"NAMO NARAYAN"
M. K. Exim (India) Limited
CIN No.L63040RJ1992PLC007111
Regd. Office : G1/150, Garment Zone, E.P.I.P. Sitapura,Tonk Road, Jaipur-302022
Tel : +91-141-3937500/501 Fax : +91-141-3937502 Website : www.mkexim.com
E-mail : mkexim@gmail.com, mkexim123@gmail.com, info@mkexim.com

Date: 18.08.2026

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

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

Sub: Notice of 34th AGM to be held on Friday, 25th September, 2026

Dear Sir/Madam,

This is to inform you that the 34th AGM of the Company will be held on **Friday, 25th September, 2026 at 11:30 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 34th AGM.

This is for your kind information.

Thanking You.

Yours Faithfully,
FOR M.K. EXIM (INDIA) LIMITED

MANISH
MURLIDHAR
DIALANI

Digitally signed by MANISH MURLIDHAR DIALANI
Date: 2026.08.18 16:51:56 +05'30'

Manish Murlidhar Dialani
Managing Director
DIN: 05201121

Encl.: a/a

NOTICE

NOTICE is hereby given that the **34th** Annual General Meeting of M.K. Exim (India) Limited ("the Company") will be held on **Friday, 25th September, 2026** at **11:30 A.M**. (IST) through Video Conference/Other Audio-Visual Means facility (VC/OAVM), 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 (Rajasthan).

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of Auditors and the Board of Directors thereon.

"**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Report of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on equity shares.

"**RESOLVED THAT** on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @6% (i.e. Rs. 0.60/- per share) on Equity Shares of Rs. 10/- each fully paid-up for the year ended 31st March, 2026 and the same be paid out of the profits of the Company."

3. To appoint a director in place of Mrs. Lajwanti Murlidhar Dialani (DIN: 05201148), who retires by rotation and, being eligible, offers herself for re-appointment.

"**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, and who, being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

4. Continuation of Mr. Murli Wadhumal Dialani (DIN: 08267828) as Whole-time Director upon attaining the age of 70 years during his tenure

To consider and, if thought fit, to pass, the following Resolution as ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for the continuation of Mr. Murli Wadhumal Dialani (DIN: 08267828) as Whole-time Director of the Company for the remaining period of his tenure of appointment notwithstanding his attaining the age of 70 years during his tenure of office.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

5. Re-appointment of Mr. Gaurav L Patodia (DIN: 09317764) as a Non-Executive Independent Director of the Company for the second term of five consecutive years

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulations 16(1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Gaurav L Patodia (DIN: 09317764), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 13th November, 2026 till 12th November, 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

6. 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 THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on

Materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/ or to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for purchase or sale of cosmetic and other FMCG products for further sale/ distribution and availing and/or rendering of services and other related transactions, with **M/s Manish Overseas**, a Related Party within the meaning of the Act and SEBI LODR Regulations, for an aggregate value not exceeding **Rs. 100.00 Crore (Rupees One Hundred Crore Only)** for a period upto the date of the 35th Annual General Meeting of the Company to be held in the year 2027, provided that such transaction(s) shall be carried out at arm's length basis and in the ordinary course of business as stated in the statement pursuant to Section 102 of the Companies Act, 2013 annexed hereto.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

7. 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 THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/ or to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for purchase or sale of goods and availing and/or rendering of services and other related transactions, with **M/s Laaj International**, a Related Party within the meaning of the Act and SEBI LODR Regulations, for an aggregate value not exceeding **Rs. 50.00 Crore (Rupees Fifty Crore Only)** for a period upto the date of the 35th Annual General Meeting of the Company to be held in the year 2027, provided that such transaction(s) shall be carried out at arm's length basis and in the ordinary course of business as stated in the statement pursuant to Section 102 of the Companies Act, 2013 annexed hereto.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

8. Approval of Material Related Party Transaction(s) between the Company and M/s Lewanna

To consider and, if thought fit, to pass, the following Resolution as an ***Ordinary Resolution:***

"RESOLVED THAT THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/ or to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for purchase or sale of goods and availing and/or rendering of services and other related transactions, with **M/s Lewanna**, a Related Party within the meaning of the Act and SEBI LODR Regulations, for an aggregate value not exceeding **Rs. 50.00 Crore (Rupees Fifty Crore Only)** for a period upto the date of the 35th Annual General Meeting of the Company to be held in the year 2027, provided that such transaction(s) shall be carried out at arm's length basis and in the ordinary course of business as stated in the statement pursuant to Section 102 of the Companies Act, 2013 annexed hereto.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

9. 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 THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Materiality of and dealing with Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/ or to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for purchase/sale of Yarn, purchase/sale of all kinds of Fabric/ Grey Fabric/ Finished Fabric etc., Job Work of grey cloth and other related textile products, and availing and/or rendering of services and other related transactions, with **M/s Kolba Farm Fab Pvt Ltd,** an associate company within the meaning of the Act and SEBI LODR Regulations, for an aggregate value not exceeding **Rs. 50.00 Crore (Rupees Fifty Crore Only)** for a period upto the date of the 35^{th} Annual General Meeting of the Company to be held in the year 2027, provided that such transaction(s) shall be carried out at arm's length basis and in the ordinary course of business as stated in the statement pursuant to Section 102 of the Companies Act, 2013 annexed hereto.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

Place: Jaipur
Date: 18.08.2026

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

Registered Office:
G1/150, Garment Zone, E.P.I.P.,
RIICO Industrial Area, Sitapura,
Tonk Road, Jaipur-302022
CIN: L63040RJ1992PLC007111

Bhavna Giamalani
Company Secretary
M. No.: ACS 56103

Notes:

1. The Ministry of Corporate Affairs, Government of India ("MCA"), vide General Circular No. 03/2025 dated 22 September 2025 read with General Circular No. 20/2020 dated 5 May 2020 and other circulars issued in this regard (collectively referred to as "MCA Circulars"), has permitted companies to conduct Annual General Meetings through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") till further orders. Further, pursuant to the applicable provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 ('SEBI Listing Regulations') and applicable SEBI circulars / Master Circular, the 34th AGM of the Company is being held through VC/OAVM without the physical presence of members at a common venue. 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.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business, as set out above, is annexed hereto.
3. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and the MCA Circulars and the SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 34th Annual General Meeting (AGM) shall be the Registered Office of the Company i.e., G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022.
4. In compliance with the statutory guidelines, Notice of the AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those members as on 14th August, 2026 whose email addresses are registered with the Company / Depository Participant / Depositories / RTA. Members may please note that the Notice and Annual Report for the FY 2025-26 will also be available on the Company's website www.mkexim.com, website of the Stock Exchange, i.e., BSE 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.
5. Further, in terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent to those shareholders whose email id is not registered with the Company/ Depositories / Depository Participants / RTA.
6. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM. Hence, Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, 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.
7. 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.
8. 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 available 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.
9. The Board has appointed Ms. Anshu Parikh (Membership No.: FCS 9785, CP No.: 10686) of A. Parikh & Company, Practicing Company Secretaries, as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
10. The e-voting period commences on **Tuesday, 22nd September, 2026 (09:00 A.M. IST)** and ends on **Thursday, 24th September, 2026 (05:00 P.M. IST).** The e-voting module will be disabled by CDSL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Friday, September 18, 2026.** A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

    The Scrutinizer will submit the Report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, CDSL and RTA, and will also be displayed on the Company's website www.mkexim.com.
11. Members of the Company under the category of Institutional Investors are requested to attend and vote at the AGM through VC. Corporate Members / Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC or OAVM or to vote through remote voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at parikhanshu26@gmail.com and with a copy marked to csmkexim@gmail.com.

12. 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 and 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.

13. 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.

14. 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 csmkexim@gmail.com.

15. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.mkexim.com in the Investors Section, as soon as possible after the Meeting is over.

16. SEBI, vide notification dated 8th June 2018 read with notification dated 24th January 2022, had mandated that any requests for effecting transfer/ transposition/ transmission of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding shares in physical form are advised to dematerialize their shares.

17. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Beetal Financial & Computer services (P) Ltd, at beetalrta@gmail.com to receive copies of the Annual Report 2025-26 in electronic mode.

18. Members holding shares in dematerialized (demat) mode are requested to register / update their E-mail ids with the relevant DPs. In case of any queries / difficulties in registering the e-mail id, members may write to mkexim@gmail.com.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to update their PAN with their DP/ RTA of the Company.

20. Members, holding shares in physical form, may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debentures) Rule, 2014, any person to whom their shares in the Company shall vest on occurrence of event stated in the Form. Persons holding shares in physical form may send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.

21. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations that the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 19.09.2026 to Friday, 25.09.2026** (both days inclusive) for the purpose of the Annual General Meeting.

22. The Company has enabled the Members to participate at the 34th AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages.

23. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary at (Email Id: csmkexim@gmail.com) or RTA (Email Id: beetalrta@gmail.com) quoting their Folio No. /DP ID Client ID. Members are requested to note that dividends that are not encashed or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Companies Act, 2013 read with applicable IEPF rules.

24. Members may also note that the Notice of the 34th AGM and the Annual Report 2025-26 will also be available on the Company's website at www.mkexim.com, website of the Stock Exchange, i.e., BSE at www.bseindia.com.

25. Annual listing fee for the year 2026-27 has been paid to Stock Exchange where the Company's securities are listed, as applicable. Also, the Annual Custodian Fee for the year 2026-27 has been paid to both Depositories, i.e., Central Depository Services (India) Limited and National Securities Depository Limited.
26. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
27. 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.
28. 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.
29. 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.
30. 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.
31. 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., **Friday, 18th September, 2026**, such person may obtain the user id and password from Beetal Financial & Computer services (P) Ltd. by email request on beetalrta@gmail.com.
32. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR 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 **<22.09.2026 at 9:00 A.M. IST>** and ends on **<24.09.2026 at 5:00 P.M. IST>.** 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) **<18.09.2026>,** 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) Pursuant to 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. 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.

(iv) In terms of Section VI-C of SEBI Master Circular No. HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated 30th January, 2026 on compliance with the provisions of SEBI LODR Regulations, 2015, as amended, 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 abovesaid 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**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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 evoting 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**	1) 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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
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 C**DSL**	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 21 09911.
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: 022 - 4886 7000 and 022 - 2499 7000

(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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • 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; csmkexim@gmail.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 atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mkexim@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **mkexim@gmail.com**. These queries will be replied to by the company suitably by email.

(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 21 09911.

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 at toll free no. 1800 21 09911.

IEPF RELATED INFORMATION:

1. The Company has transferred the unpaid or unclaimed dividend declared for financial year 2014-15, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

2. In compliance with to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through: www.mkexim.com. The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in. 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).
3. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

DIVIDEND RELATED INFORMATION (RECORD DATE AND DIVIDEND):

The Board has recommended dividend of Rs. 0.60/- per equity share of Rs. 10/- i.e. 6% for the Financial Year 2025- 26. Payment of Dividend, if declared at the Meeting, will be paid to the Members, whose names appear on the Register of Members of the Company as on **Friday, 18th September, 2026**. In respect of the shares held in dematerialized form, the Dividend will be paid to Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as Beneficial Owners at the close of business hours on **Friday, 18th September, 2026.**

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Members who have not updated their bank account details are requested to do so at the earliest to ensure timely receipt of dividend.

Members are requested to register / update their complete bank details:

- with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and
- with the Company / Beetal Financial & Computer services (P) Ltd (RTA) by emailing at complianceofficer@mkexim.com) or beetalrta@gmail.com), if shares are held in physical mode, by submitting:
  (i) Scanned copy of the signed request letter which shall contain Member’s name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
  (ii) Self-attested copy of the PAN card, and
  (iii) Cancelled cheque leaf.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/ HO/MIRSD/ MIRSD_RTAMB/P/CIR /2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/ POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Effective April 1, 2020, dividend income is taxable in the hands of shareholders. Hence, the Company is required to tax deducted at source (‘‘TDS’’) from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by e-mail to beetalrta@gmail.com on or before Friday, 18th September, 2026. Further, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2025-26 does not exceed Rs.10,000/-. Members may note that in case PAN is not updated with the Depository Participant/ Registrar of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident members can avail beneficial tax rates under Double Tax Avoidance Agreement (‘‘DTAA’’) i.e. tax treaty between India and their country of residence. Non-resident members are required to provide details on applicability of beneficial tax rates and provide following documents: (a) Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member. (b) Copy of Tax Residency Certificate (‘‘TRC’’) for the FY 2025-26 obtained from the revenue authorities of country of tax residence duly self-attested by the member. (c) Self-Declaration in Form 10-F. (d) No-PE [permanent establishment] certificate. (e) Self-Declaration of beneficial ownership by the non-resident members. (f) Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

The members/shareholders are required to provide above documents/declarations by sending an E-mail to beetalrta@gmail.com on or before Friday, 18th September, 2026. The Shareholders in the category of Mutual Funds are required to submit their respective SEBI Registration Certificates to beetalrta@gmail.com on or before Friday, 18th September, 2026. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 2025. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 398 of the Income Tax Act, 2025 @20% plus applicable Surcharge and Cess or at the rate as per the relevant DTAA, whichever is beneficial.

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 34th AGM and announce the start of the casting of vote through the e-voting system of CDSL.
ii. The Scrutinizer shall 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 Scrutinizer’s Report shall be placed on the Company’s website www.mkexim.com and shall also be communicated to the Stock Exchange.

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 4 to 9 of the accompanying Notice:

Item 4: Continuation of Mr. Murli Wadhumal Dialani (DIN: 08267828) as Whole-time Director upon attaining the age of 70 years during his tenure

In terms of the **first proviso to Section 196(3)(a)** of the Companies Act, 2013, Company may continue the employment of a Whole-time Director who has attained the age of 70 years by seeking members approval by way of a **Special Resolution** and by justifying such appointment in the explanatory statement.

Mr. Murli Wadhumal Dialani (DIN: 08267828) was re-appointed as a Whole-time Director of the Company duly approved by the shareholders in the 32nd Annual General Meeting held on 21st September, 2024 for a term of 5 years with effect from 28th September, 2024 upto 27th September, 2029.

Mr. Murli Wadhumal Dialani is actively involved in the day-to-day operations of the Company and has significantly contributed to its growth. Mr. Murli Wadhumal Dialani is currently 69 years of age and will attain the age of 70 years during his present tenure in coming November, 2026. Since, his present tenure of office as Whole-time Director will complete on 27th September, 2029 and taking into consideration his vast experience, leadership, and the value he adds to the Company, the Nomination and Remuneration Committee and further the Board recommended the continuation of Mr. Murli Wadhumal Dialani as Whole-time Director even after attaining the age of 70 years, for his remaining tenure, subject to the approval of shareholders by way of a Special Resolution.

The terms and conditions of his continuation as Whole-time Director for the period till 27th September, 2029 will continue to be governed by the terms and conditions as approved by members in AGM dated 21st September, 2024.

The Nomination and Remuneration Committee and the Board of Directors have recommended his continuation as Whole-time Director, in accordance with the applicable provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015.

Accordingly, approval of the members is sought by way of a **Special Resolution** for continuation of Mr. Murli Wadhumal Dialani as Whole-time Director on the existing terms and conditions of his appointment.

Mr. Murli Wadhumal Dialani is interested in the said resolution.

Mrs. Lajwanti Murlidhar Dialani, Whole-time Director and Mr. Manish Murlidhar Dialani, Managing Director being relative, are interested in the resolution. Relatives of Mr. Murli Wadhumal Dialani may also be deemed to be interested in the said resolution to the extent of their respective shareholdings, if any, in the Company.

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

The Board recommends the passing of the Special Resolution as set out at Item No. 04 of the accompanying Notice for approval of the members.

Item 5: Re-appointment of Mr. Gaurav L Patodia (DIN: 09317764) as a Non-Executive Independent Director of the Company for the second term of five consecutive years

Mr. Gaurav L Patodia (DIN: 09317764), Non-Executive Independent Director of the Company was appointed as an Additional Independent Director of the Company with effect from 13.11.2021, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee his appointment was further approved as Non-Executive Independent Director of the Company by the members at the Annual General Meeting of the Company held on 30th September, 2022 to hold office for a term of 5 (five) consecutive years w.e.f., 13th November, 2021 to 12th November, 2026.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto 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.

Mr. Gaurav L Patodia is eligible for re-appointment as an Independent Director. The Board of Directors of the Company ("the Board") at its meeting held on August 18, 2026, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), recommended for approval of the Members, re-appointment of Mr. Gaurav L Patodia as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years, with effect from 13th November, 2026, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received notice under Section 160 of the Act from a member signifying intention to propose the candidature of Mr. Gaurav L Patodia for the office of the Independent Director of the Company. The Company has also received a declaration from Mr. Patodia that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Further, he has also confirmed that he is not disqualified from being reappointed as Director under Section 164 of the Act and has given his consent to act as a Director of the Company, being eligible for re-appointment as Independent Director. He has also confirmed that he was not debarred or disqualified by the virtue of any order of Securities Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authority from continuing to act as a Director of the Company.

The Board is of the opinion that Mr. Patodia, is a person of integrity and possesses relevant expertise and experience and is eligible for the position of Independent Director of the Company and fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Patodia and contribution by him to the Board processes, his continued association as Director will be of immense benefit and in the best interest of the Company. The performance evaluation report of the Board, the Audit Committee where Mr. Patodia is a member, and Mr. Patodia himself, during his tenure has been very good. He effectively participated in discussions on various agenda items, provided his independent judgement wherever required, his views, expertise and suggestions were taken into consideration which helped the company to conduct its business effectively and achieve newer growth and enabled compliance of applicable statutes.

A brief resume of Mr. Patodia, the nature of his expertise in specific functional areas, names of companies in which he holds Directorships, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in Annexure 1. Additional information in respect of Mr. Patodia, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) also forms part of Annexure 1 to this Notice and in the Annual Report under 'Board's Report' and 'Corporate Governance Report'.

Mr. Patodia 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.

Mr. Patodia is not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Promoters, Directors and Key Managerial Personnel of the Company (including their relatives), other than Mr. Patodia himself and his relatives, are concerned or interested, financially or otherwise, in the resolution.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set out at Item No. 05 for approval by the members as a Special Resolution.

Item No. 6: Approval of Material Related Party Transaction(s) with M/s Manish Overseas

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with applicable Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", ("Industry Standards"), as amended from time to time, all Related Party Transactions ("RPTs") require prior approval of the Audit Committee and all material related party transactions and material modifications thereto require prior approval of members through a resolution. Schedule XII to LODR read with Regulation 23(1) of LODR specify transaction(s) which are considered as 'material transactions.' As per Regulation 23 of the SEBI LODR Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds the thresholds specified in Schedule XII of these regulations.

M/s Manish Overseas is a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations. The Company, in the ordinary course of its business, proposes to continue the existing contracts/transactions and /or to enter into and/or continue to enter into transactions with M/s Manish Overseas for:

- purchase and/or sale of cosmetic and other FMCG products for further sale/distribution;
- availing and/or rendering of services; and
- other related transactions.

The aggregate value of the proposed transactions with M/s Manish Overseas is expected to be upto **Rs. 100.00 Crore (Rupees One Hundred Crore Only)**. These transactions are in the ordinary course of business and are at arm's length basis. The Audit Committee and Board of Directors of the Company have reviewed the terms and conditions of the proposed transactions and have approved the same, subject to the approval of the shareholders.

Details of the proposed RPTs between the Company and M/s Manish Overseas, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30 January 2026, read with SEBI circular dated 26 June 2025, are as follows:

Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the Information	Information provided by the Management
A Details of the related party and transactions with the related party		
A(1) Basic Details of the Related Party		
1	Name	M/s Manish Overseas
2	Country of Incorporation	India
3	Nature of business	Importing, Marketing and Selling of cosmetic and other FMCG products
A(2) Relationship and ownership of the related party		
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Mr. Murli Wadhumal Dialani, Whole-time Director of the Company is the Sole Proprietor of M/s Manish Overseas, the related party. Mr. Manish Murlidhar Dialani is the son of Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani is the wife of Mr. Murli Wadhumal Dialani. Mr. Murli Wadhumal Dialani, Mrs. Lajwanti Murlidhar Dialani and Mr. Manish Murlidhar Dialani are related to each other.

<table>
<tr><th>S. No.</th><th>Particulars of the Information</th><th colspan="2">Information provided by the Management</th></tr>
<tr><td>5</td><td>Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party as on 31st March 2026.</td><td colspan="2">The related party is a proprietary concern and there is no shareholding by the listed entity.
The Company has not made any capital contribution in the sole proprietary concern, M/s Manish Overseas.</td></tr>
<tr><td>6</td><td>Where the related party is a partnership firm or sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity /subsidiary (in case of transaction involving subsidiary)</td><td colspan="2">Sole Proprietorship</td></tr>
<tr><td>7</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</td><td colspan="2">NA</td></tr>
<tr><td colspan="4">A(3) Details of previous transactions with the related party</td></tr>
<tr><td rowspan="2">8</td><td rowspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.</td><td>Nature of Transactions</td><td>Amount (in INR)</td></tr>
<tr><td>Purchase / Sale of Goods
2025-26
2024-25
2023-24</td><td>
Rs. 45.80 Cr.
Rs. 63.20 Cr.
Rs. 45.98 Cr.</td></tr>
<tr><td>9</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year upto the quarter immediately preceding the quarter in which approval is sought (30th June, 2026).</td><td colspan="2">Rs. 7.851 Cr</td></tr>
<tr><td>10</td><td>Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?</td><td colspan="2">YES</td></tr>
<tr><td>11</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td colspan="2">No default</td></tr>
<tr><td colspan="4">A(4) Amount of the proposed transactions</td></tr>
<tr><td>12</td><td>Total amount of all the proposed transactions being placed for approval in the current meeting.</td><td colspan="2">Rs. 100.00 Cr</td></tr>
<tr><td>13</td><td>Whether the proposed transactions taken together with the transactions undertaken by the related party during the current financial year would render the proposed transaction a material RPT?</td><td colspan="2">YES</td></tr>
<tr><td>14</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Based on FY 25-26)</td><td colspan="2">102.7%</td></tr>
<tr><td>15</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td colspan="2">Not applicable</td></tr>
<tr><td>16</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of the related party) for the immediately preceding financial year, if available (based on financials available for FY 2025-26)</td><td colspan="2">173%</td></tr>
</table>

S. No.	Particulars of the Information	Information provided by the Management
B Details for specific transactions		
B(1) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	• Purchase and/or Sale of cosmetic and other FMCG products • Availing and/or Rendering of Services
2	Details of the proposed transaction	Purchase and/or sale of cosmetic and FMCG products and availing and/or rendering of Services upto Rs. 100.00 Cr.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transactions for Financial Year 2026-27 and the shareholders' approval will be valid till the next Annual General Meeting of the Company to be held in the year 2027.
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a Financial Year. If the proposed transaction will be executed over more than the Financial Year, provide estimated breakup financial year wise.	These are recurring transactions upto Rs. 100.00 Cr.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	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.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Murli Wadhumal Dialani, Whole-time Director of the Company, is the sole proprietor of M/s Manish Overseas, the related party. Mr. Manish Dialani, Managing Director and Mrs. Lajwanti Murlidhar Dialani are relatives of Mr. Murli Wadhumal Dialani.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	*% Shareholding* - 100% holding of Mr. Murli Wadhumal Dialani, the sole proprietor in M/s Manish Overseas, the related party.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	
B(2) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
10	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Negotiations are held directly with the related party in finalizing the RPT. Market practices relating to the type of products, competitiveness, product features and financial stability are taken into account.
11	Basis of determination of price	Pricing is based on market benchmarks.
12	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of trade advance Tenure Whether same is self-liquidating?	Not Applicable

As disclosed above, Mr. Murli Wadhumal Dialani is the Sole Proprietor of the related party. Mr. Manish Dialani and Mrs. Lajwanti Murlidhar Dialani, are his relatives. Mr. Murli Wadhumal Dialani, Mr. Manish Dialani and Mrs. Lajwanti Murlidhar Dialani shall be deemed to be concerned or interested in the resolution. Other Directors and KMPs and their relatives are not interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 06 of the Notice for approval of the Members.

Members may note that in terms of Regulation 23 of SEBI LODR Regulations, related parties shall abstain from voting on the resolution, irrespective of whether they are a party to the particular transaction or not.

Item No. 7: Approval of Material Related Party Transaction(s) with M/s Laaj International

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with applicable Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", ("Industry Standards"), as amended from time to time, all Related Party Transactions ("RPTs") require prior approval of the Audit Committee and all material related party transactions and material modifications thereto require prior approval of members through a resolution. Schedule XII to LODR read with Regulation 23(1) of LODR specify transaction(s) which are considered as 'material transactions.' As per Regulation 23 of the SEBI LODR Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds the thresholds specified in Schedule XII of these regulations.

M/s Laaj International is a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations. The Company, in the ordinary course of its business, proposes to continue the existing contracts/transactions and /or to enter into and/or continue to enter into transactions with M/s Laaj International for:

- purchase and/or sale of goods;
- availing and/or rendering of services; and
- other related transactions.

The aggregate value of the proposed transactions with M/s Laaj International is expected to be up to **Rs. 50.00 Crore (Rupees Fifty Crore Only)**. These transactions are in the ordinary course of business and are at arm's length basis. The Audit Committee and Board of Directors of the Company have reviewed the terms and conditions of the proposed transactions and have approved the same, subject to the approval of the shareholders.

Details of the proposed RPTs between the Company and M/s Laaj International, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30 January 2026, read with SEBI circular dated 26 June 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the Information	Information provided by the Management
A Details of the related party and transactions with the related party		
A(1) Basic Details of the Related Party		
1	Name	M/s Laaj International
2	Country of Incorporation	India
3	Nature of business	Manufacturing & Exporting of Fabrics
A(2) Relationship and ownership of the related party		
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Mr. Manish Murlidhar Dialani, Promoter & Managing Director of the Company is the Sole Proprietor of M/s Laaj International, the related party. Mr. Manish Murlidhar Dialani is the son of Mr. Murli Wadhumal Dialani, Whole-time Director of the listed entity and Mrs. Lajwanti Murlidhar Dialani, Whole-time director of the listed entity.
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party as on 31st March 2026.	The related party is a proprietary concern and there is no shareholding by the listed entity.
6	Where the related party is a partnership firm or sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity /subsidiary (in case of transaction involving subsidiary)	Sole Proprietorship
7	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	The Sole Proprietor holds in the Company 27.06% of shares as at 31st March 2026.

S. No.	Particulars of the Information	Information provided by the Management
A(3) Details of previous transactions with the related party		
8	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	**Nature of Transactions** / **Amount (in INR)** Purchase / Sale of Goods 2025-26: Rs. 0.70 Cr. 2024-25: Rs. 10.51 Cr. 2023-24: Rs. 14.12 Cr.
9	Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year upto the quarter immediately preceding the quarter in which approval is sought (30th June, 2026).	NIL
10	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?	YES
11	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default
A(4) Amount of the proposed transactions		
12	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 50.00 Cr.
13	Whether the proposed transactions taken together with the transactions undertaken by the related party during the current financial year would render the proposed transaction a material RPT?	YES
14	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Based on FY 25-26)	51.37%
15	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
16	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of the related party) for the immediately preceding financial year, if available (based on financials available for FY 2025-26)	270%
B Details for specific transactions		
B(1) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	• Purchase and/or sale of goods • Availing and/or Rendering of Services
2	Details of the proposed transaction	Purchase and/or Sale of Goods and Availing and/or Rendering of Services upto Rs. 50.00 Cr.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transactions for Financial Year 2026-27 and the shareholders' approval will be valid till the next Annual General Meeting of the Company to be held in the year 2027.
4	Whether omnibus approval is being sought?	YES

S. No.	Particulars of the Information	Information provided by the Management
5	Value of the proposed transaction during a Financial Year. If the proposed transaction will be executed over more than the Financial Year, provide estimated breakup financial year wise.	These are recurring transactions upto Rs. 50.00 Cr.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Laaj International has been in the textile business for a considerably long time. It has a vast experience to manufacturer the fabrics for international market. 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, the job work is done for making grey out of the yarn supplied by the Company to M/s Laaj International.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Manish Murlidhar Dialani is the Sole Proprietor of M/s Laaj International, the related party. Mr. Manish Murlidhar Dialani is the son of Mr. Murli Wadhumal Dialani, Whole-time Director of the listed entity and Mrs. Lajwanti Murlidhar Dialani, Whole-time Director of the listed entity.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	*%Shareholding* - 100% holding of Mr. Manish Murlidhar Dialani, the Sole Proprietor in M/s Laaj International, the related party. No other director/KMP of listed entity holds any share in the related party.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	
B(2) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
10	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Negotiations are held directly with the related party in finalizing the RPT. Market practices relating to the type of products, competitiveness, product features and financial stability are taken into account.
11	Basis of determination of price	Pricing is based on market benchmarks.
12	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of trade advance Tenure Whether same is self-liquidating?	Not Applicable

As disclosed above, Mr. Manish Murlidhar Dialani is the Sole Proprietor of the related party. Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani, are his relatives. Mr. Manish Murlidhar Dialani, Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani shall be deemed to be concerned or interested in the resolution. Other Directors and KMPs and their relatives are not interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 07 of the Notice for approval of the Members.

Members may note that in terms of Regulation 23 of SEBI LODR Regulations, related parties shall abstain from voting on the resolution, irrespective of whether they are a party to the particular transaction or not.

Item No. 8: Approval of Material Related Party Transaction(s) with M/s Lewanna

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with applicable Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", ("Industry Standards"), as amended from time to time, all Related Party Transactions ("RPTs") require prior approval of the Audit Committee and all material related party transactions and material modifications thereto require prior approval of members through a resolution. Schedule XII to LODR read with Regulation 23(1) of LODR specify transaction(s) which are considered as 'material transactions.' As per Regulation 23 of the SEBI LODR Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds the thresholds specified in Schedule XII of these regulations.

M/s Lewanna is a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations. The Company, in the ordinary course of its business, proposes to continue the existing contracts/transactions and /or to enter into and/or continue to enter into transactions with M/s Lewanna for:

- purchase and/or sale of goods;
- availing and/or rendering of services; and
- other related transactions.

The aggregate value of the proposed transactions with M/s Lewanna is expected to be up to **Rs. 50.00 Crore (Rupees Fifty Crore Only)**. These transactions are in the ordinary course of business and are at arm's length basis. The Audit Committee and Board of Directors of the Company have reviewed the terms and conditions of the proposed transactions and have approved the same, subject to the approval of the shareholders.

Details of the proposed RPTs between the Company and M/s Lewanna, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30 January 2026, read with SEBI circular dated 26 June 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>S. No.</th><th>Particulars of the Information</th><th colspan="2">Information provided by the Management</th></tr>
<tr><td colspan="4">A Details of the related party and transactions with the related party</td></tr>
<tr><td colspan="4">A(1) Basic Details of the Related Party</td></tr>
<tr><td>1</td><td>Name</td><td colspan="2">M/s Lewanna</td></tr>
<tr><td>2</td><td>Country of Incorporation</td><td colspan="2">India</td></tr>
<tr><td>3</td><td>Nature of business</td><td colspan="2">Trading of Cosmetics</td></tr>
<tr><td colspan="4">A(2) Relationship and ownership of the related party</td></tr>
<tr><td>4</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.</td><td colspan="2">Mr. Manish Murlidhar Dialani, Promoter & Managing Director of the Company is the Sole Proprietor of M/s Lewanna, the related party.
Mr. Manish Murlidhar Dialani is the son of Mr. Murli Wadhumal Dialani, and Mrs. Lajwanti Murlidhar Dialani, Whole-time directors of the listed entity.</td></tr>
<tr><td>5</td><td>Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party as on 31st March 2026.</td><td colspan="2">The related party is a proprietary concern and there is no shareholding by the listed entity.
The Company has not made any capital contribution in the sole proprietary concern, M/s Lewanna.</td></tr>
<tr><td>6</td><td>Where the related party is a partnership firm or sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity /subsidiary (in case of transaction involving subsidiary)</td><td colspan="2">Sole Proprietorship</td></tr>
<tr><td>7</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</td><td colspan="2">The Sole Proprietor holds in the Company 27.06% of shares as at 31st March 2026.</td></tr>
<tr><td colspan="4">A(3) Details of previous transactions with the related party</td></tr>
<tr><td rowspan="2">8</td><td rowspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.</td><td>Nature of Transactions</td><td>Amount (in INR)</td></tr>
<tr><td>Purchase and/or Sale of Goods
2025-26
2024-25
2023-24</td><td>
NIL
NIL
NIL</td></tr>
<tr><td>9</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year upto the quarter immediately preceding the quarter in which approval is sought (30th June, 2026).</td><td colspan="2">NIL</td></tr>
<tr><td>10</td><td>Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?</td><td colspan="2">YES</td></tr>
<tr><td>11</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td colspan="2">No default</td></tr>
</table>

S. No.	Particulars of the Information	Information provided by the Management
A(4) Amount of the proposed transactions		
12	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 50.00 Cr.
13	Whether the proposed transactions taken together with the transactions undertaken by the related party during the current financial year would render the proposed transaction a material RPT?	YES
14	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Based on FY 25-26)	51.37%
15	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
16	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of the related party) for the immediately preceding financial year, if available (based on financials available for FY 2025-26)	157%
B Details for specific transactions		
B(1) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	• Sale and/or Purchase of Goods • Rendering and/or Availing of Services
2	Details of the proposed transaction	Sale and/or Purchase of Goods and Rendering and/or Availing of Services upto Rs. 50.00 Cr.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transactions for Financial Year 2026-27 and the shareholders' approval will be valid till the next Annual General Meeting of the Company to be held in the year 2027.
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a Financial Year. If the proposed transaction will be executed over more than the Financial Year, provide estimated breakup financial year wise.	These are recurring transactions upto Rs. 50.00 Cr.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	M/s Lewanna has been in the business of 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. As the online sale of hair and personal care products has gained momentum in India through various e-commerce portals and M/s Lewanna has the expertise of selling the products online through an established e–commerce portals, it is proposed to sell the hair and personal care products to M/s Lewanna which can be marketed and sold through on e-commerce portals. M/s Lewanna has appointed by the Company as the Principal Dealer for distribution and marketing of the products through online platform. The business activities of Fast-Moving Consumer Goods 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. Undertaking such transactions will increase its turnover and profitability.

S. No.	Particulars of the Information	Information provided by the Management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Manish Murlidhar Dialani is the sole proprietor of M/s Lewanna, the related party. Mr. Manish Murlidhar Dialani is the son of Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani, Whole-time Directors of the Company. They are related to each other and deemed to have interest in the transaction.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	*% Shareholding* - 100% holding of Mr. Manish Dialani, the sole proprietor in M/s Lewanna, the related party
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	
B(2) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
10	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Negotiations are held directly with the related party in finalizing the RPT. Market practices relating to the type of products, competitiveness, product features and financial stability are taken into account.
11	Basis of determination of price	Pricing is based on market benchmarks.
12	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of trade advance Tenure Whether same is self-liquidating?	Not Applicable

As disclosed above, Mr. Manish Murlidhar Dialani is the Sole Proprietor of the related party. Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani, are his relatives. Mr. Manish Murlidhar Dialani, Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani shall be deemed to be concerned or interested in the resolution. Other Directors and KMPs and their relatives are not interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 08 of the Notice for approval of the Members.

Members may note that in terms of Regulation 23 of SEBI LODR Regulations, related parties shall abstain from voting on the resolution, irrespective of whether they are a party to the particular transaction or not.

Item No. 9: Approval of Material Related Party Transaction(s) with M/s Kolba Farm Fab Pvt Ltd, an Associate Company

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with applicable Rules framed thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", ("Industry Standards"), as amended from time to time, all Related Party Transactions ("RPTs") require prior approval of the Audit Committee and all material related party transactions and material modifications thereto require prior approval of members through a resolution. Schedule XII to LODR read with Regulation 23(1) of LODR specify transaction(s) which are considered as 'material transactions.' As per Regulation 23 of the SEBI LODR Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds the thresholds specified in Schedule XII of these regulations.

M/s Kolba Farm Fab Pvt Ltd is a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations. The Company, in the ordinary course of its business, proposes to continue the existing contracts/transactions and /or to enter into and/or continue to enter into transactions with M/s Kolba Farm Fab Pvt Ltd for:

- Purchase and/or sale of Yarn;
- Purchase and/or sale of all kinds of Fabric/ Grey Fabric/ Finished Fabric etc;
- Job Work of grey cloth and other related textile products;
- Availing and/or rendering of services and
- other related transactions.

The aggregate value of the proposed transactions with M/s Kolba Farm Fab Pvt Ltd is expected to be up to **Rs. 50.00 Crore (Rupees Fifty Crore Only)**. These transactions are in the ordinary course of business and are at arm's length basis. The Audit Committee and Board of Directors of the Company have reviewed the terms and conditions of the proposed transactions and have approved the same, subject to the approval of the shareholders.

Details of the proposed RPTs between the Company and M/s Kolba Farm Fab Pvt Ltd, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30 January 2026, read with SEBI circular dated 26 June 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the Information	Information provided by the Management	
A Details of the related party and transactions with the related party			
A(1) Basic Details of the Related Party			
1	Name	Kolba Farm Fab Pvt Ltd.	
2	Country of Incorporation	India	
3	Nature of business	Manufacturing of Textile Fabric	
A(2) Relationship and ownership of the related party			
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Kolba Farm Fab Pvt Ltd. is an Associate Company of M.K. Exim (India) Limited.	
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party as on 31st March 2026.	48.98%	
6	Where the related party is a partnership firm or sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity /subsidiary (in case of transaction involving subsidiary)	Not Applicable	
7	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
A(3) Details of previous transactions with the related party			
8	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	**Nature of Transactions**	**Amount (in INR)**
		Purchase of Goods	
		2025-26	Rs. 25.08 Cr
		2024-25	NIL
		2023-24	NIL
9	Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year upto the quarter immediately preceding the quarter in which approval is sought (30th June, 2026)	Rs. 0.65 Cr.	
10	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?	YES	
11	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default	
A(4) Amount of the proposed transactions			
12	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 50.00 Cr.	
13	Whether the proposed transactions taken together with the transactions undertaken by the related party during the current financial year would render the proposed transaction a material RPT?	YES	

S. No.	Particulars of the Information	Information provided by the Management
14	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (Based on FY 25-26)	51.37%
15	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
16	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of the related party) for the immediately preceding financial year, if available (based on financials available for FY 2025-26)	184%
B Details for specific transactions		
B(1) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	• Purchase and/or sale of Yarn; • Purchase and/or sale of all kinds of Fabric/ Grey Fabric/ Finished Fabric etc; • Job Work of grey cloth and other related textile products; • Availing and/or rendering of services and • other related transactions.
2	Details of the proposed transaction	Purchase and/or sale of Yarn, Purchase and/or sale of all kinds of Fabric / Grey Fabric / Finished Fabric etc., Job Work of grey cloth and other related textile products, Availing and/or rendering of services upto Rs. 50.00 Cr.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transactions for Financial Year 2026-27 and the shareholders' approval will be valid till the next Annual General Meeting of the Company to be held in the year 2027.
4	Whether omnibus approval is being sought?	YES
5	Value of the proposed transaction during a Financial Year. If the proposed transaction will be executed over more than the Financial Year, provide estimated breakup financial year wise.	These are recurring transactions upto Rs. 50.00 Cr.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Kolba Farm Fab Private Limited, an Associate Company (Related Party) is having the upgraded and modern weaving plant. So, the Board of Directors of the Company has been evaluating opportunities for expansion of its textile manufacturing operations in line with the Company's long-term growth strategy, operational requirements, and business objectives. In this regard, the Company proposes to take approval of RPTs with Related Party in relation to the purchase and/or sale of goods and utilization/ acquisition/ lease of its vacant land and building situated at Surat, Gujarat.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Manish Murlidhar Dialani, Promoter & Managing Director of the Company, Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani, Whole-time Directors of the Company are also Directors of M/s Kolba Farm Fab Pvt Ltd., the related party. They all are related to each other and may be deemed to have interest in the transaction.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	• Mr. Manish Murlidhar Dialani – 10% • Mr. Murli Wadhumal Dialani – 20.51% • Mrs. Lajwanti Murlidhar Dialani – 20.51%

S. No.	Particulars of the Information	Information provided by the Management
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	
B(2) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
10	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Negotiations are held directly with the related party in finalizing the RPT. Market practices relating to the type of products, competitiveness, product features and financial stability are taken into account.
11	Basis of determination of price	Pricing is based on market benchmarks.
12	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of trade advance Tenure Whether same is self-liquidating?	Not Applicable

As disclosed above, Mr. Manish Murlidhar Dialani, Managing Director of the listed entity, Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani, Whole-time Directors of the listed entity are related to each other. Mr. Manish Murlidhar Dialani, Mr. Murli Wadhumal Dialani and Mrs. Lajwanti Murlidhar Dialani shall be deemed to be concerned or interested in the resolution. Other Directors and KMPs and their relatives are not interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 09 of the Notice for approval of the Members.

Members may note that in terms of Regulation 23 of SEBI LODR Regulations, related parties shall abstain from voting on the resolution, irrespective of whether they are a party to the particular transaction or not.

Annexure 1

Additional Information of Directors, as on the date of the Notice of AGM, seeking re-appointment at the 34th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of the Companies Act, 2013 and SS- 2 issued by the Institute of Company Secretaries of India.

Name of Director	Mrs. Lajwanti Murlidhar Dialani	Mr. Murli Wadhumal Dialani	Mr. Gaurav L Patodia
Category	Whole-time Director	Chairman and Whole-time Director	Independent Director
DIN	05201148	08267828	09317764
Date of Birth / Age	08.05.1956 (70 years)	25.11.1956 (69 years)	26.05.1996 (30 Years)
Date of first appointment on the Board	30.03.2015	11.04.2019	13.11.2021
Qualification	Graduate	Graduate	MBA
Brief Profile, Experience & Expertise in specific functional areas	Having years of experience in Finance and Market Analysis.	Having years of experience in Finance, production, sales and marketing in Fabric and garment fields as well as FMCG products.	Having vast experience in Finance, Marketing and Advanced Valuation Analysis.
Terms and conditions of appointment/ Re -Appointment/ appointment by Rotation of Directors	Appointment by Rotation of Directors.	Continuation as Whole-time Director upon attaining the age of 70 years during his tenure.	Re-appointment for second term of 5 years, not liable to retire by rotation.
Shareholding in the Company as on March 31, 2026	1903186	3915696	99
Relationship with other Directors and KMPs ofthe Company (in termsof Section 2(77) of the Companies Act, 2013)	Relative of Mr. Manish Murlidhar Dialani and Mr. Murli Wadhumal Dialani	Relative of Mr. Manish Murlidhar Dialani and Mrs. Lajwanti Murlidhar Dialani	None
Number of Board Meetings attended during FY 2025-26	6	5	6
Directorships held in other Companies	Kolba Farm Fab Private Limited	Kolba Farm Fab Private Limited	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
*Chairmanship/Member of the Committees of the Board of Directors of the Company	Chairmanship: Nil Membership: Nil	Chairmanship: Nil Membership: 4	Chairmanship: 4 Membership: 4
*Chairmanship Member of the committees of Directors of another Company	Nil	Nil	Nil

***Chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and CSR Committee has been considered.**

34TH ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

34TH ANNUAL GENERAL MEETING	
Day and Date of AGM	**Friday, 25th September, 2026**
Time	11:30 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, Tonk Road, Jaipur-302022
Financial Year	2025-26
Date of book closure	**19.09.2026 to 25.09.2026(Both days inclusive)**
Helpline number for VC participation	**Toll Free No. 1800 21 09911**
Cut-off date for e-voting	**18th September, 2026**
E-voting start date and time	**22.09.2026 at 09:00 A.M.**
E-voting end date and time	**24.09.2026 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 helpdesk.evoting@cdslindia.com Toll Free No.: 1800 21 09911
Name, address and contact details of Registrar and Transfer Agent	BEETAL Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir Behind Local Shopping Centre Near Dada Harsukhdas Mandir, 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@gmail.com** **Website: www.mkexim.com**

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

Bhavna Giamalani
Company Secretary
M. No. ACS 56103

Place: Jaipur
Date: 18.08.2026