



M. K. Exim (India) Limited

(CIN: L63040RJ1992PLC007111)

Registered Office: G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022.
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info@mkexim.com, mkexim@hotmail.com, **Web-Site:** www.mkexim.com

NOTICE

To the Members of M K EXIM (INDIA) Limited

NOTICE is hereby given that an extraordinary general meeting of the members of the Company will be held on Wednesday, 15TH May, 2019 at G1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022 at 09:30 A.M to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit to pass with or without modification, the following resolutions as a **special resolution:**

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, Clause IIIA in the Company's Memorandum of Association under the heading "MAIN OBJECTS OF THE COMPANY TO BE PURSUED"- be amended by insertion of the following new clauses after clause 13:

- 14 To carry on the business of buying and Direct selling, manufacturing, importing, exporting, distributing and otherwise dealing in all kinds and varieties of cosmetics, non prescribed drugs, personal and health care products, food preservatives and additives, artificial flavouring, artificial dyes and colouring agents, oleoresins, beauty and skin care products, perfumes, colognes, food supplements, health aids, glamour products, Birth control medicines and devices and lubricants.
- 15 To carry on the business of manufacturing, producing, growing, cultivating, process, importing, exporting, selling, purchasing or otherwise dealing in and marketing or multi marketing of health and nutrition products, food or food supplements, whether medicinal or aromatic, through plants or otherwise or through usual or unusual herbs, plantation or tuber crops, fruits, mushroom, nuts, fresh or canned, dehydrated or frozen fruits, vegetables or any genetic combination thereof, fast foods, marine and sea foods, energy foods, bee keeping honey and its processing, sericulture and its processing and to operate farming under satellite contractual buyback schemes including cultivation & processing & medicinal and aromatic plants, usual & unusual rare herbs, recycling of organic waste, fermentation and membrane process technologies.
- 16 To carry on the business of manufacturers, processors, producers, purchasers, sellers, blenders, makers, researchers and dealers in cosmetics, perfumes, scents, sprays, nail polish, fragrances, powders, lavenders, tooth pastes, tooth powder, hair oils, herbals, creams, pomades, ayurvedic and intermediates and their raw materials.
- 17 To carry on business as manufacturer and dealers in all kinds of FMCG products, proprietary products, hair, skin, nail and other beauty preparations, deodorants, aerosol and pumps-pray products, baby products, petroleum and mineral oil products, chemicals, acids and alkalis, all kinds of perfumery and other compound, preparations, materials and products, bath products, care products, cotton swabs, family planning appliances, hair dyes, pigments, varnishes, essential, oils, detergents, insecticides, oil, oleaginous, vaporaceous, saponaceous substances, preparations, aids and accessories of every description whether medicated, antiseptic or not, unguents, ingredients or accessories of every description whether medicated, antiseptic or not, unguents, ingredients, or accessories thereof and other materials, or things capable of being used in connection with such manner, factor or business.
- 18 To carry on business of manufacturing and dealers in all kinds of raw and finished cosmetics, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salve, ointments, pomades, powders, unguents, eau de cologne, toilet requisites and preparations, cleansing compounds.

19 To carry on the business of beauticians, manicurists, bridal makeup, hairdressers, hair dyers, makers and suppliers of all kinds of wigs, and to run health care centers, beauty parlours, massage centre's, yoga centers, gymnasiums, swimming pools and to conduct classes, seminars, demonstration, education and training programmes for betterment of body & beauty care or make up, and to deal in cosmetics of every description and kinds including lipsticks, nail polishes, creams, lotions, ointments, perfumes, foundations, soaps, fashion wear and beauty aids of every kind and description.

RESOLVED FURTHER THAT clause IIIB in the Memorandum of Association of the Company under the heading "OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be amended by inserting the following new clauses after Clause 35:

36 To acquire, establish, run, manage, franchise, take on hire or lease, and operate training schools or Institute of Beauty & Nutrition to provide world class vocational and technical training, education in beauty, wellness, yoga and nutrition.

37 To carry on Research, Development and manufacturing of Cosmetics products, personal care products, Health Care Products and to carry on the trade of it.

38 To run health care centre, yoga centers, gymnasiums and to conduct classes, seminars, demonstration, education and training programmes for betterment of body and health care.

39 To acquire, establish, run, manage, construct, build, take on hire or lease, maintain, organise, promote, provide, acquire, develop, erect, and to handle, yoga centers, beauty saloons, clinics, gymnasiums, swimming pools, natural cure centers, sauna & steam bath, and similar establishment on membership basis or otherwise.

40 To organize, conduct, or sponsor time to time, health and fitness camp or workshop, yoga camp or workshop, beauty contest event to encourage or make people aware about healthy & fit lifestyle.

41 To promote, encourage, establish, provide, maintain, conduct, operate, organise and run beauty parlours and to do business as beautician, manicurists, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education and training programmes in the field of body care and to do all incidental acts as are necessary to attain the main objects of the company.

42 To promote, encourage, establish, provide, maintain, conduct, operate, organise and run beauty parlours and as beautician, manicurists, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education and training programmes in the field of body care and personal hygiene.

43 To own, establish, acquire, run, operate, manage, maintain, develop, promote, administer, advertise, either on its own or through franchisee fully equipped schools, colleges, educational institutes, universities including deemed or autonomous universities, to promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals and government agencies, establish effective co-ordination, to organise training courses and special programmes to impart training, education in all disciplines, online, distinct, correspondence courses, coaching classes for any stream, any level, any profession, courses for information technology, computer technology, software, hardware, networking, any certified or recognised courses ,training programmes for personality development, soft skills, communication skills, creative teaching, behavior skills, trade-commerce-business management, scientific and research and to conduct all types of seminar, training programmes, skilled development programmes and to develop computer software, hardware, web enabled application, information technology related products and also to provide consultancy relating thereto, and to assist the promotion and advancement of trade, commerce, art, science, technology or whatsoever.

RESOLVED FURTHER that Board of Directors be and is hereby authorized to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, to make necessary filings with concerned ROC and other authorities and to settle any question, difficulty, or doubt that may arise in this regard and to undertake all such acts, deeds, matters, and things as required in this regard.

2. To consider and if thought fit to pass with or without modification the following resolution as an **ordinary resolution**:
RESOLVED THAT pursuant to applicable provisions of section 188 of the Companies Act 2013 and the relevant rules made there under, approval of the members be and is hereby received for the Company to enter into contract or arrangement, in the ordinary course of business of the Company, with M/s Laaj International, a related party, for carrying out job work on the materials relating to cloth, fabrics and other materials supplied from time to time by the Company and/or purchase of yarn, fabrics and other material by the Company, of an aggregate value not exceeding Rs. 500,000,000 (Rupees five hundred million) in any financial year.

RESOLVED FURTHER that Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable for the purpose of giving effect to this resolution

3. To consider and if thought fit to pass with or without modification the following resolution as an **ordinary resolution**
RESOLVED THAT pursuant to applicable provisions of section 188 of the Companies Act 2013 and the relevant rules made thereunder, approval of the members be and is hereby received for the Company to enter into contract or arrangement, in the ordinary course of business of the Company, with M/s Manish Overseas, a related party, to act as distributor of personal care, personal hygiene and beauty products, that may be supplied to the Company by M/s Manish Overseas, of an aggregate value not exceeding Rs. 500,000,000 (Rupees five hundred million) in any financial year.

RESOLVED FURTHER that Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable for the purpose of giving effect to this resolution.

4. To consider and if thought fit to pass with or without modification the following resolution as an **ordinary resolution**:
RESOLVED THAT pursuant to applicable provisions of section 188 of the Companies Act 2013 and the relevant rules made there under, approval of the members is hereby received for the Company to enter into contract or arrangement, in the ordinary course of business of the Company, with M/s Kolba Farm Fab Private Limited, a subsidiary of the Company, for carrying out job work on the materials relating to cloth, fabrics and other materials supplied from time to time by the Company or purchase of yarn, fabrics and other material by the Company, of an aggregate value not exceeding Rs. 500,000,000 (Rupees five hundred million) in any financial year.

RESOLVED FURTHER that Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable for the purpose of giving effect to this resolution

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

**Place: Jaipur
Date: 11.04.2019**

**Prakriti Sethi
Company Secretary**

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY/ PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE EGM.**

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 carrying voting rights. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. A proxy form is sent herewith. Proxies submitted on behalf of Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable.

A member holding more than ten per cent (10%), of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for another person or shareholder.

Corporate Members intending to send their authorised representatives to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, 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 resolution to attend and vote on their behalf at the meeting.

2. The explanatory statement pursuant to section 102 of the Companies Act 2013 (the Act) in respect of special business at item No 1 to 4 of the accompanying notice is annexed herewith.
3. Voting at the meeting will be done through ballot paper at the venue of the meeting by the members who have not exercised voting through electronic means. The proxy/ies appointed by the members may vote through the ballot paper.
4. 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.
5. Members holding shares in physical form are requested to intimate any change of address and are also requested to submit their specimen signature duly attested by their bank to the Company's RTA Beetal Financial & Computer services (P) Ltd, New Delhi. Members holding shares in electronic form must intimate their depository participants any change in their address.
6. **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)
7. Electronic copy of the notice of the Extraordinary 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.
8. The Notice of the Extraordinary General Meeting and the explanatory statement and all related documents will also be available at the Company's website www.mkexim.com which can be downloaded. The physical copies of the above documents will also be available at the Company's registered office at Jaipur for inspection during normal business hours on working days (Monday to Friday). 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

9. 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 EGM to exercise their right to vote at the EGM. 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 EGM. 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 EGM.

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 EGM in a fair and transparent manner.

10. The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on **<12.05.2019 at 9.00 a.m.>** and ends on **<14.05.2019 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 **<08.05.2019>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (II) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (III) The shareholders should log on to the e-voting website www.evotingindia.com.
- (IV) Click on Shareholders.
- (V) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. or 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 to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (VIII) If you are a first time user follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">· Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence number is printed on address sticker· In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details 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 as mentioned in instruction (v).

- (IX) After entering these details appropriately, click on "SUBMIT" tab.
- (X) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (XI) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XII) Click on the EVSN of the **M.K. Exim (India) Limited** on which you choose to vote.
- (XIII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (XIV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XV) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (XVI) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XVII) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XVIII) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (XIX) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (XX) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XXI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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

11. **Other Instructions**

- I.** The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, May 8, 2019 (hereinafter called as “Cut-off Date”). A person who is not a Member as on the cut-off date should treat this Notice for information only.
- ii.** A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the Cut-off Date, i.e. Wednesday, May 8, 2019 only shall be entitled to avail the facility of remote e-voting / voting at the EGM.
- iii.** Any person, who acquires shares and become Member of the Company after the dispatch of the Notice and holds shares as on the Cut-off Date may obtain the login ID and password by sending an request to helpdesk.evoting@cdslindia.com
12. 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 EGM.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during working hours on all working days except **Saturdays & Sundays**, up to and including the date of the EGM of the Company.

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

**Place: Jaipur
Date: 11.04.2019**

**Prakriti Sethi
Company Secretary**

Explanatory statement pursuant to section 102 of the Companies Act 2013

Item No 1

The Board of directors after much deliberation has identified certain new business activities which the Company can efficiently and economically undertake. They are in the nature of fast moving consumer products such as beauty products, personal hygiene and health products. These business activities, if successfully carried out, 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.

To enable the Company the new proposed business activities the objects clause of the Memorandum of association of the Company is required to be amended by members approval by way of special resolution.

None of the directors or key personnel and their relatives is interested in the resolution. The directors commend to the members for their approval.

The Memorandum of Association with the proposed amendments is available for inspection of the members during normal business hours on working days Monday to Friday, at the registered office of the Company.

Item: 2

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.

Shri Manish Dialani, Managing Director, Smt. Lajwanti Dialani, whole time director and Mr. Murli Dialani, Director, who are relatives, are interested in the resolution. Being interested directors they will not vote on the resolution. None of other directors is interested in the resolution. The Directors commend to the members for approval of the resolution.

The transaction arising out of the proposed contract or arrangement will be in the ordinary course of business and at arm's length. The proposed transactions will be evaluated first by the Audit Committee and after the recommendation of the audit committee; the Board will enter into the transactions.

As per Rule 15(3) of the Companies (Meetings of Board and its powers) Rules 2014, the following details are furnished:

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. Murli Dialani, Director
Nature of relationship	Mr. Manish M Dialani is the sole proprietor of M/s. Laaj International. Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani are relatives of 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
Any other information relevant or important for members to take a decision on the proposed resolution.	Nil

Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani will not vote on the resolutions

Item 3

The Board of directors after much deliberation has identified certain new business activities which the Company can efficiently and economically undertake. They are in the nature of fast moving consumer products such as beauty products, personal hygiene and health products. These business activities, if successfully carried out, 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.

M/s. Manish Overseas has been in the business of importing, marketing and selling of beauty care products of global brands through extensive net work of dealers/sub dealers/direct marketing for a quite long time. M/s Manish Overseas has agreed to appoint the Company as the Principal Dealer for distribution and marketing of the products.

Mr. Manish Dialani, Managing Director, Mrs. Lajwanti Dialani, whole time director and Mr. Murli Dialani, director being relatives, are interested in the resolution. None of the other directors is concerned or interested in the resolution. The Directors commend to the members approval of the resolution.

The proposed new activities will be carried out after the amendments to the objects clause as proposed in item 1 in the notice are approved by the Registrar of Companies. After approval such activities will be in the ordinary course of business and the transactions will be subject to evaluation by the Audit Committee.

As per Rule 15(3) of the Companies (Meetings of Board and its powers) Rules 2014, the following details are furnished:

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
Any other information relevant or important for members to take a decision on the proposed resolution	Nil

Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani will not vote on the resolution.

Item 4

M/s. Kolba Farm Fab Private Limited, a subsidiary of the Company, has an upgraded and modern yarn spinning unit in Surat. The subsidiary 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.

Mr. Manish Dialani, the Managing Director is a director and member in Kolba Farm Fab Private Limited. Mrs. Lajwanti Dialani is a director in that company. Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani are relatives. Hence they are deemed to be concerned or interested in the resolution. No other director is concerned or interested.

The Directors commend to the members for approval of the resolution.

As per Rule 15(3) of the Companies (Meetings of Board and its powers) Rules 2014, the following details are furnished:

Name of the related party	M/s. Kolba Farm fab Private Ltd
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
Nature of relationship	Mr. Manish Dialani is a director and member of Kolba Farm Fab Private Limited. Mrs. Lajwanti Dialani is a director of Kolba Farm Fab Pvt. Ltd. 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
Any other information relevant or important for members to take a decision on the proposed resolution	Nil

Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani will not vote on the resolution.

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

**Prakriti Sethi
Company Secretary**

**Place: Jaipur
Date: 11.04.2019**

M. K. Exim (India) Limited

CIN: L63040RJ1992PLC007111

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

Phone: 0141- 3937500, 3937501. Fax: +91-141-3937502

E-mail: mkexim@mkexim.com, mkexim123@gmail.com, Web-Site: www.mkexim.com

PROXY FORM-MGT 11

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

EXTRA ORDINARY GENERAL MEETING ON Wednesday, 15TH May, 2019

Name of the shareholder(s):

Registered address:

E-mail ID:

Folio No. /DP ID & Client ID*:

No. of shares held:

* 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 **EXTRA ORDINARY GENERAL MEETING** of the Company to be held Wednesday, 15TH May, 2019 at 09.30 a.m. at G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Sanganer, 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
1.	Special Business: To Approve the Alteration in the object clause of the Memorandum of Association of the Company		
2	To Approve the related party transactions with M/s Laaj International as per Section 188		
3	To Approve the related party transactions with M/s Manish Overseas as per Section 188		
4	To Approve the related party transactions with M/s Kolba farm Fab Pvt Ltd as per Section 188		

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. Please put a 'X' 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.

M. K. Exim (India) Limited

CIN: L63040RJ1992PLC007111

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

Phone: 0141- 3937500, 3937501. Fax: +91-141-3937502

E-mail: mkexim@mkexim.com, mkexim123@gmail.com, Web-Site: www.mkexim.com

ATTENDANCE SLIP

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Folio No. / DP ID & Client ID*

No. of shares held

* Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered shareholder /proxy for the registered shareholder of the Company.

I/We hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022 at 09.30 a.m. on Wednesday, 15TH May, 2019.

Shareholder's / Proxy's name in BLOCK letters Signature of Shareholder /Proxy

- Note:
- 1 Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.
 - 2 In case of joint holders attending the meeting, the member whose name appears as the first holder, in the order of names appearing in the register of members, will only be entitled to vote.

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

