

NOTICE

Notice is hereby given that 22nd Annual General Meeting of **M. K. Exim (India) Limited** will be held on (Monday) 29th September, 2014 at 10.00 a.m. at the Registered Office of the Company to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the balance sheet as at 31st March, 2014 and the Statement profit & loss for the year ended on that date and the report of the directors and auditors thereon.
2. To appoint a director in place of Shri Murli Dhar Menghani, who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a director in place of Shri Ashok Kumar Patni, who retires by rotation and being eligible, offers himself for reappointment.
4. To reappoint auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Vimal Agrawal & Associates, Chartered Accountants (Firm Registration No. 004187C) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this 22nd Annual General Meeting until the conclusion of the 23rd Annual General Meeting, subject to ratification of their appointment by the shareholders at every Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in mutual agreement with the Auditors.”

5. To appoint a Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT whereas pursuant to the provisions of Section 160 and other applicable provisions of the Companies Act, 2013 and the provisions of Companies (Appointment and Qualification of Directors) Rules, 2014, a notice has been received from a member signifying the intention to proposed Mr. Manish Murlidhar Dialani (DIN: 05201121) for the appointment as Director of the company at the ensuing annual general meeting, with the deposit of Rs. One lac, be and is hereby appointed as the director of the company liable to retire by rotation.

FURTHER RESOLVED that Shri Dayaram Khanchandani, Whole-Time Director be and is hereby authorized to file the necessary paper with the office of ROC etc.”

SPECIAL BUSINESS:

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

“RESOLVED THAT:

in terms of Section 180(1)(a) of the Companies Act, 2013, the consent of the company be and is hereby accorded to sale the land of the company situated at Pali and to sale the plant and machineries lying at the Registered Office of the company, which the company is not using from a long time.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalise the documents to be executed to implement the above decision of selling the land and plant & machinery and to do all acts and things as may be necessary or incidental thereto to give effect to this resolution.”

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

(Prakriti Sethi)
Company Secretary

Place : Jaipur
Date : 01.09.2014

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item 6 of the Notice, is annexed hereto.

2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.

3. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 7-10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that a prior notice of not less than three days is given in writing to the Company for such inspection.

5. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from closed from 19th September, 2014 to 29th September, 2014 (both days inclusive), for the purpose of the Annual General Meeting.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the shareholders at the AGM.

7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the shareholders at the AGM.

8. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

9. Shareholders who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their respective Depository Participant(s). Shareholders are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends. Shareholders holding shares in physical form are requested to notify/send any change in their address/mandate/bank account details to the Company's Registrar and Transfer Agent at:

Beetal Financial and Computer Services Private Limited, Beetal House, 99, Madangir, 3rd Floor, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062.

10. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Shareholders who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.

11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in demat form are,

therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

12. Shareholders desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the Nomination Form annexed to the Notice and send the same to the Company.

13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories, unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

14. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on 29th August, 2014 being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 29th August, 2014.

Voting through electronic means will commence on Thursday 18th September 2014 at 10.00 am and conclude on Saturday 20th September 2014 at 10.00 am. Members will not be able to cast their votes after conclusion of the voting.

The Company has appointed Shri S.C Sharma practicing company secretary (membership No FCS 3374) to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

Members are requested to follow the instructions given below to vote electronically.

A In case a member, whose email address is registered with the Company/Depository, receives an email from CDSL:

- Open the email and also open PDF file namely "PROFIN evoting. Pdf" with your client id or folio number as password. The said PDF file will contain your user ID and password for e-voting. Please note that the password is an initial password.
- Open the internet browser and type the URL: <https://www.evoting.cdsl.com>
- Click on shareholder –login
- If you are already registered with CDSL for evoting, you can use your existing user ID and password
- If you are logging for first time, please enter the user ID and password provided in the PDF file attached with the email as initial password
- You can change to a new password of your choice when the Password Change Menu will appear on your screen. Please ensure that the new password contains minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password

confidential

- Once the e-voting page home page opens, click on e-voting>Active Voting Cycles
- Select 'EVEN' (E-voting Event Number) of Pro Fin Capital Services Limited. Now you are ready for e-voting as Casting Vote page opens
- Cast your vote by selecting appropriate option and click on "submit" and also "Confirm" when prompted.
- Upon confirmation, the message "vote cast successfully" will be displayed
- Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently
- Institutional share holders (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG format) of the relevant board resolution/ authority letter, etc together with the attested specimen signature of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through email to with a copy marked to evoting @cdsl.co.in

In case a member receives physical copy of the notice of annual general meeting (for members whose email addresses are not registered with the Company/Depositories

- Initial password is provided as below in the enclosed ballot form

EVEN (E-voting Event Number)	User ID	Password

- Please follow the above steps for e-voting

The Scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make his report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Members who do not have access to e-voting facility have been additionally provided the facility of voting on a ballot form. They may send the ballot form (enclosed with the annual report) duly completed to the Scrutinizer, Shri S.C. Sharma, Practising Company Secretary at the registered office of the Company on or before the date of the annual general meeting or can carry the same to the annual general meeting venue and deposit in the ballot box during the meeting.

Members have the option to request for physical copy of the ballot form by sending email to info@mkexim.com by mentioning their folio/DP ID and client ID number.

A member can opt for only one mode of voting , namely, either through electronic voting or ballot. If a member casts votes by both modes, then voting done through e-voting will only prevail and the ballot shall be treated as invalid.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the meeting will be announced by the Chairman or any person authorized by him within two days of the meeting.

The results declared along with the Scrutinizer's report will be posted on the Company website and communicated to the stock exchanges.

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

(**Prakriti Sethi**)
Company Secretary

Place : Jaipur
Date : 01.09.2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6:- Powers to board:-

The board wants to sale the land of the company situated at Village -Khinwal Teh Raipur Distt. Pali and the Garment Plant, which is old of the year 1998.

Both of the above investments are not used by the company from a long time. The amount which will generate from the sale of the above investments will be used by the company in the expansion of the existing working of the company.

The shareholders approval is being sought pursuant to Section 180(1)(a) of the Act by way of a Special Resolution. The above proposal as set out in Item No. 6 of the Notice is in the interest of the Company and your Directors recommend the same for your approval.

Shareholders are requested to approve the above decision by passing a Special Resolution in the general meeting.

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

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

(Prakriti Sethi)
Company Secretary

Place : Jaipur
Date : 01.09.2014