



**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 27<sup>th</sup> Annual General Meeting of Members of M k Exim (India) Limited will be held on Saturday, 28<sup>th</sup> 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 32<sup>nd</sup> 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.”

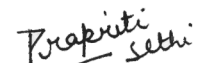
**7. Appointment of Ms. Priya Makhija (DIN: 07109712) as an Independent Director**

**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  
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, 22<sup>nd</sup> September 2019 to Saturday, 28<sup>th</sup> 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 27<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting and the annual report will also be available at the Company's website [www.mkexim.com](http://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](mailto: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 27<sup>th</sup> 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 27<sup>th</sup> 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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</li> </ul>
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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(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 30<sup>th</sup> 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](http://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](mailto:helpdesk.evoting@cdslindia.com).

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

(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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 are 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 30<sup>th</sup> 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 29<sup>th</sup> 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 28<sup>th</sup> September, 2019 till 27<sup>th</sup> 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 28<sup>th</sup> September, 2019 till 27<sup>th</sup> 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: NotApplicable
- 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 28<sup>th</sup> September, 2019 till 27<sup>th</sup> 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.

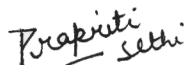
Except Ms. Priya Murlidhar Makhija and their respective relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

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

**By order of the Board**

Place: Jaipur

Date: 24.08.2019



**Prakriti Sethi**  
**Company Secretary**

## ANNEXURE-1

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

<b>Name of Director</b>	Mr. Murli Wadhupal 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.

**Directors Report & Management Discussion and analysis**

To

The Members of M K Exim India Limited

Your Directors have pleasure in presenting their 27<sup>th</sup> Annual Report and the audited financial statements for the financial year ended 31<sup>st</sup> March 2019

**1 Stand alone Financial Results**

The summarized financial results for the financial year ended 31st March 2019 are presented below:

Rs. In Lakhs

Details	Financial year ended 31 <sup>st</sup> March 2019	Financial year ended 31 <sup>st</sup> March 2018
Income from operations	2520.78	1999.00
Profit before interest, depreciation and taxation	124.95	127.49
Finance cost	39.86	62.54
Depreciation	24.13	29.20
Profit before tax	60.95	35.75
Taxation	25.24	11.16
Profit after tax	35.71	24.59
Balance brought forward from previous year	1000.42	975.83
Less Dividend	---	---
Disposable surplus available after adjustments	1036.13	1000.42
Balance carried to balance sheet	1036.13	1000.42

The income during the financial year ended 31st March 2019 is Rs. 2520.78 lakhs compared to Rs. 1999.00 lakhs, a increase of about 26%. The increase was due to good global textiles market and healthy competition in export markets. The profit after tax is Rs. 35.71 lakhs for the year under report compared to Rs. 24.59 lakhs for the financial year ended 31st March 2018. The sales by way of exports are Rs. 2366.79 lakhs during the year ended 31st March 2019 compared to Rs. 1909.54 lakhs in the previous year. Export sales constitute about 94% of the total revenue during the year.

**2 Dividend Distribution & Transfer to reserves**

With a view to conserve the resources for the business of the Company, the Directors do not recommend dividend for the financial year ended 31st March 2019.

The Board of Directors has decided to retain the entire amount of profit for Financial Year 2018-19 in the statement of profit and loss and does not proposed any

amount to carry to any specific reserve

**3 Share Capital**

The paid up equity share capital of the Company as at 31st March 2019 stood at Rs. 718.05 lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has it granted any stock options or sweat equity. None of the directors of the Company hold instruments convertible into equity shares during the financial year ended 31st March 2019.

**4 Analysis & Review**

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and



traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

The domestic textile industry in India is estimated to reach US\$ 223 billion by 2021. Increased penetration of organised retail, favourable demographics, and rising income levels are likely to drive demand for textiles. India is the world's second largest exporter of textiles and clothing. Textile and apparel exports from India are expected to increase to US\$ 82 billion by 2021.

The fundamental strength of the textile industry in India is its strong production base of wide range of fibre /yarns from natural fibres like cotton, jute, silk and wool to synthetic / man-made fibres like polyester, viscose, nylon and acrylic. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18. It contributed two per cent to the GDP of India and employs more than 45 million people in 2017-18. The sector contributed 15 per cent to the export earnings of India in 2017-18.

The new textile policy aims to achieve US\$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs. By 2022, the Indian textile sector will require additional 17 million workforce.

#### **Opportunity and threats**

The Government supports modernisation of the industry with a particular focus on closing the gap in the textile value chain and has taken several measures to create those positive impulses. But there are still some improvements possible. The industry waits for the proposed reform in labour law, support to develop a skilled work force and programmes to bind talents to be able to translate market needs into quality products.

The Company is experiencing pressure on margins due to severe competition from other low-cost countries like China. There is also a threat of high inflation rate as the prices of commodities have been increasing. Textiles being a labour intensive industry, rising labour and skilled human resources costs can put pressure on margins.

The implementation of Goods and Service Tax (GST) had mixed impact on trade & commerce during the last fiscal. The impact of GST is particularly stark in the highly fragmented synthetic textile industry, which attracts different GST rates at different stages of production and sales. Working capital cost has gone up as the businesses

have to wait for tax refunds to come through. Pending tax refunds have slowed down fresh investment and resulted into liquidity constraints.

#### **Business Risks**

As stated above, Export sales constitute about 94% of the total revenue during the year. Apart from fierce competition from China, Korea and Indonesia, the volatility of rupee vis a vis US dollars is a major business risk as all export invoices are issued in US Dollars. This is sought to be overcome by appropriate forward contracts.

#### **Government initiatives**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.

The Indian Government announced a special package to boost exports by USD 31 billion, create one core job opportunities and attract investments worth USD 11.93 billion during 2018-2020.

The cabinet committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named "Scheme for capacity building in Textiles Sector (SCBTS)" with an outlay of Rs. 1300 Crore (USD 202.90 Million) from 2017-18 to 2019-20.

The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.

#### **5 Performance highlights**

##### **(a) Share Capital**

The Authorised Share Capital of the Company is 10,00,00,000/- comprising of 1,00,00,000 equity shares of Rs. 10/- each. The paid-up capital of the Company is Rs. 7,18,05,000/-.

##### **(b) Loan funds**

During the year the Secured Loan of the Company was decreased by 20.18%, i.e. from Rs. 462.62 Lakhs to Rs. 369.28 Lakhs, the interest cost reduced during the year.

##### **(c) Sales**

During the year the turnover of the Company has increased by 24%, i.e. from Rs. 1909.55 Lakhs to Rs. 2366.79 Lakhs, the board is making their possible

efforts to improve the performance of the company during the current financial year.

**6 Finance & Accounts**

The Company prepares its financial statements in accordance with the requirements of the Companies Act 2013 (hereinafter referred as "the Act" or "Act") and the Generally Accepted Accounting Principles (GAPP) as applicable in India. The financial statements have been prepared on historical cost basis in conformity with the Indian Accounting Standards ("Ind AS"). The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the financial year ended 31st March 2019.

**7 Corporate Social Responsibilities**

Section 135 of the Act and the rules made there under relating to corporate social responsibility are not applicable to the Company during the financial year ended 31st March 2019.

**8 Subsidiaries**

Kolba Farm Fab Private Limited is the subsidiary of the Company. The sales of the subsidiary Company were Rs. 357.11 Lakhs during the financial year ended 31st March 2019 compared to Rs. 288.61 Lakhs in the previous year. The net profit after tax was Rs. 13.88 Lakhs during the year under report compared to Rs. 15.34 Lakhs in the previous year.

The salient features of the financial statement of the subsidiary are given in form AOC 1.

**9 Consolidated Financial Statement**

The consolidated financial statements of the Company are prepared in accordance with the relevant accounting standards issue by the Institute of Chartered Accountants of India and form an integral part of this report.

Pursuant to section 129(3) of the Act and the relevant rules made thereunder, a statement containing salient features of the financial statement of the subsidiary company is given in form AOC 1 and forms an integral part of this report.

**10 Corporate Governance**

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 provisions of corporate governance contained in Regulations 17 to 26, 46(2)(b)(i) and paras C, D and E of Schedule V to the above SEBI regulations are not applicable to the Company.

**11 Listing of shares in BSE**

During the financial year under report, the equity shares

continued to be listed at BSE, Which has nationwide trading terminals.

**12 Extract of Annual Return**

The extract of annual return in form MGT 9, as required under section 92 of the Act, as at 31st March 2019, is annexed to this report as Annexure A which forms part of this report.

**13 Key Managerial Personnel**

The key managerial personnel of the Company are given below:

Sr No.	Name	Designation
1	Shri Manish Murli Dialani	Managing Director
2	Smt. Lajwanti M Dialani	Whole Time Director
3	Shri Mahaveer Prasad Jain	Chief Financial Officer
4	Smt. Prakriti Sethi	Company Secretary

**14 Board of Directors**

During the F.Y 2018-19, the following changes took place in composition of board of directors:

**Appointment**

As recommended by the Nomination and Remuneration Committee and as required under the provisions of the Companies Act 2013, the Board has appointed Mr. Laxmikant Ramswaroop Patodia (DIN: 03497821), and Vishesh Mahesh Nihalani (DIN: 06786707) as additional independent Director for a period of five years with effect from 20th June 2018 and further their appointment were approved by members in AGM dated 24/09/2018.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company.

**Resignation/Cessation:**

- The independent Directors, namely, Mr. Ashok Patni (DIN:00162153), Mr. Kishore Motiyani (DIN 00161589) and Mr. Murlidhar Menghani (DIN 00157301) resigned from the board due to personal commitments and reasons with effect from 20th June, 2018.
- Mr. Daya Ram Khanchandani ceased as Director of the Company w.e.f 30.01.2019, due to his death.

**Changes in composition of board of directors after financial ended on 31/03/2019 are as follows:**

**Appointment**

- As recommended by the Nomination and Remuneration Committee and approved by Board and as required under the provisions of the Companies Act 2013, Miss Priya Murlidhar Makhija (DIN: 07109712) as additional independent Directors. As per the provisions of the Companies Act, 2013, Independent Directors have been appointed for a period of five years and shall not be liable to retire by rotation. Her appointments require shareholders approval and are included in the notice.
- As recommended by the Nomination and Remuneration Committee and approved by Board, and as required under the provisions of the Companies Act 2013, Mr. Murli Wadhupal Dialani as additional Directors and with effect from April 11, 2019 to hold office of Director up to the date of ensuing Annual General Meeting. 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. Further 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. His appointments require shareholders approval and are included in the notice

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013.

**15 Number of meetings of the Board**

During the year under review the board met 7 times on 30.05.2018, 20.06.2018, 06.08.2018, 24.08.2018, 12.11.2018, 15.12.2018 and 08.02.2019. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

**16 Board Evaluation**

The performance evaluation of the independent directors was completed. The performance evaluation of the Chairman and non-independent directors was carried out by the independent directors and was accepted by the Board. The Board of directors expressed satisfaction of the evaluation process adopted by the Company.

**17 Particulars of loans, guarantees or investments by the Company**

During the year, the Company has not given any loan or issued any guarantee, provided any security or made any investment/subscription, purchase or otherwise, the securities of any other body corporate.

**18 Whistle Blower policy/Vigil Mechanism**

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

**19 Policy on director's appointment/remuneration /determining qualifications, /positive attributes etc**

Company has constituted Nomination and Remuneration Committee and adopted Nomination and Remuneration Policy formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and of the SEBI (LODR) Regulations, 2015. The said policy includes criteria for determining qualifications, positive attributes, independence of directors and other matters provided. During the reporting period the board had three members consisting of non-executive and independent directors.

The said policy is of the company on director's appointment and remuneration, including the criteria for determining qualification, positive attribute, independence of a directors and other matters as required under sub section (3) of section 178 of the companies act, 2013 is available on our website at : <http://www.mkexim.com/policy/nomination-remuneration-policy>.

**20 Related party transactions**

All transactions entered with related parties for the financial year ended 31st March 2019 were on arm's length basis and in the ordinary course of business under third proviso to section 188(1) of the Act. Hence Details are not given in form AOC 2 as required under section 134(3) (h) of the Act.

Pursuant to section 188 of the Companies Act 2013, member's approval by way of ordinary resolution has been obtained for the transactions with M/s. Laaj International, M/s Kolba farm Fab Private Limited and M/s Manish Overseas in which some directors are interested.

Omnibus approval, wherever required was given for transactions of repetitive nature on half yearly basis. All related party transactions are placed before the Audit Committee and the Board of Directors for approval. All related party transactions entered during the financial

year ended 31st March 2019 are disclosed in the notes to accounts.

**21 Significant and material orders passed by the regulators or courts**

There are no significant and material orders passed by the regulators or courts against the Company during the year. There are also no material development which may impact on the business of the Company, from the end of the financial year and the date of this report.

**22 Directors responsibility statement**

To the best of knowledge and belief and according to the information and explanation obtained by them, your directors make the following statement in terms of section 134(3) (c) of the Companies Act 2013:

- (a) That in preparation of the annual accounts for the year ended 31<sup>st</sup> March 2019 the applicable accounting standards have been followed and that there were no material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2019 and of the profit of the Company for the year ended on that date;
- (c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the annual accounts have been prepared on a going concern basis
- (e) that proper internal financial controls were laid down and that such internal financial controls were adequate and were operating effectively; and
- (f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**23 Statutory auditors**

The statutory auditors of the Company M/s Vimal Agrawal & Associates, Chartered Accountants (FRN: 004187C), were re-appointed as auditors of the Company in the AGM held on 29.09.2014 for the period of 5 years i.e. till the AGM held in the year 2019. The said firm of Auditor have completed their term of 10 years pursuant to the provisions of section 139 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 and therefore not eligible for re-appointment for five years from the completion of such term:

Accordingly, on recommendation of Audit committee and

further approval of Board, it is proposed to appoint M/s Rishabh Agrawal and Associates, Chartered Accountants, Jaipur (FRN: 018142C), as statutory auditor of the Company for a period of five years and to hold office from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM to be held in the year 2024. The company has obtained consent and eligibility certificate from M/s Rishabh Agrawal and Associates, Chartered Accountants, Jaipur (FRN: 018142C), confirming their willing and eligibility to be appointed as statutory auditor of the company, if approved by members.

**24 Qualification in the auditor's report**

With reference to the Statutory auditor's remarks in regard to Ind AS 19 for Employees Benefits for provision of gratuity, the Directors clarify that the liability for gratuity payable by the Company is being worked out in consultation with LIC and appropriate policy as advised by LIC will be taken in due course, during the current financial year.

**25 Cost Audit**

The company is not required to maintain cost record as specified by the Central Government under section 148(1) of the Companies Act, 2013. The provisions of the Companies (Cost Records and Audit) Rules 2014 are not applicable to the company operations.

**26 Secretarial Audit Report**

As required under section 204 of the Companies Act 2013, the Secretarial Audit Report from Ms. Anshu Parikh, Practising Company Secretary (FCS:9785, CP: 10686) is annexed to this report as Annexure B which forms part of this report.

With reference to the observations of the Secretarial Auditor in her report, we clarify that delay in disclosure/intimation under mentioned regulations of LODR were unintentionally due to unavoidable circumstances/for the reasons beyond control. The Company has complied with said regulations. The delays of compliances are of administrative in nature and the interests of investors are not prejudicially affected.

**27 Internal control systems and their adequacy**

The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The company has a well-defined delegation of power with authority limits for

approving contracts as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down.

M/s Vimal Agrawal & Associates the statutory auditors of the company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

The internal audit is entrusted to M/s Madhur & Associates, Chartered Accountants. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and suggests improvements, wherever required.

### 28 Environments and Safety

The Company's operations do not pose any environment hazards and are conducted in such a manner that safety of all concerned and compliances with environmental regulations are ensured.

### 29 Deposit

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### 30 Statutory Information

#### A. Conservation of energy:

- i. The Company has committed to conserve energy, improve energy efficiency through reduction of wastage and optimum utilisation.
- ii. Steps taken for utilizing alternate sources of energy: Nil
- iii. Capital investment on energy conservation: Nil

#### B. Technology Absorption:

The Company has no technology agreement and the issue of technology absorption does not arise.

#### C. Foreign exchange earnings and outgo

Foreign Exchange earnings: Rs. 2359.65 lakhs  
Foreign Exchange outgo: Rs. 0.61 lakhs

**31** Details of disclosure pursuant to section 197(12) of the Companies Act 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given in Annexure-C which forms part of this report.

### 32 Material changes and commitments occurred in terms of section 134(3)(l) of the companies act, 2013

No significant changes and commitment occurred between the date of the balance sheet and the date of the report.

### 33 Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

Pursuant to the disclosure requirements under section 134(3) and rules thereof of the Companies Act, 2013 the Company has constituted internal complaint committee as required under provisions of Sexual Harassment of woman at workplace (prevention, Prohibition & Redressal) Act 2013.

The Company has not received any complaint of sexual harassment during the year under review.

### 34 Risk Management policy

The Company has developed and established a risk management policy/ Plan for the Company which sets out a framework for identification of elements of Risk, if any which in the opinion of the Board may threaten the existence of the Company and has devised a proper system of risk management and internal compliance and control through its Board, Audit Committee, KMP's and other Senior personnel of the Company.

### 35 Audit Committee

The Audit committee has been constituted to meet the requirements of the provisions of the Companies Act, 2013, rules and regulations as may be prescribed. The members of the Audit Committee have requisite financial and management expertise.

Composition of the Committee during F.Y 2018-19 as follows:-

S.No	Name of Members	Designation
1	Mr. Dayaram Khanchandani	Chairman (past director, passed away on 30/01/2019)
2	Mr. Laxmikant R Patodia	Member
3	Mr. Vishesh M Nihalani	Member
4	Mrs. Lajwanti m Dialani	Member

During the year under report, the committee met 6 times on 30.05.2018, 06.08.2018, 24.08.2018, 12.11.2018, 15.12.2018 and 08.02.2019. The recommendations made by the Audit committee during the year were accepted by the Board.

### 36 Nomination and remuneration committee and stakeholders committee

The company has complied with section of regulation 178 regarding constitution of Nomination and remuneration committee and stakeholders committee.

### 37 Independent Directors' Declaration

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, read with

Regulations of the Listing Regulations that he/she meets the criteria of independence as laid out in Section 149(6) of the Companies Act, 2013 and Regulations of the Listing Regulations.

**38 Change in nature of Business**

There is no change in business/objects of the Company during the reporting period.

After the end of F.Y 2018-19, the Company has altered the object clause of its Memorandum of Association by adding thereto the business activities related to manufacturing, importing, exporting, distributing, buying, selling, dealing in all manner in all kinds of cosmetics, personal and health care products, food and food supplements etc more particularly define in altered Memorandum of Association of the Company.

**39 Acknowledgment**

The Directors wish to place on record their appreciation of the contribution made by the employees at all levels.

The Directors also to wish to thank the Company's customers and banks for their continued support and faith reposed in the Company.

**By order of the Board**

**SD/-**  
**Manish Murlidhar Dialani**  
**Managing Director**  
**DIN: 05201121**

**SD/-**  
**Lajwanti M Dialani**  
**Whole Time Director**  
**DIN: 05201148**

**Place : Jaipur**

**Date: 24.08.2019**

## Annexure A

## FORM NO MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended 31<sup>st</sup> March 2019

(Pursuant to section 92(3) of the Companies Act 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules 2014)

**I Registration & Other Details**

1 CIN : L63040RJ1992PLC007111

2 Registration Date : 31.12.1992

3 Name of the Company : M.K.EXIM (INDIA) LIMITED

4 Category/sub category : Non government company limited by shares

5 Address of the registered office : G1/150, Garment Zone, EPIP, Sitapura,  
Tonk Road, Jaipur-302022 Rajasthan  
Phone: +91 141 3937500  
Email: mkexim@hotmail.com

6 Whether listed Company : Yes

7 Name and address of the RTA : Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir,  
Behind Local Shopping Center,  
Near Dada Harsukhdas Mandir,  
New Delhi – 110 062  
Tel: (011) 2996 1281/82  
Fax: (011) 2996 1284  
Email: beetalrta@gmail.com

**II Principal business activities of the Company**

(All the business activities contributing 10% or more of the turnover of the Company shall be stated)

Sr. No	Name and description of main products/services	NIC code of the products/services	% to total turnover of the Company
1	Dyed Fabrics	540702	100

**III Particulars of holding, subsidiary and associate companies: As per AOC-1**

## IV Shareholding pattern

## Shareholding pattern

Category of shareholders	No of shares held at the beginning of the year (1/4/2018)				No of shares held at the end of the year (31/03/2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A Promoters</b>									
<b>1 Indian</b>									
Individual/HUF	1774645	0	1774645	24.7148	2427750	0	2427750	33.8103	9.0955
Bodies									
Corporate									
Any other									
<b>Sub total (A)(1)</b>	1774645	0	1774645	24.7148	2427750	0	2427750	33.8103	9.0955
<b>2 Foreign</b>									
NRIs Individuals	0	0	0	0	0	0	0	0	0
Bodies									
Corporate									
Any other									
<b>Sub total (A)(2)</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of promoter (A)=(A)(1)+(A)(2)</b>	1774645	0	1774645	24.7148	2427750	0	2427750	33.8103	9.0955
<b>B Public shareholding</b>									
<b>1 Institutions</b>									
Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
Banks/FI									
FIs									
Others (Specify)									
<b>Sub total (B)(1)</b>	0	0	0	0	0	0	0	0	0
<b>2 Non Institutions</b>									
Bodies	897633	0	897633	12.501	877629	0	877629	12.2225	-0.2785
Corporate									
Indian									
Overseas									
Individuals	813958	365625	1179583	16.4276	762887	365125	1128012	15.7095	-0.7181
Individuals holding nominal share capital upto Rs. 2 lakh									
Individuals holding nominal capital in excess of Rs. 2 lakh	3111002	55000	3166002	44.0917	2550996	0	2550996	35.5267	-8.565
Clearing members	0	0	0	0	9344	0	9344	0.1301	0.1301
NRI-NON-REPAT.	2750	0	2750	0.0383	3075	0	3075	0.0428	0.0045
NRI-REPAT.	300	72000	72300	1.0069	300	72000	72300	1.0069	0
Others (specify)	87587	0	87587	1.2198	111394	0	111394	1.5513	0.3315
HUF									
<b>Sub Total (B)(2)</b>	4913230	492625	5405855	75.2852	4315625	437125	4752750	66.1897	-9.0955
<b>Total Public shareholding (B)=(B)(1)+(B)(2)</b>	4913230	492625	5405855	75.2852	4315625	437125	4752750	66.1897	-9.0955
<b>Grand total (A)+(B)</b>	6687875	492625	7180500	100	6743375	437125	7180500	100	0



## ii Shareholding of Promoters

Sr. No	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Daya Ram Khanchandani	1774590	24.714	0	0	0	0	-24.714
2	Shyam Khanchandani	10	0.00	0	0	0.00	0	0
3	Pushpa Khanchandani	10	0.00	0	10	0.00	0	0
4	Nitin Khanchandani	15	0.00	0	0	0.00	0	0
5	Rakhi Khanchandani	20	0.00	0	0	0.00	0	0
6	Manish Murlidhar Dialani	653105	9.0955	0	2427740	33.8102	0	24.7147

## iii Change in promoters' shareholding

Sr No	Particulars	Shareholding at the beginning of the year		Cumulative shareholding During the year	
		No of shares	% of total shares	No of shares	% of total shares
1	<b>Daya Ram Khanchandani</b>				
	At the beginning of the year	1774590	24.714	1774590	24.714
	Changes during the year	45	0.00	1774635	24.714
		(1774635)	24.714	0	0.00
	At the end of the year	0	0.00	0	0.00
2	<b>Shyam Khanchandani</b>				
	At the beginning of the year	10	0.00	10	0.00
	Changes during the year	(10)	(0.00)	0	0.00
	At the end of the year	0	0.00	0	0.00
3	<b>Pushpa Khanchandani</b>				
	At the beginning of the year	10	0.00	10	0.00
	Changes during the year	-	-	0	0.00
	At the end of the year	10	0.00	10	0.00
4	<b>Nitin Khanchandani</b>				
	At the beginning of the year	15	0.00	15	0.00
	Changes during the year	(15)	(0.00)	0	0.00
	At the end of the year	0	0.00	0	0.00
5	<b>Rakhi Khanchandani</b>				
	At the beginning of the year	20	0.00	20	0.00
	Changes during the year	(20)	(0.00)	0	0.00
	At the end of the year	0	0.00	0	0.00
6	<b>Manish Dialani</b>				
	At the beginning of the year	653105	9.096	653105	9.096
	Changes during the year	1774635	24.714	2427740	33.810
	At the end of the year	2427740	33.810	2427740	33.810

## iv Shareholding pattern of top 10 shareholders (Other than directors/promoters)

SR NO	NAME OF TOP 10 SHAREHOLDER	AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR			AT THE END OF THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES	DATE OF CHANGE	NO. OF SHARES	% OF TOTAL SHARES	NO. OF SHARES	% OF TOTAL SHARES
1	MURLI DIALANI	354985	4.9737	31-Mar-18	354985	4.9737		
				30-Nov-18	434985	6.0579	434985	6.0579
2	VASANT BHADRA BHANUSHALI	358880	4.998	31-Mar-18	358880	4.998	358880	4.998
3	SURYABHAN EKNATH DHURPATE	317690	4.4243	31-Mar-18	317690	4.4243	317690	4.4243
				01-Jun-18	317790	4.4257	317790	4.4257
4	JAINAM SHARE CONSULTANTS PVT. LTD - COLLATERAL ACCOUNT	317760	4.4253	31-Mar-18	317760	4.4253		
				22-Mar-19	316150	4.4029	316150	4.4029
5	ALLWIN MULTITRADE PRIVATE LIMITED	222712	3.1016	31-Mar-18	222712	3.1016	222712	3.1016
6	RESHMA DIALANI	99978	1.3924	31-Mar-18	99978	1.3924		
				23-Nov-18	169978	2.3672	169978	2.3672
7	AZAD KUMAR TRIPATHI	114943	1.6008	31-Mar-18	114943	1.6008		
				05-Oct-18	114443	1.5938		
				12-Oct-18	113943	1.5868		
				09-Nov-18	114443	1.5938		
				07-Dec-18	116293	1.6196		
				14-Dec-18	117793	1.6405		
				21-Dec-18	118643	1.6523		
				22-Feb-19	118323	1.6478		
				01-Mar-19	119403	1.6629		
				08-Mar-19	118703	1.6531	118703	1.6531
8	LATIN MANHARLAL SECURITIES PVT. LTD.	100000	1.3927	31-Mar-18	100000	1.3927	100000	1.3927
9	ANAND SETHI	100000	1.3927	31-Mar-18	100000	1.3927	100000	1.3927
10	MEGHNA ORGANISERS PRIVATE LIMITED	100000	1.3927	31-Mar-18	100000	1.3927		
				13-Apr-18	99000	1.3787	99000	1.3787
11	NIDHI PRANAY DOKANIA	75380	1.0498	31-Mar-18	75380	1.0498		
				27-Apr-18	75395	1.05		
				25-May-18	82206	1.1449		
				07-Sep-18	88186	1.2281		
				14-Sep-18	93565	1.303		
				21-Sep-18	93615	1.3037		
				05-Oct-18	93715	1.3051		
				12-Oct-18	94383	1.3144		
				19-Oct-18	94905	1.3217		
				26-Oct-18	94909	1.3218	94909	1.3218

## Notes:

All changes are due to sale of shares.

The above information is based on the weekly beneficiary position received from Depositories.

## V Shareholding of Directors and key managerial personnel

Sr. No	Name	Share holding at the Beginning of the year		Cumulative shareholding During the year	
		No of shares	% of total shares	No of shares	% of total shareholding
<b>1</b>	<b>Shri Daya Ram Khanchandani – Non Executive Chairman</b>				
	At the beginning of the year	1774590	24.714	1774590	24.714
	Changes during the year	45	0.00	1774635	24.714
	At the End of the year	(1774635)	(24.714)	0	0
<b>2</b>	<b>Shri Manish Murlidhar Dialani–Managing Director</b>				
	At the beginning of the year	653105	9.095	653105	9.0955
	Changes during the year	1474635	24.714	2427740	33.810
	At the End of the year	2427740	33.810	2427740	33.810
<b>3</b>	<b>Smt Lajwanti Murlidhar Dialani- Whole-time Director</b>				
	At the beginning of the year	257641	3.5881	257641	3.5881
	Changes during the year	65000	0.9052	322641	4.4933
	At the End of the year	322641	4.4933	322641	4.4933
<b>4</b>	<b>Smt Prakriti Sethi – Company Secretary</b>				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-

## V Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. In Lakhs

Particulars	Secured loans Excluding deposits	Unsecured loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
1 Principal amount	462.63	NIL	NIL	462.63
2 Interest due but not paid	NIL	NIL	NIL	NIL
3 Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (1+2+3)</b>	462.63	NIL	NIL	462.63
<b>Change in indebtedness during the financial year</b>				
Addition	52.80	NIL	NIL	52.80
Reduction	(194.09)	NIL	NIL	(194.09)
Net change	(141.29)	NIL	NIL	(141.29)
<b>Indebtedness at the end of the financial year</b>				
1 Principal amount	321.34	NIL	NIL	321.34
2 Interest due but not paid	NIL	NIL	NIL	NIL
3 Interest accrued but not due	321.34	NIL	NIL	321.34
<b>Total (1+2+3)</b>				

## VI Remuneration of directors and key managerial personnel

## A Remuneration to Managing Director, whole time Director and/or Manager/CFO:

Rs. In lakhs

Sr. No.	Name of the MD/WTD/Manager	Total 2018-19	Total 2017-18	% of Increase during the year 2018-19
1	Prakriti Sethi - Company Secretary	2.24	2.04	10.00%
2	Manish Murlidhar Dialani - MD	8.40	5.40	55.56%
3	Lajwanti Murlidhar Dialani-WTD	6.00	3.00	100%
4	Mahaveer Prasad Jain -Chief Financial Officer	2.36	2.15	10.06%

B Remuneration to other directors: Nil

## VII Penalties/punishment/compounding of offences: Not applicable

By order of the Board

Place : Jaipur  
Date: 24.08.2019

SD/-  
Manish Murlidhar Dialani  
Managing Director  
DIN: 05201121

SD/-  
Lajwanti M Dialani  
Whole Time Director  
DIN: 05201148

**Annexure B****ANSHU PARIKH****Company Secretary****F-109, Pratibha-1 Complex,****Opp. Gandhi Gram Railway Station,****Ashram Road, Ahmedabad-380009****Mob: +91-9887658618. E-mail: parikhanshu26@gmail.com****FORM NO. MR-3  
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31.03.2019**

[Pursuant to section 204(1) of the Companies Act, 2013  
and rule 9 of the Companies (Appointment and  
Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
M.K. Exim (India) Limited  
CIN: L63040RJ1992PLC007111  
Registered Office: G1/150, Garment Zone, E.P.I.P,  
Sitapura, Tonk Road, Jaipur-302022.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M.K. Exim (India) Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M.K Exim (India) Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company as made available to me and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: (Not applicable as no such events occurred during the financial year under review)
- (iii) The Depositories Act, 1996 and the Regulations and

Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: (Not applicable as no such events occurred during the financial year under review)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not applicable for the period under review.
  - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: Not applicable for the period under review.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable for the period under review.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client: Not applicable as the Company is not registered as Registrar to Issue and Share Transfer agent during the financial year under review)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable for the period under review; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not applicable for the period under review.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) as issued and notified by the Institute Of Company Secretaries Of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

During the period under review the company delayed in disclosure/intimation of following LODR regulations- 33(3)(b)(i), 47(1)(b) & (d), clause 7 of schedule III part A para A

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board and Committees thereof were carried out with requisite majority.

I further report that, based on the Compliance mechanism processes as explained by the Company, I am of opinion that there are adequate system and processes in place in the company commensurate with the size and its operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Anshu Parikh & Associates**  
**Company Secretaries**  
**SD/-**

**Date: 02/08/2019**  
**Place: Ahmedabad**

**Anshu Parikh**  
**Proprietor**  
**FCS:9785**  
**CP no: 10686**

Note: This report is to be read with our letter of even date which is annexed as Annexure and an integral part of this report.

**Annexure to Secretarial Audit Report**

To,  
The Members,  
M.K. Exim (India) Limited  
CIN: L63040RJ1992PLC007111  
Registered Office: G1/150, Garment Zone, E.P.I.P,  
Sitapura, Tonk Road, Jaipur-302022

1. The compliance of the provisions of all laws, rules, regulations, standards applicable to the M. K. Exim (India) Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices, we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Date: 02/08/2019**  
**Place: Ahmedabad**

**For Anshu Parikh & Associates**  
**Company Secretaries**  
**SD/-**  
**Anshu Parikh**  
**Proprietor**  
**FCS:9785**  
**CP no: 10686**

## ANNEXURE-C

**M. K. EXIM (INDIA) LIMITED**  
**(CIN: L63040RJ1992PLC007111)**

- (A) The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of 197(12) of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

Sr No	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31 <sup>st</sup> March 2019	Manish Dialani 324.07% Lajwanti Dialani 231.48%
2	Percentage increase in remuneration of each director and CEO in the financial year ended 31 <sup>st</sup> March 2019	Manish Dialani 55.56% Lajwanti Dialani 100.00%
3	The percentage increase of in the median remuneration of employees in the financial year.	10.20%
4	The number of permanent employees on the roll of the Company	13
5	The explanation on the relationship between average increase in remuneration and the Company performance	The average increase in remuneration was in line with the increase in the profitability of the Company
6	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Having regard to the factors such as size of the operations of the Company, its profitability and the managerial remuneration paid by similar companies in the same group of industry, the Nomination & Remuneration Committee recommended the increase in remuneration of the managerial personnel which was approved by the Board of Directors of the Company.
7	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	For the financial year ended 31 <sup>st</sup> March 2019 KMP against PBT Against operations MD 13.78% 0.35% WTD 9.84% 0.25% CFO 3.87% 0.10% CS 3.68 % 0.09%
8	The key parameters for any variable component of remuneration availed by the directors	There are no variable components in the remuneration of directors
9	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	No employee received remuneration in excess of the highest paid director during the year.
10	Variations in the market capitalization of the Company, price earning ratio as the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.	<b>Capitalisation:</b> (Rupees in lakhs) 31/3/2019 31/03/2018 697.23 575.15  <b>Price earning ratio:</b> 31/03/2019 31/03/2018 16.74 23.56
11	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. The remuneration paid is as per the remuneration policy of the Company

There were no employees who were in receipt of the remuneration which in the aggregate was not less than Rs. 1,02,00,000 per annum or in part of year who were in receipt of remuneration which in aggregate was not less than Rs. 8,50,000 p.m. Hence no details are shown as required under section 197(12) of the Act and the relevant rules made thereunder.



Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****Part "A": Subsidiaries**

(Rs.in Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Kolba Farm Fab Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	129.61
5.	Reserves & surplus	364.09
6.	Total assets	558.20
7.	Total Liabilities	558.20
8.	Investments	9.00
9.	Turnover	360.26
10.	Profit before taxation	20.11
11.	Provision for taxation	6.23
12.	Profit after taxation	13.88
13.	Proposed Dividend	Nil
14.	% of shareholding	90%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year. NIL

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of associates/Joint Ventures	NIL
1. Latest audited Balance Sheet Date	NIL
2. Shares of Associate/Joint Ventures held by the company on the year end	NIL
2.1 No.	NIL
2.2 Amount of Investment in Associates/Joint Venture	NIL
2.3 Extend of Holding%	NIL
3. Description of how there is significant influence	NIL
4. Reason why the associate/joint venture is not consolidated	NIL
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NIL
6. Profit/Loss for the year	NIL
6.1 Considered in Consolidation	NIL
6.2 Not Considered in Consolidation	NIL

- Names of associates or joint ventures which are yet to commence operations. NIL
- Names of associates or joint ventures which have been liquidated or sold during the year. NIL



**M/S Vimal Agrawal & Associates**  
**Chartered Accountants**

Opp. Rambhawan Dharmshala,  
M. D. Road, Jaipur 302004  
Ph.: 0141-2600551

**INDEPENDENT AUDITORS' REPORT**

**To the members of M.K. EXIM (INDIA) LIMITED**

**Report on the Consolidated Financial Statements**

**Opinion**

We have audited the accompanying Consolidated financial statements of M.K. EXIM (INDIA) LIMITED ("hereinafter referred to as the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated statement of changes in equity and Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information ("hereinafter referred to as the Consolidated financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31<sup>st</sup> March, 2019; and its consolidated profit, consolidated statement of changes in equity and consolidated cash flows for the year ended on that date

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

**Responsibilities of Management for Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The holding company's Board of Directors is also responsible for ensuring accuracy of record including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies including its subsidiary are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its subsidiary and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by Directors of the Holding company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from

material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- \* Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- \* Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- \* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- \* Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the companies to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the companies to cease to continue as a going concern.
- \* Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- \* Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group and its associates and joint ventures to

express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements. We communicate with those charged with governance of the subsidiary company included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

Ind AS-19, for Employees Benefits, in respect of Provision for Gratuity. The Provision for Gratuity provided by the company is inadequate and its effect on liabilities and profit of the Company is unascertainable. Further, requisite disclosures are not made in respect of retirement

benefits.

Our opinion is not modified in respect of this matter.

**Other Matter**

We did not audit the financial statements of its subsidiary Kolba Farm Fab Private Limited reflecting total assets of Rs. 558.20 lacs, total revenue of Rs.360.26 lacs, net profit of Rs.13.88 lacs and net cash flow amounting to Rs. 5.86 lacs for the year ended on that date, as considered in consolidated financial statements and our report in terms of sub sections 3 & 11 of section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based only on the report of other auditors.

These financial statements have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and financial statements certified by the management.

**Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial statements of the subsidiary referred to in the Other Matters section above we report, to the extent applicable that:

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law have been kept by the holding company and its subsidiary including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books of the Holding Company and the report of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this report are in agreement with relevant books of account maintained by holding company and its subsidiary relating to the preparation of Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting

Standards referred to in Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014

- e. On the basis of written representations received from the Directors, as on 31<sup>st</sup> March, 2019 and taken on record by the Board of Directors of the Holding Company and the report of statutory auditors of subsidiary company, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Holding company and its subsidiary and the operating effectiveness of such controls, refer to our separate report in Annexure A which is based on the auditors' reports of the subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the subsidiary company.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group does not have any pending litigation which would impact its financial position.
  - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For Vimal Agrawal & Associates**  
**Chartered Accountants**  
**(FRN: 004187C)**  
**SD/-**

**(V. K. Agrawal)**  
**Partner**  
**M.No.071627**

**Place: Jaipur**  
**Dated: 30<sup>th</sup> May, 2019**



**M/S Vimal Agrawal & Associates**  
**Chartered Accountants**

Opp. Rambhawan Dharmshala,  
M. D. Road, Jaipur 302004  
Ph.: 0141-2600551

**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**

**Referred to in paragraph in the Independent Auditors' Report of even date to the members of M.K. Exim (India) Limited on the consolidated financial statements for the year ended 31<sup>st</sup> March, 2019.**

**Report on the Internal Financial Controls under Cause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of M.K. Exim (India) Limited ("the Holding Company") & its subsidiary company as of 31<sup>st</sup> March, 2019 in the conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company and its subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the companies internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards

and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
  - Provide reasonable assurance regarding prevention of

timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of internal Financial Controls Over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion to the best of our information and according to explanations given to us, the Holding Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

9. Our aforesaid reports under section 143(3)(i) of the Act adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the subsidiary company, is based on the corresponding report on the auditors of subsidiary company. Our opinion is not qualified in respect of this matter.

**For Vimal Agrawal & Associates**  
**Chartered Accountants**  
**(FRN: 004187C)**  
**SD/-**

**(V. K. Agrawal)**  
**Partner**  
**M.No.071627**

**Place: Jaipur**  
**Dated: 30<sup>th</sup> May, 2019**

**M.K.EXIM (INDIA) LIMITED**  
**(CIN: L63040RJ1992PLC007111)**  
**G-1/150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

		NOTES	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
PROPERTY, PLANT AND EQUIPMENTS	1	4,58,26,406	4,74,96,660	
CAPITAL WORK-IN-PROGRESS		-	-	
INTANGIBLE ASSETS		-	-	
INTANGIBLE ASSETS UNDER DEVELOPMENT		-	-	
<b>FINANCIAL ASSETS</b>				
INVESTMENTS	2	9,01,000	6,56,000	
LOANS	3	1,96,496	6,14,233	
OTHER NON-CURRENT ASSETS	4	59,92,605	87,18,738	
<b>TOTAL NON-CURRENT ASSETS</b>		<b>5,29,16,507</b>	<b>5,74,85,631</b>	
<b>CURRENT ASSETS</b>				
INVENTORIES	5	6,47,57,776	3,59,87,627	
<b>FINANCIAL ASSETS</b>				
INVESTMENTS		-	-	
TRADE RECEIVABLES	6	14,93,26,465	14,11,16,909	
CASH AND CASH EQUIVALENTS	7	10,67,202	10,77,462	
LOANS	8	2,62,37,598	7,26,83,542	
OTHER FINANCIAL ASSETS		-	-	
OTHER CURRENT ASSETS	9	86,68,713	68,27,208	
<b>TOTAL CURRENT ASSETS</b>		<b>25,00,57,754</b>	<b>25,76,92,748</b>	
<b>TOTAL ASSETS</b>		<b>30,29,74,261</b>	<b>31,51,78,379</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
EQUITY SHARE CAPITAL	10	7,18,05,000	7,18,05,000	
OTHER EQUITY	11	17,19,02,896	16,70,82,582	
NON CONTROLLING INTEREST		49,36,976	47,98,153	
<b>TOTAL EQUITY</b>		<b>24,86,44,872</b>	<b>24,36,85,735</b>	
<b>LIABILITIES</b>				
<b>NON-CURRENT LIABILITIES</b>				
<b>FINANCIAL LIABILITIES</b>				
BORROWINGS	12	43,86,405	18,99,342	
PROVISIONS				
DEFERRED TAX LIABILITIES (NET)	13	(3,27,723)	1,11,484	
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>40,58,682</b>	<b>20,10,826</b>	
<b>CURRENT LIABILITIES</b>				
<b>FINANCIAL LIABILITIES</b>				
BORROWINGS	14	2,99,49,152	4,26,04,462	
TRADE PAYABLES	15	1,09,95,290	1,25,28,561	
OTHER FINANCIAL LIABILITIES	16	30,02,833	93,41,718	
OTHER CURRENT LIABILITIES	17	36,03,586	35,34,078	
PROVISIONS	18	27,19,846	14,73,000	
<b>TOTAL CURRENT LIABILITIES</b>		<b>5,02,70,707</b>	<b>6,94,81,819</b>	
<b>TOTAL LIABILITIES</b>		<b>5,43,29,389</b>	<b>7,14,92,645</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>30,29,74,261</b>	<b>31,51,78,379</b>	
SIGNIFICANT ACCOUNTING POLICIES				
SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS				
<b>As per our report of even date annexed      For and on behalf of the Board</b>				
<b>For Vimal Agrawal &amp; Associates</b>				
<b>Chartered Accountants</b>				
SD/- (V. K. Agrawal) Partner	SD/- ( Lajwanti M Dialani) Whole Time Director DIN : 05201148	SD/- (Manish M Dialani) Managing Director DIN : 05201121	SD/- (M.P. Jain) CFO	SD/- ( Prakriti Sethi) Company Secretary
Place : Jaipur				
Date : 30th May, 2019				

**M.K.EXIM (INDIA) LIMITED**  
**(CIN: L63040RJ1992PLC007111)**  
**G-1/150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED 31ST MARCH, 2019**

	NOTES	2018-19	2017-18
<b>INCOME</b>			
<b>REVENUE FROM OPERATION</b>			
SALE OF PRODUCT	19	24,25,83,952	19,09,54,839
INCOME FROM SERVICES	20	3,00,46,280	2,91,00,572
		<b>27,26,30,232</b>	<b>22,00,55,411</b>
OTHER INCOME	21	1,54,74,847	96,31,553
<b>TOTAL INCOME</b>		<b>28,81,05,079</b>	<b>22,96,86,964</b>
<b>EXPENSES</b>			
COST OF MATERIAL CONSUMED	22	-	-
PURCHASE OF STOCK IN TRADE	23	25,63,07,031	16,36,49,785
CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND STOCK IN TRADE	24	(2,87,70,149)	89,74,036
EMPLOYEE BENEFITS EXPENSES	25	1,51,98,132	1,43,69,585
FINANCE COST	26	47,02,404	75,22,320
DEPRECIATION/AMORTISATION AND DEPLETION EXPENSES	1	71,54,843	83,71,635
OTHER EXPENSES	27	2,54,06,390	2,10,04,599
<b>TOTAL EXPENSES</b>		<b>27,99,98,651</b>	<b>22,38,91,959</b>
<b>PROFIT BEFORE TAX</b>		<b>81,06,428</b>	<b>57,95,005</b>
<b>TAX EXPENSES:-</b>			
CURRENT TAX		35,95,398	26,97,315
DEFERRED TAX		(4,39,207)	(8,48,205)
INCOME TAX FOR EARLIER YEARS		8,900	47,000
<b>PROFIT FOR THE YEAR</b>		<b>49,59,137</b>	<b>39,92,895</b>
<b>OTHER COMPREHENSIVE INCOME:-</b>			
(i) ITEMS THAT WILL NOT BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS		-	-
(ii) INCOME TAX RELATING TO ITEMS THAT WILL NOT BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS (PREVIOUS YEAR RS. NIL )		-	-
(iii) ITEMS THAT WILL BE RECLASSIFIED TO STATEMENT OF POFIT AND LOSS		-	-
(iv) INCOME TAX RELATING TO ITEMS THAT WILL BE RECLASSIFIED TO STATEMENT OF POFIT AND LOSS		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>49,59,137</b>	<b>39,92,895</b>
<b>NET PROFIT ATTRIBUTABLE TO:-</b>			
<b>A OWNERS OF THE COMPANY</b>		<b>48,20,314</b>	<b>38,39,476</b>
<b>B NON CONTROLLING INTEREST</b>		<b>1,38,823</b>	<b>1,53,419</b>
<b>OTHER COMPREHENSIVE INCOME ATTRIBUTABLE TO:-</b>			
<b>A OWNERS OF THE COMPANY</b>		-	-
<b>B NON CONTROLLING INTEREST</b>		-	-
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:-</b>			
<b>A OWNERS OF THE COMPANY</b>		<b>48,20,314</b>	<b>38,39,476</b>
<b>B NON CONTROLLING INTEREST</b>		<b>1,38,823</b>	<b>1,53,419</b>
<b>EARNINGS PER EQUITY SHARE OF FACE VALUE OF RS. 10 EACH</b>			
BASIC (RS.)		0.6713	0.5347
DILUTED (RS.)		0.6713	0.5347
SIGNIFICANT ACCOUNTING POLICIES			
SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS			
<b>As per our report of even date annexed For and on behalf of the Board</b>			
<b>For Vimal Agrawal &amp; Associates</b>			
<b>Chartered Accountants</b>			
SD/- (V. K. Agrawal) Partner	SD/- ( Lajwanti M Dialani) Whole Time Director DIN : 05201148	SD/- (Manish M Dialani) Managing Director DIN : 05201121	SD/- (M.P. Jain) CFO
			SD/- ( Prakriti Sethi) Company Secretary
Place : Jaipur			
Date : 30th May, 2019			



**M.K.EXIM (INDIA) LIMITED**  
**(CIN : L63040RJ1992PLC007111)**  
**G-150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

<b>CASH FLOW FROM OPERATIVE ACTIVITES (A)</b>	<b>Year Ended 31.03.19</b>	<b>Year Ended 31.03.18</b>
<b>Net Profit before tax</b>	8106429.00	5795005.00
<b>Adjustments for:</b>		
Deferred Tax Liability	(275743.00)	(848205.00)
Depreciation	7154841.00	8371635.00
Interest Expenses	3163647.00	5030136.00
Gratuity	114313.00	201315.00
Unrealised Exchange Loss	142866.00	0.00
Loss on Sale of Fixed Assets	815925.00	1984156.00
<b>Operating Profit before working capital changes</b>	<b>19222278.00</b>	<b>20534042.00</b>
<b>Adjustment for:</b>		
Increase/Decrease in Inventories	(28770149.00)	8974036.00
Increase/Decrease Sundry Debtors & Other receivable	35870001.00	172785228.00
Increase/Decrease in Current liabilities	(13138287.00)	(200823371.00)
Increase/Decrease in Loans & Advances	0.00	8000000.00
<b>Cash Generated From Operating activities</b>	<b>13183843.00</b>	<b>9469935.00</b>
Interest paid	(3589160.00)	(3767568.00)
Tax Paid	(1535205.00)	(2499703.00)
<b>Net Cash Flow from Operating Activities</b>	<b>8059478.00</b>	<b>3202664.00</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES (B)</b>		
Purchases of Fixed Assets	(8800514.00)	(1653488.00)
Sale of Fixed Assets	2500000.00	144000.00
Interest Income	157848.00	69445.00
Proceeds from Govt. Grant	0.00	788978.00
Decrease/Increase in Investment/Other Non Current Assets	3423752.00	(665105.00)
<b>Net Cash used In Investing Activities</b>	<b>(2718914.00)</b>	<b>(1316170.00)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES ( C )</b>		
Increase/Decrease in Secured Loans	(5350824.00)	(2246482.00)
Decrease in Unsecured Loan	0.00	0.00
Share application Money	0.00	0.00
Preliminary Exp.	0.00	0.00
Interest on Bank Loan		(1262568.00)
<b>Net Cash From Financing Activities</b>	<b>(5350824.00)</b>	<b>(3509050.00)</b>
<b>Net Increase ( Decrease ) In cash &amp; cash equivalents ( A+B+C )</b>	<b>(10260.00)</b>	<b>(1622556.00)</b>
Opening cash and cash equivalents	1077462.00	2700018.00
Closing cash and cash equivalents	1067202.00	1077462.00
<div> <div> <b>As per our report of even date annexed</b>  <b>For Vimal Agrawal &amp; Associates</b>  <b>Chartered Accountants</b> </div> <div> <b>For and on behalf of the Board</b> </div> </div> <div> <div> SD/-  <b>(V. K. Agrawal)</b>  Partner </div> <div> SD/-  <b>( Lajwanti M Dialani)</b>  Whole Time Director  DIN : 05201148 </div> <div> SD/-  <b>(Manish M Dialani)</b>  Managing Director  DIN : 05201121 </div> <div> SD/-  <b>(M.P. Jain)</b>  CFO </div> <div> SD/-  <b>( Prakriti Sethi)</b>  Company Secretary </div> </div> <div> <b>Place : Jaipur</b>  <b>Date : 30th May, 2019</b> </div>		

**M.K.EXIM (INDIA) LIMITED**  
(CIN : L63040RJ1992PLC007111)

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31ST MARCH, 2019**

**A. EQUITY SHARE CAPITAL**

BALANCE AT THE BEGINNING OF THE REPORTING PERIOD i.e. 01 APRIL, 2017	EQUITY SHARE CAPITAL DURING THE YEAR 2017-18	BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2018	EQUITY SHARE CAPITAL DURING THE YEAR 2018-19	END OF THE REPORTING PERIOD i.e. 31 MARCH, 2019
7,18,05,000	-	7,18,05,000	-	7,18,05,000

**B. OTHER EQUITY**

	RESERVE & SURPLUS				OTHER COMPREHENSIVE INCOME	TOTAL
	CAPITAL RESERVE	SECURITY PREMIUM	GENERAL RESERVE	RETAINED EARNINGS		
<b>AS ON 31 MARCH 2018</b>						
BALANCE AT THE BEGINNING OF THE REPORTING PERIOD i.e. 01 APRIL, 2017	38,08,845	5,34,82,300	-	10,59,51,961	-	16,32,43,106
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	-	-	-	-
TRANSFER TO / (FROM) RETAINED EARNINGS	-	-	-	38,39,476	-	38,39,476
BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2018	38,08,845	5,34,82,300	-	10,97,91,437	-	16,70,82,582
<b>AS ON 31 MARCH 2019</b>						
BALANCE AT THE BEGINNING OF THE REPORTING PERIOD i.e. 01 APRIL, 2018	38,08,845	5,34,82,300	-	10,97,91,437	-	16,70,82,582
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	-	-	-	-
TRANSFER TO / (FROM) RETAINED EARNINGS	-	-	-	48,20,314	-	48,20,314
BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2019	38,08,845	5,34,82,300	-	11,46,11,751	-	17,19,02,896

As per our report of even date annexed For and on behalf of the Board  
For Vimal Agrawal & Associates  
Chartered Accountants

SD/-  
(V. K. Agrawal)  
Partner

SD/-  
(Lajwanti M Dialani)  
Whole Time Director  
DIN : 05201148

SD/-  
(Manish M Dialani)  
Managing Director  
DIN : 05201121

SD/-  
(M.P. Jain)  
CFO

SD/-  
(Prakriti Sethi)  
Company Secretary

Place : Jaipur  
Date : 30th May, 2019

**M.K.EXIM ( INDIA ) LTD.**  
**(CIN: L63040RJ1992PLC007111)**  
**G-1/150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**A. CORPORATE INFORMATION**

M.K. EXIM (INDIA ) Limited ("the Company") is a listed entity incorporated in India.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

**B. SIGNIFICANT ACCOUNTING POLICIES**

**(i) BASIS OF PREPARATION AND PRESENTATION**

The consolidated financial statements of the Company are prepared under the historical cost convention on accrual basis and in conformity with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Company's financial statements are presented in Indian Rupees (Rs.), which is also its functional currency.

**(ii) PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements relate to M.K. EXIM (INDIA ) Limited ("the Company") and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

- (a) The financial statements of the Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- (c) Offset (eliminate) the carrying amount of the parent's investment in subsidiary.
- (d) Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (e) Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

**(iii) Property, plant and equipment**

Fixed Assets are stated at cost, including attributable cost of bringing the assets to its working condition for the intended use.

Depreciation is provided from the date, the assets are installed and put to use on straight line method based on useful life of asset as prescribed in schedule II of the Companies Act, 2013 except in respect of Plant & Machineries where useful life, as technically assessed, is different than those prescribed in schedule II.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Significant components of assets having a life shorter than the main asset, if any is depreciated over the shorter life.

**(iv) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialised.

**(v) Foreign Currency Transaction**

- (a) All Foreign currency transaction are recorded at the rates prevailing on the date of the transaction.
- (b) Foreign Currency transaction remaining unsettled at the Balance Sheet date are translated at the exchange rate prevailing at the Balance Sheet date or at the rate which is likely to be realised in certain specific cases.
- (c) The exchange difference on settlements/conversion are credited/charged to profit and Loss Account.
- (d) The Company has not entered into any forward exchange contract during the period.

(vi)	<p><b><u>Inventories:</u></b></p> <p>(a) Raw Materials, Packing Materials and Consumables are valued at the lower of Cost, computed on FIFO basis and estimated net realisable value.</p> <p>(b) Finished goods and Work in Process are valued at the lower of cost, computed on FIFO basis and estimated net realisable value. Finished goods and work in progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.</p>
(vii)	<p><b><u>Revenue Recognition</u></b></p> <p>(a) The company follows mercantile system of accounting and recognizes significant items of income &amp; expenditure on accrual basis.</p> <p>(b) DEPB is recognised when there is significant certainty regarding the ultimate collection of the relevant export proceeds.</p> <p>(c) Rent Income is booked as per terms of contract.</p> <p>(d) Interest income is booked as per certificate.</p>
(viii)	<p><b><u>Employee Benefits:</u></b></p> <p>(a) Contribution to Provident Fund and Employees State Insurance is accounted for on accrual basis.</p> <p>(b) Gratuity liability is provided for on estimated basis for all employees under the "Payment of Gratuity Act, 1972"</p>
(ix)	<p><b><u>Finance Cost</u></b></p> <p>Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.</p>
(x)	<p><b><u>Tax Expenses</u></b></p> <p>(a) Income Tax comprises Current Tax and Deferred Tax. Current Tax is the amount of tax payable as determined in accordance with provisions of Income tax Act, 1961</p> <p>(b) Deferred Income Tax is provided on all temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial purpose.</p> <p>(c) Deferred Tax Assets are recognised on unabsorbed depreciation only to the extent that there is virtual certainty supported by convincing evidence and to the extent that there is reasonable certainty of their realisation.</p> <p>(d) Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date.</p>
(xi)	<p><b><u>Financial instruments</u></b></p> <p>(A) Financial Assets</p> <p>(a) Initial recognition and measurement All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.</p> <p>(b) Subsequent measurement</p> <p>(i) Financial assets carried at amortised cost (AC) A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding</p> <p>(ii) Financial assets at fair value through other comprehensive income (FVTOCI) A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.</p> <p>(iii) Financial assets at fair value through profit or loss (FVTPL) A financial asset which is not classified in any of the above categories are measured at FVTPL</p> <p>(c) Investment in subsidiaries</p> <p>(i) The Company has accounted for its investments in subsidiaries at cost.</p> <p>(ii) Value of other investments is valued at cost because Fair Value within that range - as per IND AS 109</p> <p>(B) Financial liabilities</p> <p>(a) Initial recognition and measurement All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost</p> <p>(b) Subsequent measurement Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.</p>

**M. K. EXIM ( INDIA ) LTD**

(CIN : L63040RJ1992PLC007111)

**1 PROPERTY, PLANT & EQUIPMENT**

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK
		AS AT 01.04.2018	ADDITION/ (DELETION)	AS ON 31.03.19	UP TO 31.03.2018	ADJUSTMENT	FOR THE YEAR	UPTO 31.03.2019	AS ON 31.03.19
	<b>Tangible Assets</b>								
1	LAND	71,66,290	0	71,66,290	0	0		0	71,66,290
2	SITE DEVELOPMENT	2,65,586	0	2,65,586	1,10,878	0	6,429	1,17,307	1,48,279
3	FACTORY BUILDING	58,91,571	0	58,91,571	45,73,807	0	4,76,135	50,49,942	8,41,629
4	OFFICE BUILDING	42,70,297	0	42,70,297	22,57,259	0	58,049	23,15,308	19,54,989
5	PLANT & MACHINERY	7,48,32,058	4,00,000	7,52,32,058	4,92,95,658	0	46,71,876	5,39,67,534	2,12,64,524
6	FURNITURE & FIXTURES	9,88,023	0	9,88,023	8,30,125	0	54,448	8,84,573	1,03,450
7	VEHICLES	1,56,45,729	67,95,820 16,04,694 -62,59,649	1,77,86,594	45,07,197	-29,43,724	18,76,067	34,39,540	1,43,47,054
8	COMPUTER	62,488	0	62,488	50,458	0	11,839	62,297	191
9	OFFICE EQUIPMENT	4,34,637	0	4,34,637	4,34,637	0	0	4,34,637	0
	<b>TOTAL</b>	<b>10,95,56,679</b>	<b>25,40,865</b>	<b>11,20,97,544</b>	<b>6,20,60,019</b>	<b>-29,43,724</b>	<b>71,54,843</b>	<b>6,62,71,138</b>	<b>4,58,26,406</b>

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK
		AS AT 01.04.2017	ADDITION/ (DELETION)	AS ON 31.03.18	UP TO 31.03.2017	ADJUSTMENT	FOR THE YEAR	UPTO 31.03.2018	AS ON 31.03.18
	<b>Tangible Assets</b>								
1	LAND	71,66,290	0	71,66,290	0	0	0	0	71,66,290
2	SITE DEVELOPMENT	2,65,586	0	2,65,586	1,04,449	0	6,429	1,10,878	1,54,708
3	FACTORY BUILDING	58,91,571	0	58,91,571	40,89,918	0	4,83,889	45,73,807	13,17,764
4	OFFICE BUILDING	42,70,297	0	42,70,297	21,99,210	0	58,049	22,57,259	20,13,038
5	PLANT & MACHINERY	9,24,15,800	-1,75,83,742	7,48,32,058	6,04,93,581	-1,70,96,786	58,98,863	4,92,95,658	2,55,36,400
6	FURNITURE & FIXTURES	9,88,023	0	9,88,023	7,75,677	0	54,448	8,30,125	1,57,898
7	VEHICLES	1,56,45,729	0	1,56,45,729	26,49,267	0	18,57,930	45,07,197	1,11,38,532
8	COMPUTER	50,200	12,288	62,488	38,431	0	12,027	50,458	12,030
9	OFFICE EQUIPMENT	4,34,637	0	4,34,637	4,34,637	0	0	4,34,637	0
	<b>TOTAL</b>	<b>12,71,28,133</b>	<b>-1,75,71,454</b>	<b>10,95,56,679</b>	<b>7,07,85,170</b>	<b>-1,70,96,786</b>	<b>83,71,635</b>	<b>6,20,60,019</b>	<b>4,74,96,660</b>

**M. K. EXIM (INDIA) LTD.**  
(CIN: L63040RJ1992PLC007111)

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Particulars	31.03.2019	31.03.2018
<b>2: NON CURRENT INVESTMENTS</b>		
<b>Other Investments (unquoted)( Non Trade) (measured at cost)</b>		
Fixed Deposit	8,00,000	5,55,000
The Cosmoc Co. operative Bank (1000 equity shares of Rs. 100/ each)	1,00,000	1,00,000
NSC	1,000	1,000
<b>TOTAL NON CURRENT INVESTMENTS</b>	<b>9,01,000</b>	<b>6,56,000</b>
<b>3: LOANS &amp; ADVANCES</b>		
<b>(Unsecured &amp; Cosidered good)</b>		
Other Advances	51,296	70,000
Mat Credit Entitlement	1,45,200	5,44,233
	<b>1,96,496</b>	<b>6,14,233</b>
<b>4: OTHER NON CURRENT ASSETS</b>		
Claim receivable for loss by fire	-	27,27,373
Income tax Demand	0	0
TDS Receivable	4,79,900	4,78,987
TDS 2018-19	5,21,226	-
Advance TDS	4,20,480	-
Security Deposit	1,92,555	1,92,555
Drawback receivable	5,58,224	14,99,603
Central subsidy 10%	37,80,220	37,80,220
Advance Tax 2012-13	40,000	40,000
VAT Receivable	-	-
	<b>59,92,605</b>	<b>87,18,738</b>
<b>5:INVENTORIES</b>		
Raw Material	-	-
Finished Goods	6,47,57,776	3,59,87,627
Chindi(Scrap)	-	-
	<b>6,47,57,776</b>	<b>3,59,87,627</b>
<b>6:TRADE RECEIVABLES</b>		
<b>(Unsecured &amp; Considered Good)</b>		
Debts (Outstanding for a period exceeding six months)	3,55,18,392	3,14,48,239
Others	11,38,08,073	10,96,68,670
	<b>14,93,26,465</b>	<b>14,11,16,909</b>
<b>7:CASH &amp; CASH EQUIVALENTS</b>		
Cash in Hand	2,05,727	5,94,149
Balance with Banks	8,61,475	4,83,313
<b>CASH &amp; CASH EQUIVALENTS AS PER BALANCE SHEET</b>	<b>10,67,202</b>	<b>10,77,462</b>
<b>CASH &amp; CASH EQUIVALENTS AS PER CONSOLIDATED CASH FLOW</b>	<b>10,67,202</b>	<b>10,77,462</b>
<b>8:LOANS &amp; ADVANCES</b>		
<b>(Unsecured &amp; considered good)</b>		
Advances to Suppliers	2,55,27,089	7,19,26,178
Advances to Employees	7,10,509	7,57,364
	<b>2,62,37,598</b>	<b>7,26,83,542</b>
<b>9:OTHER CURRENT ASSETS</b>		
Prepaid Insurance	1,82,676	1,84,200
Prepaid Expenses	-	2,27,799
Dividend Receivable	-	35,212
FD interest receivable	-	1,20,169
GST Receivable	41,11,174	22,21,051
ITC Receivable	43,74,863	40,38,777
	<b>86,68,713</b>	<b>68,27,208</b>

<b>10 : SHARE CAPITAL</b>						
<b>10.1. GENERAL INFORMATION</b>						
The consolidated Financial Statements present the Consolidated Accounts of M.K.EXIM (INDIA) LIMITED with its Following Subsidiary :-						
<b>INDIAN SUBSIDIARY:</b> <b>KOLBA FARM FAB PVT. LTD.</b>					<b>PROPORTION OF OWNERSHIP INTEREST</b>	
					90%	90%
<b>10.2 Authorised Capital</b>						
10000000 Equity Shares of Rs 10/- each					10,00,00,000.00	10,00,00,000.00
<b>Issued ,Subscribed &amp; Paid up Capital</b>						
7180500 Equity Shares of Rs 10/- each fully paid up					7,18,05,000.00	7,18,05,000.00
					<b>7,18,05,000.00</b>	<b>7,18,05,000.00</b>
<b>10.1 Details of shareholders holding more than 5% shares</b>						
<b>Name of shareholder</b>	<b>No. of shares</b>		<b>%</b>			
	<b>18-19</b>	<b>17-18</b>	<b>18-19</b>	<b>17-18</b>		
Dayaram Khanchandani	0	1774590	0	24.72		
Manish Dialani	2427740	653105	33.81	9.10		
Murli Dialani	434985	354985	6.05	4.94		
<b>10.2 The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held.</b>						
<b>11 : OTHER EQUITY</b>						
<b>CAPITAL RESERVE</b>						
Opening Balance					22,50,132	22,50,132.00
Add: Arising on consolidation due to investment in share of equity holding					-	-
Closing Balance					<b>22,50,132</b>	<b>22,50,132</b>
<b>Statement of Profit and Loss</b>						
Opening balance					10,97,91,437	10,59,51,961
(+ ) Net Profit For the current year					48,20,314	38,39,476
					11,46,11,751	10,97,91,437
Less:- Appropriations					-	-
Profit after Appropriations					11,46,11,751	10,97,91,437
Securities Premium Reserve					5,34,82,300	5,34,82,300
State Investment Subsidy					15,58,713	15,58,713
<b>Balance of Holding Company</b>					<b>16,96,52,764</b>	<b>16,48,32,450</b>
Add:- Share in Reserve & Surplus of Subsidiary					-	-
<b>Total</b>					<b>17,19,02,896</b>	<b>16,70,82,582</b>
<b>12 : BORROWINGS (NON CURRENT)</b>						
Secured loan (secured by hypothecation of car)					43,86,405	18,99,342
					<b>43,86,405</b>	<b>18,99,342</b>
<b>13: DEFERRED TAX LIABILITY (NET)</b>						
In accordance with Indian Accounting Standards-12 "INCOME TAXES "issued by the Institute of Chartered Accountants of India, the company has created deferred tax assets during the year.The breakup of Net Deferred Assets/(Liabilities) are as under:						
Timing Difference between Book & Tax Value of Fixed Assets					16,78,790.00	(3,31,599.00)
Gratuity Provision					(7,08,085.00)	(6,71,841.00)
Others					(12,98,428.00)	11,14,924.00
					<b>(3,27,723.00)</b>	<b>1,11,484.00</b>

<b>14: BORROWINGS - CURRENT</b>		
Bill Purchase Limit	2,49,27,212	2,49,80,150
<b>WORKING CAPITAL LIMIT :-</b>		
From State Bank of India	50,21,940	1,76,24,312
(Working Capital limit from State Bank of India is secured by way of first charge over all the fixed assets.)		
	<b>2,99,49,152</b>	<b>4,26,04,462</b>
<b>15: TRADE PAYABLES</b>		
Micro, Small & Medium Enterprises	10,680	-
Others	1,09,84,610	1,25,28,561
	<b>1,09,95,290</b>	<b>1,25,28,561</b>
<b>16: OTHER FINANCIAL LIABILITIES</b>		
Current Maturities of Long Term Debt	25,92,618	89,31,503
Unpaid Dividend	2,00,215	2,00,215
Building rent Security	2,10,000	2,10,000
	<b>30,02,833</b>	<b>93,41,718</b>
<b>17: OTHER CURRENT LIABILITIES</b>		
PF & ESI Payable	28,901	27,696
Credit Balance of Schedule Bank	76,035	76,035
Gratuity Provision	27,23,404	26,09,091
TDS Payable	2,87,664	1,53,161
Gst Payable	1,51,324	-
Interest on TDS Payable	-	2,106
D.G.V.C.L	3,36,258	-
THE COSMOS CO.OP. BANK	-	6,65,989
	<b>36,03,586</b>	<b>35,34,078</b>
<b>18: PROVISIONS - CURRENT</b>		
Provision for Income tax	28,09,517	17,97,000
Less :Advance tax & TDS	(89,671)	(3,24,000)
	27,19,846	14,73,000
Tax on Dividend	-	-
Mat	-	-
	<b>27,19,846</b>	<b>14,73,000</b>
<b>19: SALE OF PRODUCT</b>		
Domestic Sales	59,04,573	-
Export Sales	23,66,79,379	19,09,54,839
	<b>24,25,83,952</b>	<b>19,09,54,839</b>
<b>20: INCOME FROM SERVICES</b>		
Job Work Income	2,98,06,280	2,88,60,572
Rent	2,40,000	2,40,000
	<b>3,00,46,280</b>	<b>2,91,00,572</b>
<b>21: OTHER INCOME</b>		
Subsidy Received	-	7,88,978
Exchange Rate Difference	1,02,90,831	4,55,360
Duty Drawback	45,53,838	82,50,173
Discount	98,075	67,571
Dividend	20,800	-
DGVCL Interest	38,602	-
Insurance Claim	3,14,853	-
FD Interest	1,57,848	69,445
Round Off	-	26
	<b>1,54,74,847</b>	<b>96,31,553</b>
<b>21.1 : OTHER COMPREHENSIVE INCOME</b>		
	-	-
	-	-
	-	-
	-	-
<b>22: COST OF MATERIALS CONSUMED</b>		
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-



<b>23: PURCHASE OF TRADING GOODS</b>		
Purchase of Fabric	25,63,07,031	15,74,01,404
Purchase of Goods (For NGO)	-	12,96,000
Purchase of Others	-	49,52,381
	<b>25,63,07,031</b>	<b>16,36,49,785</b>
<b>24: CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND STOCK-IN-TRADE</b>		
Closing Stock of Finished Goods	6,47,57,776	3,59,87,627
Less: Opening Stock of Finished Goods	3,59,87,627	4,49,61,663
(Increase)/Decrease in Finished Goods	(2,87,70,149)	89,74,036
Increase in Closing stock of Chindi	-	-
	<b>(2,87,70,149)</b>	<b>89,74,036</b>
<b>25: EMPLOYEE BENEFITS EXPENSES</b>		
Salary & Wages Expenses	1,47,81,934	1,38,05,525
Staff Welfare Expenses	98,741	1,30,459
Provident Fund & ESI Contribution	1,88,146	1,90,782
Gratuity	1,14,313	2,01,315
Festival Expenses	14,998	41,504
	<b>1,51,98,132</b>	<b>1,43,69,585</b>
<b>26: FINANCE COST</b>		
Interest	28,73,465	50,30,136
Other Expenses	18,28,939	24,92,184
	<b>47,02,404</b>	<b>75,22,320</b>
<b>27: OTHER EXPENSES</b>		
<b>Manufacturing Expenses:-</b>		
Carriages & Cartages	-	300
Milligine & Oil Expenses	21,07,689	18,39,128
Testing Charges	60,948	22,589
Job Charges	-	6,04,501
Power & Fuel	45,16,410	36,20,150
Total(A)	<b>66,85,047</b>	<b>60,86,668</b>
<b>Other Expenses:-</b>		
Advertisement Expenses	47,018	40,319
Auditors' Remuneration	2,55,000	2,30,000
Commission Expenses	23,66,794	-
Conveyance Charges	1,90,740	2,01,590
Council Charges	49,200	15,120
Demand & Penalties	5,181	1,29,568
Director Remuneration	36,90,000	33,33,315
Discount	13,857	-
Electric & Water Expenses	1,65,447	30,700
Freight Charges	49,12,160	40,17,313
Insurance Charges	3,67,243	4,15,015
Interest on TDS	-	2,106
Legal & Professional Charges	15,40,555	19,50,140
Loss on sale of Fixed Assets	8,15,925	19,84,156
Office Expenses	2,74,699	2,30,233
Postage Expenses	43,799	58,408
Printing & Stationery	78,850	88,170
Property Tax	-	1,38,850
Registration & Annual Charges	4,79,462	4,45,501
Rent	20,000	-
Repairs to Building	-	8,07,209
Repairs to Others	2,59,859	1,80,743
Round off Expenses	113	-
Sales Promotion Expenses	12,937	-
Security Expenses	44,100	2,64,600
Sundry Balances W/off	27,27,373	95,315
Telephone Expenses	56,596	62,996
Travelling Expenses	26,752	12,834
Vehicle Expenses	2,73,583	1,74,680
Website & Internet Expenses	4,100	9,050
Total(B)	<b>1,87,21,343</b>	<b>1,49,17,931</b>
Total(A)+(B)	<b>2,54,06,390</b>	<b>2,10,04,599</b>

<b>27.1 VALUE OF PACKING MATERIAL CONSUMED</b>	<b>Rs. In Lacs.</b>	<b>%</b>	<b>Rs. In Lacs.</b>	<b>%</b>
Imported	0	0	0	0
Indigenous	0	100	4.80	100
<b>27.2 PAYMENTS TO AUDITORS</b>				
<b>(a) As Auditors:</b>				
Statutory Audit Fees		1,80,000		1,80,000
Tax Audit Fees		75,000		50,000
<b>(b) As Advisers,in respect of</b>				
-Other Services		37,000		56,000
		2,92,000		2,86,000
<b>28:EARNINGS PER SHARE(EPS)</b>				
Net Profit after tax available for Equity Share holders		48,20,314		38,39,476
Weighted average of number of equity share outstanding during the year		71,80,500		71,80,500
Basic & Diluted Earnings per share( in Rs.)		0.6713		0.5347
Face value per equity share( in Rs.)		10		10
<b>29:EARNING IN FOREIGN EXCHANGE &amp; EXPENDITURE</b>				
<b>Foreign Exchange Earning(FOB Value)</b>				
Export		23,59,64,781		19,02,35,652
<b>Foreign Exchange Expenditure</b>		60,948		29,064
<b>30:RELATED PARTY DISCLOSURES</b>				
As per Indian Accounting Standards 24, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Indian Accounting Standard are given below :				
(1)List of related parties and relationships :				
<b>S.NO.</b>		<b>RELATIONSHIP</b>		
1. Mr. Dayaram Khanchandani :		Key Management Personnel (KMP)		
2. Mr. Manish Murlidhar Dialani		Key Management Personnel (KMP)		
3. Mrs. Lajwanti Murlidhar Dialani		Key Management Personnel (KMP)		
4. Mrs. Prakriti Sethi (Company Secretary)		Key Management Personnel (KMP)		
4. Mr. Mahaveer Prasad Jain (CFO)		Key Management Personnel (KMP)		
5. M/s Square Textile L.L.C.		Related concern of KMP		
6. Manish Overseas		Related concern of KMP		
7. Laaj International		Related concern of KMP		
Details of transactions with related parties and the status of outstanding balances at the year end.				
<b>1.Key Management Personnel</b>		<b>Current year 31.03.19</b>	<b>Previous year 31.03.18</b>	
Remuneration		49,00,800	37,52,115	
Outstanding Payable at the year end		1,60,436	6,80,616	
<b>Unsecured Loans</b>				
Balance at the beginning		0	0	
Taken during the year		0	0	
Paid during the year		0	0	
Balance Payable at the end		0	0	

<b>2.Related concern of Key Management Personnel</b>		
Sale of Finished Goods	17,52,27,332	8,84,39,784
Debit Balance Outstanding at the end of the year	7,95,49,148	6,02,79,195
Purchase of Finished Goods(Fabric)	22,40,65,314	12,56,14,913
Credit Balance Outstanding at the end of the year	0	0
<b>3.Associate Company Loans &amp; Advances</b>		
Balance at the beginning	0	0
Given during the year	0	0
Received during the year	0	0
Balance at the end	0	0
<b>Investment</b>	0	0
<b>31:REMUNERATION PAID TO DIRECTORS</b>		
Remuneration	44,40,000	33,33,315
<b>32:CONTINGENT LIABILITIES AND COMMITMENTS</b>	<b><u>Year Ended</u> <u>31.03.2019</u></b>	<b><u>Year Ended</u> <u>31.03.2018</u></b>
Claims against the Company not acknowledge as debts	NIL	NIL
Disputed Income Tax Liability		
Pending in Appeals	0.00	0.00

**33: SEGMENT REPORTING**

- (i) Segments have been identified in line with the Indian Accounting Standard-108- "Operating Segment" issued by the Institute of Chartered Accountants of India.
- (ii) The Business Segment has been considered as the primary segment for disclosure. The segments have been identified taking into account the nature of products, the different risks and returns and internal reporting system. The Geographical Segment based on location of its customers have been considered as secondary segment for disclosure.
- (iii) The segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.
- (iv) **Information about primary business segments :-**

(Rs. In lakhs)

	Finish Fabrics, Garments & Dress Material		Blankets & Sleeping Mats		Unallocable		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Revenue	2875.50	2268.12	0.00	17.10	5.55	11.66	2881.05	2296.87
Profit before tax	118.58	77.29	(0.61)	(0.09)	(36.90)	(19.25)	81.07	57.95
Less : MAT Credit	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax liability Created/(Reverse)	0.00	0.00	0.00	0.00	(4.39)	(8.48)	(4.39)	(8.48)
Income Tax	0.00	37.60	0.00	(0.04)	35.96	(10.58)	35.96	26.97
INCOME TAX FOR EARLIER YEARS	0.00	0.00	0.00	0.00	0.09	0.47	0.09	0.47
Profit After Tax	118.58	39.69	(0.61)	(0.04)	(68.38)	0.28	49.59	39.93
Segment Assets	3018.87	3103.16	0.00	1.64	10.87	46.98	3029.74	3151.79
Segment Liabilities	549.56	712.78	0.00	7.24	(6.26)	(5.09)	543.30	714.93
Capital Expenditure	88.01	16.53	0.00	0.00	0.00	0.00	88.01	16.53
Non Cash Expenses other than Depreciation	1.14	2.00	0.00	0.02	35.43	19.84	36.57	21.85
Depreciation	71.55	83.47	0.00	0.25	0.00	0.00	71.55	83.72

## (v) Information about secondary business segment :-

	Current Year	Previous Year
Domestic	357.11	288.61
Export	2366.79	1909.55
	<u>2723.90</u>	<u>2198.16</u>

As per our report of even date annexed For and on behalf of the Board  
For Vimal Agrawal & Associates  
Chartered Accountants

SD/-  
(V. K. Agrawal)  
Partner

SD/-  
(Lajwanti M Dialani)  
Whole Time Director  
DIN : 05201148

SD/-  
(Manish M Dialani)  
Managing Director  
DIN : 05201121

SD/-  
(M.P. Jain)  
CFO

SD/-  
(Prakriti Sethi)  
Company Secretary

Place : Jaipur  
Date : 30th May, 2019

## Form AOC-1

(Pursuant to first proviso of sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries													(Rs. In Lacs)
Sr. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
1	KOLBA FARM FAB PVT. LTD.			129.61	364.09	558.20	558.20	9.00	360.26	20.11	6.23	13.88 NIL	90%

Part "B": Associates and Joint Ventures											(Rs. In Lacs)
Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Venture											
Sr. No.	Name of Associates / Joint Ventures	1. Latest audited Balance Sheet date	2. Shares of Associates / Joint Ventures held by the company on the year end	3. Description of how there is significant influence	4. Reason why the associat/joint venture is not consolidated	5. Networth attributable to Shareholding as per latest audited Balance Sheet	6. Profit/Loss for the year				
			No.	Amount of Investment in Associates/Joint Venture	Extend of Holding %			i. Considered in Consolidation	ii. Not Considered in Consolidation		
	NIL	NIL		NIL	NIL	NIL	NIL	NIL	NIL		



**M/S Vimal Agrawal & Associates**  
**Chartered Accountants**

Opp. Rambhawan Dharmshala,  
M. D. Road, Jaipur 302004  
Ph.: 0141-2600551

**INDEPENDENT AUDITORS' REPORT**  
**To the members of M.K. EXIM (INDIA) LIMITED**  
**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of M.K. EXIM (INDIA) LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, statement of changes in equity and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019; and its profit, total comprehensive income, the change in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

- \* The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report,

Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- \* Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- \* In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- \* If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management for Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the company in accordance with the Ind AS and accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatements, whether due to fraud and error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as

applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

**Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

Ind AS-19, for Employees Benefits), in respect of Provision for Gratuity. The Provision for Gratuity provided by the company is inadequate and its effect on liabilities and profit of the Company is unascertainable. Further, requisite disclosures are not made in respect of retirement benefits.

Our opinion is not modified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

As required by section 143(3) of the Act, based on our audit we report that Companies (Auditors' Report) Order, 2016 issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said order.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the statement of changes in equity and the statement of Cash Flow dealt with by this report are in agreement

with the relevant books of account.

- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the Directors, as on 31<sup>st</sup> March, 2019 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act
- h. With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
- i. The company does not have any pending litigation which would impact its financial position.
- ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For Vimal Agrawal & Associates**  
**Chartered Accountants**  
**(FRN: 004187C)**  
**SD/-**

**(V. K. Agrawal)**  
**Partner**  
**M.No.071627**

**Place: Jaipur**

**Dated: 30<sup>th</sup> May, 2019**



**M/S Vimal Agrawal & Associates**  
**Chartered Accountants**

Opp. Rambhawan Dharmshala,  
M. D. Road, Jaipur 302004  
Ph.: 0141-2600551

**ANNEXURE A REFERRED TO IN OUR REPORT OF  
EVEN DATE ON THE ACCOUNTS OF M.K. EXIM  
(INDIA) LIMITED FOR THE YEAR ENDED ON 31<sup>ST</sup>  
MARCH, 2019**

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) All the assets have been physically verified by the management at the end of the year, which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.  
(c) The title deeds of immovable properties as disclosed in fixed assets are held in the name of the company.
2. The inventory excluding stocks with third parties has been physically verified during the year at reasonable intervals by the management. The procedure of physical verification of inventories followed by the management is adequate in relation to the size of the company and the nature of its business. The company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
3. The company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion, and according to the information and explanations given to us, the company has complied with the provisions of sec. 185 & 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of sections 73, 74, 75 & 76 of the Act and Rules framed thereunder. And hence reporting under clause (5) of the order is not applicable.
6. We have been explained that the maintenance of cost records has not been prescribed by the Central Government under sub section (1) of Section 148 of

the Companies Act, 2013.

7. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
  - (C) There are no disputed dues of Customs Duty, Income-tax, Sales Tax, Service Tax and State Value Added Tax which have not been deposited as on March 31, 2019.
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks, government and debenture holders as at the balance sheet date. The Company has not taken any loans or borrowings from government. The Company has not issued any debentures.
9. The company has applied the term loan, the purpose for which the loan was obtained. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments).
10. According to the information and explanations given to us, no material fraud on or by the company or by its officers or employees has been noticed or reported during the year.
11. The company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
12. As the company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, the provisions of clause 3(xii) of the order are not applicable to the company.



13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the order are not applicable to the company.
15. The company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the order are not applicable to the company.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the company.

**For Vimal Agrawal & Associates**  
**Chartered Accountants**  
**(FRN: 004187C)**  
**SD/-**

**(V. K. Agrawal)**  
**Partner**  
**M.No.071627**

**Place: Jaipur**  
**Dated: 30<sup>th</sup> May, 2019**



**M/S Vimal Agrawal & Associates**  
**Chartered Accountants**

Opp. Rambhawan Dharmshala,  
M. D. Road, Jaipur 302004  
Ph.: 0141-2600551

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

**Referred to in paragraph in the Independent Auditors' Report of even date to the members of M.K. Exim (India) Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2019.**

**Report on the Internal Financial Controls under Cause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of M.K. Exim (India) Limited ("the Company") as of 31<sup>st</sup> March, 2019 in the conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143 (10) of the Act to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and

plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
  - i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- iii. Provide reasonable assurance regarding prevention of timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of internal Financial Controls Over Financial Reporting**

- 7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

- 8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vimal Agrawal & Associates**  
**Chartered Accountants**  
**(FRN: 004187C)**  
**SD/-**

**(V. K. Agrawal)**  
**Partner**  
**M.No.071627**

**Place: Jaipur**  
**Dated: 30<sup>th</sup> May, 2019**

**M.K.EXIM (INDIA) LIMITED**  
(CIN : L63040RJ1992PLC007111)  
**G-1/150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

	NOTES	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
PROPERTY, PLANT AND EQUIPMENTS	1	2,07,54,966	1,80,83,553
INTANGIBLE ASSETS		-	-
FINANCIAL ASSETS			
INVESTMENTS	2	3,11,84,847	3,11,84,847
LOANS	3	-	-
OTHER NON-CURRENT ASSETS	4	7,50,779	44,19,531
<b>TOTAL NON-CURRENT ASSETS</b>		<b>5,26,90,592</b>	<b>5,36,87,931</b>
<b>CURRENT ASSETS</b>			
INVENTORIES	5	6,47,57,776	3,10,35,246
FINANCIAL ASSETS			
INVESTMENTS		-	-
TRADE RECEIVABLES	6	12,55,02,088	12,01,01,175
CASH AND CASH EQUIVALENTS	7	4,80,952	10,76,755
LOANS	8	2,62,37,598	7,26,36,687
OTHER FINANCIAL ASSETS		-	-
OTHER CURRENT ASSETS	9	86,68,713	63,13,789
<b>TOTAL CURRENT ASSETS</b>		<b>22,56,47,127</b>	<b>23,11,63,653</b>
<b>TOTAL ASSETS</b>		<b>27,83,37,719</b>	<b>28,48,51,584</b>
<b>EQUITY AND LIABILITEIS</b>			
<b>EQUITY</b>			
EQUITY SHARE CAPITAL	10	7,18,05,000	7,18,05,000
OTHER EQUITY	11	15,86,53,961	15,50,83,050
<b>TOTAL EQUITY</b>		<b>23,04,58,961</b>	<b>22,68,88,050</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
FINANCIAL LIABILITIES			
BORROWINGS	12	43,86,405	18,99,342
PROVISIONS			
DEFERRED TAX LIABILITIES (NET)	13	(12,79,183)	(10,03,440)
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>31,07,222</b>	<b>8,95,902</b>
<b>CURRENT LIABILITIES</b>			
FINANCIAL LIABILITIES			
BORROWINGS	14	2,99,49,152	4,26,04,462
TRADE PAYABLES	15	61,04,576	80,39,801
OTHER FINANCIAL LIABILITIES	16	30,02,833	21,69,819
OTHER CURRENT LIABILITIES	17	29,95,129	27,80,550
PROVISIONS	18	27,19,846	14,73,000
<b>TOTAL CURRENT LIABILITIES</b>		<b>4,47,71,536</b>	<b>5,70,67,632</b>
<b>TOTAL LIABILITIES</b>		<b>4,78,78,758</b>	<b>5,79,63,534</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>27,83,37,719</b>	<b>28,48,51,584</b>
SIGNIFICANT ACCOUNTING POLICIES			
SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS			
<b>As per our report of even date annexed                      For and on behalf of the Board</b>			
<b>For Vimal Agrawal &amp; Associates</b>			
<b>Chartered Accountants</b>			
SD/- (V. K. Agrawal) Partner	SD/- ( Lajwanti M Dialani) Whole Time Director DIN : 05201148	SD/- (Manish M Dialani) Managing Director DIN : 05201121	SD/- (M.P. Jain) CFO
			SD/- ( Prakriti Sethi) Company Secretary
Place : Jaipur			
Date : 30th May, 2019			

M.K.EXIM (INDIA) LIMITED  
(CIN : L63040RJ1992PLC007111)  
G-1/150, GARMENT ZONE, E.P.I.P.  
SITAPURA, JAIPUR

**STANDALONE STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31ST MARCH, 2019**

	NOTES	2018-19	2017-18
<b>INCOME</b>			
<b>REVENUE FROM OPERATIONS</b>			
SALE OF PRODUCTS	19	23,66,79,379	19,09,54,839
INCOME FROM SERVICES	20	2,40,000	2,40,000
		<b>23,69,19,379</b>	<b>19,11,94,839</b>
OTHER INCOME	21	1,51,59,522	87,05,559
<b>TOTAL INCOME</b>		<b>25,20,78,901</b>	<b>19,99,00,398</b>
<b>EXPENSES</b>			
COST OF MATERIAL CONSUMED	22	-	-
PURCHASE OF STOCK IN TRADE	23	25,63,07,031	15,86,97,404
CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND STOCK IN TRADE	24	(3,37,22,530)	1,39,26,417
EMPLOYEE BENEFITS EXPENSES	25	32,50,683	42,79,886
FINANCE COST	26	39,86,710	62,54,886
DEPRECIATION/AMORTISATION AND DEPLETION EXPENSES	1	24,13,175	29,20,856
OTHER EXPENSES	27	1,37,48,047	1,02,46,193
<b>TOTAL EXPENSES</b>		<b>24,59,83,116</b>	<b>19,63,25,642</b>
<b>PROFIT BEFORE TAX</b>		<b>60,95,785</b>	<b>35,74,756</b>
<b>TAX EXPENSES</b>			
CURRENT TAX		28,09,517	17,97,000
DEFERRED TAX		(2,75,743)	(6,33,948)
INCOME TAX FOR EARLIER YEARS		8,900	47,000
<b>PROFIT FOR THE YEAR</b>		<b>35,70,911</b>	<b>24,58,704</b>
<b>OTHER COMPREHENSIVE INCOME:-</b>			
(i) ITEMS THAT WILL NOT BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS		-	-
(ii) INCOME TAX RELATING TO ITEMS THAT WILL NOT BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS (PREVIOUS YEAR RS. NIL )		-	-
(iii) ITEMS THAT WILL BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS		-	-
(iv) INCOME TAX RELATING TO ITEMS THAT WILL BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>35,70,911</b>	<b>24,58,704</b>
<b>EARNINGS PER EQUITY SHARE OF FACE VALUE OF RS. 10 EACH</b>			
BASIC (RS.)		0.4973	0.3424
DILUTED (RS.)		0.4973	0.3424
SIGNIFICANT ACCOUNTING POLICIES			
SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS			
<p><b>As per our report of even date annexed For and on behalf of the Board</b></p> <p><b>For Vimal Agrawal &amp; Associates</b></p> <p><b>Chartered Accountants</b></p> <p>SD/- (V. K. Agrawal) Partner</p> <p>SD/- (Lajwanti M Dialani) Whole Time Director DIN : 05201148</p> <p>SD/- (Manish M Dialani) Managing Director DIN : 05201121</p> <p>SD/- (M.P. Jain) CFO</p> <p>SD/- (Prakriti Sethi) Company Secretary</p> <p>Place : Jaipur</p> <p>Date : 30th May, 2019</p>			

**M.K.EXIM (INDIA) LIMITED**  
**(CIN : L63040RJ1992PLC007111)**  
**G-150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

<b>CASH FLOW FROM OPERATIVE ACTIVITES (A)</b>	<b>Year Ended 31.03.19</b>	<b>Year Ended 31.03.18</b>
<b>Net Profit before tax</b>	6095785.00	3574756.00
<b>Adjustments for:</b>		
Deferred Tax Liability	(275743.00)	(633948.00)
Depreciation	2413175.00	2920856.00
Interest Expenses	2447953.00	3767568.00
Gratuity	114313.00	201315.00
Unrealised Exchange Loss	142866.00	0.00
Loss on Sale of Fixed Assets	815925.00	1984156.00
<b>Operating Profit before working capital changes</b>	<b>11754274.00</b>	<b>11814703.00</b>
<b>Adjustment for:</b>		
Increase/Decrease in Inventories	(33722530.00)	13926417.00
Increase/Decrease Sundry Debtors & Other receivable	38643252.00	170248399.00
Increase/Decrease in Current liabilities	(13542942.00)	(196997326.00)
Increase/Decrease in Loans & Advances	0.00	8000000.00
<b>Cash Generated From Operating activities</b>	<b>3132054.00</b>	<b>6992193.00</b>
Interest paid	(2447953.00)	(3767568.00)
Tax Paid	(1535205.00)	(1317368.00)
<b>Net Cash Flow from Operating Activities</b>	<b>(851104.00)</b>	<b>1907257.00</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES (B)</b>		
Purchases of Fixed Assets	(8400514.00)	(12288.00)
Sale of Fixed Assets	2500000.00	144000.00
Interest Income	0.00	0.00
Decrease/Increase in Investment/Other Non Current Assets	3668752.00	(665105.00)
<b>Net Cash used In Investing Activities</b>	<b>(2231762.00)</b>	<b>(533393.00)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES ( C )</b>		
Increase/Decrease in Secured Loans	2487063.00	(1750755.00)
Decrease in Unsecured Loan	0.00	0.00
Share application Money	0.00	0.00
Preliminary Exp.	0.00	0.00
Interest on Bank Loan	0.00	0.00
<b>Net Cash From Financing Activities</b>	<b>2487063.00</b>	<b>(1750755.00)</b>
<b>Net Increase ( Decrease ) In cash &amp; cash equivalents ( A+B+C )</b>	<b>(595803.00)</b>	<b>(376891.00)</b>
Opening cash and cash equivalents	1076755.00	1453646.00
Closing cash and cash equivalents	480952.00	1076755.00

**As per our report of even date annexed**  
**For Vimal Agrawal & Associates**  
**Chartered Accountants**

**For and on behalf of the Board**

SD/-  
**(V. K. Agrawal)**  
**Partner**

SD/-  
**( Lajwanti M Dialani)**  
**Whole Time Director**  
**DIN : 05201148**

SD/-  
**(Manish M Dialani)**  
**Managing Director**  
**DIN : 05201121**

SD/-  
**(M.P. Jain)**  
**CFO**

SD/-  
**( Prakriti Sethi)**  
**Company Secretary**

**Place : Jaipur**  
**Date : 30th May, 2019**

**M.K.EXIM (INDIA) LIMITED**  
(CIN : L63040RJ1992PLC007111)

**STANDALONE STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31ST MARCH, 2019**

**A. EQUITY SHARE CAPITAL**

BALANCE AT THE BEGINNING OF THE REPORTING PERIOD i.e. 01 APRIL, 2017	CHANGES IN EQUITY SHARE CAPITAL DURING THE YEAR 2017-18	BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2018	CHANGES IN EQUITY SHARE CAPITAL DURING THE YEAR 2018-19	BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2019
7,18,05,000	-	7,18,05,000	-	7,18,05,000

**B. OTHER EQUITY**

	RESERVE & SURPLUS			OTHER COMPREHENSIVE INCOME	TOTAL
	CAPITAL RESERVE	SECURITY PREMIUM	RETAINED EARNINGS		
<b>AS ON 31 MARCH 2018</b>					
BALANCE AT THE BEGINNING OF THE REPORTING PERIOD i.e. 01 APRIL, 2017	15,58,713	5,34,82,300	9,75,83,333	-	15,26,24,346
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	-	-	-
TRANSFER TO / (FROM) RETAINED EARNINGS	-	-	24,58,704	-	24,58,704
BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2018	15,58,713	5,34,82,300	10,00,42,037	-	15,50,83,050
<b>AS ON 31 MARCH 2019</b>					
BALANCE AT THE BEGINNING OF THE REPORTING PERIOD i.e. 01 APRIL, 2018	15,58,713	5,34,82,300	10,00,42,037	-	15,50,83,050
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	-	-	-
TRANSFER TO / (FROM) RETAINED EARNINGS	-	-	35,70,911	-	35,70,911
BALANCE AT THE END OF THE REPORTING PERIOD i.e. 31 MARCH, 2019	15,58,713	5,34,82,300	10,36,12,948	-	15,86,53,961

As per our report of even date annexed  
For Vimal Agrawal & Associates  
Chartered Accountants

For and on behalf of the Board

SD/-  
(V. K. Agrawal)  
Partner

SD/-  
( Lajwanti M Dialani)  
Whole Time Director  
DIN : 05201148

SD/-  
(Manish M Dialani)  
Managing Director  
DIN : 05201121

SD/-  
(M.P. Jain)  
CFO

SD/-  
( Prakriti Sethi)  
Company Secretary

Place : Jaipur  
Date : 30th May, 2019

**M.K.EXIM ( INDIA ) LTD.**  
**(CIN : L63040RJ1992PLC007111)**  
**G-1/150, GARMENT ZONE, E.P.I.P.**  
**SITAPURA, JAIPUR**

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

**A. CORPORATE INFORMATION**

M.K. EXIM (INDIA ) Limited ("the Company") is a listed entity incorporated in India.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

**B. SIGNIFICANT ACCOUNTING POLICIES**

**(i) BASIS OF PREPARATION AND PRESENTATION**

The financial statements of the Company are prepared under the historical cost convention on accrual basis and in conformity with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Company's financial statements are presented in Indian Rupees (Rs.), which is also its functional currency.

**(ii) Property, plant and equipment**

Fixed Assets are stated at cost, including attributable cost of bringing the assets to its working condition for the intended use.

Depreciation is provided from the date, the assets are installed and put to use on straight line method based on useful life of asset as prescribed in schedule II of the Companies Act, 2013 except in respect of Plant & Machineries where useful life, as technically assessed, is different than those prescribed in schedule II.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Significant components of assets having a life shorter than the main asset, if any is depreciated over the shorter life.

**(iii) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialised.

**(iv) Foreign Currency Transaction**

- (a) All Foreign currency transaction are recorded at the rates prevailing on the date of the transaction.
- (b) Foreign Currency transaction remaining unsettled at the Balance Sheet date are translated at the exchange rate prevailing at the Balance Sheet date or at the rate which is likely to be realised in certain specific cases.
- (c) The exchange difference on settlements/conversion are credited/charged to profit and Loss Account.
- (d) The Company has not entered into any forward exchange contract during the period.

**(v) Inventories:**

- (a) Raw Materials, Packing Materials and Consumables are valued at the lower of Cost, computed on FIFO basis and estimated net realisable value.
- (b) Finished goods and Work in Process are valued at the lower of cost, computed on FIFO basis and estimated net realisable value. Finished goods and work in progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

**(vi) Revenue Recognition**

- (a) The company follows mercantile system of accounting and recognizes significant items of income & expenditure on accrual basis.
- (b) DEPB is recognised when there is significant certainty regarding the ultimate collection of the relevant export proceeds.
- (c) Rent Income Is booked as per terms of contract.



- (vii) **Employee Benefits:**
- (a) Contribution to Provident Fund and Employees State Insurance is accounted for on accrual basis.
  - (b) Gratuity liability is provided for on estimated basis for all employees under the "Payment of Gratuity Act, 1972"
- (viii) **Finance Cost**  
Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.
- (ix) **Tax Expenses**
- (a) Income Tax comprises Current Tax and Deferred Tax.  
Current Tax is the amount of tax payable as determined in accordance with provisions of Income tax Act, 1961
  - (b) Deferred Income Tax is provided on all temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial purpose.
  - (c) Deferred Tax Assets are recognised on unabsorbed depreciation only to the extent that there is virtual certainty supported by convincing evidence and to the extent that there is reasonable certainty of their realisation.
  - (d) Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date.
- (x) **Financial instruments**
- (A) Financial Assets**
- (a) Initial recognition and measurement  
All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.
  - (b) Subsequent measurement
    - (i) Financial assets carried at amortised cost (AC)  
A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding
    - (ii) Financial assets at fair value through other comprehensive income (FVTOCI)  
A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
    - (iii) Financial assets at fair value through profit or loss (FVTPL)  
A financial asset which is not classified in any of the above categories are measured at FVTPL
  - (c) Investment in subsidiaries  
The Company has accounted for its investments in subsidiaries at cost.
- (B) Financial liabilities**
- (a) Initial recognition and measurement  
All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost
  - (b) Subsequent measurement  
Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

M. K. EXIM ( INDIA ) LTD (CIN : L63040RJ1992PLC007111)									
1 PROPERTY, PLANT & EQUIPMENT									
SR. NO.	DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK
		AS AT 01.04.2018	ADDITION/ (DELETION)	AS ON 31.03.19	UP TO 31.03.2018	ADJUSTMENT	FOR THE YEAR	UPTO 31.03.2019	AS ON 31.03.19
	<b>Tangible Assets</b>								
1	LAND	39,87,680	0	39,87,680	0	0	0	0	39,87,680.00
2	SITE DEVELOPMENT	2,65,586	0	2,65,586	1,10,878	0	6,429	1,17,307	1,48,279.00
3	FACTORY BUILDING	42,70,297	0	42,70,297	36,50,439	0	4,06,344	40,56,783	2,13,514.00
4	OFFICE BUILDING	42,70,297	0	42,70,297	22,57,259	0	58,049	23,15,308	19,54,989.00
5	PLANT & MACHINERY	0	0	0	0	0	0	0	0.00
6	FURNITURE & FIXTURES	9,88,023	0	9,88,023	8,30,125	0	54,448	8,84,573	1,03,450.00
7	VEHICLES	1,56,45,729	67,95,820 16,04,694 -62,59,649	1,77,86,594	45,07,197	-29,43,724.00	18,76,067	34,39,540	1,43,47,054
8	COMPUTER	38,988	0	38,988	27,150	0	11,838	38,988	0.00
9	OFFICE EQUIPMENT	4,34,637		4,34,637	4,34,637	0	0	4,34,637	0.00
	<b>TOTAL</b>	<b>2,99,01,237</b>	<b>21,40,865</b>	<b>3,20,42,102</b>	<b>1,18,17,685</b>	<b>-29,43,724</b>	<b>24,13,175</b>	<b>1,12,87,136</b>	<b>2,07,54,966</b>

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK
		AS AT 01.04.2017	ADDITION/ (DELETION)	AS ON 31.03.18	UP TO 31.03.2017	ADJUSTMENT	FOR THE YEAR	UPTO 31.03.2018	AS ON 31.03.18
	<b>Tangible Assets</b>								
1	LAND	39,87,680	0	39,87,680	0	0	0	0	39,87,680
2	SITE DEVELOPMENT	2,65,586	0	2,65,586	1,04,449	0	6,429	1,10,878	1,54,708
3	FACTORY BUILDING	42,70,297	0	42,70,297	32,44,095	0	4,06,344	36,50,439	6,19,859
4	OFFICE BUILDING	42,70,297	0	42,70,297	21,99,210	0	58,049	22,57,259	20,13,038
5	PLANT & MACHINERY	1,92,24,942	-1,92,24,942	0	1,65,71,158	-1,70,96,786	5,25,628	0	0
6	FURNITURE & FIXTURES	9,88,023	0	9,88,023	7,75,677	0	54,448	8,30,125	1,57,898
7	VEHICLES	1,56,45,729	0	1,56,45,729	26,49,267	0	18,57,930	45,07,197	1,11,38,532
8	COMPUTER	26,700	12,288	38,988	15,122	0	12,028	27,150	11,839
9	OFFICE EQUIPMENT	4,34,637		4,34,637	4,34,637	0	0	4,34,637	0
	<b>TOTAL</b>	<b>4,91,13,891</b>	<b>-1,92,12,654</b>	<b>2,99,01,237</b>	<b>2,59,93,614</b>	<b>-1,70,96,786</b>	<b>29,20,856</b>	<b>1,18,17,684</b>	<b>1,80,83,553</b>

**M. K. EXIM ( INDIA ) LTD.**  
(CIN : L63040RJ1992PLC007111)

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Particulars	31.03.2019	31.03.2018
<b>2: NON CURRENT INVESTMENTS</b>		
Other Investments (unquoted)( Non Trade) (measured at cost)		
KOLBA FARM FAB PVT. LTD	3,11,83,847	3,11,83,847
N S C	1,000	1,000
<b>TOTAL NON CURRENT INVESTMENTS</b>	<b>3,11,84,847</b>	<b>3,11,84,847</b>
<b>3: LOANS &amp; ADVANCES</b>		
(Unsecured & Cosidered good)		
Other Advances	-	-
	-	-
3.1:Trade Advances amounting to Rs. NIL.		
<b>4: OTHER NON CURRENT ASSETS</b>		
Claim receivable for loss by fire	-	27,27,373
Security Deposit	1,92,555	1,92,555
Drawback receivable	5,58,224	14,99,603
VAT Receivable	-	-
	<b>7,50,779</b>	<b>44,19,531</b>
<b>5:INVENTORIES</b>		
Raw Material	-	-
Finished Goods	6,47,57,776	3,10,35,246
	<b>6,47,57,776</b>	<b>3,10,35,246</b>
<b>6:TRADE RECEIVABLES</b>		
(Unsecured & Considered Good)		
Debts (Outstanding for a period exceeding six months)	3,55,18,392	3,14,48,239
Others	8,99,83,696	8,86,52,936
	<b>12,55,02,088</b>	<b>12,01,01,175</b>
<b>7:CASH &amp; CASH EQUIVALENTS</b>		
Cash in Hand	1,32,348	5,93,442
Balance with Banks	3,48,604	4,83,313
<b>CASH &amp; CASH EQUIVALENTS AS PER BALANCE SHEET</b>	<b>4,80,952</b>	<b>10,76,755</b>
<b>CASH &amp; CASH EQUIVALENTS AS PER STANDALONE CASH FLOW STATEMENT</b>	<b>4,80,952</b>	<b>10,76,755</b>
<b>8:LOANS &amp; ADVANCES</b>		
(Unsecured & considered good)		
Advances to Suppliaris	2,55,27,089	7,19,26,178
Advances to Employees	7,10,509	7,10,509
	<b>2,62,37,598</b>	<b>7,26,36,687</b>
<b>9:OTHER CURRENT ASSETS</b>		
Prepaid Insurance	1,82,676	1,84,200
GST Refundable	41,11,174	18,63,013
ITC Receivable	43,74,863	40,38,777
Prepaid Expenses	-	2,27,799
	<b>86,68,713</b>	<b>63,13,789</b>

<b>10 : SHARE CAPITAL</b>						
<b>Authorised Capital</b>						
10000000 Equity Shares of Rs 10/- each					10,00,00,000.00	10,00,00,000.00
<b>Issued ,Subscribed &amp; Paid up Capital</b>						
7180500 Equity Shares of Rs 10/- each fully paid up					7,18,05,000.00	7,18,05,000.00
					<b>7,18,05,000.00</b>	<b>7,18,05,000.00</b>
<b>10.1 Details of shareholders holding more than 5% shares</b>						
<b>Name of shareholder</b>		<b>No. of shares</b>		<b>%</b>		
		<b>18-19</b>	<b>17-18</b>	<b>18-19</b>	<b>17-18</b>	
Dayaram Khanchandani	0	1774590	0	24.72		
Manish Dialani	2427740	653105	33.81	9.10		
Murli Dialani	434985	354985	6.05	4.94		
<b>10.2 The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held.</b>						
<b>11 : OTHER EQUITY</b>						
Statement of Profit and Loss						
Opening balance					10,00,42,037	9,75,83,333
(+ ) Net Profit For the current year					35,70,911	24,58,704
Less:- Appropriations					10,36,12,948	10,00,42,037
Profit after Appropriations					10,36,12,948	10,00,42,037
Securities Premium Reserve					5,34,82,300	5,34,82,300
State Investment Subsidy					15,58,713	15,58,713
Other Comprehensive Income (OCI)					-	-
					<b>15,86,53,961</b>	<b>15,50,83,050</b>
<b>12 : BORROWINGS (NON CURRENT)</b>						
Secured loan (secured by hypothecation of car)					43,86,405	18,99,342
					<b>43,86,405</b>	<b>18,99,342</b>
<b>13: DEFERRED TAX LIABILITY (NET)</b>						
In accordance with Indian Accounting Standards-12 "INCOME TAXES "issued by the Institute of Chartered Accountants of India, the company has created deferred tax assets during the year.The breakup of Net Deferred Assets/(Liabilities) are as under:						
Timing Difference between Book & Tax Value of Fixed Assets					5,71,098.00	3,31,599.00
Gratuity Provision					7,08,085.00	6,71,841.00
					<b>(12,79,183.00)</b>	<b>(10,03,440.00)</b>
<b>14: BORROWINGS - CURRENT</b>						
Bill Purchase Limit					2,49,27,212	2,49,80,150
<b>WORKING CAPITAL LIMIT :-</b>						
From State Bank of India					50,21,940	1,76,24,312
(Working Capital limit from State Bank of India is secured by way of first charge over all the fixed assets.)						
					<b>2,99,49,152</b>	<b>4,26,04,462</b>
<b>15: TRADE PAYABLES</b>						
Micro, Small & Medium Enterprises					10,680	-
Others					60,93,896	80,39,801
					<b>61,04,576</b>	<b>80,39,801</b>

<b>16: OTHER FINANCIAL LIABILITIES</b>		
Current Maturities of Long Term Debt	25,92,618	17,59,605
Unpaid Dividend	2,00,215	2,00,215
Building rent Security	2,10,000	2,10,000
	<b>30,02,833</b>	<b>21,69,819</b>
<b>17: OTHER CURRENT LIABILITIES</b>		
PF & ESI Payable	28,901	27,696
Credit Balance of Schedule Bank	76,035	76,035
Gratuity Provision	27,23,404	26,09,091
TDS Payable	1,66,789	67,728
	<b>29,95,129</b>	<b>27,80,550</b>
<b>18: PROVISIONS - CURRENT</b>		
Provision for Income tax	28,09,517	17,97,000
Less :Advance tax & TDS	(89,671)	(3,24,000)
	27,19,846	14,73,000
Tax on Dividend	-	-
	<b>27,19,846</b>	<b>14,73,000</b>
<b>19: SALE OF PRODUCTS</b>		
Domestic Sales	-	-
Export Sales	23,66,79,379	19,09,54,839
	<b>23,66,79,379</b>	<b>19,09,54,839</b>
<b>20: INCOME FROM SERVICES</b>		
Rent	2,40,000	2,40,000
	<b>2,40,000</b>	<b>2,40,000</b>
<b>21: OTHER INCOME</b>		
Exchange Rate Difference	1,02,90,831	4,55,360
Duty Drawback	45,53,838	82,50,173
Insurance claim	3,14,853	-
Round Off	-	26
	<b>1,51,59,522</b>	<b>87,05,559</b>
<b>21.1 : OTHER COMPREHENSIVE INCOME</b>		
	-	-
	-	-
	-	-
	-	-
<b>22: COST OF MATERIALS CONSUMED</b>		
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-
<b>23: PURCHASE OF TRADING GOODS</b>		
Purchase of Fabric	25,63,07,031	15,74,01,404
Purchase of Goods(For NGO)	-	12,96,000
	<b>25,63,07,031</b>	<b>15,86,97,404</b>
<b>24: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE</b>		
Closing Stock of Finished Goods	6,47,57,776	3,10,35,246
Less: Opening Stock of Finished Goods	3,10,35,246	4,49,61,663
(Increase)/Decrease in Finished Goods	(3,37,22,530)	1,39,26,417
	<b>(3,37,22,530)</b>	<b>1,39,26,417</b>
<b>25: EMPLOYEE BENEFITS EXPENSES</b>		
Salary Expenses	29,25,317	38,29,459
Staff Welfare Expenses	7,909	16,826
Provident Fund & ESI Contribution	1,88,146	1,90,782
Gratuity	1,14,313	2,01,315
Festival Expenses	14,998	41,504
	<b>32,50,683</b>	<b>42,79,886</b>

<b>26: FINANCE COST</b>		
Interest	24,47,953	37,67,568
Other Expenses	15,38,757	24,87,318
	<b>39,86,710</b>	<b>62,54,886</b>
<b>27: OTHER EXPENSES</b>		
<b>Manufacturing Expenses:-</b>		
Carriages & Cartages	-	300
Testing Charges	60,948	22,589
Job Charges	-	6,04,501
Total(A)	60,948	6,27,390
<b>Other Expenses:-</b>		
Advertisement Expenses	47,018	40,319
Auditors' Remuneration	2,25,000	2,00,000
Commission Exp.	23,66,794	-
Conveyance Charges	1,28,742	1,42,850
Council Charges	49,200	15,120
Demand & Penalties	-	1,28,368
Director Remuneration	14,40,000	9,33,315
Discount	13,857	-
Electric & Water Expenses	1,65,447	30,700
Freight Charges	39,67,464	35,45,121
Insurance Charges	3,20,997	3,40,087
Legal & Professional Charges	4,40,587	4,76,240
Loss on sale of Fixed Assets	8,15,925	19,84,156
Office Expenses	80,217	41,494
Postage Expenses	42,809	56,018
Printing & Stationery	65,097	77,431
Registration & Annual Charges	3,08,156	4,45,501
Rent	20,000	-
Repairs to Building	-	8,07,209
Repairs to Others	88,335	-
Round Off Exp.	113	-
Sales Promotion Expenses	12,937	-
Sundry Balances W/off	27,27,373	95,315
Telephone Expenses	56,596	62,996
Travelling Expenses	26,752	12,834
Vehicle Expenses	2,73,583	1,74,680
Website & Internet Expenses	4,100	9,050
Total(B)	1,36,87,099	96,18,803
Total(A)+(B)	<b>1,37,48,047</b>	<b>1,02,46,193</b>
<b>27.1 VALUE OF PACKING MATERIAL CONSUMED</b>	<b>Rs. In Lacs.</b>	<b>%</b>
Imported	0	0
Indigenous	0	100
<b>27.2 PAYMENTS TO AUDITORS</b>		
<b>(a) As Auditors:</b>		
Statutory Audit Fees	1,50,000	1,50,000
Tax Audit Fees	75,000	50,000
<b>(b) As Advisers, in respect of</b>		
-Other Services	37,000	33,000
	<b>2,62,000</b>	<b>2,33,000</b>
<b>28: EARNINGS PER SHARE(EPS)</b>		
Net Profit after tax available for Equity Share holders	35,70,911	24,58,704
Weighted average of number of equity share outstanding during the year	71,80,500	71,80,500
Basic & Diluted Earnings per share( in Rs.)	0.4973	0.3424
Face value per equity share( in Rs.)	10	10
<b>29: EARNING IN FOREIGN EXCHANGE &amp; EXPENDITURE</b>		
<b>Foreign Exchange Earning(FOB Value)</b>		
Export	23,59,64,781	19,02,35,652
<b>Foreign Exchange Expenditure</b>	60,948	29,064

**30:RELATED PARTY DISCLOSURES**

As per Indian Accounting Standards 24, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Indian Accounting Standard are given below :

(1)List of related parties and relationships :

S.NO.	NAME OF RELATED PARTY	RELATIONSHIP
1.	Mr. Dayaram Khanchandani :	Key Management Personnel (KMP)
2.	Mr. Manish Murlidhar Dialani	Key Management Personnel (KMP)
3.	Mrs. Lajwanti Murlidhar Dialani	Key Management Personnel (KMP)
4.	Mrs. Prakriti Sethi (Company Secretary)	Key Management Personnel (KMP)
5.	Mr. Mahaveer Prasad Jain (CFO)	Key Management Personnel (KMP)
6.	M/s Square Textile L.L.C.	Related concern of KMP
7.	Kolba Farm Fab Pvt. Ltd.	Subsidiary Company
8.	Manish Overseas	Related concern of KMP
9.	Laaj International	Related concern of KMP
Details of transactions with related parties and the status of outstanding balances at the year end.		
1.Key Management Personnel		
	Current year 31.03.19	Previous year 31.03.18
Remuneration	19,00,800	13,52,115
Outstanding Payable at the year end	1,60,436	6,80,616
<b>Unsecured Loans</b>		
Balance at the beginning	0	0
Taken during the year	0	0
Paid during the year	0	0
Balance Payable at the end	0	0
2.Related concern of Key Management Personnel		
Sale of Finished Goods	14,31,37,053	5,95,79,212
Debit Balance Outstanding at the end of the year	5,95,26,373	3,92,63,461
Purchase of Finished Goods(Fabric)	22,40,65,314	12,06,62,532
Credit Balance Outstanding at the end of the year	0	0

<b>3.Associate Company</b>		
<b>Loans &amp; Advances</b>		
Balance at the beginning	0	0
Given during the year	0	0
Received during the year	0	0
Balance at the end	0	0
<b>Investment</b>	0	0
<b><u>31:REMUNERATION PAID TO DIRECTORS</u></b>		
Remuneration	14,40,000	9,33,315
<b><u>32:CONTINGENT LIABILITIES AND COMMITMENTS</u></b>	<b><u>Year Ended</u></b>	<b><u>Year Ended</u></b>
	<b><u>31.03.2019</u></b>	<b><u>31.03.2018</u></b>
Claims against the Company not acknowledge as debts	NIL	NIL
Disputed Income Tax Liability		
Pending in Appeals	0.00	0.00



**33: SEGMENT REPORTING**

- (i) Segments have been identified in line with the Indian Accounting Standard-108- "Operating Segment" issued by the Institute of Chartered Accountants of India.
- (ii) The Business Segment has been considered as the primary segment for disclosure. The segments have been identified taking into account the nature of products, the different risks and returns and internal reporting system. The Geographical Segment based on location of its customers have been considered as secondary segment for disclosure.
- (iii) The segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.
- (iv) **Information about primary business segments :-**

(Rs. In lakhs)

	Finish Fabrics, Garments & Dress Material		Blankets & Sleeping Mats		Unallocable		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
<b>Revenue</b>	<b>2518.39</b>	1979.50	<b>0.00</b>	17.10	<b>2.40</b>	2.40	<b>2520.79</b>	1999.00
<b>Profit before tax</b>	<b>101.62</b>	64.35	<b>(0.61)</b>	(0.09)	<b>(40.05)</b>	(28.51)	<b>60.96</b>	35.75
<b>Less :</b>								
<b>MAT Credit</b>	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>0.00</b>	0.00
<b>Deferred tax liability Created/(Reverse)</b>	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>(2.76)</b>	(6.34)	<b>(2.76)</b>	(6.34)
<b>Income Tax</b>	<b>0.00</b>	32.35	<b>0.00</b>	(0.04)	<b>28.10</b>	(14.34)	<b>28.10</b>	17.97
<b>INCOME TAX FOR EARLIER YEARS</b>	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>0.09</b>	0.47	<b>0.09</b>	0.47
<b>Profit After Tax</b>	<b>101.62</b>	32.00	<b>(0.61)</b>	(0.04)	<b>(65.30)</b>	(7.37)	<b>35.71</b>	24.59
<b>Segment Assets</b>	<b>2460.67</b>	2494.60	<b>0.00</b>	1.64	<b>322.71</b>	352.28	<b>2783.38</b>	2848.52
<b>Segment Liabilities</b>	<b>485.05</b>	588.64	<b>0.00</b>	7.24	<b>(6.26)</b>	(16.24)	<b>478.79</b>	579.64
<b>Capital Expenditure</b>	<b>84.01</b>	0.12	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>84.01</b>	0.12
<b>Non Cash Expenses other than Depreciation</b>	<b>1.14</b>	2.00	<b>0.00</b>	0.02	<b>35.43</b>	19.83	<b>36.58</b>	21.85
<b>Depreciation</b>	<b>24.13</b>	28.96	<b>0.00</b>	0.25	<b>0.00</b>	0.00	<b>24.13</b>	29.21

**(v) Information about secondary business segment :-**

	<u>Current Year</u>	<u>Previous Year</u>
<b>Domestic</b>	<b>0.00</b>	0.00
<b>Export</b>	<b>2366.79</b>	1909.55
	<b>2366.79</b>	1909.55

As per our report of even date annexed  
For Vimal Agrawal & Associates  
Chartered Accountants

For and on behalf of the Board

SD/-  
(V. K. Agrawal)  
Partner

SD/-  
(Lajwanti M Dialani)  
Whole Time Director  
DIN : 05201148

SD/-  
(Manish M Dialani)  
Managing Director  
DIN : 05201121

SD/-  
(M.P. Jain)  
CFO

SD/-  
(Prakriti Sethi)  
Company Secretary

Place : Jaipur  
Date : 30th May, 2019

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**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

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### **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]

#### **27<sup>th</sup> Annual General Meeting on Saturday, 28<sup>th</sup> 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, 28<sup>th</sup> 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)  For	I / We (dissent to the resolution)  Against
	<b>Ordinary Business:</b>			
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 ( <b>Ordinary Resolution</b> )			
2.	To Appoint Mrs. Lajwanti Dialani (DIN: 05201148) who retire by rotation & eligible for re-appointment ( <b>Ordinary Resolution</b> )			
3.	To Confirm the Appointment of new Statutory Auditor. ( <b>Ordinary Resolution</b> )			
	<b>Special Business:</b>			
4.	To Appoint of Mr. Manish Dialani (DIN: 05201121) as Managing Director ( <b>Special Resolution</b> )			
5.	To Appoint of Mr. Murli Wadhumal Dialani (DIN: 08267828) as Director ( <b>Ordinary Resolution</b> )			
6.	To Appoint of Mr. Murli Wadhumal Dialani (DIN: 08267828) as Whole Time Director and designated as Chairman ( <b>Special Resolution</b> )			
7.	To Appoint Miss Priya Murlidhar Makhija (DIN: 07109712) as Independent Director ( <b>Ordinary Resolution</b> )			

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.



**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](mailto:mkexim@gmail.com), [mkexim@mkexim.com](mailto:mkexim@mkexim.com), [info@mkexim.com](mailto:info@mkexim.com), **Web-Site:** [www.mkexim.com](http://www.mkexim.com)

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**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 **27<sup>th</sup> Annual General Meeting** of the Company being held on **Saturday, 28<sup>th</sup> 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.

LOCATION MAP:  
M.K.EXIM (INDIA) LIMITED  
G1/150, GARMENT ZONE, E.P.I.P.  
SITAPURA, TONK ROAD, JAIPUR (RAJ.)

