

Minutes of the 22nd Annual General Meeting (AGM) of the members of the M. K. Eyim (India) Limited held on Monday, 29th September, 2014 at 10.00 a.m. at the Registered Office: G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022.

Present: Following were present:

- | | |
|---------------------------------|----------------------|
| 1. Shri Dayaram Khanchandani | Chairman |
| 2. Smt. Pushpa Khanchandani | Whole-Time Director |
| 3. Shri Murli Meghnani | Independent Director |
| 4. Shri Ashok Kumar Patni | Independent Director |
| 5. Shri Kishore Motiyani | Independent Director |
| 6. 23 Members present in person | |

In Attendance:

- | | |
|---------------------|-------------------|
| Miss Prakarti Sethi | Company Secretary |
| Mr. Rajkumar Jain | General Manager |

1. Chairman Shri Dayaram Khanchandani, took the chair. And after satisfying himself that the required quorum was present, the Chairman commenced the proceedings.

2. Welcome: Miss Prakarti Sethi, Company Secretary welcome the members to the 22nd Annual General Meeting of the company.

3. Register for Inspection: The Company Secretary informed the members that in terms of Section 171 and 189 (4) of the Companies Act, 2013, the Register Of Directors and key managerial personnel and Register of Contracts respectively were available at the meeting for inspection of any member till the conclusion of the meeting.

4. Notice of the meeting: With the consent of members, the Chairman said that the notice sent to the members regarding the annual general meeting be taken as read.



5. Auditors' Report: With the permission of the Chairman, the Company Secretary read the auditors report to the members of the company on the financial statement of the company for the financial year ended 31st March, 2014.

6. Speech by Chairman: Shri Dayaram Khanchandani, Chairman, in his speech to the members briefly reported the working of the company during the year under review and the tough competition that the company has had to face in the domestic and foreign markets. The Chairman also assured the members that the company was taking all steps to improve the performance of the company.

7. Accounts: The Chairman proposed and Mr. Vijay Kumar, member seconded that the following resolution be passed as an Ordinary Resolution:-

"That the financial statement of the Company for the year ended 31st March, 2014 with the reports of the directors and auditors thereon be received, approved and adopted."

The item was passed unanimously.

8. Reappointment of Shri Murli Dhar Menghani as Director:-

The following resolution was proposed by one shareholder and seconded by another shareholder was passed unanimously as an Ordinary Resolution:-

"RESOLVED that Shri Murli Menghani, who retires by rotation and who is eligible for reappointment be and is hereby appointed director of the company."

9. Reappointment of Shri Ashok Kumar Patni as Director:-

The following resolution was proposed by one shareholder and seconded by another shareholder was passed unanimously as an Ordinary Resolution:-

"RESOLVED that Shri Ashok Kumar Patni, who retires by rotation and who is eligible for reappointment be and is hereby appointed director of the company."

10. Mr. Ajay Mathur, member proposed and Mr. Anil Kumar, another member seconded the following resolution was passed an Ordinary Resolution:-

"RESOLVED THAT M/S Vimal Agrawal & Associates, Chartered Accountants (Firm Registration Number: 004187C) the retiring firm of auditors be and is hereby reappointed Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of the next annual general meeting which will be within the consecutive period of five years, subject to the rectification of their appointment by the shareholders at every annual general meeting of the company, in terms of Section



139 (2) of the Companies Act and that the board be and is hereby authorized to fix the remuneration which will be in addition to reimbursement of out of pocket expenses that may be incurred by the Auditors in connection with the audit of the accounts of the company.”

11. Appointment of Shri Manish Murlidhar Dialani (DIN: 05201121):

The Chairman informed the members that a notice has been received from a member in terms of Section 160 of the Companies Act, 2013 with the requisite fees signifying his intention to propose Shri Manish Murlidhar Dialani (DIN: 05201121) for appointment as Director of the Company and accordingly the following resolution which was proposed by one member and seconded by another shareholder was passed unanimously 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.”

12. Sale of land and old plant:-

On being put to vote the following resolution proposed by Chairman and seconded by one shareholder was passed 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 authorized to finalize 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.”

The meeting ended with a vote of thanks to the Chairman.

Date: 30.09.2014

Place: Jaipur


DAYARAM KHANCHANDANI
Chairman (DIN: 00161546)

S C Sharma & Associates

Practicing Company Secretaries

Ph. : 0141-2370479
Fax: 0141-4010479
E-mail: sssharmac@gmail.com

T-7, Jeevan Vihar Complex, New Colony
Panch Batti, M.I. Road, Jaipur-302001.

To

The Chairman of 22nd Annual General Meeting of the members of M.K. EXIM (INDIA) LIMITED (CIN: L63040RJ1992PLC007111) held on 29th day of September, 2014 at G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur-302022.

COMBINED REPORT

Dear Sir,

1. I, Suresh Sharma, a Company Secretary in Practice, have been appointed as a scrutinizor by

(i) The Board of Directors of M. K. Exim (India) Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (Rules) and

(ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the Company held on the 29th day of September, 2014 held at G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur-302022.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizor for the e-voting process and for the poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the company to provide for the e-voting facilities.

3. I hereby submit my report on the results of the e-voting as well as the poll as under:

Item No. 1. : Adoption of Balance Sheet, Statement of Profit and Loss and Reports of the Directors and Auditors – Passed as an Ordinary Resolution.

(i) Voted in 'favour' of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
23	21,38,171	100%



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37,724

Item No. 2. : Reappointment of Mr. Murl Dhar Menghani (DIN: 00157301), as Director - Passed as an Ordinary Resolution.

(i) Voted in 'favour' of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
23	21,38,171	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37,724



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Item No. 3. : Reappointment of Mr. Ashok Kumar Patni (DIN: 00162153), as Director - Passed as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
23	21,38,171	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37,724

Item No. 4. : Appointment of Statutory Auditor – Passed as an Ordinary Resolution.

(i) Voted in favour of the resolution:

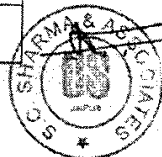
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
23	21,38,171	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37,724

Item No. 5 : Appointment of Mr. Manish Murlidhar Dialani (DIN: 05201121), as a new Director under Section 160 of the Companies Act, 2013 - Passed as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
23	21,38,171	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37,724

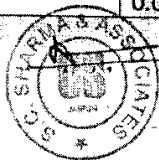

Item No. 6. : Power to Board to sell the old Plant and Land – Passed as an Special Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
22	21,37,971	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes
1	200	0.01%




(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	37,724

Place: Jaipur

For S C Sharma & Associates

Date: 30.09.2014


Suresh Sharma

(C.P. No. 2531)



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*This report has five pages.

