

"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, mkexim@hotmail.com, info@mkexim.com

Date: 04.08.2023

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: M.K. Exim (India) Ltd. Scrip Code: 538890

Sub: Notice of 31st AGM to be held on Tuesday, 05th September, 2023

Dear Sir/Madam,

This is to inform you that the 31stAGM of the Company will be held on Tuesday, 05th September, 2023 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This can be accessed/downloaded from the company's website www.mkexim.com.

Accordingly find the attached Notice of the 31st AGM.

This is for your kind information.

Yours faithfully,

For M.K. Exim (India) Ltd



Manish Murlidhar Dialani
Managing Director
(DIN: 05201121)

Enclose: as above

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of M.K. Exim (India) Limited will be held on Tuesday, 05th September, 2023 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

- To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31st March 2023 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 2023 and the Reports of the Board of Directors’ and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

- To appoint a Director in place of Mrs. Lajwanti Murlidhar Dialani (DIN:05201148), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible, offers herself for re-appointment and to pass the following resolution as an ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mrs. Lajwanti Murlidhar Dialani (DIN: 05201148), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

- Re-appointment of Mr. Vishesh Mahesh Nihalani (DIN: 06786707) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Rules made there under and the applicable provisions of SEBI LODR 2015 (Listing Regulations) (including any statutory modification{s} or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Vishesh Mahesh Nihalani (DIN:0786707) whose first term of five years ended on 19th June 2023, as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act, the Rules made thereunder and the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and In respect of whom the Company has received a notice in writing under section 160(1) of the Act proposing his candidature for the office of an independent director, not liable to retirement by rotation, to hold office for a term of five consecutive years, i.e. From 20th June 2023 to 19th June 2028.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

- Re-appointment of Mrs. Priya Murlidhar Makhija (DIN:07109712) as Independent Director**

To consider and if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mrs. Priya Murlidhar Makhija (DIN: 07109712), who was appointed an independent director of the Company for a 5 years term up to April 10, 2024 by the shareholders and being eligible, be and is hereby re-appointed as an independent director of the Company, not liable to retire by rotation, for a second term of 5 (five) years with effect from April 11, 2024 up to April 10, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 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 the provision of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“listing regulations”) read with section 188 of the Companies Act 2013, (the Act) and other applicable provisions, if any, along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and the Company’s policy on related party transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and or continuing with Material Related Party transactions /contracts/arrangements/agreements or modifications thereto, as detailed in the explanatory statement an-

nexed to this notice, with Manish Overseas, a related party for purchase of cosmetic and other FMCG products for the purpose of sale/distribution for a period of five years commencing from financial year 2023-2024 to financial year 2027-2028 individually and/or in the aggregate upto an amount not exceeding Rs. 80.00 Crore (Rupees Eighty Crores) in a financial year provided however that the said contracts/arrangements/transactions shall be carried out at an arm's length in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing 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 in connection with any matter related to or contemplated in this 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 the provision of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") read with section 188 of the Companies Act 2013, (the Act) and other applicable provisions, if any, along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and the Company's policy on related party transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and or continuing with Material Related Party transactions /contracts/arrangements/agreements or modifications thereto, as detailed in the explanatory statement annexed to this notice, with M/s Laaj International, a related party of the Company for purchase/sale of textile fabrics and job work related to grey out of the yarn for a period of five years commencing from financial year 2023-2024 to financial year 2027-2028 individually and/or in the aggregate upto an amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores) in a financial year provided however that the said contracts/arrangements/transactions shall be carried out at an arm's length basis in the ordinary course of business of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing 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 the provision of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") read with section 188 of the Companies Act 2013, (the Act) and other applicable provisions, if any, along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and the Company's policy on related party transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and or continuing with Material Related Party transactions /contracts/arrangements/agreements or modifications thereto, as detailed in the explanatory statement annexed to this notice, with M/s Kolba Farm Fab Pvt. Ltd, a related party of the Company for purchase/sale of textile fabrics and job work in grays, cloth and other related textile products for a period of five years commencing from financial year 2023-2024 to financial year 2027-2028 individually and/or in the aggregate upto an amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores) in a financial year provided however that the said contracts/arrangements/transactions shall be carried out at an arm's length basis in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing 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: 04.08.2023

Registered Office:

G1/150, Garment Zone, E.P.I.P.,

RIICO Industrial Area, Sitapura,

Tonk Road, Jaipur-302022

CIN: L63040RJ1992PLC007111

Babu Lal Sharma

Company Secretary

M. No. ACS 52487

Notes:

1. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021, 03/2022 dated 5th May, 2022 and 10/2022 dated 28th December 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30th September 2023. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 31st AGM of the Company is being convened and conducted through VC/OAVM. Further, Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 2. The deemed venue for Thirty-first-AGM shall be the Registered Office of the Company.
 3. The Company has enabled the Members to participate at the 31st AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages
 4. 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.
 5. The Register of members and share transfer books of the Company will remain closed from **Wednesday, 30th August 2023 to Tuesday, 05th September 2023**(both days inclusive) for the purpose of the Annual General Meeting.
 6. The relative Explanatory Statement pursuant to Section 102 of the Act, concerning the business as set out in Item Nos. 3 to 7 above are annexed hereto.
 7. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking re-appointment/appointment at the AGM are provided in **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/re-appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013 and are not eligible to retire by rotation.
 8. 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.
 9. Since the meeting will be conducted through VC/OAVM facility, the route map and attendance slip are not annexed to this Notice.
 10. 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.
 11. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. 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. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 31st AGM being held through VC.
 12. In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2023 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode. Members may note that the Notice and Annual Report for FY2023 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 FY2023 only to those Members who specifically request for the same at complianceofficer@mkexim.com.
- A copy of the Notice of this AGM along with Annual Report for the FY 2022-23 is available on the website of the Company at <https://www.mkexim.com>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and 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.
13. Members are requested to register the e-mail Address and Mobile No. with their respective Depository Participant/s. Those Members, whose email address and Mobile No. is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 31st AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address and Mobile number registered with the Company.

REGISTRATION OF EMAIL ID/MOBILE NO.

- a) In case shares are held in physical mode please provide 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 Company at futuristicsolutionsltd@gmail.com and to RTA at beetalrta@gmail.com
- b) In case shares are held in demat mode, please contact the Depository Participant and register the email Address and Mobile No. as per the process advised by the Depository Participant.
14. 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 04.08.2023.
15. 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.
16. 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.
17. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
- (a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
- (b) Any change in their residential status on return to India for permanent settlement.
18. 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.
19. **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.
20. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Jaipur, Rajasthan:
- (a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- (b) Register of directors, 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.
21. 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.
22. 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
23. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**
- 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>.

The Members/Claimants whose shares and unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in).

24. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA M/s Beetal Financial & Computer services (P) Ltd at New Delhi. The forms for updating the same are available on the website of the company www.mkexim.com.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or has failed to link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002

25. 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.
26. 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.
27. 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., Tuesday 29th August, 2023, such person may obtain the user id and password from Beetal Financial & Computer services (P) Ltd by email request on beetalrta@gmail.com.

The Instructions for remote e-voting, joining the e-AGM and e-voting at e-AGM are as follows:

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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
- iii. 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 at least 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.
- iv. 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.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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.

- vi. 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 Exchanges i.e. BSE Limited and National Stock Exchange of India 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).
- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 10/2022 dated December 28, 2022.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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.

- (i) The voting period begins on **<02.09.2023 at 9:00 a.m.>** and ends on **<04.09.2023 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) **<29.08.2023>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders 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	<p>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.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	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 e-voting 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	<p>(i) 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.nsd.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.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>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.</p> <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 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.

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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. 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 02 September 2023 (from 9.00 a.m.) to 03 September 2023 (upto 5.00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at 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 02 September 2023 (from 9.00 a.m.) to 03 September 2023 (upto 5.00 p.m.) mentioning their name, demat account number/folio number, email id, mobile number at 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.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. 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.
- x. 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.

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 **Company/RTA at their email IDs**.
- 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.

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 31st 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.

31ST ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

31 ST ANNUAL GENERAL MEETING	
Day and Date of AGM	Tuesday, September 05, 2023
Time	11:00 A.M.
Mode/Venue	Through Video Conferencing or Other Audio-Visual Means from the Registered Office of the Company #G-1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022
Financial Year	2022-23
Date of book closure	30.08.2023 to 05.09.2023 (Both days inclusive)
Helpline number for VC participation	1800-225-533
Cut-off date for e-voting	29 th August 2023
E-voting start date and time	02.09.2023 at 09.00 A.M.
E-voting end date and time	04.09.2023 at 05.00 P.M.
E-voting website of CDSL	https://web.cdslindia.com/myeasi/home/login
Name, address and contact details of e-voting service Provider	Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futu- rex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 helpdesk.evoting@cdslindia.com Toll-free No. 1800-225-533
Name, address and contact details of Registrar and Transfer Agent	BEETAL Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir Behind Local Shop- ping Centre Near Dada HarsukhdasMandir, New Delhi – 110 062 Tel: (011)2996 1281/82 Fax: (011) 2996 1284
Company Details: M.K. Exim (India) Limited CIN:L63040RJ1992PLC007111 G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022	Phone: +91 1413937501, 3937504. E-mail: mkexim@mkexim.com Web Site: www.mkexim.com

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

Place: Jaipur

Date: 04.08.2023

Babu Lal Sharma
Company Secretary
M. No. ACS 52487

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	Mrs. Lajwanti Murlidhar Dialani	Mr. Vishesh Mahesh Nihalani	Mrs. Priya Murlidhar Makhija
Category	Director	Independent Director	Independent Director
DIN	05201148	06786707	07109712
Date of birth and age	08.05.1956 67 years	01.01.1985 38 Years	04.06.1978 45 Year
Qualification	Graduate	Graduate	Chartered Accountant
Nature of experience / expertise	Finance and Market Analyst	Finance and Market Analyst	Finance, Accounts and Market Analyst
Brief resume	having 46 years experience in Finance and Market Analysis	Having 11 years experience in Finance/ account, Marketing and Advanced Valuation Analysis	Having 20 years experience in Finance/ account, Marketing and Advanced Valuation Analysis
Terms and conditions Of appointment / Re -Appointment	As Director liable to retire by rotation	Re-appointment for second term of 5 years Not liable to retire by rotation	Re-appointment for second term of 5 years Not liable to retire by rotation
Number of shares Held in the Company	971978	NIL	NIL
Relationship with Other directors/ KMP	Relative of Mr. Manish Murlidhar Dialani And Mr. Murli Wadhupal Dialani	None	None
No of board meetings Attended out of 7 Board meetings in the year 2022-23	7	7	7
Directorship details	Kolba Farm Fab Private Limited	Pebbles Infra Projects Limited	P L A Exports Private Ltd. Spectra Industries Limited PLA Entertainment Pvt. Ltd.
Listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL	Spectra Industries Limited
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Skills and capabilities required by Independent Director, for the role and the manner in which the proposed person meets such requirements.	NA	As per the resolution at Item No. 03 of this Notice, read with the explanatory statement thereto.	As per the resolution at Item No. 04 of this Notice, read with the explanatory statement thereto.

Annexure to the Notice**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

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

Item 3: Re-Appointment of Mr. Vishesh Mahesh Nihalani (DIN: 06786707) as an Independent Director of the Company.

First term of Mr. Vishesh Mahesh Nihalani (DIN: 06786707), Non-Executive Independent Director of the Company has expired on 19th June 2023. Accordingly, on the recommendation and performance evaluation by the Nomination & Remuneration Committee, the Board of Directors in its meeting held on June 20, 2023 has approved to seek the approval of shareholders of the Company in the ensuing Annual General Meeting, for the re-appointment of Mr. Vishesh Mahesh Nihalani (DIN: 06786707), Non -Executive Independent Director for consecutive second term of five years with effect from 20th June, 2023 to 19th June, 2028.

The Board, based on the performance evaluation of Independent Director and as recommended by the Nomination and Remuneration Committee, also considers that, given his background, experience and substantial contributions made by him during his tenure, the continued association of Mr. Vishesh Mahesh Nihalani would be beneficial to the Company and it is desirable to continue availing his services as Independent Director. The Board therefore, proposed to re-appoint Mr. Vishesh Mahesh Nihalani(DIN: 06786707) as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years from 20th June, 2023 to 19th June, 2028. Mr. Vishesh Mahesh Nihalani (DIN: 06786707) who has been actively participating in all Board and Committee proceedings. Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Mr. Vishesh M. Nihalani is summarized herein and the same serves as adequate justification for recommending his re-appointment. The performance evaluation of Independent Director was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc. Mr. Vishesh M. Nihalani extensively helps in bringing judgment on the Board of Directors deliberations especially on issues of strategy, performance, Finance/account, marketing and Advanced Valuation Analysis. He participates constructively and actively in the meetings of the Board, of which he is a member. He applies independent judgment and effectively deploys expertise and knowledge in Board proceedings, while keeping the interest of all the Stakeholders at the forefront. He has upheld ethical standards of integrity and rectitude, maintained confidentiality and have abstained from performing any action that would lead to loss of their independence.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a Listed Company, shall be subject to the approval of shareholders by way of a special resolution. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Vishesh M. Nihalani for the office of Independent Director of the Company.

The Company has also received from Mr. Vishesh M. Nihalani (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under Regulation 16(1)(b) of the SEBI Listing Regulations and he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority. In terms of Regulation 25(8) of Listing Regulations, Mr. Vishesh Nihalani 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.

The directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations. The Board of Directors is of the opinion that Mr. Vishesh M. Nihalani(DIN: 06786707) fulfills the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his re-appointment as an Independent Director and he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as Independent Directors. Brief resume, the nature of expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding, and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Details of Mr. Vishesh M. Nihalani are provided in the "Annexure-1" to the notice pursuant to the provisions of (i) the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Mr. Vishesh M. Nihalani (DIN: 06786707), no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 3. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item: 4 Re-Appointment of Mrs. Priya Murlidhar Makhija (DIN: 07109712) as an Independent Director of the Company.

Mrs. Priya Murlidhar Makhija(DIN: 07109712) was appointed as an Independent Director of the Company by the members at the Annual General Meeting of the Company held on 28th September 2019 for a period of five consecutive years from 11th April 2019 to 10th April 2024.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto 5 (Five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (Five) consecutive years on the Board of a Company.

And In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a Listed Company, shall be subject to the approval of shareholders by way of a special resolution.

Mrs. Priya Murlidhar Makhija (DIN: 07109712) have a wide knowledge and experience on Corporate Governance, accounting and market analysis. On the basis of the report of performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Priya M. Makhija, being eligible for re-appointment as an Independent Director and offering herself for re-appointment for second term of 5 (Five) consecutive years from 11th April 2024 to 10th April 2029 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mrs. Priya Murlidhar Makhija, , being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time.

The Company has also received a declaration from Mrs. Priya Murlidhar Makhija confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Mrs. Priya Makhija is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. She has also confirmed that she is not debarred from being appointed or continuing as director of Company by any statutory authority in terms of Securities and Exchange Board of India and any other regulatory authority. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. She confirmed that her name is included in IICA data bank and she has also provided exemption certificate from appearing in online proficiency exam.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mrs. Priya Murlidhar Makhija to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Details of Mr. Priya Makhija are provided in the "Annexure-1" to the notice pursuant to the provisions of: (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Save and except Mrs. Priya Murlidhar Makhija (DIN: 07109712), no Director and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 4. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item Nos. 5, 6 and 7

For Item no. 5

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 by the Company as the Principal Dealer for distribution and marketing of the products. 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.

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, Whole time Director
Nature of relationship with the Company	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 for the transactions of purchase/sale of Cosmetic Products (FMCG), already entered or proposed to be entered during a financial year up to Rs. 80.00 Crores and such transactions shall be at arm length basis and in the ordinary course of business of the Company. 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)	5 Years
Value of the proposed transaction	Purchase/sale of Cosmetic Products (FMCG) Up to Rs. 80.00 Crores for each financial 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)	38%
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	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 by the Company as the Principal Dealer for distribution and marketing of the products. 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

For Item no. 6**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 in Bhiwandi, Maharashtra. The Company's business mainly consists of export of fabrics, cloths 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.

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

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, Whole time Director

Nature of relationship with the Company	Mr. Manish Dialani is the sole proprietor of M/s. Laaj International. 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 for the transactions of purchase/sale of textile Fabrics, job work for making grey out of the yarn, already entered or proposed to be entered during a financial year up to Rs. 50.00 Crores such transactions shall be at arm length basis and in the ordinary course of business of the Company. 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)	5 Years
Value of the proposed transaction	Purchase/sale of textile Fabrics, job work for making grey out of the yarn up to Rs. 50.00 Crores for each financial 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)	24%
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	Laaj International has been in the textile business for a considerably long time. It has a large modern weaving, processing unit in Bhiwandi, Maharashtra. The Company's business mainly consists of export of fabrics, cloths 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

For Item no. 7

Background, details and benefits of the transaction: Kolba Farm Fab Pvt. Ltd

M/s. Kolba Farm Fab Private Limited, an Associate company, has an upgraded and modern weaving unit in Surat. The Associate Company has been meeting the requirements of various customers for fabric 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 grays, 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, Whole time 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 to enter in to transactions of purchase/sale of textile Fabrics, job work for making grey out of the yarn up to Rs. 50.00 Crores during a year at arm length basis. 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)	5 Years
Value of the proposed transaction	Purchase of Textile Fabric / Job Work Up to Rs. 50.00 Crore for each financial 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)	Nil
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	M/s. Kolba Farm Fab Private Limited has an upgraded and modern weaving 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