



M. K. Exim (India) Limited
(CIN: L63040RJ1992PLC007111)

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

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

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

NOTICE is hereby given that the 27th Annual General Meeting of Members of M k Exim (India) Limited will be held on Saturday, 28th September, 2019 at G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 at 10.00 A.M.to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements as well as Audited Consolidated Financial Statements of the Company for the year ended 31st March 2019 together with Report of Auditors and the Board of Directors thereon; and
2. To appoint a Director in place of Mrs. Lajwanti Dialani (DIN: 05201148), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to pass with or without modification the following resolution **as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Rishabh Agrawal & Associates, Chartered Accountants (Firm Registration No. 018142C), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting for a term of 5 (five) consecutive financial years, till the conclusion of the 32nd Annual General Meeting to be held in the year 2024, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

4. Re-Appointment of Mr. Manish Murlidhar Dialani (DIN: 05201121) as a Managing Director

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197 and 203 read with Schedule V to the Act, and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority / agency /board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Manish Murlidhar Dialani (DIN: 05201121) as Managing Director of the Company for a period of 5 Years with effect from this AGM, upon such terms and conditions and remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment and / or remuneration as it may deem fit.”

RESOLVED FURTHER THAT the Board 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.”

5. Appointment of Mr. Murli Wadhupal Dialani (DIN: 08267828) as Director

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

“RESOLVED THAT Mr. Murli Wadhupal Dialani (DIN: 08267828), who was appointed by the Board of Directors as an Additional Director of the Company to hold office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Murli Wadhupal Dialani (DIN: 08267828) as a Whole-Time- Director.

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197 and 203 read with Schedule V to the Act, and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority /agency/board, if any, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Murli Wadhupal Dialani (DIN: 08267828) as Whole-Time-Director of the Company for a period of 5 Years from this AGM and designated as Executive Chairman, upon such terms and conditions and remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to

include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board 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. Appointment of Ms. Priya Makhija (DIN: 07109712) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Priya Murlidhar Makhija (DIN:07109712), who was appointed by the Board of Directors as an Additional independent Director of the Company with effect from 11.04.2019 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 11.04.2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”

By order of the Board

Prakriti Sethi

**Prakriti Sethi
Company Secretary**

**Place: Jaipur
Date: 24.08.2019**

Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the company, duly completed and signed, not less than forty-eight (48) hours before commencement of the AGM.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten per cent (10%), of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for another person or member. The proxy holder shall prove his identity at the time of attending the Meeting.

2. Attendance slip, proxy form and route map of the venue of the Meeting are annexed herewith.
3. Corporate Members intending to send their authorised representatives to attend the AGM, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM
5. The explanatory statement pursuant to section 102 of the Companies Act 2013 (the Act) in respect of special business at item No 4 to 7 of the accompanying notice is annexed herewith.
6. The Register of members and share transfer books of the Company will remain closed from Sunday, 22nd September 2019 to Saturday, 28th September 2019 (both days inclusive) for the purpose of the annual general meeting.
7. 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 annex.-1 of this notice. Requisite declarations have been received from the Directors seeking re-appointment. The Independent Directors of the Company have been 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.

8. 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.
9. 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.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Beetal Financial & Computer services (P) Ltd (company's RTA) in case of physical shares. Members holding shares in physical form are also requested to submit their specimen signature duly attested by their bank.

11. Nomination facility: Section 72 of the Act provides for facility to the members for making nomination in respect of the shares held by them in the Company. Members holding shares in single name and who have not registered the nomination should submit to the Company form SH 13 for making nomination. Members holding the shares in electronic form should submit the form to their depository participants. Members can change the nomination by filing form SH14 with the Company (in case of shares held in physical form) or to the depository participant (in case shares are in electronic form)
12. Updation of members details: The register of members under the Act and the relevant rules is required to be maintained with additional details such as PAN details, email address, bank details for payment of dividend, etc. A form for capturing these details is appended at the end of this annual report. Members holding shares on physical form are required are requested to submit the filled form to the Company and members holding shares in demat form are requested to submit the form to their respective depository participants.
13. 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.
14. Electronic copy of the annual report for the year 2018-19 is being sent to those members whose email Ids are registered with the Company/depository participant. Physical copies are being sent to the other members.
15. Electronic copy of the notice of the 27th Annual General Meeting of the Company, indicating the process and manner of e-voting along with attendance slips and proxy form are being sent to all those members whose email Ids are registered with the Company/depository participant. To other members, the above are sent in physical form indicating the process and manner of e-voting, in the permitted mode.
16. The Notice of the 27th Annual General Meeting and the annual report will also be available at the Company's website www.mkexim.com which can be downloaded. Relevant documents referred to in the

accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e. Monday to Friday, between 10:30 a.m. to 12:30 p.m. upto the date of AGM. All members are entitled to receive physical form of the above , free of cost, upon making a request to the Company at its registered office or dedicated investor .email id:investoragm@mkexim.com

17. Voting through electronic means : In accordance with section 108 of the Act and the relevant rules made thereunder and for the time being in force, the Company is pleased to provide its members the facility of remote e-voting, i.e. e-voting from a place other than the venue of the AGM to exercise their right to vote at the 27th AGM. The voting can be made through the services of Central Depository Services (India) Limited (CDSL)

The facility for voting, through ballot/polling paper shall also be made available at the venue of the 27th AGM. The members, who attend the meeting and who have not already cast their vote through e-voting, shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed 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.

18. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on <25.09.2019 at 9:00 a.m.> and ends on <27.09.2019 at 5:00 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <21.09.2019>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.

- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence number is printed on address sticker. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It

is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the **M.K. Exim (India) Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are

required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the AGM.
20. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer such shares of Members of

whom dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 24th September, 2018 (date of last AGM) are available on the website of the Company and on Ministry of Corporate Affairs' website. The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

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 Nos. 4 to 7 of the accompanying Notice:

ITEM NO. 4

The Company had appointed Mr. Manish Murlidhar Dialani as Managing Director of the Company for a period of five years from 30th October, 2014. The Members had subsequently approved the said appointment and terms of his remuneration.

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.

His current term of appointment as the Managing Director of the Company expiring on 29th October, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Manish Murlidhar Dialani should be available by the Company for a further period of 5 (Five) years from the conclusion of this AGM i.e. From 28th September, 2019 till 27th September, 2024

The main terms and conditions for the re-appointment of Mr. Manish Murlidhar Dialani as Managing Director (MD), are as follows:

- I. Period –From 28th September, 2019 till 27th September, 2024
- II. Remuneration: Rs. 1,50,000 (Rupees One lakh 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. 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.

In accordance with the provisions of Sections 196, 197, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Manish Murlidhar Dialani recommended to be passed by members by way of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

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

1. General information:
 - a) Nature of Industry: Textiles

- 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: (Rs. In Lakhs)

PARTICULARS	2018-2019	2017-2018
Gross Revenue	2520.79	1999.00
Profit / (Loss) Before Income Tax	60.96	35.75
Less: Provision for Taxation		
Current Tax	28.01	17.50
Deferred Tax	(2.76)	(6.34)
Net Profit/ (loss) after Tax	35.71	24.59
Profit/ (Loss) as computed under Section 198 of the Act	35.71	24.59

- e) Foreign investments or collaborations, if any: NA

2. Information about the appointee:

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

Period	Total Remuneration
2018-19	840000
2017-18	540000

- (c) Remuneration proposed: As mentioned above
- (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.

- (a) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Murli Wadhupal Dialani, Director and Ms. Lajwanti M. Dialani, Whole Time Director.

Mr. Murli Wadhupal Dialani, Director and Ms. Lajwanti M. Dialani, Whole Time Director, being relatives are interested in the resolution. None of the other directors is interested in the resolution.

The Board recommends the Resolution at Item No 4 for approval of the shareholders.

ITEM NO. 5 & 6

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Murli Wadhupal Dialani as an Additional Director of the Company with effect from 11.04.2019.

As per the provisions of Section 161 of the Act, Mr. Murli Wadhupal Dialani holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director. The Company has received a notice in writing from a member as prescribed under section 160 of the Act proposing the candidature of Mr. Murli Wadhupal Dialani for the office of Director of the Company.

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

The resolution is proposed to be passed by members as **Ordinary resolution.**

Further, Considering his knowledge of various aspects and experience of over 40 years in the textile industry and its various aspects like production, sales, marketing, finance, exports and other related activities, the appointment of Mr. Murli Wadhupal Dialani as the Executive Chairman would be very beneficial to the Company's affairs, the Board on recommendation of Nomination and Remuneration Committee has proposed to appoint Mr. Murli Wadhupal Dialani as Whole-time Director for a period of 5 (five) years from this AGM i.e. from 28/09/2019 to 27/09/2024 and to designated as

Chairman, subject to the approval of members, on the terms and Conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board and approved by the Board.

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, 2019 till 27th September, 2024
- 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 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 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 month's 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.

In accordance with the provisions of Sections 196, 197, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Murli Wadhupal Dialani recommended to be passed by members by way of **Special Resolution**. Hence, the members are requested to pass the Special Resolution accordingly.

Mr. Manish Murlidhar Dialani and Ms. Lajwanti M. Dialani, who are the KMPs of the Companies are relatives of Mr. Murli Wadhupal Dialani and hence are interested in the resolution. None other directors are concerned or interested in the resolution.

The Board recommends the Resolution at Item No.5 & 6 for approval of the shareholders.

ITEM NO. 7

Based on recommendation of Nomination and Remuneration Committee, Board of Directors appointed Ms Priya Murlidhar Makhija (DIN: 07109712) as an Additional independent Director of the Company, not liable to retire by rotation, for a term of 5 years i.e. from 11th April, 2019 to 10th April, 2024, pursuant to provisions of Section 161(1) of the Act and Articles of Association of the Company.

Ms. Priya Murlidhar Makhija is a Chartered Accountant by profession and has wide experience in corporate accounts, taxation, GST, corporate finance of more than 10 years. The Board is of the opinion that she is a person of integrity and possess relevant experience and expertise, especially in the field of corporate taxation and corporate finance and that her services would be of great value to the Company.

In terms of Section 161(1) of the Act, Ms. Priya Murlidhar Makhija holds office only upto the date of the this Annual General Meeting and is eligible for appointment as a Director The Company has, in terms of Section 160 of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Directors.

The details of Ms. Priya Murlidhar Makhija (DIN: 07109712) as required to be given pursuant to the listing Regulations and the secretarial Standards, are attached (Annexure-1) to the notice.

In terms of Section 149 and other applicable provisions of the Act, Ms. Priya Murlidhar Makhija is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act read with the Rules framed thereunder.

In the opinion of the Board, Ms. Priya Murlidhar Makhija fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149, 152 and other applicable provisions read with Schedule IV of the Act, the appointment of Ms. Priya Murlidhar Makhija as Independent Director is now being placed before the Members in general meeting for their approval.

Except Ms. Priya Murlidhar Makhija and their respective relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

The Board recommends the Resolution at Item No. 7 for approval of the shareholders.

By order of the Board

Prakriti Sethi

**Prakriti Sethi
Company Secretary**

Place: Jaipur

Date: 24.08.2019

ANNEXURE-1

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

Name of Director	Mr. Murli Wadhmal Dialani	Miss Priya Murlidhar Makhija	Mr. Manish Murlidhar Dialani	Mr. Lajwanti M Dialani
Category	Director	Independent Director	Managing Director	Whole Time Director
DIN	08267828	07109712	05201121	05201148
Date of birth And age	25.11.1956 63 years	06.04.1978 41 years	04.07.1984 35 years	08.05.1956 63 years
Qualification	Graduate	Chartered Accountant	Graduate	Graduate
Nature of experience /expertise	Vast experience in Finance, production, sales and marketing	Finance and Market Analyst	Vast experience in Finance, production, sales and marketing	Finance and Market Analyst
Brief resume	having 40 years' experience in Finance, production, sales and marketing in Fabric and garment fields as well as FMCG products	having 15 years' experience in Auditing/ Finance/ accounts Controlling and market analysis	having 10 years' experience in Finance, production, sales and marketing in Fabric and garment fields as well as FMCG products	40 Years' experience in Finance and market analysis.
Terms and conditions Of appointment / re -Appointment	Whole Time Director and designate as chairman liable to retire by rotation	For a period of 5 years Not liable to retire by rotation	As Managing Director liable to retire by rotation	As Whole Time Director liable to retire by rotation
Number of shares Held in the Company	434985	NIL	2427740	322641
Relationship with Other directors/ KMP	Relative of Mr. Manish Dialani And Mrs. Lajwanti Dialani	None	Relative of Mr. Murli Dialani And Mrs. Lajwanti Dialani	Relative of Mr. Murli Dialani And Mr. Manish Dialani
No of board meetings Attended out of 7 Board meetings in the year 2018-19	NIL	Nil	7	7
Directorship details	NIL	Spectra Industries Ltd.	Kolba Farm Fab Pvt. Ltd.	Kolba Farm Fab Pvt. Ltd.



M. K. Exim (India) Limited
(CIN: L63040RJ1992PLC007111)

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

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

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

ATTENDANCE SLIP

DP ID*	CLIENT ID*	FOLIO NO.	NO. OF SHARES HELD

* Applicable for members who are holding shares in dematerialized form.

I/We hereby record my/our presence at the **27th Annual General Meeting** of the Company being held on **Saturday, 28th September, 2019** at 10:00 a.m. at **G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022**

Name of the Member

Signature of the Member

Name of the Proxy

Signature of the Proxy

NOTES:-

1. Kindly sign and handover the attendance slip at the entrance of the meeting hall.
2. Members/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.



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

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

PROXY FORM-MGT 11

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

27th Annual General Meeting on Saturday, 28th September, 2019

Name of the member(s)	
Registered Address	
Email id	
Folio No. / Client Id*	
DP ID*	

* Applicable in case shares are held in electronic form.

I/We, being the holder(s) of _____ shares of M. K. Exim India Limited,

hereby appoint:

1. Name: _____ Email id: _____
Address: _____
Signature _____ or failing him/her

2. Name: _____ Email id: _____
Address: _____
Signature _____ or failing him/her

3. Name: _____ Email id: _____
Address: _____
Signature _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/ our behalf at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held on SATURDAY, 28th September, 2019 at 10.00 a.m. at G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr No.	Particulars Type of resolution Ordinary/Special	I / We (assent to the resolution)	I / We (dissent to the resolution)
		For	Against
	Ordinary Business:		
1.	To receive, consider and adopt Audited Standalone as well as Consolidated Financial Statements as at 31st March, 2019 together with the report of Directors and Auditors thereon (Ordinary Resolution)		
2.	To Appoint Mrs. Lajwanti Dialani (DIN: 05201148) who retire by rotation & eligible for re-appointment (Ordinary Resolution)		
3.	To Confirm the Appointment of new Statutory Auditor. (Ordinary Resolution)		
	Special Business:		
4.	To Appoint of Mr. Manish Dialani (DIN: 05201121) as Managing Director (Special Resolution)		
5.	To Appoint of Mr. Murli Wadhmal Dialani (DIN: 08267828) as Director (Ordinary Resolution)		
6.	To Appoint of Mr. Murli Wadhmal Dialani (DIN: 08267828) as Whole Time Director and designated as Chairman (Special Resolution)		
7.	To Appoint Miss Priya Murlidhar Makhija (DIN: 07109712) as Independent Director (Ordinary Resolution)		

Signed this-----day of-----2019

Signature of Share Holder----- Signature of proxy holder(s) -----Revenue Stamp Rs. 1/-

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. This is only optional. Please put a '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy Form.
4. Appointing Proxy does not prevent a Member from attending in person if he/she so wishes.
5. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

