

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of M K Exim (India) Limited will be held on Friday, 30th September, 2022 at 11.00 A.M IST through Video Conference / Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at G-1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31st March 2022 together with Report of Auditors and the Board of Directors thereon; and to pass the following resolution as an ordinary resolution:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors’ and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Murli Wadhmal Dialani (DIN: 08267828), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Murli Wadhmal Dialani (DIN: 08267828), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

3. Re-appointment of Mrs. Lajwanti Murlidhar Dialani (DIN: 05201148) as Whole Time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 2(94), 152, 196, 197 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and other applicable Rules and provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the re-appointment of Mrs. Lajwanti Murlidhar Dialani (DIN: 05201148) as Whole-Time Director of the Company for a further period of five years with effect from 26th August, 2022 up to 25th August, 2027, liable to retire by rotation, upon such terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, hereto annexed, be and is hereby approved, confirmed and ratified.”

“RESOLVED FURTHER THAT the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement including authority, from time to time, to determine the amount of salary, allowances, perquisites and other benefits payable to Mrs. Lajwanti M. Dialani, as recommended by the Nomination and Remuneration Committee, in such manner as may be agreed to between the Board of Directors and Mrs. Lajwanti M. Dialani; provided however that the remuneration payable to her shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.”

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mrs. Lajwanti M. Dialani, the remuneration payable to her by way of salary, allowances and perquisites shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolutions.”

4. Appointment of Mr. Gaurav Laxmikant Patodia (DIN: 09317764) as Independent Director of the Company

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

“RESOLVED THAT Mr. Gaurav Laxmikant Patodia (DIN: 09317764) who was appointed as an Additional Independent Director of the Company with effect from 13.11.2021, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and as per Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), The appointment of Mr. Gaurav L. Patodia (DIN:09317764), that meets the criteria for independence as provided in section 149(6) and Regulation 16(1)(b) of SEBI (LODR), 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from November 13th, 2021 to November 12th, 2026 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby

approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Gaurav L. Patodia shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

5. Approval of Material Related Party Transaction(s) between the Company and M/s Manish Overseas

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

“RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out new contracts/arrangements and /or continuing with existing contracts/arrangements/transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with M/s Manish Overseas, a related party of the Company on such terms and conditions as may be agreed between the Company and M/s Manish Overseas, for an aggregate value not exceeding Rs. 50.00 crore during Financial Year 2022-23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

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

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. Approval of Material Related Party Transaction(s) between the Company and M/s Laaj International

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

“RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out new contracts/arrangements and /or continuing with existing contracts/arrangements/transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with M/s Laaj International, a related party of the Company on such terms and conditions as may be agreed between the Company and M/s Laaj International, for an aggregate value not exceeding Rs. 50.00 crore during Financial Year 2022-23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

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

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

7. Approval of Material Related Party Transaction(s) between the Company and M/s Kolba Farm Fab Pvt. Ltd, an associate company

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

“RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related

Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out new contracts/arrangements and /or continuing with existing contracts/arrangements/transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with M/s Kolba Farm Fab Pvt. Ltd, a related party of the Company on such terms and conditions as may be agreed between the Company and M/s Kolba Farm Fab Pvt. Ltd, for an aggregate value not exceeding Rs. 50.00 crore during Financial Year 2022-23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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

RESOLVED FURTHER that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Place: Jaipur

Date: 26.08.2022

Prakriti Sethi
Company Secretary

Registered Office:

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

CIN: L63040RJ1992PLC007111

Notes

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular no 02/2021 dated January 13, 2021 read together with circulars Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 , No. 02/2021 dated January 13, 2021 No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI circulars, the AGM of the Company is being held through VC / OAVM without physical presence of the Members at a common venue.
2. The deemed venue for Thirtieth-AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available and hence the Proxy Forms are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. Institutional/Corporate Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body’s resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to parikhanshu26@gmail.com with a copy marked to complianceofficer@mkexim.com.
8. The Register of members and share transfer books of the Company will remain closed from **Saturday, 24th September 2022 to Friday, 30th September 2022** (both days inclusive) for the purpose of the annual general meeting.
9. The relative Explanatory Statement pursuant to Section 102of the Act, in regard to the business as set out in Item Nos 3 to 7 above are annexed hereto.
10. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) in respect of the Directors seeking re-appointment/appointment at the AGM are provided in annexure-1 of this notice. 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.
11. 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.
12. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes

- 13 Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market. The Form ISR-1 is available on the website of the Company at www.mkexim.com.
- 14 To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. **Nomination facility:** Section 72 of the Act provides for facility to the members for making nomination in respect of the shares held by them in the Company. Members holding shares in single name and who have not registered the nomination should submit to the Company form SH 13 for making nomination. Members holding the shares in electronic form should submit the form to their depository participants. Members can change the nomination by filing form SH-14 with the Company (in case of shares held in physical form) or to the depository participant (in case shares are in electronic form). Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit **Form No. ISR-3**. The said forms can be downloaded from the company’s website at www.mkexim.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
16. 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.
17. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website under the weblink at www.mkexim.com and on the website of the Company’s RTA at www.beetalfinancial.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
20. 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.
21. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, board report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of 30th AGM along with the Annual Report for FY2022 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2022 will also be available on the Company’s website at www.mkexim.com and website of the stock exchanges i.e., BSE Limited at www.bseindia.com. The Company shall send the physical copy of the Annual Report for FY22 only to those Members who specifically request for the same at complianceofficer@mkexim.com.
22. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company’s RTA/ the Company or who will register their email address with M/s Beetal Financial & Computer services (P) Ltd on or before 27.08.2022.
23. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday 23rd September, 2022, such person may obtain the user id and password from Beetal Financial & Computer services (P) Ltd by email request on beetalrta@gmail.com.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mkexim.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency

for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

25. 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 are available on the website of the Company and on Ministry of Corporate Affairs' website. The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
26. The Company has appointed M/s. Anshu Parikh & Associates (proprietor Ms. Anshu Parikh), PCS (Membership no. FCS 9785), as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
27. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
28. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Jaipur, Rajasthan
- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at complianceofficer@mkexim.com.
29. Instructions for remote e-voting, joining the e-AGM and e-voting at e-AGM are as follows:

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

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

A. VOTING THROUGH ELECTRONIC MEANS

- a. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Friday 23rd September, 2022 being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by CDSL or to e-voting during AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

B. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **<27.09.2022 at 9:00 a.m.>** and ends on **<29.09.2022 at 5:00 p.m.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<23.09.2022>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update

their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
---	--

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **M.K.EXIM (INDIA) LIMITED** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com.

evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@mkexim.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act
- v. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- vi. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- viii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance during the period from 27 September 2022 (from 9.00 a.m.) to 28 September 2022 (upto 5.00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at beetalrta@gmail.com and copy to company email id complianceofficer@mkexim.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance during the period from 27 September 2022 (from 9.00 a.m.) to 28 September 2022 (upto 5.00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at beetalrta@gmail.com and copy to company email id complianceofficer@mkexim.com. These queries will be replied to by the company suitably by email. Please note that only questions of the members holding the shares as on cut-off date will be considered. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
- ix. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- x. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- xi. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

E. General Instructions:

- i. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 30th AGM and announce the start of the casting of vote through the e-voting system of CDSL
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any
- iii. The scrutinizer shall submit her report to the Chairman of the Company, as the case may be, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.mkexim.com and shall also be communicated to the stock exchanges.

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

Place: Jaipur
Date: 26.08.2022

Prakriti Sethi
Company Secretary
Registered Office:
G1/150, Garment Zone,
E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022
CIN: L63040RJ1992PLC007111

ANNEXURE-1

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

Name of Director	Mr. Murli Wadhupal Dialani	Mrs. Lajwanti M Dialani	Mr. Gaurav L Patodia
Category	Chairman and Whole time Director	Whole time Director	Independent Director
DIN	08267828	05201148	09317764
Date of birth And age	25.11.1956 66 years	08.05.1956 66 years	26.05.1996 26 Years
Qualification	Graduate	Graduate	MBA
Nature of experience / expertise	Vast experience in Finance, production, sales and marketing	Finance and Market Analyst	Advanced Valuation Analyst
Brief resume	having 42 years' experience in Finance, production, sales and marketing in Fabric and garment fields as well as FMCG products	having 42 years' experience in Finance and Market Analysis	Having 3 years' experience in Finance, Marketing and Advanced Valuation Analysis
Terms and conditions Of appointment / re- Appointment	As Whole Time Director and designated as chairman liable to retire by rotation	As Whole Time Director liable to retire by rotation	For a period of 5 years Not liable to retire by rotation
Number of shares Held in the Company	2515929	967923	4920
Relationship with Other directors/ KMP	Relative of Mr. Manish Murlidhar Dialani And Mrs. Lajwanti M Dialani	Relative of Mr. Manish Murlidhar Dialani And Mr. Murli Wadhupal Dialani	None
No of board meetings Attended out of 11 Board meetings in the year 2021-22	10	11	4
Directorship details	Kolba Farm Fab Private Limited	Kolba Farm Fab Private Limited	NIL

Form No. SH-13
Nomination Form

**(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014)**

To,

The Company Secretary,
M.K.Exim (India) Limited
G1/150, Garment Zone,
E.P.I.P., RIICO Industrial Area,
Sitapura, Tonk Road,
Jaipur-302022

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)–

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:Address:

.....

Name of the Security Holder(s):

Signatures:Witness with name and address:

.....

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership Firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the members.
14. For shares held in dematerialised mode nomination is required to be held with the Depository Participant in their prescribed form.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No.'s 3 to 7 of the accompanying Notice:

Item No.3: Re-appointment of Mrs. Lajwanti M. Dialani as Whole Time Director, liable to retire by rotation

The shareholders of the Company at their 25th Annual General Meeting of the Company ('AGM') held on 29th September 2017 had accorded approval for the appointment of Mrs. Lajwanti M. Dialani as Whole-Time Director of the Company for a period of five years with effect from 29th September, 2017 to 28th September, 2022, liable to retire by rotation, by passing an ordinary resolution pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable Rules and provisions of the Act. The terms and conditions of the above appointment were within the overall limits of Schedule V of the Companies Act, 2013.

The present tenure of Mrs. Lajwanti M. Dialani as Whole-Time Director of the Company is going to expire on 28th September, 2022. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Mrs. Lajwanti M. Dialani as Whole-time Director. Accordingly, in view of the above the Board of Directors of the Company has, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 26th, 2022 and, subject to approval of members of the company, has re-appointed Mrs. Lajwanti M. Dialani as Whole-Time Director of the Company for a period of 5 years from 26th August, 2022 up to 25th August, 2027 upon the terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 26th August, 2022. The Company has received a Notice under Section 160 (1) of the Act proposing her candidature for the office of Director of the Company.

Subject to the approval of the shareholders

Pursuant to the provisions of Section 196 (4) of the Companies Act, 2013, appointment of a Whole-time Director and the terms and conditions of such appointment and remuneration payable shall be approved by the Board of Directors at a meeting, which shall be subject to the approval of the shareholders by a resolution at the ensuing general meeting of the company. The main terms and conditions of the re-appointment of Mrs. Lajwanti M. Dialani are given below:

I. Tenure of re-appointment:

The re-appointment of Whole-time Director, liable to retire by rotation shall be for a further period of Five years with effect from 26th August, 2022 up to 25th August, 2027.

II. Remuneration:

The Whole Time Director shall be paid remuneration of Rs. 2.00 lakhs per month which is inclusive of salary, allowances, perquisites and benefits, if any. The perquisites and benefits, if any, shall be valued as per Income Tax Rules, 1962.

Any time during the term of these five years, the remuneration payable may be revised by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the Whole-time Director and her contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof. Shareholders' approval is also being sought to empower the Board to vary the terms of employment, including the remuneration from time to time based on the exigencies of business, but within the limits prescribed by 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 Mrs. Lajwanti M. Dialani, as Whole time Director, 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 ceilings and approvals, if any as required under Schedule V of the Act, or any modification(s) thereto.

IV. Nature of Duties:

The Whole-time Director shall have all powers and authorities which remain vested with her under the Companies Act, 2013 and Articles of Association of the company and the Whole-time Director shall be entitled to the management and control of whole of the affairs of the company.

V. 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. She 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, she 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 her tenure she 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 Mrs. Lajwanti M. Dialani recommended to be passed by members by way of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 3 for approval of the shareholders.

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

PARTICULARS	2020-21	2021-22
Gross Revenue	5531.42	7424.92
Profit / (Loss) Before Income Tax	1088.40	1783.58
Less: Provision for Taxation Current Tax	(283.43)	(458.83)
Deferred Tax	2.60	(0.18)
Net Profit/ (loss) after Tax	807.57	1324.57

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

2. Information about the appointee:

- a. Background details: Mrs. Lajwanti M Dialani is 66 years old and associate with our company from last 7 years and having 42 years of ' experience in Finance and Market Analysis.

- b. Past remuneration: (Rs. in Lakhs)

Period	Total
2021-22	15.00
2020-21	9.25

- 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 Mrs. Lajwanti M. Dialani, the responsibilities shouldered to her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- e. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Relative of Mr. Murli Wadhmal Dialani, Chairman and WTD and Mr. Manish Dialani, Managing Director

Mrs. Lajwanti M Dialani is interested in the resolution pertaining to her own re-appointment. Mr. Murli Wadhmal Dialani, Chairman and WTD and Mr. Manish Dialani, Managing Director being relative, are interested in the resolution. Relatives of Mrs. Lajwanti M Dialani may be also be deemed to be interested in the said resolution to the extent of their respective shareholdings, if any, in the Company

None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

The Board commends the Resolution at Item No. 3 for approval by the members.

Item 4: Appointment of Mr. Gaurav L. Patodia as Independent Director of the Company.

Based on recommendation of Nomination and Remuneration Committee, Board of Directors appointed Mr. Gaurav L. Patodia as an Additional independent Director of the Company, not liable to retire by rotation, for a term of 5 years i.e. from 13.11.2021 to 12.11.2026, pursuant to provisions of Section 161(1) of the Act and Articles of Association of the Company, subject to approval of members.

The Company has, in terms of Section 160 of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Directors.

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

Mr. Gaurav L. Patodia has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Gaurav L. Patodia is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Gaurav L. Patodia has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Gaurav L. Patodia on the Board of the Company and accordingly the Board recommends the appointment of Mr. Gaurav L. Patodia as an Independent Director as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

Except Mr. Gaurav L. Patodia and their respective relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company www.mkexim.com and is available for inspection.

Item : 5, 6, 7

Background, details and benefits of the transaction: Manish Overseas

M/s Manish Overseas has been in the business of importing, marketing and selling of hair and personal care products of global brands through extensive network of dealers/sub dealers/direct marketing for a quite long time. M/s Manish Overseas has appointed the Company as the Principal Dealer for distribution and marketing of the products. The business activities of fast moving consumer products such as hair and personal care, personal hygiene and health products will substantially improve the top line and bottom line of the Company thereby enhancing the value of the investments made by the shareholders in the Company.

A summary of the information provided by the management of the listed entity to the audit committee

Name of the related party	M/s. Manish Overseas
Name of the director or key managerial personnel who is related	Mr. Manish M Dialani, Managing Director Mrs. Lajwanti M Dialani, Whole time director Mr. Murli Dialani, Director
Nature of relationship	Mr. Murli Dialani is the sole proprietor of M/s. Manish Overseas. Mr. Manish Dialani is the son of Mr. Murli Dialani and Mrs. Lajwanti Dialani is the wife of Mr. Murli Dialani Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani are related to each other.
Nature, materials terms, monetary value and particulars of contract or arrangement	The proposed resolution is an enabling one. Other material terms and commercial terms will be evaluated by the Audit Committee and recommended to the Board of Directors before entering into contract or arrangement
Tenure of the proposed transaction (particular tenure shall be specified)	1 Year
Value of the proposed transaction	Purchase of Cosmetic Products (FMCG) Up to Rs. 50.00 Crore during the year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	70%

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, · nature of indebtedness; · cost of funds; and · tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Justification as to why the RPT is in the interest of the listed entity	The business activities of fast moving consumer products such as hair care products, personal hygiene and health products will substantially improve the top line and bottom line of the Company thereby enhancing the value of the investments made by the shareholders in the Company
Any other information relevant or important for members to take a decision on the proposed resolution	Nil

Background, details and benefits of the transaction: Laaj International

M/s Laaj International has been in the textile business for a considerably long time. It has a large modern weaving, processing unit at Bhiwandi, Maharashtra. The Company's business mainly consists of export of fabrics, clothes and grey. It would be more economical and cost efficient if the job work is done for making grey out of the yarn supplied by the Company to M/s Laaj International.

Name of the related party	M/s. Laaj International
Name of the director or key managerial personnel who is related	Mr. Manish M Dialani, Managing Director Mrs. Lajwanti M Dialani, Whole time director Mr. Murlu Dialani, Director
Nature of relationship	Mr. Manish Dialani is the sole proprietor of M/s. Laaj International. Mr. Manish Dialani is the son of Mr. Murlu Dialani and Mrs. Lajwanti Dialani Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murlu Dialani are related to each other.
Nature, materials terms, monetary value and particulars of contract or arrangement	The proposed resolution is an enabling one. Other material terms and commercial terms will be evaluated by the Audit Committee and recommended to the Board of Directors before entering into contract or arrangement
Tenure of the proposed transaction (particular tenure shall be specified)	1 Year
Value of the proposed transaction	Purchase of Textile Fabrics Up to Rs. 50.00 Crore during the year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	70%

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, · nature of indebtedness; · cost of funds; and · tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Justification as to why the RPT is in the interest of the listed entity	The Company's business mainly consists of export of fabrics, clothes and grey. It would be more economical and cost efficient if the job work is done for making grey out of the yarn supplied by the Company to M/s Laaj International.
Any other information relevant or important for members to take a decision on the proposed resolution	Nil

Background, details and benefits of the transaction: M/s Kolba Farm Fab Private Limited

M/s. Kolba Farm Fab Private Limited, an Associate company, has an upgraded and modern yarn spinning unit in Surat. The Associate Company has been meeting the requirements of various customers for yarns and other related products in and around Gujarat. The company is known for its quality products. The Company in the ordinary course of business has been buying yarn from various units for manufacture of fabrics clothes, etc for the export business. It is proposed to enter into contract or arrangement with Kolba Farm Fab Private Limited for job work in greys, cloth and other related textile products.

Name of the related party	M/s. Kolba Farm Fab Private Limited
Name of the director or key managerial personnel who is related	Mr. Manish M Dialani, Managing Director Mrs. Lajwanti M Dialani, Whole time director Mr. Murli Dialani, Director
Nature of relationship	Mr. Manish Dialani is a director and member of Kolba Farm Fab Private Limited. Mrs. Lajwanti Dialani is a director and member of Kolba Farm Fab Private Limited. Mr. Murli Dialani is a director and member of Kolba Farm Fab Private Limited. Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani are related to each other.
Nature, materials terms, monetary value and particulars of contract or arrangement	The proposed resolution is an enabling one. Other material terms and commercial terms will be evaluated by the Audit Committee and recommended to the Board of Directors before entering into contract or arrangement
Tenure of the proposed transaction (particular tenure shall be specified)	1 Year
Value of the proposed transaction	Purchase of Textile Fabric / Job Work Up to Rs. 50.00 Crore during the year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	70%

<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> · nature of indebtedness; · cost of funds; and · tenure; <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not applicable
Justification as to why the RPT is in the interest of the listed entity	M/s. Kolba Farm Fab Private Limited has an upgraded and modern yarn spinning unit. The Associate Company has been meeting the requirements of various customers for yarns and other related products in and around Gujarat. The company is known for its quality products.
Any other information relevant or important for members to take a decision on the proposed resolution	Nil