



"NAMO NARAYAN"

# M. K. Exim (India) Limited

CIN No. L63040RJ1992PLC007111

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: 21.08.2017

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. Bolt Code: 538890

Sub: Notice of 25<sup>th</sup> AGM to be held on Friday, 29<sup>th</sup> September, 2017

Dear Sir/Madam,

This is to inform you that the 25<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 29<sup>th</sup> September, 2017 at 10.00am at its registered office at G1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022 (Rajasthan)

Accordingly find below the Notice of the 25<sup>th</sup> AGM

This is for your kind information.

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

*Prakriti Sethi*

Prakriti Sethi  
Compliance Officer  
Company Secretary



**M. K. Exim (India) Limited**  
**CIN: L63040RJ1992PLC007111**  
**Registered Office: G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area,**  
**Sitapura, Sanganer, Jaipur-302022.**  
**Phone: 0141- 3937501, 3937500. Fax: +91-141-3937502**  
E-mail: mkexim@gmail.com, info@mkexim.com, mkexim@hotmail.com  
Web-Site: www.mkexim.com

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 25<sup>th</sup> annual general meeting of the members of M K Exim (India) Limited (CIN: L63040RJ1992PLC007111) will be held on 29<sup>th</sup> September,2017 (Friday) at G1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022 at 10.00 am to transact the following business:

**Ordinary business**

1. To receive, consider and adopt the audited financial statements of the Company, including audited consolidated financial statements for the financial year ended 31<sup>st</sup> March 2017.
2. To appoint a director in place of Smt. Lajwanti M. Dialani (DIN 05201148) who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s. Vimal Agrawal & Associates, Chartered Accountants (Firm Registration No. 004187C) as approved by the member at the 24<sup>th</sup> annual general meeting, as statutory auditors of the Company, to hold office until conclusion of the annual general meeting relating to the financial year ending 31<sup>st</sup> March 2019, and to fix their remuneration for the financial year ending 31<sup>st</sup> March 2018.

**Special Business:**

- 4 To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:  
“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013

and Rules made there under (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles Of Association of the Company and such other approvals, permissions and sanctions as may be required consent of the Company be and is hereby accorded to, in suppression of the earlier resolution dated 30<sup>th</sup> September, 2015, the remuneration of Mr. Manish Dialani (DIN: 05201121), Managing Director of the company for a further period of 5 (Five) years with effect from this AGM upto 28<sup>th</sup> September, 2022 on such terms and conditions including remuneration as set out hereunder, with the liberty of board of directors (hereunder referred to as 'the board' which term shall be deemed to include any Committee of the board constituted to exercise its powers, including the powers conferred by this Resolution) to determine, alter or vary the terms and conditions and/ or remuneration, subject to the same not exceeding the ceiling specified under Section 197 read with Schedule V to the Companies Act, 2013 for a Managing Director (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force:

A; Salary: Rs. 70,000/- per month, for the period 29<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2018. Further annual increment therein to be decided by the board within the overall ceiling prescribed under Section 197(1) of the Companies Act, 2013.

B: Perquisites:

- i) Gratuity Limit: as per Company's Rules
- ii) Provision of card and telephone facilities  
Limit: as per Company's rules

C: He shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the Company.

D: Subject to the superintendence, control and direction of the board, he shall exercise and perform such powers and duties, as the Board of Directors shall determine from time to time.

E: The appointment is terminable by either party giving the other six month's notice in writing.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in the even of any loss, absence or inadequacy of profits (as provided in Schedule V of the Act) of the Company in any financial year, during his terms of office, the remuneration by way of Salary, allowances, perquisites, incentives, benefits shall not, without the approval of the Central Government (if required) exceed the limits prescribed under the Schedule V to the Act (including any statutory modifications or re-enactment thereof, for time being in force).

RESOLVED FURTHER that during his tenure he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to execute the necessary agreement, if any, with Mr. Murlidhar Dialani, and severally authorised to take all such steps as may be necessary, proper or expedient and do all other acts, deeds, matters and things necessary to give effect to this resolution.”

5. To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles Of Association of the Company and such other approvals, permissions and sanctions as may be required consent of the Company be and is hereby accorded to change the designation of Mrs. Lajwanti Murlidhar Dialani (DIN: 05201148) as Whole Time Director, and the remuneration of Mrs. Lajwanti Murlidhar Dialani, Whole Time Director of the company for a period of 5 (Five) years with effect from this AGM upto 28<sup>th</sup> September, 2022 on such terms and conditions including remuneration as set out hereunder, with the liberty of board of directors (hereunder referred to as 'the board' which term shall be deemed to include any Committee of the board constituted to exercise its powers, including

the powers conferred by this Resolution) to determine, alter or vary the terms and conditions and/ or remuneration, subject to the same not exceeding the ceiling specified under Section 197 read with Schedule V to the Companies Act, 2013 for a Managing Director (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force:

A: Salary: Rs. 50,000/- per month, for the period 29<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2018. Further annual increment therein to be decided by the board within the overall ceiling prescribed under Section 197(1) of the Companies Act, 2013.

B: Perquisites:

- i) Gratuity Limit: as per Company's Rules
- ii) Provision of card and telephone facilities  
Limit: as per Company's rules

C: She shall not divulge or disclose or use for her own purpose or any other purpose any information or knowledge or trade secret of the Company.

D: Subject to the superintendence, control and direction of the board, she shall exercise and perform such powers and duties, as the Board of Directors shall determine from time to time.

E: The appointment is terminable by either party giving the other six month's notice in writing.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in the even of any loss, absence or inadequacy of profits (as provided in Schedule V of the Act) of the Company in any financial year, during his terms of office, the remuneration by way of Salary, allowances, perquisites, incentives, benefits shall not, without the approval of the Central Government (if required) exceed the limits prescribed under the Schedule V to the Act (including any statutory modifications or re-enactment thereof, for time being in force).

RESOLVED FURTHER that during his tenure he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to execute the necessary agreement, if any, with Mrs. Lajwanti Murlidhar Dialani, and severally authorised to take all such steps as may be necessary, proper or expedient and do all other acts, deeds, matters and things necessary to give effect to this resolution.”

- 6 To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and its applicable rules the designation of Shri Dayaram Khanchandani (DIN: 00161546) be changed from Whole time Director to Non Executive Director of the Company with effect from the date of this AGM and after this change Shri Dayaram Khanchandani will not be entitled to get any remuneration except the sitting fee etc.

FURTHER RESOLVED that Prakriti Sethi, Compnay Secretary be and is hereby authorised to file the requisite e-form with competent authority.”

- 7 To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

‘RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the relevant rules made thereunder, approval of members hereby granted to the related party transactions entered/ to be entered into with M/S Manish Overseas, for purchase of any goods or materials of an aggregate value not exceeding Rs. 30,00,00,000/- (Rupees three hundred million) in any financial year.”

- 8 To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the new set of the Memorandum of Association as per provisions of the Companies Act, 2013 be adopted by the Company.

RESOLVED FURTHER that for the purpose of giving full effect to this resolution, the board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that any director/ Prakriti Sethi, Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

- 9 To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ('the Act') Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles Of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER that for the purpose of giving full effect to this resolution, the board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the board to secure any further consent or approval in this regard at any stage without requiring the board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that any director/ Prakriti Sethi, Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

Place : Jaipur  
Date :21.08.2017

By order of the Board  
**SD/-**  
**Prakriti Sethi**  
Company Secretary

**Notes**

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 per cent of the total share capital of the Company. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies to be effective should be deposited at the registered office of the Company, duly signed and stamped with revenue stamp of Rs. 1, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of bodies corporate must be supported by an appropriate resolution.
- 2 The explanatory statement pursuant to section 102 of the Companies Act 2013 (the Act) in respect of special business at item No 4 to 9 of the accompanying notice is annexed herewith.
- 3 The Register of members and share transfer books of the Company will remain closed from **Saturday, 23<sup>rd</sup> September 2017 to Friday 29<sup>th</sup> September 2017** (both days inclusive) for determining the names of members eligible for dividend, if declared at the annual general meeting.
- 4 Securities And Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 5 Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signature duly attested by their bank to the Company. Members holding shares in electronic form must intimate their depository participants any change in their address.
- 6 Nomination facility:** Section 72 of the Act provides for facility to the members for making nomination in respect of the shares held by them in the Company. Members holding shares in single name and who have not registered the nomination should submit to the Company form SH 13 for making nomination. Members holding the shares in electronic form should submit the form to their depository participants. Members can change the nomination by filing form SH14 with the Company (in case of shares held in physical form) or to the depository participant (in case shares are in electronic form)
- 7 Updation of members details:** The register of members under the Act and the relevant rules is required to be maintained with additional details such as PAN

details, email address, bank details for payment of dividend, etc. A form for capturing these details is appended at the end of this annual report. Members holding shares on physical form are required are requested to submit the filled form to the Company and members holding shares in demat form are requested to submit the form to their respective depository participants.

- 8 Electronic copy of the annual report for the year 2016-17 is being sent to those members whose email Ids are registered with the Company/depository participant. Physical copies are being sent to the other members.
- 9 Electronic copy of the notice of the 25<sup>th</sup> annual general meeting of the Company, indicating the process and manner of e-voting along with attendance slips and proxy form are being sent to all those members whose email Ids are registered with the Company/depository participant. To other members, the above are sent in physical form indicating the process and manner of e-voting, in the permitted mode.
- 10 The notice of the 25<sup>th</sup> annual general meeting and the annual report will also be available at the Company's website [www.mkexim.com](http://www.mkexim.com) which can be downloaded. The physical copies of the above documents will also be available at the Company's registered office at Jaipur for inspection during normal business hours on working days (Monday through Friday). All members are entitled to receive physical form of the above , free of cost, upon making a request to the Company at its registered office or dedicated investor email id: [investoragm@mkexim.com](mailto:investoragm@mkexim.com)

#### 11 Voting through electronic means

In accordance with section 108 of the Act and the relevant rules made thereunder and for the time being in force, the Company is pleased to provide its members the facility of **remote e-voting**, i.e e-voting from a place other than the venue of the AGM to exercise their right to vote at the 25<sup>th</sup> AGM. The voting can be made through the services of Central Depository Services (India) Limited (CDSL)

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 25<sup>th</sup> AGM. The members, who attend the meeting and who have not already cast their vote through e-voting, shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri Suresh Chandra Sharma, S.C. Sharma & Associates, practising company secretary, as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

**12 The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **<26.09.2017 at 9.00 a.m.>** and ends on **<28.09.2017 at 5.00 p.m.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<22.09.2017>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the **M.K. Exim (India) Limited** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and

register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

**Explanatory statement pursuant to section 102 of the Companies Act 2013**

**Item No 4 :**

**Change in the remuneration of Mr. Manish Dialani**

Mr. Manish Dialani was appointed in the annual general meeting dt. 30<sup>th</sup> September, 2015 and his remuneration was also fixed. Now the board wants to increase his remuneration, subject to the approval of shareholders in the coming annual general meeting.

Mr. Manish remuneration will be in conformity of the various applicable provisions of the Companies Act, 2013 and Section 196, 197, 198, 203 and Schedule V and other applicable rules of the Companies Act, 2013. His tenure will be for a further period of five years from 29<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2022 on the remuneration etc. as mentioned in relevant resolution.

The board recommends the resolution set out at item no. 4 for the approval of the members to be passed as an Ordinary Resolution.

Mr. Manish Dialani, himself and Mrs. Lajwanti Dialani, being mother of Mr. Manish are concerned and interested in the item. No other Director, Key Managerial Personnel of the Company or any officer of the company are directly or indirectly interested in the item.

**Item No. 5:**

**Appointment of Mrs. Lajwanti, Director as the whole-time director of the company**

The board wants to appoint Mrs. Lajwanti Murlidhar Dialani as the Whole Time Director of the company and to fix her remuneration on the remuneration and perquisites as given in the resolution. For this purpose shareholders approval by passing an Ordinary Resolution is required in the coming Annual General Meeting.

Mrs. Lajwanti Dialani remuneration will be in conformity of the various applicable provisions of the Companies Act, 2013 and Section 196, 197, 198, 203 and Schedule V and other applicable rules of the Companies Act, 2013.

The board recommends the resolution set out at item no. 5 for the approval of the members to be passed as an Ordinary Resolution.

Mrs. Lajwanti, herself and Mr. Manish Dialani, being son of Mrs. Lajwanti are concerned and interested in the item. No other Director, Key Managerial Personnel of the Company

or any officer of the company are directly or indirectly interested in the item.

**Item No. 6:****Change of designation of Mr. Dayaram Khanchandani from Whole-Time Director to Non-Executive Director:**

The board wants to change the designation of Mr. Dayaram Khanchandani from Whole-Time Director to Non-Executive Director with effect from the date of this AGM subject to the approval of shareholders in the general meeting by passing an Ordinary Resolution.

Mr. Dayaram Khanchandani will be entitled to get the sitting fee only for attending the board meeting as per the company rule.

**Item No. 7:**

M/s. Manish Overseas, is the leading supplier of textiles which are need by the Company for its business operations. As Shri Murlidhar Dialani, who is the relative of Shri Manish Dialani, Managing Director and Smt. Lajwanti Dialani, Dirtecor, is the proprietor of M/s Manish Overseas approval of the members would be required under section 188 of the Companies Act 2013 read with the relevant rules. The price quoted by M/s. Manish Overseas is compared with the prevalent market prices and if the process and if the price is found competitive. Then only orders are placed.

Mr. Manish Dialani, the managing director and his relative, Lajwanti Dialani, director, are concerned or interested in the resolution . Mr. Manish Dialani is the son of Shri Murlidhar Dialani and Smt. Lajwanti Dialani is the wife of Shri Murlidhar Dialani.

Nature and Material Terms: Orders Terms: Orders are placed for purchase of textiles if the quotations are found competitive and terms are.

Monetary Value: Shall not exceed Rs. 300000000 /- (Rupees three hundred million) in any financial year.

They will not be entitled to vote on this resolution.

The Shareholding of the interested directors in the company is given below as 31.03.2017:

Name	No. Of shares held	% of shareholding
Manish Diualani	653105	9.0955
Lajwanti Dialani	257641	3.5881

None of other key managerial personnel and their relatives are concerned or interested in the resolution.

**Item No. 8 and 9:**

Adoption of new sets of Memorandum of Association and Articles of Association: The board wants to adopt new sets of Memorandum and Articles of Association of the company according to the provisions of the Companies Act, 2013 and its applicable rules.

Shareholders are requested to approve the items by passing Special Resolutions.

Place : Jaipur  
Date : 21.08.2017

By order of the Board  
**SD/-**  
**Prakriti Sethi**  
Company Secretary

**M. K. Exim (India) Limited**  
**CIN: L63040RJ1992PLC007111**  
**Registered Office: G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area,**  
**Sitapura, Sanganer, Jaipur-302022.**  
**Phone: 0141- 3937501, 3937500. Fax: +91-141-3937502**  
**E-mail: mkexim@mkexim.com, mkexim123@gmail.com,**  
**Web-Site: www.mkexim.com**

**ATTENDANCE SLIP**

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Folio No. / DP ID & Client ID\*

No. of shares held

\* Applicable in case shares are held in electronic form.

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

I/We hereby record my presence at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company to be held at G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022 at 10.00 a.m. on Friday, September 29, 2017.

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

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



**M. K. Exim (India) Limited**  
**CIN: L63040RJ1992PLC007111**  
**Registered Office: G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area,**  
**Sitapura, Sanganer, Jaipur-302022.**  
**Phone: 0141- 3937501, 3937500. Fax: +91-141-3937502**  
**E-mail: mkexim@mkexim.com, mkexim123@gmail.com,**  
**Web-Site: www.mkexim.com**  
**PROXY FORM-MGT 11**

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

**25<sup>th</sup> Annual General Meeting on Friday, 29<sup>th</sup> September, 2017**

Name of the shareholder(s) :

Registered address :

E-mail ID :

Folio No. /DP ID & Client ID\* :

No. of shares held :

\* Applicable in case shares are held in electronic form.

I/We, being the holder(s) of \_\_\_\_\_ shares of M. K. Exim India Limited

hereby appoint:

1 Name : ----- Email id:-----  
Address :-----

-----Signature-----or  
failing him/her

2 Name : ----- Email id:-----  
Address :-----

-----Signature-----or  
failing him/her

3 Name : ----- Email id:-----  
Address :-----

-----Signature-----



as my / our proxy to attend and vote (on Poll) for me/us and on my/ our behalf at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company to be held on FRIDAY, 29<sup>th</sup> September, 2017 at 10.00 a.m. at G1/150, Garment Zone, E.P.I.P. RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr No.	Particulars	Type of resolution Ordinary/Special	I / We (assent to the resolution)	
			For	Against
1	<b>Ordinary Business:</b> Audited Balance Sheet as at 31 <sup>st</sup> March, 2017 and Statement of Profit & Loss for the year ended at that date and the report of Directors and Auditors thereon.			
2	Appointment of Smt. Lajwanti M. Dialani by rotation			
3	Re-appointment of Auditor			
4	<b>Special Business:</b> Increasing remuneration of Mr. Manish Dialani, Managing Director and fixing his tenure			
5	Fixing remuneration of Lajwanti Dialani and appointing her as Whole-Time Director			
6	Changing designation of Mr. Dayaram Khanchandani from Whole Time Director to Non - Executive Director			
7	Approval of related party transactions per Section 188			
8	Adoption of new set of Memorandum of Association as per the Companies Act, 2013			
9	Adoption of new set of Articles of Association of the company as per Companies Act, 2013			

Signed this-----day of-----2017

Signature of Share Holder-----Signature of proxy holder(s)-----

**Revenue Stamp Rs. 1/-**

**Note:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



M. K. Exim (India) Limited

CIN: L63040RJ1992PLC007111

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

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

E-mail: [mkexim123@gmail.com](mailto:mkexim123@gmail.com), [mkexim@mkexim.com](mailto:mkexim@mkexim.com), Web-Site: [www.mkexim.com](http://www.mkexim.com)**BALLOT PAPER**

- 1 Name and registered address of Sole/first member:
- 2 Name(s) of joint holder(s) if any
- 3 Folio No. /DP ID & Client ID\* :
- 4 No. of shares held :

I/We hereby exercise my/our vote in respect of the resolutions set out in the Notice convening the 25<sup>th</sup> Annual General Meeting of the Company scheduled on Friday, September 29, 2017, by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

Sr No.	Particulars	Type of resolution Ordinary/Special)	I / We (assent to the Resolution)	I / We (dissent to the resolution)
			For	Against
1.	<b>Ordinary Business:</b> Audited Balance Sheet as at 31 <sup>st</sup> March, 2017 and Statement of Profit & Loss for the year ended at that date and the report of Directors and Auditors thereon.			
2.	Appointment of Smt. Lajwanti M. Dialani by rotation			
3.	Re-appointment of Auditor			
4.	<b>Special Business:</b> Increasing remuneration of Mr. Manish Dialani, Managing Director and fixing his tenure			
5.	Fixing remuneration of Lajwanti Dialani and appointing her as Whole-Time Director			
6.	Changing designation of Mr. Dayaram Khanchandani from Whole Time Director to Non-Executive Director			
7.	Approval of related party transaction as per Section 188			
8.	Adoption of new set of Memorandum of Association as per the Companies Act, 2013			
9.	Adoption of new set of Articles of Association of the company as per Companies Act, 2013			

Place :

Date :

Signature of Shareholder \_\_\_\_\_

NOTE: Kindly read the instructions printed overleaf before filling the form. Only valid ballot forms received by the scrutinizer by 6.00 p.m. on September 28, 2017 shall be considered.

**INSTRUCTIONS**

1. Shareholders may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Suresh Sharma, Practising Company Secretary, Unit: M. K. Exim (India) Limited, so as to reach by 6.00 p.m. on 28, September , 2017. Ballot form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
4. A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder Casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
5. The right of voting by ballot form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Beetal Financial & Computer Services (P) Ltd.). Shareholders are requested to keep the same updated.
7. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
8. In case of joint holders, the ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholder. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
9. Where the ballot form has been signed by an authorized representative of the body corporate/ trust/ society, etc. a certified copy of the relevant authorization/ board resolution to vote should accompany the ballot form.



**Updation of shareholders' details**

To

Beetal Financial &amp; Computer Services Private Limited

Beetal House, 3<sup>rd</sup> Floor, 99 madangir,

Behind Local Shopping Centre,

Near Dada Harsukhdas Mandir,

New Delhi-110062

-----Shares held by us in M K Exim (India) Limited

**General information**

<b>Folio Number</b> Name of the First Named shareholder PAN CIN/Registration (applicable to bodies corporate) Telephone No with STD Code Mobile No. Email ID	
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**Bank Details**

IFSC (11 digit) Bank Account Type	MICR (9 digit) * Bank Account No.
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Name of the Bank Bank branch and address
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A blank cancelled cheque is enclosed for verification of bank details.

I /we hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect details/information, I/we will not hold M K Exim (India) Limited (the Company) responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/we understand that the above details shall be maintained by the Company till/we hold the securities under the above mentioned folio number.

Place

Date

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(Signature of the sole/first holder)