

"NAMO NARAYAN"



M. K. Exim (India) Limited

CIN No.L63040RJ1992PLC007111

Regd. Office : G1/150, Garment Zone, E.P.I.P. Sitapura, Tonk Road, Jaipur-302022

Tel : +91-141-3937500/501 Fax : +91-141-3937502 Website : www.mkexim.com

E-mail : mkexim@gmail.com, mkexim123@gmail.com, info@mkexim.com

Dated: 10.11.2020

To
The Deputy Manager,
Department of Corporate Services-Listing,
Bombay Stock Exchange Ltd.,
Floor 25, P J Towers, Dalal Street,
Mumbai-400 001
Tel: 022-2272 1234/33

Ref: SCRIP Code: 538890

Sub: Intimation of Notice of Postal Ballot under Regulation 30 read of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the captioned subject and pursuant to Section 110 of the Companies Act, 2013 please find enclosed Postal Ballot Notice to transact the following business:

1. To approve the issue of equity shares on preferential basis.

Kindly take the same on record.

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

Prakriti Sethi

Prakriti Sethi
Compliance Officer
Company Secretary



Encl: as above



M.K. Exim (India) Limited

(CIN:L63040RJ1992PLC007111)

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

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

E-mail: mkexim@gmail.com, mkexim@mkexim.com, info@mkexim.com,

Web-Site: www.mkexim.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

To
All Members,
M.K.EXIM INDIALIMITED

NOTICE is hereby given pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act 2013 (the Act) read with Rule 22 of the Companies (Management And Administration) Rule 2014 including any statutory modification or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015(SEBI"LODR") and other applicable laws and regulations, guide lines framed by the Ministry of Corporate Affairs (MCA) for conducting general meetings/postal ballot through e-voting as per Circular No, 33/2020 dated 28th September 2020 and other circulars referred to therein, that it is proposed to seek the consent of the members of M.K Exim (India) Limited("the Company") for the special resolution appended below, through postal ballot using remote electronic voting ("E-voting").

SPECIAL RESOLUTIONS:

Item No. 1 - To Issue and allotment of equity shares, by way of preferential issue, to identified persons, who are non promoters nor forming part of promoters group:

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

"RESOLVED THAT in terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2018, as may be applicable to the preferential issue of Equity shares and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of

SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 17,90,000 Equity shares (Seventeen Lakh Ninty Thousand only) of face value of Rs. 10 each to be issued at a price of Rs 20/- each (including a premium of Rs.10/- each) aggregating to Rs. 3,58,00,000 (Three Crore Fifty Eight Lakh only), not being less than the price determined in accordance with the provisions of Chapter V of the ICDR Regulations and Companies Act, 2013 by way of preferential allotment to the following subscribers who are non promoters nor part of promoter group;

Sr. No.	Subscriber	Category	No. of Equity Shares	Consideration
1.	Harish Fatandas Sawlani	Non Promoter	3,80,000	Cash
2.	Murli Fatandas Sawlani	Non Promoter	450,000	Cash
3.	Vasudev Fatandas Sawlani	Non Promoter	7,10,000	Cash
4.	Priya Vasudev Sawlani	Non Promoter	2,50,000	Cash
		TOTAL	17,90,000	

(hereinafter referred to as the "**Subscribers**")

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date.'" The "relevant date" for the purpose of pricing of equity shares November 19,2020 is 30 (thirty) days prior to the date on which on which the resolution to approve the preferential issuance and allotment of Equity Shares is deemed to be passed i.e. the last date specified for exercise of voting through remote e-voting process (E-voting)

RESOLVED FURTHER THAT the allotment of the Equity Shares to the Subscriber shall be on such terms and conditions as may be determined by the Board including in accordance with the Companies Act, 2013 and the ICDR Regulations Including but not limited to the following:

(a) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permissions(s) from any regulatory authority or the Central Government. The allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval(s) or permission(s).

(b) The Equity Shares allotted to the Subscriber shall be in dematerialised form.

(c) The Equity Shares allotted to the Subscriber shall, subject to receipt of necessary approvals for listing and trading, be listed and traded on the BSE limited.

(d) The Equity Shares being allotted to the Subscriber shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing fully paid up equity shares of the Company of the face value of Rs. 10 (Rupees Ten only) in all respects, including dividend and voting rights.

(e) The Equity Shares allotted to the Subscriber shall remain locked-in from the date of trading approval granted for the Equity Shares for such periods as specified under the provisions of Chapter V of the ICDR Regulations.

(f) The Equity Shares shall be allotted to the Subscriber for consideration to be received in cash.

(g) The number of equity shares so offered, issued and allotted to the Subscriber shall not exceed the number of equity shares as approved hereinabove."

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditors, being a Practicing Chartered Accountant, certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the name of the Subscriber has been recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be hereby issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares and consent of the members of the Company is hereby accorded for issuance of the same to the Subscriber.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act. 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company does apply for listing of the new equity shares and does make an application to the Depositories for admission of the new equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

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

S d/-
Prakriti Sethi
Company Secretary
Compliance Officer
Place: Jaipur
Date: 10.11.2020

Registered Office:
G1/150, Garment Zone, E.P.I.P.,
RIICO Industrial Area,
Sitapura, Tonk Road, Jaipur-302022
CIN: L63040RJ1992PLC007111
Website:mkexim@mkexim.com
E-mail: mkexim@mkexim.com
Tel. No. 0141-3937501

Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto. A copy of the notice is also available on the Company website: www.mkexim.com
2. The Board of the Directors of the Company, at its Meeting held on November 10, 2020, appointed M/s Anshu Parikh & associates prop. Anshu Parikh, Company Secretary in practice, as Scrutinizer for remote e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on November 13, 2020 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020.
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 and 33/2020 dated 28th September 2020 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on November 13, 2020 being the cut-off date, to exercise their right to vote electronically on the above resolution.
5. Due to COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at beetalrta@gmail.com. Member(s) may also intimate the same to the Company by writing an email at mkexim@mkexim.com. The members shall provide the following information in the email—

Full Name

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to beetalrta@gmail.com or mkexim@mkexim.com
- b) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with

their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Beetal Financial & Computer Services Private Limited.

- c) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. December 19, 2020 in terms of Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in newspapers.
9. 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 November 13, 2020 only shall be entitled to avail the facility of e-voting.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on Friday, November 20, 2020 at 9:00 a.m. and will end on Saturday, December 19, 2020 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
11. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before December 19, 2020, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before December 21, 2020. The Result shall be announced by the Chairman of the Company on December 21, 2020 and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. December 19, 2020 will be taken to be date of passing the resolution.
12. The results of the postal ballot will be placed on the Company's website at www.mkexim.com and will intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited in accordance with the provisions of SEBI Listing Regulations.

VOTING THROUGH ELECTRONIC MEANS

I The instructions for members for voting electronically are as under:

- a) The remote e-voting period commences on Friday November 20, 2020 (9:00 A.M.) and ends on Saturday, December 19, 2020 (5:00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on November 13, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b) The Members should log on to the e-voting website www.evotingindia.com.
- c) Click on "Members" tab.
- d) Now Enter your User ID
 - 1) For CDSL: 16 digits beneficiary ID,

- 2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- e) Next enter the Image Verification as displayed and Click on Login.
 f) 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.
 g) If you are a first time user follow the steps given below:

For Shareholders 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"> 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 as mentioned in instruction (v).

- h) After entering these details appropriately, click on "SUBMIT" tab.
 i) 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.
 j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 k) Click on the EVSN for the relevant <M.K.Exim (India) Limited>on which you choose to vote.
 l) 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.
 m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 n) 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.
 o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- q) 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.
- r) Note for Non-Individual Members and Custodians:
- Non-Individual Members (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 linked in the login 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.
- s) The Scrutinizer shall after the conclusion of voting, count the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit his consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- t) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mkexim.com and shall intimate the same to the BSE Limited, Mumbai.

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 .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO 1:

As the members are aware, the Company has undertaken the business of distribution of cosmetics consisting of personal care and personal hygiene products of internationally reputed brands, pan India. In view of future prospects and growth targets, the Company requires additional funding for this new business activity. The funds raised through the preferential issue would be used to finance the business activities.

The special resolution as mentioned under item 1 proposes to authorize the Board of directors to offer, issue, and allot 17,90,000 Equity shares (Seventeen lakh Ninty Thousand only) of face value of Rs. 10 each to be issued at a price of Rs.20/- each (including a premium of Rs.10/- each) aggregating to Rs.3,58,00,000 (Rupees: Three Crore Fifty Eight Lakh only), not being less than the price determined in accordance with the provisions of Chapter V of the ICDR Regulations and Companies Act, 2013 by way of preferential allotment to the following subscribers;

Sr. No.	Subscriber	Category	No. of Equity Shares	Consideration
1.	Harish Fatandas Sawlani	Non Promoter	3,80,000	Cash
2.	Murli Fatandas Sawlani	Non Promoter	450,000	Cash
3.	Vasudev Fatandas Sawlani	Non Promoter	7,10,000	Cash
4.	Priya Vasudev Sawlani	Non Promoter	2,50,000	Cash
		TOTAL	17,90,000	

(hereinafter referred to as the "**Subscribers**")

Pursuant to the ICDR Regulations, the allotment shall be made only in dematerialized form. The equity shares issued pursuant to preferential allotment shall rank pari-passu in all respects including with respect to dividend and voting rights, with then fully paid up equity shares of the Company.

Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant disclosures / details are given below:

(I) Object of the Issue through preferential Allotment:

The Preferential Allotment of Equity Shares will increase the Net-worth of the Company. The Company will be utilizing the funds for general corporate purposes. In the interim period the Company will deploy the funds into business to meet the fund requirements for the growth of Company's new cosmetic business.

(II) The names of the proposed allottees and % of post preferential issue capital that may be held by them. The proposed allottees are classified as public

Sr. No.	Subscriber	PAN	Category	No. of Equity Shares	% of post preferential issue capital
1.	Harish Fatandas Sawlani	ADEPS9863L	Non Promoter	3,80,000	4.23
2.	Murli Fatandas Sawlani	ADEPS9862M	Non Promoter	450,000	5.02
3.	Vasudev Fatandas Sawlani	ADEPS9864P	Non Promoter	7,10,000	7.91
4.	Priya Vasudev Sawlani	AEDPS0878R	Non Promoter	2,50,000	2.79
			TOTAL	17,90,000	

(III) Maximum number of shares to be issued:

17,90,000 equity shares of Rs. 10 each.

(IV) Issue Price:

The price per share has been determined in accordance with the provision 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"). The shares of the company being infrequently traded, the price is determined taking into account valuation parameters including book value, comparable trading multiple etc. as amended ("ICDR Regulations") is obtained. As per Regulation 165 of Chapter V of SEBI (ICDR) Regulations 2018, when the Equity shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such should be done by an Registered Valuer. Valuation report is collected from Registered Valuer Mr. Aashish Gupta having Registration No. IBBI/RV/06/2019/12275. As per the valuation report, the value of shares is arrived at Rs. 19.96 per share, as on 30th October 2020. Based on the said valuation report, the price offered per share is Rs. 20 (face value Rs. 10 and Rs.10 as share premium). The said valuation report will be made available in electronic form for perusal/inspection on a specific request received from a member.

The Company hereby undertakes that it will re-compute the price in terms of SEBI Regulations when it is required to do so and further undertake that if the amount payable on account of re-computation of price is not paid within the stipulated time, the shares shall continue to be locked till such time the amount is paid by the allottees.

(V) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

The proposed allottee fall under Public categories as mentioned under point No.(IV). The said allottee propose to subscribe for 17,90,000 equity shares. The requirement of issue of securities on preferential basis is necessitated to fulfill the objects as mentioned in point No (1). None of the promoters or the constituents of the promoter group intends to participate and subscribe for the shares to be issued on preferential allotment basis.

(VI) Shareholding pattern of the proposed allottees and percentage of pre and post preferential issue capital that may be held by them:

Name of the proposed allottee	Category	Pre- Issue holding		No. of Shares to be Allotted	Post Issue holding		Change in Control
		No. of Shares	% of Shares		No. of Shares	% of Shares	
Harish Fatandas Sawlani	Non Promoter	N.A.	N.A.	17,90,000	3,80,000	4.23	The Proposed Allotment would not result in change in control of the Company.
Murli Fatandas Sawlani	Non Promoter	N.A.	N.A.		4,50,000	5.02	
Vasudev Fatandas Sawlani	Non Promoter	N.A.	N.A.		7,10,000	7.91	
Priya Vasudev Sawlani	Non Promoter	N.A.	N.A.		2,50,000	2.79	
		TOTAL			17,90,000	19.95%	

(VII) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential allotment capital that may be held by them and change in control, if any, in the Company, consequent to the preferential allotment:

The identified persons, who are to be allotted the equity shares by way of preferential issue, are not acting in concert to acquire the control of the Company. These persons are not relatives of the promoters or directors of the Company, with a common objective of change in control of the Company. There is no change in control, if any, in the Company consequent to allotment of shares in the preferential issue.

(VIII) Shareholding pattern before and after preferential issue of the capital would be as follows:

Category	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
Promoters an Promoter Group (A)	24,27,750	33.81	24,27,750	27.06
Public (B)	47,52,750	66.19	65,42,750	72.94
Total (A+B)	71,80,500	100	89,70,500	100
Non Promoter Non Public (C)				
Grand Total (A+B+C)	71,80,500	100	89,70,500	100

(IX) Proposed time within which the allotment shall be completed:

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals or such other time as may be granted or prescribed by SEBI, Stock Exchange or other relevant authorities.

(X) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

(XI) SEBI Takeover code:

In the present case proposed allottee doesn't attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

(XII) Holding of shares in demat form

The proposed allottee does not holds any shares in the Company. Further, the proposed shareholder has Permanent Account Number.

(XIII) Lock-in Period:

The equity shares proposed to be allotted on preferential allotment basis will be subject to lock in for a period of one year from the date of trading approval granted by the Stock Exchange where the securities of the Company are listed as per Chapter V of the SEBI (ICDR) Regulations, 2018.

(XIV) Auditor Certificate:

Certificate from the Statutory Auditor confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 shall be available for inspection through electronic form on a specific request received in this regard.

(XV) Control:

As a result of the proposed preferential allotment of equity shares, there will be no change in the composition of the Board of Directors and control of the Company.

(XVI) Undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee.
- c) The Company has not made any preferential allotment of equity shares during the last financial year

(XVII) Compliances:

The company has complied with the requirement of minimum public shareholding of 25% as per Regulation 38 of SEBI (LODR) Regulations.

(XVIII) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchanges for authorizing the Board to issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

The Company or any of its promoters or directors is not a willful defaulter and hence disclosures specified in Schedule VI of SEBI Regulations are not made.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

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

Sd/-
Prakriti Sethi
Company Secretary
Compliance Officer
Place: Jaipur
Date: 10.11.2020

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