & Co., Chartered Accountants, is a firm of vast experience and is a firm of reputation. The firm have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013 shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate in prescribed form declaring that firm complies with all eligibility norms prescribed by SEBI regarding appointment of statutory auditors, if any.

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. 4 of the accompanying notice.

The Board recommends the Resolution at Item No. 4 to be passed as an ordinary resolution

Item 05:

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 Vora Vora and Associates., Chartered Accountants (FRN:140953W) were appointed as Branch Auditor for FY 2023-24 via postal ballot dated 04th January, 2024 in order to fill casual vacancy caused due to resignation of M/s M S JOSHI & COMPANY (FRN:138082W), Chartered Accountants due to their personal reasons w.e.f. 09.11.2023.

Pursuant to the provisions of section 139(8) the tenure of M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) shall be upto ensuing AGM. 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 for a period of five(5)consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 40,000/-(rupees fourty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor.

M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) is a firm of vast experience and is a firm of reputation. 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

Item 6: To re-appoint Mr. Manish Murlidhar Dialani (DIN: 05201121) as a Managing Director of the Company.

At the Annual General Meeting held on 28th September, 2019 Mr. Manish Murlidhar Dialani was appointed as the Managing Director ('MD') of the Company for period of five (5) years till 27th September, 2024. The current term of Mr. Manish Murlidhar Dialani as MD is ending on 27th September, 2024.

The Company has received the necessary consent and declarations from Mr. Manish M Dialani confirming his eligibility to be re-appointed as the MD of the Company. He is not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority.

Based on recommendation of Nomination and Remuneration committee (NRC), the Board at its meeting held on 26th August, 2024 approved the appointment of Mr. Manish Murlidhar Dialani as MD for further period of five years commencing from 28th September, 2024 to 27th September, 2029(both days inclusive) subject to approval of the shareholders and any statutory authorities, if required.

The Board, while re-appointing Mr. Manish Murlidhar Dialani as the MD of the Company, considered his background, experience and contributions to the company during his current tenure as the MD.

The details of Mr. Manish Murlidhar Dialani as required to be given pursuant to the listing Regulations and the secretarial Standards, are attached (Annexure-1) to the notice.

Extracts of the key terms and conditions of re-appointment, including remuneration, forming part of the Agreement to be executed with Mr. Manish M Dialani for his re-appointment as MD are given below and these may also be read and treated as disclosure in compliance with the requirements of the Companies Act, 2013 SEBI Regulations:

- I. Period-From 28 September, 2024 till 27th September, 2029
- II. Remuneration: Rs. 5,00,000 (Rupees Five Lakh) per month which includes all benefits and perquisites with authority to the Board to vary the remuneration on the recommendation of the Nomination and Remuneration Committee subject to ceilings mentioned in the Companies Act 2013 and in the event of loss or inadequate profits subject to ceiling mentioned in Schedule V to the Companies Act 2013.
- III. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Manish Murlidhar Dialani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.
- IV. Other terms of Appointment:-
 - a. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
 - b. He shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the company.
 - c. Subject to the superintendence, control and direction of the board, he shall exercise and perform such powers and duties, as the Board of directors shall determine from time to time.
 - d. The appointment is terminable by either party giving the other six months' notice in writing.
 - e. During his tenure he shall be liable to retire by rotation.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

I. General information:

- a) Nature of Industry: Textiles and FMCG Cosmetics
- b) Date or expected date of commencement of Commercial Production: Not applicable (Company is an existing company)
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- d) Financial performance based on given indicators: (₹ In Lacs)

Particulars	FY 2023-24	FY 2022-23
Total Revenue	9433.13	10703.68
Profit before Depreciation & Finance Expenses	2146.40	2271.63
Depreciation & Finance Expenses	82.53	51.82
Net Profit before tax	2063.87	2219.81
Taxation	532.07	583.73
Net Profit after Tax	1531.80	1636.08
Paid up Share Capital	4036.73	2691.15

- e) Foreign investments or collaborations, if any: There are no foreign collaborations.

II. Information about the appointee:

- a) Background details: Refer Annexure-1 to this notice
- b) Past remuneration:

Period	Total Remuneration* (₹ in lacs)
2023-24	46.00
2022-23	36.00

* Remuneration included Salary, Perquisites and Allowances. In the financial year 2023-24 total amount paid ₹21.00 Lacs from 01st April 2023 to 31st October, 2023 and from 01st November, 2023 to 31st March, 2024, ₹25.00 Lacs as remuneration.

- c) Remuneration proposed: ₹ 60 Lacs p.a.

- d) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Manish Murlidhar Dialani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Murli Wadhupal Dialani, Director and Mrs. Lajwanti M. Dialani, Whole-time Director.

Save and except Mr. Murli Wadhupal Dialani, Whole-time Director and Mrs. Lajwanti M. Dialani, Whole-time Director being relatives, no other Directors and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 6. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item 7: To re-appoint Mr. Murli Wadhupal Dialani (DIN:08267828) as a Whole-time Director, designated as an Executive Director of the Company.

Keeping in view the vast and rich experience of Mr. Murli Wadhupal Dialani (DIN:08267828), especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the basis of recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 26th August, 2024, approved the re-appointment of Mr. Murli Wadhupal Dialani (DIN:08267828) as whole-time director, for a further period of 5 (five) years w.e.f. 28th September, 2024 on the terms, conditions and remuneration as mentioned in the Resolution, subject to approval of the Members and other permissions and sanctions as may be applicable, if any.

The members are informed that Mr. Murli Wadhupal Dialani would attend the age of 70 years during his tenure of appointment and as per the provision of Section 196(3) of the Companies Act, 2013 read with conditions specified in Part 1 of Schedule V to the said section, the appointment of whole-time director shall be made by way of a special resolution. Although Mr. Murli Wadhupal Dialani has not attended the age of 70 years at the time of appointment but as a good governance the Board of Directors propose the resolution at Item No. 7 of the Notice for re-appointment of Mr. Murli Wadhupal Dialani as a Special Resolution.

A brief resume of Mr. Murli Wadhupal Dialani as required under the Act, SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) is given in Annexure-1 hereto. The other required disclosures have been made in the Corporate Governance Report which forms part of the Annual Report.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Murli Wadhupal Dialani as Whole Time Director are as under:

- I. Period –From 28th September, 2024 till 27th September, 2029.
- II. Remuneration: Rs. 50,000 (Rupees fifty thousand) per month which includes all benefits and perquisites with authority to the Board to vary the remuneration on the recommendation of the Nomination and Remuneration Committee subject to ceilings mentioned in the Companies Act 2013 and in the event of loss or inadequate profits subject to ceiling mentioned in Schedule V to the Companies Act 2013.
- III. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Murli Wadhupal Dialani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, benefits, perquisites allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.
- IV. Other terms of Appointment:-
 - a. The terms and conditions of the appointment of the Whole-time Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Whole-time Director, subject to such approvals as may be required.
 - b. He shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the company.
 - c. Subject to the superintendence, control and direction of the board, he shall exercise and perform such powers and duties, as the Board of directors shall determine from time to time.
 - d. The appointment is terminable by either party giving the other six months notice in writing.
 - e. As Executive Chairman, he shall preside all board meetings and general meetings.
 - f. During his tenure he shall be liable to retire by rotation.

Save and except Mr. Manish Murlidhar Dialani, Managing Director and Mrs. Lajwanti M. Dialani, Whole-time Director being relatives, no other Directors and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 07. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item 8: Alteration of Clause III(B) of Memorandum of Association of the Company as per companies Act, 2013.

Company already adopted the Memorandum of Association under the provisions of the Companies Act, 2013 but several sub-clauses of the objects Clause III(B) of the existing Memorandum of Association (MOA) of the Company contained reference to specific sections/provisions of the erstwhile Companies Act, 1956, therefore to bring the existing MOA in line with the new Companies Act,

2013 (the "new Act"), alteration of MOA is necessary.

The ancillary object clause i.e. Clause III(B) of the existing MOA needs to be re-aligned as per Table A of Schedule I of the Companies Act 2013. Members are requested to note that there is no change in other clauses of MOA of the Company. The clause III(B) of the MOA is being amended and replaced only to bring the same in line with the Companies Act, 2013. The Board at its meeting held on 26th August, 2024 has approved the above alteration in the Memorandum of Association of the Company.

A copy of the proposed altered set of MOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of the Annual General Meeting ("AGM"). In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for alteration of Memorandum of Association of the Company.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 8 of AGM Notice.

The Board recommends passing of the Resolution set out at Item No. 8 for the approval of the members of the Company by way of a Special Resolution.

Item 9: Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013.

Company already adopted the Articles of Association under the provisions of the Companies Act, 2013 but several regulations in the existing AOA contained reference to specific sections of the erstwhile the Companies Act 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act"), therefore to bring the existing AOA in line with the new Companies Act, 2013 (the "new Act"), alteration of AOA is necessary.

In order to bring the existing AOA of the Company in line with the provisions of the Companies Act, 2013 ("the Act"), the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company, in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Act and the rules framed thereunder, amendment of Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 9 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either financially or otherwise in the resolution at Item No. 9 of the accompanying Notice.

Item 10: Approval for Material Modification in Material Related Party Transaction with M/s Manish Overseas.

Summary:

As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction as per the Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

M/s Manish Overseas is proprietorship firm of Mr. Murlu Wadhmal Dialani, Whole-time director of the Company. At the 31st AGM of the Company held on 05th September, 2023 the Members had approved the proposal for entering and/ or continuing with Material Related Party Transactions/ contracts/ arrangements/Agreements with M/s Manish Overseas, for a period of five financial years commencing from FY 2023-24 to FY 2027-28, individually and/or in the aggregate upto an amount not exceeding ₹ 80.00 Cr in a financial year.

The Company proposes entering and/ or continuing with Material Related Party Transactions/ contracts/arrangements/ agreements with M/s Manish Overseas up to an amount not exceeding ₹300 Cr. in a financial year, for a period of five financial years commencing from FY 2024-25 to FY 2028-29. Since this is a 'Material Modification' as per the Company's 'Policy on Related Party Transactions', the Company seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with M/s Manish Overseas will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations, will be reviewed by the Audit Committee every year.

The Company shall ensure that the transactions with M/s Manish Overseas does not exceed already approved limit of ₹80.00 crores in a financial year, until the revised higher limits are approved by the Members of the Company at the 32nd Annual General Meeting.

Background:

M/s Manish Overseas has been in the business of importing, marketing and selling of hair and personal care products of global brands through extensive network of dealers/sub dealers/direct marketing for a quite long time. M/s Manish Overseas has appointed by the Company as the Principal Dealer for distribution and marketing of the products. The business activities of fast-moving consumer

products such as hair care products, personal hygiene and health products will substantially improve the top line and bottom line of the Company thereby enhancing the value of the investments made by the shareholders in the Company.

Details of Material Related Party Transactions:

Name of the related party	M/s. Manish Overseas
Name of the director or key managerial personnel who is related	Mr. Manish M Dialani, Managing Director Mrs. Lajwanti M Dialani, Whole time director Mr. Murli Dialani, Whole time Director
Nature of relationship with the Company	Mr. Murli Dialani is the sole proprietor of M/s. Manish Overseas. Mr. Manish Dialani is the son of Mr. Murli Dialani and Mrs. Lajwanti Dialani is the wife of Mr. Murli Dialani Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani are related to each other.
Nature, materials terms, monetary value and particulars of contract or arrangement	The proposed resolution is an enabling one for the transactions of purchase/sale of Cosmetic Products (FMCG), already entered or proposed to be entered during a financial year up to ₹300.00 Crores and such transactions shall be at arm length basis and in the ordinary course of business of the Company. Other material terms and commercial terms will be evaluated by the Audit Committee and recommended to the Board of Directors before entering into contract or arrangement.
Tenure of the proposed transaction (particular tenure shall be specified)	5 Years
Value of the proposed transaction	Purchase/sale of Cosmetic Products (FMCG) Up to ₹300.00 Crores for each financial year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Proposed transaction are 280%
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Justification as to why the RPT is in the interest of the listed entity	Manish Overseas has been in the business of importing, marketing and selling of hair and personal care products of global brands through extensive network of dealers/sub dealers/direct marketing for a quite long time. M/s Manish Overseas has appointed by the Company as the Principal Dealer for distribution and marketing of the products. The business activities of fast-moving consumer products such as hair care products, personal hygiene and health products will substantially improve the top line and bottom line of the Company thereby enhancing the value of the investments made by the shareholders in the Company.
Any other information relevant or important for members to take a decision on the proposed resolution	Nil

Save and except Mr. Manish Murlidhar Dialani, Managing Director and Mrs. Lajwanti M. Dialani, Whole-time Director being relatives, no other Directors and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 10. The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.