



# *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

Dated: 29.08.2024

To

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

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

**Sub: Regulation 34- Submission of Annual Report**

Dear Sir/Madam,

In continuation of our letter dated 26.08.2024 this is to inform you further that the 32nd AGM of the Company will be held on Saturday, 21st September, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 30 and 34(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have already submitted on 26.08.2024, the Annual Report of the Company for the Financial Year 2023-24 along with the Notice convening the 32nd AGM of the Company.

Further we are submitting herewith the Annual Report of the Company for the Financial Year 2023-24 along with the Notice convening the 32nd AGM of the Company dispatched to the shareholders.

The Annual Report and AGM Notice can be accessed/downloaded from the company's website [www.mkexim.com](http://www.mkexim.com).

This is for your kind information.

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

**Babu Lal** Digitally signed by  
Babu Lal Sharma  
**Sharma** Date: 2024.08.29  
12:02:41 +05'30'

Babu Lal Sharma  
Company Secretary & Compliance Officer

Enclose: As above



# ANNUAL REPORT 2023-24



**M.K. EXIM (INDIA) LIMITED**

## 32nd Annual Report 2023-24

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**CORPORATE INFORMATION**

<b>Board of Directors:</b>	<b>Shri Murli Wadhupal Dialani</b> Chairman & Whole-Time Director <b>Shri Manish Murlidhar Dialani</b> Managing Director <b>Smt. Lajwanti M. Dialani</b> Whole-Time Director <b>Mr. Vishesh Mahesh Nihalani</b> Independent Director <b>Ms. Priya Murlidhar Makhija</b> Independent Director <b>Shri Gaurav L. Patodia</b> Independent Director
<b>Company Secretary: &amp; Compliance Officer</b>	<b>Mr. Babu Lal Sharma</b>
<b>Chief Financial Officer:</b>	<b>Mr. Azad Kumar Tripathi</b>
<b>Auditors:</b>	<b>Ummed Jain &amp; Co.,</b> <b>Chartered Accountants</b> R-12, Yudhisther Marg, C-Scheme Jaipur, Rajasthan – 302005
<b>Banker:</b>	<b>State Bank of India</b>
<b>Plant &amp; Registered Office:</b>	G-1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022
<b>Phone:</b>	+91 141 3937501, 3937504.
<b>E-mail:</b>	mkexim@mkexim.com
<b>Web-Site:</b>	www.mkexim.com
<b>Corporate Identity Number (CIN):</b>	L63040RJ1992PLC007111
<b>Registrar &amp; Share Transfer Agent:</b>	<b>Beetal Financial &amp; Computer Services (P) Ltd.</b> Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi – 110 062 Tel: (011) 2996 1281/82 Fax: (011) 2996 1284 Email: beetalrta@gmail.com Website: www.beetalfinancial.com

## NOTICE

**NOTICE** is hereby given that the **32nd Annual General Meeting** of M.K. Exim (India) Limited (“the Company”) will be held on **Saturday, 21st September, 2024 at 11.00 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:

### 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, 2024 together with Report of Auditors and the Board of Directors thereon and to pass the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports 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 for the financial year ended 31st March, 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in terms of 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 @5% (i.e. ₹ 0.50/- per share) on Equity Shares of ₹ 10/- each fully paid-up for the year ended 31st March, 2024 and the same be paid out of the profits of the Company.”

3. To appoint a Director in place of Mr. Manish Murlidhar Dialani (DIN:05201121), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Manish Murlidhar Dialani (DIN: 05201121), who retires by rotation at this Annual General Meeting, and who, being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company.”

4. To appoint M/s Ummed Jain & Co., Chartered Accountants, Jaipur, as Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 32nd Annual General Meeting of the Company until the conclusion of the 37th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Ummed Jain & Co., Chartered Accountants, Jaipur, (Firm Registration No. 119250W), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five (5) consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 2,50,000/- (rupees two lacs fifty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor and that the Board of Directors be and are hereby authorised to decide on the Statutory Auditor’s remuneration for the subsequent years of their tenure based on the recommendation of the Audit Committee;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

5. To appoint M/s Vora Vora & Associates, Chartered Accountants, Surat, as Branch Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 32nd Annual General Meeting of the Company until the conclusion of the 37th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

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

“**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Vora Vora & Associates, Chartered Accountants, Surat, (Firm Registration No. 140953W), be and are hereby appointed as Branch Auditors of the Company’s Mumbai Branch, to hold office for a period of five (5) consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 40,000/- (rupees forty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor and that the Board of Directors be and are hereby authorised to decide on the Branch Auditor’s remuneration for the subsequent years of their tenure based on the recommendation of the Audit Committee;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”



**SPECIAL BUSINESS****6. To re-appoint Mr. Manish Murlidhar Dialani (DIN: 05201121) as a Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statutory modification or re-enactment thereof for the time being in force, other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Articles of Association of the Company and subject to such other approvals as may be required, on recommendation of the Nomination and Remuneration Committee, consent of the Company be and is hereby accorded for the re-appointment and terms and conditions of appointment including remuneration of Mr. Manish Murlidhar Dialani (DIN 05201121), as a Managing Director(MD) of the Company for a further period of Five (5) years commencing from 28th September, 2024 till 27th September 2029 (both days inclusive), liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) and on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Manish Murlidhar Dialani.

**RESOLVED FURTHER THAT** if in any financial year, during the currency of tenure of his re-appointment commencing from 28th September, 2024, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

**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.”

**7. To re-appoint Mr. Murli Wadhupal Dialani (DIN:08267828) as a Whole-time Director, designated as an Executive Director of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), on recommendation of the Nomination and Remuneration Committee approval of the Members be and is hereby accorded to the re-appointment of Mr. Murli Wadhupal Dialani (DIN: 08267828) as a Whole-time Director, designated as an Executive Director of the Company, for a period of 5 (five) years from expiry of his present term of office, i.e. with effect from 28th September, 2024, liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (‘Board’) and on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Murli Wadhupal Dialani.

**RESOLVED FURTHER THAT** if in any financial year, during the currency of tenure of his re-appointment commencing from 28th September, 2024, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

**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.”

**8. To alter clause III(B) of Memorandum of Association of the Company as per the Companies Act, 2013.**

To consider and approve the alteration of Clause III(B) of Memorandum of Association of the Company as per Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (“MOA”) of the Company in place of the existing MOA with no change in existing ‘Clause I, II, III (A), IV and V containing Name Clause, Registered Office clause, Main Objects clause, Liability Clause and Capital Clause respectively.

**RESOLVED FURTHER THAT** the existing 'Clause III (B)' i.e. "Objects Incidental or Ancillary to the attainment of Main Objects" containing sub-clause no. 1 to 45 be and are hereby stands deleted and replaced by New 'Clause III (B)' i.e. "Matters which are necessary for furtherance of the Objects specified in 'Clause III (A)' containing the sub-clause no. 1 to 45.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, to sign such documents as may be necessary, proper or desirable (including but not limited to filing of necessary notices with Stock Exchanges, e-forms and returns with the Ministry of Corporate Affairs or elsewhere) and to carry out modifications/alterations as may be suggested by any regulatory authority in connection with the adoption of the new set of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things, including delegating such vested authority, as may be considered necessary, proper or expedient in order to give effect to this resolution."

9. **To adopt new set of Articles of Association of the Company as per the Companies Act, 2013.**

To consider and approve the adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

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

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and other applicable provisions if any of the Companies Act, 2013 ('the Act') and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, to sign such documents as may be necessary, proper or desirable (including but not limited to filing of necessary notices with Stock Exchanges, e-forms and returns with the Ministry of Corporate Affairs or elsewhere) and to carry out modifications/alterations as may be suggested by any regulatory authority in connection with the adoption of the new set of the Articles of Association of the Company and to do all such acts, deeds, matters and things, including delegating such vested authority, as may be considered necessary, proper or expedient in order to give effect to this resolution."

10. **To approve and modify the Material Related Party Transaction(s) between the Company and M/s Manish Overseas**

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

**"RESOLVED THAT** pursuant to the provision of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") read with section 188 of the Companies Act 2013, (the Act) and other applicable provisions, if any, along with the Rules made thereunder and other applicable laws ((including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's policy on related party transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party transactions /contracts/arrangements/agreements or modifications thereto, as detailed in the explanatory statement annexed to this notice, with Manish Overseas, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for purchase of cosmetic and other FMCG products for the purpose of sale/distribution for a period of five years commencing from FY 2024-2025 to FY 2028-2029 individually and/or in the aggregate upto an amount not exceeding ₹300.00 Crore (Rupees Three Hundred Crores) in a financial year provided however that the said contracts/arrangements/transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board

For M.K.EXIM (INDIA) LIMITED

Place: Jaipur

Date: 26.08.2024

Babu Lal Sharma

Company Secretary

M. No. ACS 52487

**Registered Office:**

G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura,  
Tonk Road, Jaipur-302022

CIN: L63040RJ1992PLC007111

## Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. Pursuant to General Circular No. 09/2023 dated September 25, 2023, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the “MCA Circular”), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc. authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to [parikhanshu26@gmail.com](mailto:parikhanshu26@gmail.com) with a copy marked to [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com).
3. The deemed venue for Thirty-Second-AGM shall be the Registered Office of the Company.
4. The Company has enabled the Members to participate at the 32nd AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages.
5. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Jaipur, Rajasthan:
  - (a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - (b) Register of directors, key managerial personnel, and their shareholding under section 170 of the Act.
 Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com).
6. The Register of members and share transfer books of the Company will remain closed from **Monday 16.09.2024 to Saturday 21.09.2024** (both days inclusive) for the purpose of the Annual General Meeting and payment of Dividend.
7. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However, request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
8. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends 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 as per Section 124 of the Companies Act, 2013.
9. Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email Id: [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com)) or RTA (Email Id: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)) quoting their Folio No. /DP ID Client ID.
10. In terms of Regulation 12 and Schedule I of SEBI Listing Regulation require all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
11. 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.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, for assistance in this regard.
13. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 32nd AGM being held through VC.
14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cutoff date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cutoff date only shall be entitled to avail facility of remote e-voting and e-voting at AGM.
15. The Ministry of Corporate Affairs (“MCA”), Government of India, has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies vide General Circular No. 09/2023 dated September 25, 2023, in relation to



“Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the “MCA Circular”) respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company.

The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Financial Statements for the financial year ended 31st March, 2024, to all those Members whose e-mail IDs are available with the Company’s Registrar and Transfer Agent.

In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Beetal Financial & Computer services (P) Ltd, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Company quoting their folio number(s).

16. In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board’s Report, Auditors’ Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode. Members may note that the Notice and Annual Report for FY2024 will also be available on the Company’s website at [www.mkexim.com](http://www.mkexim.com) and website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Company shall send the physical copy of the Annual Report for FY2024 only to those Members who specifically request for the same at [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com).

A copy of the Notice of this AGM along with Annual Report for the FY 2023-24 is available on the website of the Company at <https://www.mkexim.com>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

17. Members are requested to register the e-mail Address and Mobile No. with their respective Depository Participant/s. Those Members, whose email address and Mobile No. is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 32nd AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address and Mobile number registered with the Company.

#### REGISTRATION OF EMAIL ID/MOBILE NO.

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com) and to RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com)
  - b) In case shares are held in demat mode, please contact the Depository Participant and register the email Address and Mobile No. as per the process advised by the Depository Participant.
18. 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.
19. 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.
20. 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.
21. 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](http://www.mkexim.com).
22. **Nomination facility:** Section 72 of the Act provides for facility to the members for making nomination in respect of the shares held by them in the Company. Members holding shares in single name and who have not registered the nomination should submit to the Company form **SH-13** for making nomination. Members holding the shares in electronic form should submit the form to their depository participants. Members can change the nomination by filing form **SH-14** with the Company (in case of shares held in physical form) or to the depository participant (in case shares are in electronic form). Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. **ISR-3**. The said forms can be downloaded from the company’s website at [www.mkexim.com](http://www.mkexim.com). Members are requested to submit the said form to their

- DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
23. The Company has appointed M/s. Anshu Parikh & Associates (proprietor Ms. Anshu Parikh), PCS (Membership No. FCS 9785), as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
  24. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes
  25. As per circulars issued by SEBI from time to time, it is mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details before getting any investor service request processed. Security holders holding securities in physical form, whose folio(s) do not have PAN, KYC or Nomination/Opt-out of Nomination, shall be eligible for dividend in respect of such folios, only through electronic mode with effect from 1st April, 2024. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)
- Members who are yet to update details in their physical folios are, therefore, urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by submitting the prescribed forms duly filled, to the RTA by email from their registered email id to beetalrta@gmail.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s Beetal Financial & Computer services (P) Ltd, New Delhi. The Company has sent/will be sending out intimations to those Members, holding shares in physical form, whose PAN, KYC and/or Nomination details are not updated, requesting them to update the details.
26. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Beetal Financial & Computer services (P) Ltd, New Delhi by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook /statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
  27. 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](http://www.mkexim.com) and on the website of the Company's RTA at [www.beetalfinancial.com](http://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.
  28. 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., **Saturday 14th September, 2024**, such person may obtain the user id and password from Beetal Financial & Computer services (P) Ltd by email request on [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

#### **CDSL e-Voting System - For Remote e-voting and Joining Virtual Meetings: -**

- i. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated September 25, 2023, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars". The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

- Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - v. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  - vi. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.mkexim.com](http://www.mkexim.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
  - vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM 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 **<18.09.2024 at 9:00 a.m.>** and ends on **<20.09.2024 at 5:00 p.m.>**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **<14.09.2024>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request <a href="mailto:athelpdesk.evoting@cdslindia.com">athelpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 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.
- 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.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance during the period from **16th September, 2024 (from 9:00 a.m.) to 18th September, 2024 (upto 5:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance during the period from **16th September, 2024 (from 9:00 a.m.) to 18th September, 2024 (upto 5:00 p.m.)** mentioning their name, demat account number/folio number, email id, mobile number at company's email id i.e. [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com). These queries will be replied to by the company suitably by email. Please note that only questions of the members holding the shares as on cut-off date will be considered. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 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.
- 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:**

- 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**.
- For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
- 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-230542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**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](http://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: <http://www.transformerindia.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](http://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](http://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:**

1. The dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on **Saturday, 14th September, 2024** as per the details furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on **Saturday, 14th September, 2024**. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details.
2. Members are requested to register / update their complete bank details:
  - i. 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
  - ii. with the Company / Beetal Financial & Computer services (P) Ltd (RTA) by emailing at [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com)), if shares are held in physical mode, by submitting:
    - 1) 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),
    - 2) Self-attested copy of the PAN card, and
    - 3) Cancelled cheque leaf.

**TDS PROVISION**

Tax Deductible at Source / Withholding tax: Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Link Intime/ Depository Participant.

**A. Resident Shareholders:****A.1. Tax Deductible at Source for Resident Shareholders:**

Sr.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed INR 5,000/- no TDS/ withholding tax will be deducted.
2.	No PAN/Valid PAN not updated in the Demat Account(s).	20%	TDS/ Withholding tax will be deducted, Company's Register of Members regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ Beetal Financial & Computer services (P) Ltd (RTA)/Depository Participant.  All the shareholders are requested to update, on or before the date of AGM, their PAN with their Depository Participant (if shares are held in electronic form) and Company/Beetal Financial & Computer services (P) Ltd (RTA) (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records.
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before the date of AGM.

- A.2. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in below table with the Company / Beetal Financial & Computer services (P) Ltd / Depository Participant on or before the date of AGM.

Sr.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H(applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income does not apply as per second proviso Income Tax Act, 1961 to section 194 such as LIC, GIC. etc.	NIL	Documentary evidence for exemption u/s 194 of Tax, 1961
3.	Shareholder covered u/s 196 of Income Tax Act,1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for exemption u/s 196 ofTax,1961
4.	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit undersection 197A (1F) of Income Tax Act, 1961
5.	<ul style="list-style-type: none"> <li>•Recognised provident funds</li> <li>•Approved superannuation fund</li> <li>•Approved gratuity fund</li> </ul>	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	NIL	No TDS/ withholding tax as per section 197A(1E) of Income Tax Act, 1961
7.	Any resident shareholder exempted from TDS deduction as per the provisions of Income TaxAct or by any other law or notification.	NIL	Necessary documentary evidence substantiating exemption from deduction of TDS.

**B. Non-Resident Shareholders:**

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before the date of AGM, the following document(s), as mentioned in below table, to the Company / Link Intime. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial.	<p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> <li>1.Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received.</li> <li>2.PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format.</li> <li>3.Form 10F filled &amp; duly signed.</li> <li>4.Self-declaration for non-existence of permanent establishment/ fixed base in India</li> </ol> <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company).</p>
2.	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India
3.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority



4.	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
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**Note:**

1. The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with Link Intime India Private Limited post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.
2. The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The URPL for the same is: <http://www.beetalmail.com/formx.aspx> - On this page select the Services tab. All the forms are available in under the head "TDS Form Submission"
3. The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below <http://www.beetalmail.com/formx.aspx>. On this page the user shall be prompted to select / share the following information to register their request.
  - 1) Select the company (Dropdown)
  - 2) Folio / DP-Client ID
  - 3) PAN
  - 4) Financial year (Dropdown)
  - 5) Form selection
  - 6) Document attachment - 1 (PAN)
  - 7) Document attachment - 2 (Forms)
  - 8) Document attachment - 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Beetal Financial & Computer services (P) Ltd. should be made on or before date of the AGM in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax.

Incomplete and/or unsigned forms and declarations will not be considered by the Company. No-communication on the tax determination/deduction shall be considered after the date of AGM.

4. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ RTA.
5. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
6. No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹5,000/-. However, where the PAN is not updated in Company/ RTA/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹5,000/-.

**All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / RTA (if shares are held in physical form) against all their folio holdings on or before the date of AGM.**

7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

**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 32ndAGM 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 scrutiniser's report shall be placed on the Company's website [www.mkexim.com](http://www.mkexim.com) and shall also be communicated to the stock exchanges.

## 32ND ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

32ND ANNUAL GENERAL MEETING	
Day and Date of AGM	<b>Saturday, 21st September, 2024</b>
Time	11:00 A.M.
Mode/Venue	Through Video Conferencing or Other Audio-Visual Means from the Registered Office of the Company #G-1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Sanganer, Jaipur-302022
Financial Year	2023-24
Date of book closure	<b>16.09.2024 to 21.09.2024 (Both days inclusive)</b>
Helpline number for VC participation	<b>022-23058738 and 022-230542/43</b>
Cut-off date for e-voting	<b>14th September, 2024</b>
E-voting start date and time	<b>18.09.2024 at 09.00 A.M.</b>
E-voting end date and time	<b>20.09.2024 at 05.00 P.M.</b>
E-voting website of CDSL	<a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> <b>022-23058738 and 022-230542/43</b>
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
<b>Company Details:</b> M.K. Exim (India) Limited (CIN: L63040RJ1992PLC007111) G1/150, Garment Zone, E.P.I.P., RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022	<b>Phone: +91 1413937501, 3937504.</b> <b>E-mail: <a href="mailto:mkexim@mkexim.com">mkexim@mkexim.com</a></b> <b>Web Site: <a href="http://www.mkexim.com">www.mkexim.com</a></b>

Place: Jaipur  
Date: 26.08.2024

By order of the Board  
For M.K.EXIM (INDIA) LIMITED

Babu Lal Sharma  
Company Secretary

M. No. ACS 52487

## ANNEXURE-1

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Appointment/  
Re-appointment/appointment by rotation of Directors

Name of Director	Mr. Manish Murlidhar Dialani	Mr. Murli Wadhmal Dialani
Category	Managing Director	Chairman and Whole time Director
DIN	05201121	08267828
Date of birth and age	04.07.1984 (40 years)	25.11.1956 (68 years)
Qualification	Graduate	Graduate
Nature of experience /expertise	Vast experience in Finance, production, sales and marketing	Vast experience in Finance, production, sales and marketing
Brief resume	having 15 years experience in Finance, production, sales and marketing in fabric, and garment fields as well as FMCG Products	having 44 years experience in Finance, production, sales and marketing in Fabric and garment fields as well as FMCG products.
Terms and conditions Of appointment / Re -Appointment	Re-appointment for a further period of 5 years with effect from 28th September, 2024 designated as managing Director liable to retire by rotation. Terms and conditions of his reappointment and proposed revised remuneration, if any are specified in the resolution and explanatory statement annexed to this notice.	Re-appointment for a further period of 5 years with effect from 28th September 2024 designated as Executive director, chairman and Whole-time director liable to retire by rotation. Terms and conditions of his reappointment and proposed revised remuneration, if any are specified in the resolution and explanatory statement annexed to this notice.
Number of shares held in the Company as on 31.03.2024	1,09,24,830	37,73,893
Relationship with other Directors / Key Managerial Personnel	Relative of Mr. Murli Wadhmal Dialani and Mrs. Lajwanti M. Dialani	Relative of Mr. Manish Murlidhar Dialani and Mrs. Lajwanti M Dialani
No of board meetings Attended out of 10 Board meetings in the year 2023-24	10	10
Directorships held in other Companies	Kolba Farm Fab Private Limited	Kolba Farm Fab Private Limited
Listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Skills and capabilities required by Independent Director, for the role and the manner in which the proposed person meets such requirements.	As per the resolution at Item No. 6 of this Notice, read with the explanatory statement thereto.	As per the resolution at Item No. 7 of this Notice, read with the explanatory statement thereto.
*Chairmanship/Member of the Committees of the Board of Directors of the Company	Nil	Chairmanship: Nil Membership: 4
*Chairmanship Member of the committees of Directors of another Company	Nil	Nil

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

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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No.'s 4 to 10 of the accompanying Notice:

**Item 04:**

M/s Umed Jain & Co., Chartered Accountants, (ICAI Firm Registration No. 119250W) were appointed as the Statutory Auditors of the Company for FY 2023-24, to fill the casual vacancy caused by the resignation of M/s RISHABH AGRAWAL & ASSOCIATES Chartered Accountants and to hold office till the conclusion of ensuing Annual General Meeting of the Company.

Pursuant to the provisions of section 139(8) the tenure of M/s Umed Jain & Co., Chartered Accountants, (ICAI Firm Registration No. 119250W) shall be upto ensuing AGM. Therefore, upon recommendation and confirmation of Audit Committee, the Board of Directors recommends the appointment of M/s Umed Jain & Co., Chartered Accountants as Statutory Auditor of the Company to hold office for a period of five(5)consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 2,50,000/- (rupees two lacs fifty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor and that the Board of Directors

M/s Umed Jain & Co., Chartered Accountants, is a firm of vast experience and is a firm of reputation. The firm have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013 shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate in prescribed form declaring that firm complies with all eligibility norms prescribed by SEBI regarding appointment of statutory auditors, if any.

None of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP are not in any way concerned with or interested, financially or otherwise, in the resolution at item no. 4 of the accompanying notice.

The Board recommends the Resolution at Item No. 4 to be passed as an ordinary resolution

**Item 05:**

The Company has offices/branches/units outside the state of Rajasthan (Company's state of registered office) and may also open new branches in India in future. In accordance with the provision of section 143 (8) of the Companies act, 2013 read with section 139 and respective rules made thereunder, the accounts of such branch offices are required to be audited by qualified auditors / Accountants. So, it is necessary to appoint branch auditor for Mumbai Branch, for carrying out the audit of the accounts.

M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) were appointed as Branch Auditor for FY 2023-24 via postal ballot dated 04th January, 2024 in order to fill casual vacancy caused due to resignation of M/s M S JOSHI & COMPANY (FRN:138082W), Chartered Accountants due to their personal reasons w.e.f. 09.11.2023.

Pursuant to the provisions of section 139(8) the tenure of M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) shall be upto ensuing AGM. Therefore, upon recommendation and confirmation of Audit Committee, the Board of Directors recommends the appointment of M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) as the Branch Auditor of Mumbai Branch for a period of five(5)consecutive financial years, from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029, at a remuneration of ₹ 40,000/-(rupees fourty thousand only) as recommended by the Audit Committee and the Board of Directors for the financial year 2024-25, on such terms and conditions as may be agreed between the Board and the Auditor.

M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) is a firm of vast experience and is a firm of reputation. The Company has received a certificate from M/s Vora Vora and Associates., Chartered Accountants (FRN:140953W) regarding their eligibility for appointment is in accordance with the applicable provisions of Companies Act, 2013 and other applicable law time being in force.

None of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP are not in any way concerned with or interested, financially or otherwise, in the resolution at item no. 5 of the accompanying notice.

The Board recommends the Resolution at Item No. 5 to be passed as an ordinary resolution

**Item 6: To re-appoint Mr. Manish Murlidhar Dialani (DIN: 05201121) as a Managing Director of the Company.**

At the Annual General Meeting held on 28th September, 2019 Mr. Manish Murlidhar Dialani was appointed as the Managing Director ('MD') of the Company for period of five (5) years till 27th September, 2024. The current term of Mr. Manish Murlidhar Dialani as MD is ending on 27th September, 2024.

The Company has received the necessary consent and declarations from Mr. Manish M Dialani confirming his eligibility to be re-appointed as the MD of the Company. He is not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority.

Based on recommendation of Nomination and Remuneration committee (NRC), the Board at its meeting held on 26th August, 2024 approved the appointment of Mr. Manish Murlidhar Dialani as MD for further period of five years commencing from 28th September, 2024 to 27th September, 2029(both days inclusive) subject to approval of the shareholders and any statutory authorities, if required.

The Board, while re-appointing Mr. Manish Murlidhar Dialani as the MD of the Company, considered his background, experience and contributions to the company during his current tenure as the MD.



The details of Mr. Manish Murlidhar Dialani as required to be given pursuant to the listing Regulations and the secretarial Standards, are attached (Annexure-1) to the notice.

Extracts of the key terms and conditions of re-appointment, including remuneration, forming part of the Agreement to be executed with Mr. Manish M Dialani for his re-appointment as MD are given below and these may also be read and treated as disclosure in compliance with the requirements of the Companies Act, 2013 SEBI Regulations:

- I. Period-From 28 September, 2024 till 27th September, 2029
- II. Remuneration: Rs. 5,00,000 (Rupees Five Lakh) per month which includes all benefits and perquisites with authority to the Board to vary the remuneration on the recommendation of the Nomination and Remuneration Committee subject to ceilings mentioned in the Companies Act 2013 and in the event of loss or inadequate profits subject to ceiling mentioned in Schedule V to the Companies Act 2013.
- III. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Manish Murlidhar Dialani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.
- IV. Other terms of Appointment:-
  - a. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
  - b. He shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the company.
  - c. Subject to the superintendence, control and direction of the board, he shall exercise and perform such powers and duties, as the Board of directors shall determine from time to time.
  - d. The appointment is terminable by either party giving the other six months' notice in writing.
  - e. During his tenure he shall be liable to retire by rotation.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

I. General information:

- a) Nature of Industry: Textiles and FMCG Cosmetics
- b) Date or expected date of commencement of Commercial Production: Not applicable (Company is an existing company)
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- d) Financial performance based on given indicators: (₹ In Lacs)

Particulars	FY 2023-24	FY 2022-23
Total Revenue	9433.13	10703.68
Profit before Depreciation & Finance Expenses	2146.40	2271.63
Depreciation & Finance Expenses	82.53	51.82
Net Profit before tax	2063.87	2219.81
Taxation	532.07	583.73
Net Profit after Tax	1531.80	1636.08
Paid up Share Capital	4036.73	2691.15

- e) Foreign investments or collaborations, if any: There are no foreign collaborations.

II. Information about the appointee:

- a) Background details: Refer Annexure-1 to this notice
- b) Past remuneration:

Period	Total Remuneration* (₹ in lacs)
2023-24	46.00
2022-23	36.00

\* Remuneration included Salary, Perquisites and Allowances. In the financial year 2023-24 total amount paid ₹21.00 Lacs from 01st April 2023 to 31st October, 2023 and from 01st November, 2023 to 31st March, 2024, ₹25.00 Lacs as remuneration.

- c) Remuneration proposed: ₹ 60 Lacs p.a.

- d) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Manish Murlidhar Dialani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Murli Wadhupal Dialani, Director and Mrs. Lajwanti M. Dialani, Whole-time Director.

Save and except Mr. Murli Wadhupal Dialani, Whole-time Director and Mrs. Lajwanti M. Dialani, Whole-time Director being relatives, no other Directors and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 6. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**Item 7: To re-appoint Mr. Murli Wadhupal Dialani (DIN:08267828) as a Whole-time Director, designated as an Executive Director of the Company.**

Keeping in view the vast and rich experience of Mr. Murli Wadhupal Dialani (DIN:08267828), especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the basis of recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 26th August, 2024, approved the re-appointment of Mr. Murli Wadhupal Dialani (DIN:08267828) as whole-time director, for a further period of 5 (five) years w.e.f. 28th September, 2024 on the terms, conditions and remuneration as mentioned in the Resolution, subject to approval of the Members and other permissions and sanctions as may be applicable, if any.

The members are informed that Mr. Murli Wadhupal Dialani would attend the age of 70 years during his tenure of appointment and as per the provision of Section 196(3) of the Companies Act, 2013 read with conditions specified in Part 1 of Schedule V to the said section, the appointment of whole-time director shall be made by way of a special resolution. Although Mr. Murli Wadhupal Dialani has not attended the age of 70 years at the time of appointment but as a good governance the Board of Directors propose the resolution at Item No. 7 of the Notice for re-appointment of Mr. Murli Wadhupal Dialani as a Special Resolution.

A brief resume of Mr. Murli Wadhupal Dialani as required under the Act, SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) is given in Annexure-1 hereto. The other required disclosures have been made in the Corporate Governance Report which forms part of the Annual Report.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Murli Wadhupal Dialani as Whole Time Director are as under:

- I. Period –From 28th September, 2024 till 27th September, 2029.
- II. Remuneration: Rs. 50,000 (Rupees fifty thousand) per month which includes all benefits and perquisites with authority to the Board to vary the remuneration on the recommendation of the Nomination and Remuneration Committee subject to ceilings mentioned in the Companies Act 2013 and in the event of loss or inadequate profits subject to ceiling mentioned in Schedule V to the Companies Act 2013.
- III. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Murli Wadhupal Dialani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, benefits, perquisites allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.
- IV. Other terms of Appointment:-
  - a. The terms and conditions of the appointment of the Whole-time Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Whole-time Director, subject to such approvals as may be required.
  - b. He shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the company.
  - c. Subject to the superintendence, control and direction of the board, he shall exercise and perform such powers and duties, as the Board of directors shall determine from time to time.
  - d. The appointment is terminable by either party giving the other six months notice in writing.
  - e. As Executive Chairman, he shall preside all board meetings and general meetings.
  - f. During his tenure he shall be liable to retire by rotation.

Save and except Mr. Manish Murlidhar Dialani, Managing Director and Mrs. Lajwanti M. Dialani, Whole-time Director being relatives, no other Directors and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 07. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**Item 8: Alteration of Clause III(B) of Memorandum of Association of the Company as per companies Act, 2013.**

Company already adopted the Memorandum of Association under the provisions of the Companies Act, 2013 but several sub-clauses of the objects Clause III(B) of the existing Memorandum of Association (MOA) of the Company contained reference to specific sections/provisions of the erstwhile Companies Act, 1956, therefore to bring the existing MOA in line with the new Companies Act,

2013 (the "new Act"), alteration of MOA is necessary.

The ancillary object clause i.e. Clause III(B) of the existing MOA needs to be re-aligned as per Table A of Schedule I of the Companies Act 2013. Members are requested to note that there is no change in other clauses of MOA of the Company. The clause III(B) of the MOA is being amended and replaced only to bring the same in line with the Companies Act, 2013. The Board at its meeting held on 26th August, 2024 has approved the above alteration in the Memorandum of Association of the Company.

A copy of the proposed altered set of MOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of the Annual General Meeting ("AGM"). In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for alteration of Memorandum of Association of the Company.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 8 of AGM Notice.

The Board recommends passing of the Resolution set out at Item No. 8 for the approval of the members of the Company by way of a Special Resolution.

**Item 9: Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013.**

Company already adopted the Articles of Association under the provisions of the Companies Act, 2013 but several regulations in the existing AOA contained reference to specific sections of the erstwhile the Companies Act 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act"), therefore to bring the existing AOA in line with the new Companies Act, 2013 (the "new Act"), alteration of AOA is necessary.

In order to bring the existing AOA of the Company in line with the provisions of the Companies Act, 2013 ("the Act"), the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company, in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Act and the rules framed thereunder, amendment of Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 9 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested either financially or otherwise in the resolution at Item No. 9 of the accompanying Notice.

**Item 10: Approval for Material Modification in Material Related Party Transaction with M/s Manish Overseas.**

**Summary:**

As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction as per the Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

M/s Manish Overseas is proprietorship firm of Mr. Murlu Wadhmal Dialani, Whole-time director of the Company. At the 31st AGM of the Company held on 05th September, 2023 the Members had approved the proposal for entering and/ or continuing with Material Related Party Transactions/ contracts/ arrangements/Agreements with M/s Manish Overseas, for a period of five financial years commencing from FY 2023-24 to FY 2027-28, individually and/or in the aggregate upto an amount not exceeding ₹ 80.00 Cr in a financial year.

The Company proposes entering and/ or continuing with Material Related Party Transactions/ contracts/arrangements/ agreements with M/s Manish Overseas up to an amount not exceeding ₹300 Cr. in a financial year, for a period of five financial years commencing from FY 2024-25 to FY 2028-29. Since this is a 'Material Modification' as per the Company's 'Policy on Related Party Transactions', the Company seeks approval from the Members in line with Regulation 23(4) of Listing Regulations. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions with M/s Manish Overseas will continue to be in adherence with arm's length principle as per the Companies Act, 2013 (the Act) & Listing Regulations, will be reviewed by the Audit Committee every year.

The Company shall ensure that the transactions with M/s Manish Overseas does not exceed already approved limit of ₹80.00 crores in a financial year, until the revised higher limits are approved by the Members of the Company at the 32nd Annual General Meeting.

**Background:**

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.

Details of Material Related Party Transactions:

Name of the related party	M/s. Manish Overseas
Name of the director or key managerial personnel who is related	Mr. Manish M Dialani, Managing Director Mrs. Lajwanti M Dialani, Whole time director Mr. Murli Dialani, Whole time Director
Nature of relationship with the Company	Mr. Murli Dialani is the sole proprietor of M/s. Manish Overseas. Mr. Manish Dialani is the son of Mr. Murli Dialani and Mrs. Lajwanti Dialani is the wife of Mr. Murli Dialani Mr. Manish Dialani, Mrs. Lajwanti Dialani and Mr. Murli Dialani are related to each other.
Nature, materials terms, monetary value and particulars of contract or arrangement	The proposed resolution is an enabling one for the transactions of purchase/sale of Cosmetic Products (FMCG), already entered or proposed to be entered during a financial year up to ₹300.00 Crores and such transactions shall be at arm length basis and in the ordinary course of business of the Company. Other material terms and commercial terms will be evaluated by the Audit Committee and recommended to the Board of Directors before entering into contract or arrangement.
Tenure of the proposed transaction (particular tenure shall be specified)	5 Years
Value of the proposed transaction	Purchase/sale of Cosmetic Products (FMCG) Up to ₹300.00 Crores for each financial year
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Proposed transaction are 280%
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
Justification as to why the RPT is in the interest of the listed entity	Manish Overseas has been in the business of importing, marketing and selling of hair and personal care products of global brands through extensive network of dealers/sub dealers/direct marketing for a quite long time. M/s Manish Overseas has appointed by the Company as the Principal Dealer for distribution and marketing of the products. The business activities of fast-moving consumer products such as hair care products, personal hygiene and health products will substantially improve the top line and bottom line of the Company thereby enhancing the value of the investments made by the shareholders in the Company.
Any other information relevant or important for members to take a decision on the proposed resolution	Nil

Save and except Mr. Manish Murlidhar Dialani, Managing Director and Mrs. Lajwanti M. Dialani, Whole-time Director being relatives, no other Directors and key Managerial Personnel of the Company or their relatives, financially or otherwise concerned or interested in the resolution No. 10. The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.



## Report of Board of Directors and Management Discussion and Analysis

To

### THE MEMBERS OF M.K. EXIM (INDIA) LIMITED

Your Directors have pleasure in presenting their **32nd** Annual Report and the audited financial statements for the financial year ended on 31st March 2024.

### STANDALONE FINANCIAL RESULTS

The financial results of the Company during the year under review are summarized as under:

Particulars	(₹ in Lakhs)	
	Year ended 31.03.24	Year ended 31.03.23
Income from operations	9433.13	10703.68
Profit before finance cost and Depreciation	2146.40	2271.63
Finance cost	24.56	20.51
Depreciation & amortization Expenses	57.97	31.31
Profit before tax	2063.87	2219.81
Taxation	532.07	583.73
Profit after tax	1531.80	1636.08
Balance brought forward from previous year	1705.27	69.19
Less Dividend	---	---
Less Transfer to General Reserve	---	---
Disposable surplus available after adjustments	3237.07	1705.27
Balance carried to balance sheet	3237.07	1705.27
Earning per share		
-Basic	3.79	6.08
-Diluted	3.79	6.08

### OPERATIONAL REVIEW:

The highlights of the Company's performance are as under:

During the year under review, the total revenue of the company has declined by 11.87% i.e. ₹ 9433.13 Lakhs as compared to ₹ 10703.68 Lakhs in the previous year. The Company's division of distributorship of cosmetics (FMCG) products contributed revenue ₹7322.13 Lakhs during the year. The profit after tax is ₹ 1531.80 Lakhs for the year 2023-24 under report compared to ₹1636.08 Lakhs for the financial year ended 31st March 2023, declined by 6.37%. The sales by way of exports are ₹1915.62 Lakhs during the year ended 31st March 2024 compared to ₹2904.51 Lakhs in the previous year. Export sales constitute about 20.31% of the total revenue during the year.

### Change in nature of business, if any

The Company is engaged in business of export of fabrics and distributorship of Cosmetics (FMCG) products consisting of personal care and personal hygiene products of internationally reputed brands, pan India.

During the reporting period 2023-24 there is no change or addition of in the nature of business of the company.

### DIVIDEND DISTRIBUTION & TRANSFER TO RESERVES:

M.K. Exim has always endeavored to retain a balance by providing an appropriate return to the Shareholders while simultaneously retaining a reasonable portion of the profit to maintain healthy financial leverage with a view to support and fund the future expansion plans. M.K. Exim has a well-defined dividend policy which ensures the availability of sufficient distributable income to its members as per Regulation 43(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the listing regulations).

Your Board of Directors is pleased to recommend a Final Dividend of ₹0.50/- per equity share of face value of ₹10/- each for the year ended 31st March, 2024 aggregating to ₹201.84 lakhs and during the year under review, ₹1600 Lakh transferred to General Reserves Account.

The Final Dividend shall be subject to the approval of Members at the Annual General Meeting on Saturday, 21st September, 2024.

**SHARE CAPITAL:**

The paid-up Equity Share Capital of the Company as on 31st March, 2023 was ₹2691.15 Lakhs comprising 26911500 equity shares of ₹ 10 each. During the year under review, the Company has issued 1,34,55,750 Bonus equity shares in the ratio 1:2 (One new Equity share for two existing equity shares of face value ₹10/- each) and consequently at the end of the financial year 2023-24, the paid-up share capital of the company increased from ₹2691.15 Lakhs to ₹4036.73 Lakhs comprising of 4,03,67,250 Equity shares of face value ₹10/- each.

During the year under review, the Company has not issued shares with differential voting rights nor has it granted any stock options or sweat equity. None of the directors of the Company hold instruments convertible into equity shares during the financial year ended 31st March, 2024.

**FINANCE & ACCOUNTS:**

The Company prepares its financial statements in accordance with the requirements of the Companies Act, 2013 (hereinafter referred as "the Act" or "Act") and the Generally Accepted Accounting Principles (GAPP) as applicable in India. The financial statements have been prepared on historical cost basis in conformity with the Indian Accounting Standards ("IndAS"). The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the financial year ended 31st March, 2024.

Cash and cash equivalents as at March 31, 2024 was ₹197.20 Lakhs.

The company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters under strict monitoring.

**PERFORMANCE HIGHLIGHTS:****(a) Share Capital**

The Authorized Share Capital of the Company is ₹60,00,00,000/- comprising of 6,00,00,000 equity shares of ₹10/- each. The paid-up share Capital of the Company is ₹40,36,72,500/- comprising of 4,03,67,250 Equity shares of ₹10/- each.

**(b) Loan funds**

During the year the Secured Loan of the Company was decreased by 74.39%, i.e. from ₹242.64 Lakhs to ₹62.13 Lakhs.

**(c) Sales**

During the year the turnover of the Company has declined by 11.28%, i.e. from ₹10365.58 Lakhs to ₹9237.75 Lakhs due to international market situation, The board is making their possible efforts to improve the performance of the company.

**DEPOSITS:**

During the financial year under review, the company did not accept any deposits covered under chapter V of the Companies Act, 2013 and Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. No amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

There were no Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013. The detail of the investments made by company is given in the notes to the financial statements.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE REPORT**

There have been no material changes and commitments affecting the financial position of the Company between the close of the year till the date of this report. There have been no changes, which affects the financial position of the Company.

As such there is no significant and material order by the regulator/court/tribunal impacting the going concern status and the Company operation in future.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The company has a well-defined delegation of power with authority limits for approving contracts as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have been laid down.

M/s Ummed Jain & Co. the Statutory Auditors of the company have audited the financial statements included in this annual report and have issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

The internal audit is entrusted to M/s R. Attar & Company, Chartered Accountants. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and suggests improvements, wherever required.

## CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies (CSR Policy) Rules, 2014 are set out in **Annexure-E** of this Report.

The Company complies with the provisions of section 135 of the Companies Act, 2013, has framed, and implemented a CSR policy, which is available on the website of the Company at [www.mkexim.com](http://www.mkexim.com).

The CSR committee of the Company comprises of five directors including one independent director. The detailed composition and terms of reference of the committee can be referred in the Corporate Governance Report annexed to this Annual Report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

### A. CONSERVATION OF ENERGY:

- i. The Company has committed to conserve energy, improve energy efficiency through reduction of wastage and optimum utilization.
- ii. Steps taken for utilizing alternate sources of energy: Nil
- iii. Capital investment on energy conservation: Nil

### B. TECHNOLOGY ABSORPTION:

The Company has no technology agreement and the issue of technology absorption does not arise.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign exchange earnings: ₹1915.62 Lakhs

Foreign Exchange out go: NIL

## INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

## DIRECTORS & KEY MANAGERIAL PERSONNEL:

### Directors

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Manish Murlidhar Dialani being longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment.

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Company shall have atleast one Woman Director on the Board of the Company. Your Company has Mrs. Lajwanti Murlidhar Dialani as Whole-time Director on the Board of the Company, who is presently the Executive Director of your Company.

As per the provisions of Section 149(10) of the Companies Act, 2013, Independent Directors can be re-appointed for a second term of five consecutive years on passing of special resolution by shareholders of the Company and disclosure shall be made of such appointment in its Board's report. Accordingly, in terms of Sections 149(10) and 149(11) of the Companies Act, 2013, in the previous Annual General meeting held on 05th September, 2023, the Company has taken approvals from its members for re-appointment of Mr. Vishesh Mahesh Nihalani and Mrs. Priya Murlidhar Makhija as independent Directors of the Company for second term of five years, w.e.f. 20th June, 2023 and 11th April, 2024 respectively.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company.

Brief resume of the Directors proposed to be appointed/re-appointed, the nature of their expertise in specific functional areas and the names of the companies in which they hold the directorship and Chairmanship/Membership of Board Committees etc. are provided in the Notice to Members and report on Corporate Governance forming part of this Annual Report and their re-appointments are appropriate and in the best interest of the Company.

None of the Directors of your Company is disqualified as per provisions of Section 164(2) of the Companies Act, 2013. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

During the year under review, the non-executive independent directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

### Appointments and Resignations of the Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the key managerial personnel of the Company are given below:

Sr. No.	Name	Designation
1	Mr. Murli Wadhmal Dialani	Chairman and Whole Time Director
2	Mr. Manish Murlidhar Dialani	Managing Director
3	Mrs. Lajwanti M Dialani	Whole Time Director
4	Mr. Azad Kumar Tripathi	Chief Financial Officer
5	Mr. Babu Lal Sharma*	Company Secretary

\* Mr. Babu Lal Sharma appointed w.e.f. April 24, 2023 as Company Secretary and Compliance Officer of the Company.

### Changes in composition of board of directors after financial year ended on 31st March 2024 are as follows: Appointment & Cessation

On the recommendation the Nomination and Remuneration Committee, your Board of Directors recommends re-appointment of Mr. Manish Murlidhar Dialani as Managing Director of the Company and Mr. Murli Wadhmal Dialani as whole-time director of the Company for further period of 5 years.

Brief resume of the Key Managerial Personnel proposed to be appointed/re-appointed, the nature of their expertise in specific functional areas and the names of the companies in which they hold the directorship and Chairmanship/Membership of Board Committees etc. are provided in the Notice to Members and report on Corporate Governance forming part of this Annual Report and their re-appointments are appropriate and in the best interest of the Company.

### CORPORATE GOVERNANCE REPORT:

Our corporate governance report for FY2023-24 forms part of this Annual Report. The requisite certificate from the Practising Company Secretary confirming compliance with the conditions of corporate governance as stipulated under Regulation 34 read with Para E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Corporate Governance Report.

### ANNUAL EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

#### Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of the Directors as well as the evaluation of the working of its committees.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors

The Board's functioning was evaluated on various aspects, including inter alia structure of the Board, including qualifications, experience and competence of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes and dissemination of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressed for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of management's performance and feedback, independence of management from the Board, access of Board and management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Directors were evaluated on aspects such as qualifications, prior experience, knowledge and competence, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/support to management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Areas on which the Committees of the Board were assessed included mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent

Directors who also reviewed the performance of the Board as a whole. The NRC also reviewed the performance of the Board, its committees and of the Directors

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board. The Board of directors expressed satisfaction of the evaluation process adopted by the Company.

#### **BOARD MEETINGS AND MEETINGS OF MEMBERS**

The board met 10 (Ten) times during the financial year 2023-24 under review. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this Annual Report.

#### **COMMITTEES OF THE BOARD**

Currently, the board has Four Committees: The Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and the CSR Committee. The majority of the members of these committees are Independent and non-executive director.

##### **Audit Committee:**

Your Company has an Audit Committee to meet the requirements of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the Audit Committee are given under the Corporate Governance Report. There are no recommendations of the Audit Committee which were not accepted by the Board.

##### **Nomination and Remuneration Committee:**

Your Company has in place a duly constituted Nomination and Remuneration Committee to meet the requirements of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of the Nomination and Remuneration Committee are given under the Corporate Governance Report.

The Board has framed (i) Policy on Board Diversity; and (ii) Nomination & Remuneration Policy which lays down a framework in relation to the remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members This Policy is placed on the website link of the Company at [www.mkexim.com](http://www.mkexim.com).

##### **Corporate Social Responsibility Committee:**

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board in compliance with the requirements of Section 135 of the Act. The Board has adopted the CSR Policy as formulated and recommended by the Committee. The CSR Policy is available on the website of the Company at the web link:[www.mkexim.com](http://www.mkexim.com).

##### **Stakeholders Relationship Committee:**

Your Company has in place a duly constituted Stakeholders Relationship Committee to meet the requirements of Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of the Stakeholders Relationship Committee are given under the Corporate Governance Report.

A detailed note on the composition of the board and other committees is provided in the Corporate Governance report section of this annual report.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

During the year, all of Independent Directors convened a separate meeting without the presence of Non-Independent Directors and members of the management as per provisions of Clause VII of Schedule IV to the Companies Act, 2013. In that meeting of Independent Directors, performance of non-independent directors, Chairman and the Board as a whole were reviewed and evaluated.

##### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY2023-24.

To the best of knowledge and belief and according to the information and explanation obtained by them, your directors make the following statement in terms of section 134(3) (c) of the Companies Act 2013:

- a) that in preparation of the annual accounts for the year ended 31st March 2024 the applicable accounting standards have been followed and that there were no material departures;
- b) that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2024 and of the profit of the Company for the year ended on that date;
- c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d) that the annual accounts have been prepared on a going concern basis
- e) that proper internal financial controls were laid down and that such internal financial controls were adequate and were operating effectively; and
- f) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

##### **a) Transfer of unclaimed dividend to IEPF**

The Company has transferred in the financial year 2022-23 the unpaid or unclaimed dividends declared in the financial years 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](http://www.iepf.gov.in).

##### **b) Transfer of shares to IEPF**

The Company has also transferred those shares in the FY 2022-23, in respect of which above dividend declared in the FY 2014-15, has not been claimed by the members for seven consecutive years or more, to the Investor Education and Protection Fund Authority (IEPF). Details of shares transferred to IEPF have been uploaded on the Website of IEPF as well as the Company.

#### **SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES**

M/s Kolba Farm Fab Private Limited is the associate company. The salient features of the financial statement of the associate company are given in form **AOC-1** in **Annexure "A"**.

#### **CONSOLIDATED FINANCIAL STATEMENT**

The consolidated financial statements of the Company are prepared in accordance with the relevant accounting standards issued by the Institute of Chartered Accountants of India and form an integral part of this report.

Pursuant to section 129(3) of the Act and the relevant rules made thereunder, a statement containing salient features of the financial statement of the associate company is given in form **AOC-1** and forms an integral part of this report as **Annexure "A"**.

#### **PURTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions and the same can be accessed using the following link [www.mkexim.com](http://www.mkexim.com).

During the year, the Company has not entered into any materially significant transaction, which may have potential conflict of interest in the Company. All the related party transactions entered during the year were in ordinary course of business and at arm's length basis

During the year under review, the Audit Committee of Directors approved all transactions entered into with related parties. Certain transactions, which were repetitive in nature, were approved through omnibus route.

Pursuant to SEBI Listing Regulations, the resolution for seeking approval of the shareholders on material related party transactions and modification of previously approved by the audit committee and board of directors of the company is being placed at the ensuing AGM.

There were material transactions of the Company with its related parties at arm's length basis, therefore, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form **AOC-2** is annexed herewith as **Annexure-B**.

#### **FAMILIARISATION PROGRAMME**

The details of the familiarization programme undertaken, has been provided in the Corporate Governance Report.

#### **CODE OF CONDUCT**

As provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare that all the Members of the Board and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct for Board and Senior Management Personnel of the Company during the financial year ended 31<sup>st</sup> March 2024.

#### **POLICY ON DIRECTOR'S APPOINTMENT/REMUNERATION/DETERMINING QUALIFICATIONS/POSITIVE ATTRIBUTES ETC.**

The Nomination and Remuneration Committee (NRC) has been mandated to oversee and develop competency requirements for the Board based on the industry requirements and business strategy of the Company. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors and meets them prior to making recommendations of their nomination to the Board. Specific requirements for the position, including expert knowledge expected, are communicated to the appointee.

Company has constituted Nomination and Remuneration Committee and on the recommendation of the NRC, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the applicable Compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and of the SEBI (LODR) Regulations, 2015. The remuneration determined for Executive / Independent Directors is subject to the recommendation of the NRC and approval of the Board of Directors. The said policy is of the company on director's appointment and remuneration, including the criteria for determining qualification, positive attribute, independence of a directors and other matters as required under sub section (3) of section 178 of the Companies Act, 2013 is available on our website at <https://www.mkexim.com/investor1.html>.

The Executive Directors are not paid sitting fees; however, the Non-Executive Directors are entitled to sitting fees for attending the

**Board / Committee Meetings.**

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees are in accordance with the Remuneration Policy of the Company. The Company's Policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act and Regulation 19 of the Listing Regulations have been disclosed in the Corporate Governance Report, which forms part of the Annual Report.

**AUDITORS****i) Statutory Auditors**

The Members of the Company at their Annual General Meeting held on September 28, 2019 had approved the appointment of M/s Rishabh Agrawal & Associates, Chartered Accountants (Firm Registration No. 018142C), as the statutory auditors of the Company for a period of five years commencing from the conclusion of the 27<sup>th</sup> AGM held on September 28, 2019 until the conclusion of 32<sup>nd</sup> AGM of the Company to be held in the year 2024.

M/s Rishabh Agrawal & Associates, Chartered Accountants (Firm Registration No. 018142C), Statutory Auditors resigned w.e.f. 01st February, 2024 due to ongoing serious health concerns of the Designated partner. The Board of Directors of the Company at their meeting held on 05th March, 2024, appointed M/s Ummed Jain & Co., Chartered Accountants, Jaipur (FRN: 119250W), a peer reviewed firm, as Statutory Auditors of the Company for filling the casual vacancy arising due to resignation of previous Statutory Auditors i.e. M/s Rishabh Agrawal & Associates, Chartered Accountants (Firm Registration No. 018142C), and further approved by the members through postal ballot on 02nd May, 2024.

M/s Ummed Jain & Co., Chartered Accountants were appointed for audit of the accounts of the company for the financial year 2023-24 and to hold the office of Statutory Auditors upto the date of the ensuing Annual General Meeting of the Company to be held in the FY 2024-25. Therefore, appointment of M/s Ummed Jain & Co., Chartered Accountants, Jaipur (FRN: 119250W), as Statutory Auditors is valid upto this AGM and required approval of the Members of the Company in this AGM for appointment as Statutory Auditors for further period of 5(five) years.

Further on the basis of recommendations of the Audit Committee your Board at their meeting held on 26th August, 2024 recommended appointment of M/s Ummed Jain & Co., Chartered Accountants, Jaipur (FRN: 119250W), as Statutory Auditors of the Company for a period of 5(five) years to audit the books of account from FY2024-25 to 2028-29 and to hold office until the conclusion of the AGM to be held in the calendar year 2029.

The Statutory Auditors have confirmed that they are continue to be eligible and are not disqualified from continuing as Statutory Auditors of the Company.

As required under Regulation 33 of the SEBI (LODR) Regulations, 2015, the Statutory Auditors have a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Auditors' Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark. These reports are self-explanatory and do not require any comments thereon. The Report is enclosed with the financial statements in this Annual Report.

**ii) Branch Auditor**

The Company is having a branch office at Mumbai, Maharashtra and the company appointed M/s M S Joshi & Company, Chartered Accountant (FRN: 138082W) as branch auditor in its AGM dated 30.09.2020 for the period of 5 years i.e. till the 33rd AGM to be held in the year 2025.

M/s M S Joshi & Company, Chartered Accountant (FRN: 138082W) tendered their resignation form the office of Branch Auditors w.e.f. 09.11.2023.

Your Board at their meeting held on 02nd December, 2023 recommended appointment of M/s Vora Vora & Associates, Chartered Accountants (FRN: FRN:140953W) as branch auditor for the audit of accounts of the Mumbai branch for the financial year 2023-24 and further approved by the members by way of postal ballot on 04th January, 2024. The appointment of M/s Vora Vora & Associates, Chartered Accountants (FRN: FRN:140953W) as branch auditor is valid upto this Annual General Meeting.

Further on the basis of recommendations of the Audit Committee your Board at their meeting held on 26th August, 2024 recommended appointment of M/s Vora Vora & Associates, Chartered Accountants (FRN: FRN:140953W) as Branch Auditors of the Company for a period of 5(five) years to audit the books of account from FY 2024-25 to 2028-29 and to hold office until the conclusion of the AGM to be held in the calendar year 2029.

**iii) Internal Auditors**

The Board on the recommendation of the Audit Committee appointed M/s. R. Attar & Company Chartered Accountants as the Internal Auditors of the Company.

**iv) Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Anshu Parikh & Associates Prop. Anshu Parikh, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year ended on 31<sup>st</sup> March, 2024.

The Secretarial Auditors' Report is enclosed as **Annexure-D** to the Board's report.

The Secretarial Audit Report for the Financial Year ended March 31, 2024, does not contain any qualification, reservation, or adverse remarks.

The report is self-explanatory and do not require any comments thereon.

#### **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

#### **COST RECORDS**

The company is not required to maintain cost record as specified by the Central Government under section 148(1) of the Companies Act, 2013. The provisions of the Companies (Cost Records and Audit) Rules 2014 are not applicable to the Company's operations.

#### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

A certificate from M/s Anshu Parikh & Associates, Prop. Anshu Parikh, (Membership No.9785, COP No.10686) practicing Company Secretary to the effect that none of the Directors of the Company have been disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority is attached at the end of this report.

#### **EXTRACT OF THE ANNUAL RETURN**

In accordance with section 134(3)(a) of the Companies Act, 2013, the annual return of the company is available on our website [www.mkexim.com](http://www.mkexim.com).

#### **RISK MANAGEMENT**

Your Company has an elaborate Risk Management Framework, which is designed to enable risks to be identified, assessed and mitigated appropriately. On the basis of risk assessment criteria of the Company has been entrusted with the responsibility to assist the Board in overseeing and approving the Company's enterprise wide risk management framework; and overseeing that all the risks that the organization faces such as financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place, capable of addressing those risks.

The Audit Committee of the Board evaluating risks management policy of the Company on quarterly basis. A risk management policy is available on our website <http://www.mkexim.com>.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented in a separate section forming part of the Annual Report.

#### **PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Particulars of employee's remuneration, as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms a part of this report. Considering first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report, excluding the said information, was sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during working hours up to the date of ensuing annual general meeting. Any member interested in obtaining such information may write to the Company Secretary in this regard.

The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure – C** and forms part of this Report.

#### **EQUAL OPPORTUNITY & POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has always provided a congenial atmosphere for work to all employees that is free from discrimination of any kind. It has provided equal opportunities of employment to all without regard to the nationality, religion, caste, colour, language, marital status and sex.

Pursuant to the disclosure requirements under section 134(3) and rules thereof of the Companies Act, 2013 the Company has also constituted internal complaint committee as required under provisions of Sexual Harassment of woman at workplace (prevention, Prohibition & Redressal) Act 2013.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) and the rules made thereunder. The Policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto,

with the objective of providing a safe working environment, where employees feel secure. The Company has revisited the Internal Complaints Committee members and emphasized on the roles and responsibilities expected from the members.

The Company continuously invests in enhancing the awareness on the Policy across its workforce.

The Company has not received any complaint of sexual harassment during the year under review.

#### **CEO AND CFO CERTIFICATION**

Pursuant to the Regulation 17(8) of the Listing Regulations, the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certification is attached with the Annual Report.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS AND INDIAN ACCOUNTING STANDARDS**

The Board of Directors affirms that during the Financial Year 2023-24, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013. In the preparation of the Financial Statements, the Company has also applied the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015.

#### **LISTING FEES**

The Equity shares of the Company are listed with Bombay Stock Exchange Ltd (BSE), which has nationwide trading terminals. The annual listing fee for the year 2024-25 was paid within the scheduled time to BSE.

#### **ENVIRONMENTS AND SAFETY**

The Company's operations do not pose any environment hazards and are conducted in such a manner that safety of all concerned and compliances with environmental regulations are ensured.

#### **TRANSFER OF SHARES**

As notified under Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

#### **ACKNOWLEDGEMENT**

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Boards of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Place: Jaipur  
Date: 26.08.2024

By order of the Board

Murli Wadhmal Dialani  
Chairman  
DIN:08267828

**ANNEXURE "A" TO DIRECTOR'S REPORT****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/Associate Companies/Joint Ventures****Part "A": Subsidiaries**

(₹ in Lakhs)

S. No.	Particulars	Details
1.	Name of the subsidiary	NIL
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NIL
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NIL
4.	Share capital	NIL
5.	Reserves & surplus	NIL
6.	Total assets	NIL
7.	Total Liabilities	NIL
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NIL
12.	Profit after taxation	NIL
13.	Proposed Dividend	NIL
14.	% of shareholding	NIL

**Notes:** 1. Names of subsidiaries, which are yet to commence operations: NIL

2. Names of subsidiaries, which have been liquidated or sold during the year. NIL

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of associates/Joint Ventures	Kolba Farm Fab Private Limited
1. Latest audited Balance Sheet Date	31.03.2024
2. Shares of Associate held by the company on the year end	
2.1 No.	1
2.2 Amount of Investment in Associates/Joint Venture	₹ 111.84 Lakhs
2.3 Extend of Holding%	48.98%
3. Description of how there is significant influence	Holding Exceeds 20%
4. Reason why the associate/joint venture is not consolidated	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 440.59Lakhs
6. Profit/Loss for the year	
6.1 Considered in Consolidation	₹10.83Lakhs
6.2 Not Considered in Consolidation	₹11.28Lakhs

1. Names of associates or joint ventures which are yet to commence operations. NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

For M.K. Exim (India) Limited

Murli Wadhmal Dialani  
Chairman  
DIN: 08267828



**ANNEXURE "B" TO DIRECTOR'S REPORT**  
**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.No.	Particulars	Details	
a)	Name (s) of the related party & nature of relationship	M/s. Manish Overseas Proprietor Mr. Murlidhar Dialani	M/s. Laaj International Proprietor Mr. Manish Murlidhar Dialani
b)	Nature of contracts/arrangements/ transaction	Purchase/sale of Cosmetics (FMCG) Goods	Purchase of Fabrics and Textiles Goods
c)	Duration of the contracts/arrangements/ transaction	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Up to ₹80.00 Crore during the year	Up to ₹ 50.00 Crore during the year
e)	Amount paid as advances, if any	₹ 14.50 Crore	₹12.66 Crore

**ANNEXURE "C" TO DIRECTOR'S REPORT**

M.K. EXIM (INDIA) LIMITED  
(CIN: L63040RJ1992PLC007111)

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of 197(12) of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

Sr. No	Requirements	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31 <sup>st</sup> March 2024	Manish Dialani 6.29:1 Lajwanti Dialani 4.31:1 Murlidhar Dialani 0.82:1
2	Percentage increase in remuneration of each director and CEO in the financial year ended 31 <sup>st</sup> March, 2024	Manish Dialani 27% Lajwanti Dialani 31%
3	The percentage increase of in the median remuneration of employees in the financial year.	Not applicable as the employee drawing median remuneration was employed for part of the year
4	The number of permanent employees on the role of the Company	41
5	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Having regard to the factors such as size of the operations of the Company, its profitability and the managerial remuneration paid by similar companies in the same group of industry, the Nomination & Remuneration Committee recommended the increase in remuneration of the managerial personnel which was approved by the Board of Directors of the Company. The same criteria are applied while increasing their remuneration of other employees, after taking into account their performance.
6	The key parameters for any variable component of remuneration availed by the directors	There are no variable components in the remuneration of directors
7	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	No employee received remuneration in excess of the highest paid to any director during the year.
8	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes. The remuneration paid is as per the remuneration policy of the Company

There were no employees who were in receipt of the remuneration which in the aggregate was not less than ₹1,02,00,000 per annum or in part of year who were in receipt of remuneration which in aggregate was not less than ₹ 8,50,000 p.m. Hence no details are shown as required under section 197(12) of the Act and the relevant rules made thereunder.

For M.K. Exim (India) Limited

Murli Wadhupal Dialani  
Chairman  
DIN: 08267828

**ANSHU PARIKH & ASSOCIATES**  
**Company Secretaries**  
**Flat no-202, Alokik Orchid.**  
**D-159A, Savitri Path, Bapu Nagar, Jaipur**  
**Mob: +91-9887658618.**  
**E-mail: [parikhanshu26@gmail.com](mailto:parikhanshu26@gmail.com)**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,**  
**The Members,**  
**M.K. Exim (India) Limited**  
**CIN: L63040RJ1992PLC007111**  
**Registered Office: G1/150, Garment Zone, E.P.I.P,**  
**Sitapura, Tonk Road, Jaipur-302022.**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M.K. Exim (India) Limited (hereinafter called the company) for the Financial Year ended 31st March, 2024. Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M.K Exim (India) Limited's books, papers, minute books, forms and returns filed and other records maintained by the company, to the extent the information

provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company as made available to me and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: (Not applicable as no such events occurred during the financial year under review)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: (Not applicable as no such events occurred during the financial year under review)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) he Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: : Not applicable for the period under review.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable for the period under review.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client: Not applicable as the Company is not registered as Registrar to Issue and Share Transfer agent during the financial year under review.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable for the period under review; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not applicable for the period under review.
  - (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above except a delay of few minutes in submission Outcome of Board Meeting to consider Financial Results for quarter and financial year ending 31.03.2023, as required under Para A.4 of Part A of Schedule III of SEBI (LODR) Regulations, 2015. The company submitted the explanation of delay, due to internet connectivity failure, to stock exchange for the query raised.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I further report that: The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review as follows:

- Mr. Vishvesh Nihalani was re-appointed as Independent Director in Board meeting dated 20.06.2023 for the second term of five consecutive years, i.e. From 20th June 2023 to 19th June 2028 and further approved by members in AGM dated 05.09.2023 via special resolution.
- Ms. Priya Murlidhar Makhija (DIN: 07109712) was re-appointed as Independent Director in AGM dated 05.09.2023 via special resolution for a second term of 5 (five) years with effect from April 11, 2024 up to April 10, 2029.

Adequate notice is given to all directors to schedule the Board Meetings. Except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

All the decisions of the Board and Committees thereof were carried out with requisite majority.

I further report that, based on the Compliance mechanism processes as explained by the Company, I am of opinion that there are adequate system and processes in place in the company commensurate with the size and its operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

#### **For Anshu Parikh & Associates**

##### **Company Secretaries**

**Anshu Parikh**

**Proprietor**

**FCS:9785**

**CP no: 10686**

**UDIN: F009785F000965401**

**Date: 13.08.2024**

**Place: Jaipur**

**Note: This report is to be read with our letter of even date which is annexed as Annexure and an integral part of this report.**

**Annexure to Secretarial Audit Report**

To,  
The Members,  
M.K. Exim (India) Limited  
CIN: L63040RJ1992PLC007111  
Registered Office: G1/150, Garment Zone, E.P.I.P,  
Sitapura, Tonk Road, Jaipur-302022

1. The compliance of the provisions of all laws, rules, regulations, standards applicable to the M. K. Exim (India) Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices, we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Anshu Parikh & Associates**

**Company Secretaries**

**Anshu Parikh**

**Proprietor**

**FCS:9785**

**CP no: 10686**

**Date: 13.08.2024**

**Place: Jaipur**



**CERTIFICATE OF CHIEF EXECUTIVE OFFICER OR CHIEF FINANCIAL OFFICER**

IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT  
[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 for the Financial Year ended March 31, 2024]

The Board of Directors  
M/s. M.K. Exim (India) Limited  
Jaipur

We have reviewed the financial statements and the cash flow statement of M.K. Exim (India) Limited for the financial year 2023-24 and certify that:

- a) These statements to the best of our knowledge and belief:
  - I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;
  - II. Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Directors, Senior Management Personnel and the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) We have also indicated to the Auditors and the Audit Committee.
  - (i) Significant changes in Internal Controls with respect to financial reporting during the year.
  - (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Manish Murlidhar Dialani  
(Managing Director)

Azad Kumar Tripathi  
(Chief Financial Officer)

Place: Jaipur

Date: 29.05.2024

**ANSHU PARIKH & ASSOCIATES**  
**Company Secretaries**  
**Flat no-202, Alokik Orchid.**  
**D-159A, Savitri Path, Bapu Nagar, Jaipur**  
**Mob: +91-9887658618.**  
**E-mail: [parikhanshu26@gmail.com](mailto:parikhanshu26@gmail.com)**

**Certificate of Non-Disqualification of Directors**

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,**  
**The Members,**  
**M.K. Exim (India) Limited**  
**G1/150, Garment Zone, E.P.I.P,**  
**Sitapura, Tonk Road, Jaipur-302022**

I have examined the relevant disclosures provided by the Directors of M.K. Exim (India) Limited having CIN L63040RJ1992PLC007111 and having registered office at G1/150, Garment Zone, E.P.I.P, Sitapura, Tonk Road, Jaipur-302022, (hereinafter referred to as 'the Company') produced before us for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Directors on the Board of the Company as stated below for financial year ending on 31<sup>st</sup> March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, subject to the remarks mentioned below.

S. No.	Name of Director	DIN	Date of appointment in the Company	Date of Cessation	Remarks
1	Murli Wadhmal Dialani	08267828	11.04.2019	-	-
2	Manish Murlidhar Dialani	05201121	29.09.2014	-	-
3	Lajwanti Murlidhar Dialani	05201148	30.03.2015	-	-
4	Priya Murlidhar Makhija	07109712	11.04.2019	-	-
5	Vishesh Mahesh Nihalani	06786707	20.06.2018	-	-
6	Gaurav Laxmikant Patodia	09317764	13.11.2021	-	-

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

Disclaimer: We are unable to conclude any opinion on attraction of disqualification by any order of civil or criminal court which has not been presented for reporting.

**For Anshu Parikh & Associates**  
**Company Secretaries**

**Anshu Parikh**  
**Proprietor**  
**FCS:9785**  
**CP no: 10686**

**Date: 13.08.2024**  
**Place: Jaipur**  
**UDIN: F009785F000965047**

**ANNEXURE “E” TO THE DIRECTOR’S REPORT**

**Annual Report on Corporate Social Responsibility (CSR) Activities**  
[Pursuant to Section 135 of the Companies Act, 2013 and the Companies  
(Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the company’s CSR policy, including overview of projects or programs proposed to be undertaken: CSR policy of the Company was approved by the Board of Directors; Corporate Social Responsibility (CSR) is a concept which integrates the company’s business objectives with social and environmental concerns while interacting with their stakeholders.

To pursue these objectives, we will continue:

- To lay down guiding principles to ensure strong corporate culture which emphasizes on integrating CSR values with Business Objectives.
- To do business by adding value to the community and society on a sustainable basis through educated policies, institutional setup and engagement process to promote inclusive growth.
- To practice the Company’s corporate values through its commitment to grow in a socially and environmentally responsible manner.

The Company shall give preference to the local area and areas around it where it operates.

2. Composition of CSR committee: The Composition of the Committee is as under:

S. No	Name of Director	Designation	Category	No. of meetings held during the year	No. of meetings attended
1	Mr. Gaurav L Patodia	Chairman	Non-Executive, Independent	3	3
2	Mr. Vishesh M Nihalani	Member	Non-Executive, Independent	3	3
3	Mrs. Priya Murlidhar Makhija	Member	Non-Executive, Independent	3	3
4	Mr. Murli Wadhupal Dialani	Member	Executive	3	3

3. Web Link to the Company’s CSR policy: <https://www.mkexim.com/investor1.html>
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not applicable to the Company, since the Company did not meet the criteria specified under Section 135(5) of the Companies Act, 2013.
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.: Not Applicable
6. Average net profit of the company for last three financial years: Average net profit: ₹1709.58Lakhs
7. (a) Prescribed CSR Expenditure (Twopercentoftheamountasinitem6 above i.e. 1709.58Lakhs):  
The company was required to spend ₹34.20Lakhs during the year.
- (b) Surplus arising out of the CSR projects or Programmes or activities of the previous financial years: Not applicable
- (c) Amount required to be set off for the financial year, if any: Not Applicable
- (d) Total CSR obligation for the financial year (7a+7b+7c): ₹34.20Lakhs
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (In ₹)	Amount Unspent ( ₹in Lakh)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
34.20 Lakhs	Nil	NA	NA	Nil	NA

- f. Excess amount for set-off, if any:

SI. No.	Particular	Amount (₹in Lakhs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	34.19
(ii)	Total amount spent for the Financial Year	34.20
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.01

(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

8. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil

9. Details of CSR spent for the financial year:

(a) Total amount spent for the financial year: ₹34.20Lakhs

Amount unspent if any: NIL

(b) Details of CSR amount spent against ongoing projects for the financial year: Not applicable

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Project Programs 1) Local Area or Other 2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget project or program wise)	Amount spent on the project or program Sub heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount Spent: Direct or through implementing agency (₹ In Lakhs)
1.	Kranti Agrani Dr. G D Bapu Lad Memorial Trust CSR00024404	Girls Education	Kundal, Distt.- Sangli Maharashtra	N.A.	N.A.	N.A.	25.00
2.	Akshaya Patra Foundation CSR00000286	Feeding the School Children under Mid-Day Meal Scheme	Jaipur Rajasthan	N.A.	N.A.	N.A.	1.20
3.	Fellowship of the Physically Handicapped CSR00050605	Training and rehabilitation of physically and mentally challenged adults from the age group 18 to 40 years	Tulsiwadi S.O., Mumbai Maharashtra	N.A.	N.A.	N.A.	7.00
4.	Tara Sansthan CSR00003030	Eye Operation for Cataract Surgery	Udaipur Rajasthan	N.A.	N.A.	N.A.	1.00
<b>Total</b>							<b>34.20</b>

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable – NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 34.20Lakhs

(g) Excess amount set off, if any: NIL

10. (a) Details of Unspent CSR amount for the preceding three financial year(s): NA

(b) Details of CSR amount spent in the FY for ongoing projects of the preceding financial year(s):NA

11. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). NA

12. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reason for not spending the amount in its Board Report: NA

13. A responsibility Statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR Objectives and policy of the company: - CSR Committee hereby certifies that the implementation and monitoring of CSR policy, is in compliance with CSR Objectives and policy of the company.

**For M.K. Exim (India) Limited**

**Mr. Manish Murlidhar Dialani**  
(Managing Director)

**Mr. Gaurav L Patodia**  
(Chairman of CSR Committee)

## REPORT ON CORPORATE GOVERNANCE

### [Pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations"]

The detailed report on Corporate Governance for the financial year ended March 31, 2024, as per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below:

#### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Your Company is committed to the highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders. Your Company has a strong legacy of following fair, transparent and ethical governance practices and is committed to maintain the highest standards of Corporate Governance and strictly adheres to the Corporate Governance requirements as set out by SEBI. The Company's Corporate Governance policy is based on the belief that good governance is an essential element of business, which helps the Company to fulfill its responsibilities towards all its stakeholders. The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") forms an integral part of this Report. The requisite Certificate on Corporate Governance obtained from Ms. Anshu Parikh, Practicing Company Secretary for compliance with SEBI Regulations is attached to the report on Corporate Governance. A Certificate of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company in terms of Regulation 17(8) of the Listing Regulations is also annexed.

#### **BOARD OF DIRECTORS GOVERNANCE FRAMEWORK:**

The Board of Director comprises of members from diversified fields and having varied skills, vast experience and knowledge. The Board consists of six members including three Executive Directors and three Non-Executive Independent Directors. Composition of the Board of your Company is in conformity with Regulation 17 of SEBI (LODR) Regulation 2015 read with section 149 of the Companies Act, 2013. Further the composition of board also is in compliance of second proviso of section 149(1) in terms of woman directors.

The Board being aware of its fiduciary responsibility recognizes its responsibilities towards all stakeholders to uphold highest standard in all matter concerning the Company. It has empowered responsible person to implement its board policies, guidelines and has set up adequate review process. The Board provides strategic guidance on the affair of the Company. The Independent Director provides independent and objective judgment on matters placed before them.

#### **Board Composition & Categories.**

The Board of Directors of the Company consists of an optimum combination of executive and non-executive directors. The Board of Directors comprises six Directors out of which three Directors are Non-Executive Directors as on 31st March, 2024. The Company has an Executive Chairman and not less than half of the total strength of the Board comprises of Independent Directors. None of the Directors on the Company's Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which he/she is a director as on 31st March, 2024. All the Directors have made necessary disclosures regarding committee positions occupied by them in other Companies.

As on 31st March, 2024, the Board comprised of six Directors, designated as follows:

S. No	Name	Designation
1	Mr. Murlidhar Wadhmal Dialani	Chairman and Whole-time Director (Executive Director)
2	Mr. Manish Murlidhar Dialani	Managing Director (Executive Director)
3	Mrs. Lajwanti Murlidhar Dialani	Whole-time Director (Executive Director)
4	Mrs. Priya Murlidhar Makhija**	Independent Non-executive Director
5	Mr. Vishesh Mahesh Nihalani**	Independent Non-executive Director
6	Mr. Gaurav L Patodia	Independent Non-executive Director

\*\*During the year under review, the Shareholders in the Annual General Meeting held on 05th September, 2023, on the basis of approval and recommendation of Board and the Nomination and Remuneration Committee ('NRC'), approved the re-appointment of Mr. Vishesh Mahesh Nihalani and Mrs. Priya Murlidhar Makhija as independent Directors of the Company for second term of five (5) years with effect from 20th June, 2023 and 11th April 2024 respectively.

Further, the Independent Directors possess integrity, expertise and experience which will bring tremendous value to the Board and to the Company. All the Independent Directors registered with the independent director's data bank and will comply with all the requirements, in the extended time period prescribed by Ministry of Corporate Affairs, if any.

The composition of the Board of Directors during the year under review is in conformity with the provisions of the Companies Act, 2013 and the Listing Regulations.

There is no pecuniary relationship or transaction of the non-executive directors with the Company.

#### **Board Meetings:**

During the year, 10(Ten) Board Meetings were held on 24.04.2023, 30.05.2023, 20.06.2023, 04.08.2023, 06.11.2023, 02.12.2023, 18.01.2024, 06.02.2024, 05.03.2024 and 29.03.2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.



**Details of the attendance of Directors:**

The requisite information as enumerated as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is made available to the Board of Directors for discussion and consideration at Board Meetings. The composition of the Board, attendance at Board Meetings (BM) held during the financial year (FY) under review and at last Annual General Meeting (AGM) and number of directorships and Memberships/ Chairmanships in other Public Companies are given below:

Name of the Director	Designation	FY 2023-24 Attendance at		No. Of Other Directorship held*	No. of Committee Positions held	
		BM	Last AGM		This Company	Other Company
Mr. Murli Wadhmal Dialani	Chairman and Whole-time Director (Executive Director)	10	YES	NIL	4	NIL
Mr. Manish Murlidhar Dialani	Managing Director (Executive Director)	10	YES	NIL	NIL	NIL
Mrs. Lajwanti Murlidhar Dialani	Whole-time Director (Executive Director)	10	YES	NIL	NIL	NIL
Mrs. Priya Murlidhar Makhija	Independent Non-executive Directors	10	YES	1	4	3
Mr. Vishesh Mahesh Nihalani	Independent Non-executive Directors	10	YES	1	4	NIL
Mr. Gaurav L Patodia	Independent Non-executive Directors	10	YES	NIL	4	NIL

\*Excludes directorships held in Private Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

**Relationships between directors:**

S. No.	Name	Relationship	No. of Shares held at the end of the year 2023-24
1	Mr. Murli Wadhmal Dialani	Related to Mrs. Lajwanti Dialani and Mr. Manish Dialani	3773893
2	Mr. Manish Murlidhar Dialani	Related to Mrs. Lajwanti Dialani and Mr. Murli Dialani	10924830
3	Mrs. Lajwanti Murlidhar Dialani	Related to Mr. Murli Dialani and Mr. Manish Dialani	1562129
4	Mrs. Priya Murlidhar Makhija	NA	NIL
5	Mr. Vishesh Mahesh Nihalani	NA	NIL
6	Mr. Gaurav L Patodia	NA	99

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, one-third Directors of the Company, liable to retire by rotation retires at every Annual General Meeting. In the ensuing Annual General Meeting Mr. Manish Dialani (Managing Director) (DIN:05201121) is liable to retire by rotation. Information as required under SEBI (LODR) Regulation, 2015 on director's appointed/reappointed at this Annual General Meeting is annexed to the Notice of the Annual General Meeting.

**Performance evaluation of Board & Directors:**

The Board is responsible for undertaking a formal annual evaluation of its own performance, that of its Committees and of individual Directors as per Section 134 of Companies Act, 2013 and regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to review their functioning and effectiveness and also for identifying possible paths for improvement. During the year, the Board in concurrence with Nomination and Remuneration Committee carried out a performance evaluation of itself, its committees, and each of the executive/non-executive/independent directors through questionnaire.

The Independent directors were evaluated on various performance indicators including aspects relating to:

- Integrity and maintenance of confidentiality.
- Commitment and participation at the Board & Committee
- Effective deployment of knowledge and expertise
- Exercise of objective independent judgment in the best interest of Company
- Interpersonal relationships with other directors and management

The board and committee were evaluated on the following parameters:

- (i) Size, structure and expertise of the Board.
- (ii) Review of strategies, risk assessment, robust policies and procedures by Board.
- (iii) Oversight of the financial reporting process & monitoring company's internal control system. Quality of agenda, conduct of meeting, procedures and process followed for effective discharge of functions.

- (iv) Effective discharge of functions and duties by Committee as per terms of reference. Appropriateness and timeliness of the updates given on regulatory developments.
- (v) Board's engagement with Senior Management team.
- (vi) The Chairperson had an individual discussion with each director based on the peer analysis.

**Details of Familiarization programme to Independent Directors:**

Pursuant to the Code of Conduct for Independent Directors specified under the Act and the SEBI Listing Regulations, the Company has in place a familiarization programme for all its Independent Directors. Such familiarization programmes help the Independent Directors to understand the Company's strategy, business model, operations, markets, organization structure, risk management etc. and such other areas as may arise from time to time. The Familiarization Programmes imparted to Independent Directors of the Company has been disclosed on its website and a weblink thereto is: policy for familiarization programme (mkexim.com)

**Matrix of Core Skills/ Expertise/ Competencies of Directors in context of business of the Company**

The Matrix setting out the skills, expertise and competencies of Directors as on 31st March 2024, in context of business of the Company is as under:

Sl. No.	Name of Director	Knowledge on Company's businesses, policies and culture	Behavioural skills – Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,	Financial and Management skills	Technical / Professional skills and specialized knowledge in relation to Company's business	Environment, Health and Safety and Sustainability Knowledge of working on environment, health and safety and sustainability activities
1	Mr. Murli M Dialani	Y	Y	Y	Y	Y	Y
2	Mr. Manish M Dialani	Y	Y	Y	Y	Y	Y
3	Mrs. Lajwanti M Dialani	Y	Y	Y	Y	Y	Y
4	Mrs. Priya M Makhija	Y	Y	Y	Y	Y	Y
5	Shri Vishesh Mahesh Nihalani	Y	Y	Y	Y	Y	Y
6	Shri Gaurav L Patodia	Y	Y	Y	Y	Y	Y

**Independence of Independent Directors**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013; read with Regulations of the Listing Regulations that he/she meets the criteria of independence as laid out in Section 149(6) of the Companies Act, 2013 and Regulations of the Listing Regulations.

The Board of directors expressed satisfaction that independent directors fulfill the conditions specified in SEBI (LODR), 2015 regulations and are independent of the management.

Separate Meetings of Independent Directors:

As required by SEBI LODR, the Independent Directors held 01 meeting on 22nd March, 2024. Attendance of the members at the meetings was as follows:

S. No	Name of Director	Designation	Category	No. of meetings attended
1.	Mr. Gaurav L Patodia	Chairman	Non-Executive, Independent	1
2.	Mr. Vishesh M Nihalani	Member	Non-Executive, Independent	1
3.	Mrs. Priya Murlidhar Makhija	Member	Non-Executive, Independent	1

The Independent Directors discussed / review the matters specified in Regulation 25 of SEBI LODR.

Performance evaluation criteria for independent directors

The performance evaluation of the independent directors was completed. The performance evaluation of the Chairman and non-independent directors was carried out by the independent directors and was accepted by the Board. The Board of directors expressed satisfaction of the evaluation process adopted by the Company

**Composition of Board Committee**

The Board has constituted various Committees to support the Board in discharging its responsibilities. There are Four Committees constituted by the Board:

- Audit Committee

- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- CSR Committee

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable.

Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functions. Senior officers/ functional heads of Company are invited to present various details called or by the Committee in its meeting. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting. The recommendations of the Committees are submitted to the Board for approval.

The details regarding composition, meetings of committees of the board are as follows:

#### **A. Audit Committee**

##### **(i) Brief description of terms of reference:**

The powers, role and terms of reference of the audit Committee are in line with the provisions of Section 177 of the Companies Act 2013, and regulation 18 of SEBI (LODR) 2015.

The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditors and notes the processes and safeguards employed by each of them.

The Committee also reviews the functioning of whistle blower & Vigil mechanism, adequacy and effectiveness of internal audit function, risk management and control systems and results of operation.

##### **(ii) Business Risk Evaluation and Management**

The overview of the risk management policy is also done by the Audit Committee.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Audit Committee regarding the Risk Management broadly comprise of;

1. Oversight of risk management performed by the executive management;
2. Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
3. Reviewing risks and evaluate treatment including initiating, mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.
5. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, and potential impact analysis and mitigation plan.

##### **(iii) Meeting, Composition, designation, Category and Attendance thereof:**

During the year under report, the committee met 7 times on 24.04.2023, 30.05.2023, 04.08.2023, 06.11.2023, 02.12.2023, 06.02.2024 and 05.03.2024. All the members were present in all the meetings. The recommendations made by the Audit committee during the year were accepted by the Board.

The attendance and Composition of meetings is as under:

S. No	Name of Director	Designation	Category	No. of meetings attended
1.	Mr. Gaurav L Patodia	Chairman	Non-Executive, Independent	7
2.	Mr. Vishesh M Nihalani	Member	Non-Executive, Independent	7
3.	Mrs. Priya Murlidhar Makhija	Member	Non-Executive, Independent	7
4.	Mr. Murli Wadhmal Dialani	Member	Executive	7

#### **B. Nomination & Remuneration Committee:**

##### **(i) Brief description of terms of reference:**

The terms of reference of the Nomination & Remuneration Committee are in line with the provisions of section 178 of the Companies Act and Regulation 19 SEBI (LODR) 2015.

The purpose of the Committee is to oversee the nomination process for top-level management positions and review executive remuneration structure. The Committee identifies, screens and reviews individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with criteria approved by the Board and recommends, for approval by the Board, nominees for election at the AGM.

##### **(ii) Meeting, Composition, designation, Category and Attendance thereof:**

During the year under report, the committee met 4 times on 24.04.2023, 20.06.2023, 04.08.2023 and 06.11.2023. The Composition and other details of Nomination and Remuneration Committee of the Company are as follows:

The Committee comprises of three independent Directors:

S. No.	Name of Director	Designation	Category	No. of meetings attended
1	Mr. Gaurav L Patodia	Chairman	Non-Executive, Independent	4
2	Mr. Vishesh M Nihalani	Member	Non-Executive, Independent	4
3	Mrs. Priya Murlidhar Makhija	Member	Non-Executive, Independent	4
4.	Mr. Murli Wadhupal Dialani	Member	Executive	4

Details of Remuneration paid to Directors: Payment to Non-Executive Directors

Non-executive Directors are paid the sitting fees for attending the Board Meetings and Committee Meetings

(In ₹)

Name of Directors	Sitting fees
Mr. Vishesh M Nihalani	33,750
Mrs. Priya Murlidhar Makhija	33,750
Mr. Gaurav L Patodia	33,750

Pecuniary relations or transactions of the Non-Executive Directors

There were no pecuniary relationships or transactions of non-executive directors' vis-à-vis the Company.

#### Remuneration of directors:

Details of Remuneration paid to the Directors for the financial year ended 31st March, 2024.

(₹ in Lakhs)

Sl. No.	Name of Director	Salary	Benefits	Commission	Bonuses	Stock Option & Pension	Sitting Fee	Total
1	Mr. Murli Wadhupal Dialani	6.00	-	-	-	-	-	6.00
2	Mr. Manish Murlidhar Dialani	46.00	-	-	-	-	-	46.00
3	Mrs. Lajwanti Murlidhar Dialani	31.50	-	-	-	-	-	31.50
Total		83.50						83.50

- No commission is payable to the Executive Directors.
- No sitting fee is paid to Executive Directors for attending the meeting of Board of Directors of the Company or committees thereof.

#### Criteria of making payments to Non-Executive/ Independent Director(s)

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is as : [www.mkexim.com/policies.html](http://www.mkexim.com/policies.html)

#### C. Stakeholder Relationship Committee:

##### (i) Brief description of terms of reference:

The terms of reference of the Stakeholders Relationship Committee are in line with the provisions of section 178 of the Companies Act 2013 and Regulation 20 of SEBI (LODR) 2015.

The Stakeholders Relationship Committee is primarily responsible for redressal of shareholders'/ investors' /security holders' grievances including complaints related to transfer of shares, non-receipt of declared dividends, annual reports etc. The Committee's terms of reference also include allotment of equity shares to option grantees under the prevailing ESOP Scheme of the Company.

##### (ii) Meeting, Composition, Designation, Category and Attendance thereof:

During the year under report, the committee met 9 times on 10.05.2023, 20.06.2023, 20.07.2023, 09.09.2023, 02.12.2023, 11.01.2024, 18.01.2024, 16.02.2024 and 29.03.2024. All the members were present in all the meetings. The recommendations made by the Stakeholders' relationship committee during the year were accepted by the Board.

The attendance and Composition of meetings is as under:

S. No.	Name of Director	Designation	Category	No. of meetings attended
1	Mr. Gaurav L Patodia	Chairman	Non-Executive, Independent	9
2	Mr. Vishesh M Nihalani	Member	Non-Executive, Independent	9
3	Mrs. Priya Murlidhar Makhija	Member	Non-Executive, Independent	9
4	Mr. Murli Wadhupal Dialani	Member	Executive	9

The shares of the Company are being compulsorily traded in dematerialized form. Shares in physical form, received for transfer/dematerialization, were transferred/dematerialized within a period of 21 days from the date of lodgment of valid Share Transfer deed along with share certificate. These requests are processed through the Company's Registrar and share transfer Agent i.e. M/s. Beetal Financial & Computer Services (P) Ltd.

The Company has taken various steps to ensure that the shareholders-related matters are given due priority and the matters/issues raised are resolved at the earliest. During the year 2023-24 no complaint was received.

#### **D. CSR Committee:**

The Committee is constituted by the Board in accordance with the Act to:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to in the above clause (a); and
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

The CSR Policy is uploaded on the Company's website [www.mkexim.com](http://www.mkexim.com) as required under the provisions of Section 135 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. As on date of this report, the CSR Committee comprises 3 IDs and the ED. During the period under review, 3 CSR Committee meetings were held on 30.05.2023, 02.12.2023 and 29.03.2024. The requisite quorum was present for all the meetings.

The composition of the CSR Committee and attendance of its members at its meetings held during the year is as follows:

S. No	Name of Director	Designation	Category	No. of meetings attended
1	Mr. Gaurav L Patodia	Chairman	Non-Executive, Independent	3
2	Mr. Vishesh M Nihalani	Member	Non-Executive, Independent	3
3	Mrs. Priya Murlidhar Makhija	Member	Non-Executive, Independent	3
4.	Mr. Murli Wadhmal Dialani	Member	Executive	3

#### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

#### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The Companies Code of Conduct is available on companies Website.

#### **CODE OF CONDUCT**

The Company has in place a comprehensive Code of Conduct ('the Code') applicable to the Directors and employees. The Code is applicable to Non-Executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put up on the Company's website and can be accessed at <http://www.mkexim.com>. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by the manually.

A declaration signed by the Company's Chairman is published in this Report.

#### **COMPLIANCE**

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

#### **MD & CEO/CFO CERTIFICATION**

Pursuant to the Regulation 17(8) of the Listing Regulations, the annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

#### **EMPLOYEE STOCK OPTIONS**

The Company has not issue employee Stock Option during F.Y 2023-24.

#### **TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

During the Financial Year 2023-24, the Company has not transferred any amounts and shares to the Investor Education and Protection Fund Authority (IEPF)



**COMPLIANCE OFFICER**

Mr. Babu Lal Sharma appointed as Company Secretary and Compliance Officer of the Company w.e.f. 24.04.2023 inter-alia, for complying with requirements of Securities Laws.

**GENERAL BODY MEETINGS**

## i. Annual General Meetings

Details of the location and time of the last three AGM's (Annual General Meeting) held:

Year	Location	Date	Time	Whether any special resolution was passed
2020-21	Video conferencing (VC) and/or other audio-visual means (OAVM), without physical presence of members The venue of the AGM was deemed to be the Registered Office of the Company at G-1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022	29.09.2021	11:00 A.M.	NO
2021-22	Video conferencing (VC) and/or other audio-visual means (OAVM), without physical presence of members. The venue of the AGM was deemed to be the Registered Office of the Company at G-1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022	30.09.2022	11:00 A.M.	Yes
2022-23	Video conferencing (VC) and/or other audio-visual means (OAVM), without physical presence of members. The venue of the AGM was deemed to be the Registered Office of the Company at G-1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022	05.09.2023	11:00 A.M.	Yes

**(i) Resolution(s) passed through Postal Ballot**

The Company has issued 1 Postal Ballot Notice during the year and the details of the resolutions passed through postal are as follows:-

Financial Year	Date	Particulars
2023-24	04th January, 2024	<ol style="list-style-type: none"> <li>To increase authorized shares capital from ₹30.00 Cr. to 60.00 Cr.</li> <li>Alteration of MOA due to change in authorized share capital</li> <li>Alteration of MOA due to change in authorized share capital</li> <li>Issue of bonus shares</li> <li>Appointment of Branch Auditor</li> </ol>

**DISCLOSURES**

- The Company has complied with the requirements of the stock exchange or SEBI on matters related to Capital Market as applicable.
- The Company has complied with the mandatory requirements of SEBI (LODR) Regulation 2015.
- No Extra-ordinary General Meeting took place during the financial year 2023-24.

**MEANS OF COMMUNICATION**

The Company publishes its quarterly, half-yearly and yearly financial results in leading national newspapers such as Financial Express in English language and Business Remedies in Hindi. These results are displayed on the website of the Company along with other news releases and presentations, if any. All other vital information is also placed on the website of the Company. The results are not sent individually to shareholders All price sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through BSE Listing Centre, for dissemination on their respective website. The stock exchange filings are also made available on the website of the Company at [www.mkexim.com](http://www.mkexim.com)

To facilitate prompt correspondence with investors/shareholders relating to their queries and grievances, the Company has a dedicated email-id viz: [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com).

**GENERAL SHAREHOLDER INFORMATION**

a) Annual General Meeting (AGM): Date, Time & Venue	Tuesday, <b>21.09.2024</b> at 11.00 A.M. through Video Conferencing / Other Audio-Visual Means facility (Deemed Venue for Meeting: Registered Office at G-1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022 (Rajasthan)
b) Financial Year	Financial Year: 1st April, 2023 – 31st March, 2024.
c) Date of Book Closure	<b>Monday 16.09.2024 to Saturday 21.09.2024 (both dates inclusive)</b>
d) Dividend payment date:	Board recommended Final Dividend of ₹0.50/- per shares for the financial year 2023-24.
e) Listing of Shares on Stock Exchanges	1. BSE Limited Corporate Office Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 Phones: (022) 22721233/4, (022) 66545695 (Hunting) Fax: (022) 22721919

f) Payment of Listing Fees	Annual Listing fees as applicable have been duly paid.
g) Stock Code / ISIN	Equity Shares: BSE: 538890 ISIN: INE227F01010
h) Whether S&P BSE 500 Index	No
Registrar & Share Transfer Agent	Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harkushdas Mandir, New Delhi-110062
Share Transfer System	As per the Listing Regulations, shares cannot be transferred unless they are held in dematerialized mode. Shareholders who hold shares in physical form are advised to convert them into dematerialized mode to avoid the risk of losing shares, fraudulent transactions, and to receive better investor servicing. Only valid transmission or transposition cases that comply with the SEBI guidelines will be processed by the RTA of the Company. The RTA will process these cases only if they are technically found to be complete and in order. The Board has delegated the power to approve the transmission request to the Company Secretary of the Company.  Shareholders are advised to refer the latest SEBI guidelines/circular issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC detail updated all the time to avoid freezing their folio as prescribed by SEBI
Compliance Officer / Company Secretary	Mr. Babu Lal Sharma G-1/150, Garment Zone, EPIP, Sitapura, Tonk Road, Jaipur Jaipur RJ 302022 IN Phone: 0141-3937501, Fax: 0141-3937502 Email: <a href="mailto:complianceofficer@mkexim.com">complianceofficer@mkexim.com</a>
Depository System	Currently 98.43% of the Company share capital is held in dematerialized form. For any assistance in converting physical shares in electronic form, investor may approach Beetal Financial & Computer Services (P) Ltd or Mr. Babul Lal Sharma, Company Secretary
Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank.
Furnish copies of Permanent Account Number (PAN)	The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and provisions of prevention of Money Laundering Act, 2002. For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company/RTA.
Investor complaint to be addressed to	Beetal Financial & Computer Services (P) Ltd., RTA or Mr. Babu Lal Sharma, Company Secretary
E-mail ID of Grievance Redressal Division	<a href="mailto:info@mkexim.com">info@mkexim.com</a>
Outstanding Warrants GDRs/ ADRs, and Convertible Bonds, Conversion date and likely impact on equity	Not Applicable
Credit Rating	The Company has not taken credit rating from any Credit Rating Agency.

**Stock Market Price Data: Monthly High-Low values (in ₹) at BSE:**

MONTH*	Apr 2023	May 2023	Jun 2023	Jul 2023	Aug 2023	Sep 2023	Oct 2023	Nov 2023	Dec 2023	Jan 2024	Feb 2024	Mar 2024
HIGH	87.50	86.10	107.80	101.85	115.60	130.40	119.95	134.70	133.90	180	95.00	83.85
LOW	80.00	72.50	76.51	88.16	86.90	96.65	104.5	86.40	108.00	89.70	69.80	64.22

\*Source: Websites of Stock Exchanges: BSE

**REGISTRAR AND TRANSFER AGENT**

M/s. Beetal Financial & Computer Services (P) Ltd

Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi – 110 062 Tel: (011) 29961281/82 Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**SHARE TRANSFER SYSTEM**

SEBI had mandated that, effective from 1st April 2019, securities of listed companies can only be transferred in dematerialized form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was/were lodged prior to 1st April 2019 and returned due to deficiency in the documents. Shares received in physical form for transfer are attended and transferred within the stipulated period from the date of lodgment subject to documents being valid and complete in all the respects. During the year, the Company had obtained, on half-yearly basis, a certificate, from a Company Secretary in practice, as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and filed copy of the same with the Stock Exchanges. Further, the Company is complied with the Operational guidelines issued by the SEBI for Transfer and Dematerialization of re-lodged physical shares.

**DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2024:**

M.K. EXIM (INDIA) LIMITED				
DISTRIBUTION SCHEDULE AS ON 31/03/2024				
NO. OF EQUITY SHARES HELD	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES HELD	% OF HOLDING
UP TO 5000	16157	85.55	1532208	3.7957
5001 TO 10000	1145	6.06	852744	2.1125
10001 TO 20000	847	4.48	1307033	3.2379
20001 TO 30000	278	1.47	692880	1.7164
30001 TO 40000	88	0.47	311172	0.7709
40001 TO 50000	83	0.44	375549	0.9303
50001 TO 100000	151	0.8	1082146	2.6808
100001 AND ABOVE	137	0.73	34213518	84.7556
<b>TOTAL</b>	<b>18886</b>	<b>100.00</b>	<b>40367250</b>	<b>100.00</b>

M.K. EXIM (INDIA) LIMITED			
SHAREHOLDING PATTERN AS ON 31/03/2024			
Shareholders Category	Number	Shares	% Equity
<b>Promoter &amp; Promoter group</b>			
Promoter Individuals	5	17025798	42.18
<b>Public Shareholding</b>			
CLEARING MEMBERS	1	9	0.00
HUF	146	315460	0.78
BODIES CORPORATES	30	1955191	4.84
N R I - REPATRIABLE	132	354821	0.88
NRI NON-REPATRIATION	63	84249	0.21
RESIDENT INDIVIDUALS	18508	20195248	50.03
FOREIGN PORTFOLIO INVESTORS	0	0	0.00
INVESTOR EDUCATION AND PROTECTION FUND (IEPF)	1	436474	1.08
<b>Total:</b>	<b>18886</b>	<b>40367250</b>	<b>100.00</b>

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

17025798 equity shares were dematerialized till 31st March, 2024 which was 98.43% of the total paid-up Equity Share Capital of the Company on that date. The Company has sent communication to the shareholders encouraging them to dematerialize their physical holding in the Company. During the year, requests for dematerialization of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within the statutory time limit from the date of receipt of share certificates and related documents. Trading in equity shares of the Company is permitted only in dematerialized form. The demat ISIN of the Company's equity shares is INE227F01010.

**OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

There were no outstanding GDRs/ADRs/Warrants or any other Convertible Instruments as on 31.03.2024.

**ADDRESS FOR PLANT AND CORRESPONDENCE**

M.K. EXIM (INDIA) LIMITED,

G-1/150, Garment Zone, E.P.I.P., Sitapura, Tonk Road, Jaipur-302022 (Rajasthan)

PH: 0141-3937501, FAX: 0141-3937502

E-mail: [mkexim@gmail.com](mailto:mkexim@gmail.com); [complianceofficer@mkexim.com](mailto:complianceofficer@mkexim.com) Website: [www.mkexim.com](http://www.mkexim.com)

**OTHER DISCLOSURES:**

Details of transactions with related parties as specified in Accounting Standards (IND AS 24) have been reported in the Financial Statements. During the year under review, there was no transaction of a material nature with any of the related parties, which was in conflict with the interests of the Company. The Audit Committee takes into consideration the management representation and an independent audit consultant's report, whilst scrutinizing and approving all related party transactions, from the perspective of

fulfilling the criteria of meeting arms' length pricing and being transacted in the ordinary course of business. During the period, all transactions with related parties entered into by the Company were in the ordinary course of business and on an arm's length basis, were approved by the Audit Committee. The detailed Policy on Related Party Transactions is available at [www.mkexim.com](http://www.mkexim.com).

The company has complied with all mandatory requirements policy for determining 'material' subsidiaries is available at [www.mkexim.com/policies.html](http://www.mkexim.com/policies.html) policy on dealing with related party transactions is available at [www.mkexim.com/policies.html](http://www.mkexim.com/policies.html)

A certificate from M/s. Anshu Parikh & Associates, Practicing Company Secretaries has been received stating / confirming that none of the Directors on the Board has been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI/ Ministry of Corporate Affairs or any such statutory authority and is attached as a part of this report.

Total fees for all services paid by the Company during F.Y 2023-24 to the Statutory Auditors of the Company was ₹2.50 Lakhs

Pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has established an appropriate mechanism for dealing with complaints in relation to Sexual Harassment of Women at Workplace. The Company has not received any complaint of sexual harassment during the year under review.

The Company is in compliance with the disclosures required to be made under this report in accordance with Regulation 34(3) read together with Schedule V(C) to the SEBI Listing Regulations.

The Company has a well-defined risk management framework in place. Further, it has established procedures to periodically place before the Board, the risk assessment and minimization procedures being followed, and the steps taken by it to mitigate these risks.

The Company has complied with Corporate Governance requirements as specified in Regulations 17 to 27 and Clause (b) to (i) of Regulation 46(2) of the Listing Regulations.

As required by the provisions of SEBI (PIT) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading. Company Secretary of the Company is the Compliance Officer. The Code of Conduct is applicable to all Directors and such identified employees of the Company as well as who are expected to have access to unpublished price sensitive information relating to the Company.

#### **AFFIRMATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT**

As provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Members of the Board and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct for Board and Senior Management Personnel of the Company during the financial year ended 31st March 2024.

**For M.K. Exim (India) Limited**

**Murli Wadhupal Dialani**  
Chairman  
DIN: 08267828

**ANSHU PARIKH & ASSOCIATES**  
Company Secretaries  
Flat no-202, Alokik Orchid.  
D-159A, Savitri Path, Bapu Nagar, Jaipur  
Mob: +91-9887658618.  
E-mail: [parikhanshu26@gmail.com](mailto:parikhanshu26@gmail.com)

**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members,  
M.K. Exim (India) Limited  
G1/150, Garment Zone, E.P.I.P,  
Sitapura, Tonk Road, Jaipur-302022

I have examined the compliance of conditions of Corporate Governance by M.K. Exim (India) Limited ("the Company") for the year ended on 31st March 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, and representations made by the management, except as reported in Secretarial Audit report, I certify that to the extent applicable the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

The certificate is solely issued for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Anshu Parikh & Associates**  
Company Secretaries

**Anshu Parikh**  
Proprietor  
FCS: 9785  
C.P: 10686

Date: 13.08.2024  
Place: Jaipur  
UDIN: F009785F000965212



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INTRODUCTION

India's textile sector, renowned for its heritage and skilled workforce, remains a crucial driver of the Nation's economy. While a dip in exports was seen in FY24 due to global factors, having said that, the industry is poised for growth in CY25 due to a strong domestic market, potential export rebounds, and lower cotton prices. Sustainability is a growing focus, with manufacturers embracing ecofriendly materials and cleaner processes. Technological advancements in areas like digital printing and supply chain management are also propelling the sector forward. Additionally, recent FTAs like the one with EFTA and potential deals with the UK and Canada offer promising avenues for export growth.

India has a 4.6% share of the global trade in textiles and apparel. Moreover, India is the world's 3rd largest exporter of Textiles and Apparels worldwide, after Germany and China. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$ 65 billion by FY 2026. Additionally, the industry stands to benefit from global demand diversification away from China. The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's Spartech industry is estimated around US\$ 1.17 million in 2022-23.

The global textile market is poised for steady growth between CY2023 and CY2027, driven by several key factors. Despite facing challenges during the COVID-19 pandemic, the industry rebounded in CY2021 and continued its upward trajectory in CY2022 and CY2023. Anticipated growth is fueled by increasing demand for apparel, particularly from the fashion sector, along with the expanding influence of e-commerce platforms. Moreover, the enduring popularity of cotton, valued for its strength, absorbency, and color retention, is expected to sustain its dominance in the market. Similarly, man-made textiles are set to maintain their significant market share, supported by factors such as easy access to raw materials, population growth, and the evolving preferences for varied textile textures and designs.

### OPPORTUNITIES AND THREATS

India's textile sector thrives on a strong foundation of resources and a growing domestic market. The abundant availability of raw materials like cotton and jute, along with a complete textile value chain, makes India a major player. A large, skilled workforce keeps production costs competitive, and rising disposable incomes within the country fuel demand for textiles. Government initiatives promoting technical textiles for new applications further diversify and strengthen this key driver of the Indian economy. India, as a major player in the global textile market, stands to benefit from increasing globalization and cross-border trade agreements, which provide expanded market access for its textile products. Additionally, the rising per capita income in India and globally suggests a growing domestic and international demand for textiles and apparel. Also, India's consumer base and demand are set to strengthen further due to factors like a growing population, rising urbanization, and a youthful demographic profile. Also, India's urban population is expected to continue to rise on the back of economic growth. The share of urban population is projected to increase to nearly 40% by 2030, according to a UN report on urbanization.

It is crucial to address several significant threats that could impact the company's business operations and financial performance. Geopolitical tensions, including trade wars between major economies and restrictive trade policies, pose substantial threats, potentially disrupting supply chains and market access. Sharp fluctuations in currency exchange rates further exacerbate these challenges, creating an unpredictable business environment. Additionally, persistent inflation, driven by rising commodity prices, is expected to exert pressure on profit margins. This inflationary trend could also lead to reduced purchasing power among consumers, resulting in notable shifts in consumer behavior that might negatively affect the textile market. Furthermore, the volatility in raw material prices adds another layer of threat, potentially impacting production costs and overall profitability. Your Company remains vigilant and proactive in mitigating these threats through strategic planning and robust risk management practices.

Despite significant threats your Company delivered strong performance in the previous year across businesses.

The Company does not anticipate any challenges in its ability to continue as going concern or meeting its financial obligations.

### 1. Financial Performance

The following are relevant financial performance details with respect to the operational performance of the Company.

Salient features relating to the Profit & Loss Account:

Particulars	(₹ In Lakhs)	
	Year ended 31.03.24	
Revenue from Operations	9,237.75	
Other Income	195.38	
<b>Total Income</b>	<b>9,433.13</b>	
Profit Before Financial expenses & Depreciation	2,146.41	
Less: Depreciation & Amortization Expenses	57.97	
Less: Finance Costs	24.57	
<b>Profit before tax</b>	<b>2,063.87</b>	
Taxation	532.07	
<b>Profit after tax</b>	<b>1,531.80</b>	

During the year the Company has achieved a total turnover of ₹ 9,433.13 Lakhs and earns profit before Tax [PBT] of ₹ 2,063.87 Lakhs

and profit after taxes of ₹ 1,531.80 Lakhs. The Segment wise performance has been given in financial statements in the Report. The report of the Board of Directors may be referred to for financial performance.

#### KEY RATIOS:

Particulars	As at March 31, 2024	As at March 31, 2023	% change from March 31, 2023 to March 31, 2024
Current Ratio	36.63	6.32	479.88
Debt-Equity Ratio	0.01	0.03	(78.61)
Debt Service Coverage Ratio	28.92	8.87	225.96
Return on Equity Ratio	19.94%	27.52%	(27.54)
Inventory turnover ratio	12.00	9.28	29.33
Trade Receivables turnover ratio	4.72	5.38	(12.28)
Trade payables turnover ratio	49.36	30.19	63.49
Net capital turnover ratio	1.32	1.80	(26.82)
Net profit ratio	0.17	0.16	5.06
Return on Capital employed	0.25	0.31	(21.76)
Return on investment	-	0.05	(100.00)

#### Outlook

##### Textile Industry

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fiber/yarns from natural fibers like cotton, jute, silk and wool, to synthetic/man-made fibers like polyester, viscose, nylon and acrylic.

The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

India's textiles industry has around 4.5 Crore employed workers including 35.22 lakhs handloom workers across the country.

Exports for 247 technical textile items stood at Rs. 5,946 crore (US\$715.48 million) between April-June (2023-24).

After agriculture, textile in India is the largest industry which generates the highest employment, both skilled and unskilled. The sector contributes ~5% to the country's GDP, 7% of industry output in value terms and 12% of the country's export earnings. India is the 6th largest exporter of textiles and apparel in the world. These points to one reality... the textile industry is critical for India's growth.

The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. India has a 4% share of the global trade in textiles and apparel.

**Challenges:** There appears to be a considerable promise for the sustained growth of the sector owing to a plethora of opportunities on the horizon. Likewise, there are challenges too. They are:

The huge spike in raw cotton prices could dent India's competitiveness in the global market despite being the largest producer of cotton in the world

Lack of scale and restricted access to key markets.

The Amended Technical Upgradation Funds (ATUF) scheme, which provides a capital investment subsidy of 10-15% to textile manufacturers, is about to expire. The industry does not have any clarity on the possibility of its extension

In the fiscal year 2023-24, exports amounted to \$34.4 billion, marking a decline of over \$1 billion (3%) compared to the previous fiscal year. Additionally, exports saw a significant drop of 16.3% compared to the fiscal year 2021-22, when the country reported exports worth \$41 billion

Read more at:

**Government impetus:** The Government is aware of the position of the textile industry and the promise it affords in accelerating the wheels of the economy. It has made important announcements that can draw considerable investments in this sector.

Government allowed 100% FDI in textiles under automatic route.

The Government of India has introduced various schemes for modernization and infrastructure development. Additionally, budget allocation to the Ministry of Textiles for fiscal 2025 has been raised by about 28%, amounting to ₹ 44 billion. The government has also launched initiatives like The Scheme for Capacity Building in Textiles Sector (SAMARTH) and Free Trade Agreement to enhance the textile sector's economies of scale, export potential, and competitiveness.

1. The Scheme for Capacity Building in Textiles Sector (SAMARTH) is dedicated to enhancing the skills of the workforce in the textile industry. Implemented through a network of Implementing Partners comprising Textile Industry/Industry Associations, State Government agencies, and Sectoral Organizations of the Ministry of Textiles, SAMARTH aims to empower individuals with the necessary skills and knowledge to thrive in the evolving textile landscape.

2. Free Trade Agreement: Opportunity in European Union (EU) India seeking Free trade agreement (FTA) with EU, combined with the possibility that Bangladesh could lose Most favoured-nation (MFN) status after graduating from LDC (Least developed Countries) in 2026, which could lead to an increase in exports from India to EU.

India is working on getting an FTA with both the United Kingdom (UK) and European Union (EU). However, the FTA between Vietnam and the EU, which went into effect in August 2020, has strengthened Vietnam's position in the EU market and may prove to be a competitive barrier for Indian exports in the EU region.

## FMCG

M.K. Exim (India) Limited is part of the Fast-Moving Consumer Goods (FMCG) industry which continues to be one of the biggest long-term sustainable business opportunities that our country offers. Despite being one of the fastest growing markets globally for FMCG products, India's per capita FMCG consumption is still amongst the lowest in the world. Rural markets account for more than 60% of our country's population and contribute to just about 30% of FMCG consumption; thus, offering significant headroom for growth. Rising affluence, large working population, nuclear family structures, urbanization and rapidly increasing adoption of technology will positively impact the growth of FMCG industry in the country. The operating environment this year continued to remain volatile and challenging. India witnessed a devastating second wave of Covid-19 during the year 2019 to 2022 with a significant humanitarian and economic impact. Due to the disruption in global supply chains, inflation in many key commodities like crude oil derivatives and packaging rose to historic highs. The latter half of the year witnessed a marked moderation in the FMCG market growth with volumes being impacted due to high inflation. As we gradually emerged from the challenging phase of the pandemic, the consumption of hygiene products moderated. Consumers are also increasingly choosing brands which they see as making a positive impact on the world. India is undergoing rapid digital transformation, new-age technologies are transforming the landscape of consumer goods market, bringing opportunities for brands, consumers, and customers alike. E-Commerce continues to gain traction as more consumers shop online and with more digital-first brands entering the market. With a technology-focused approach, retailers are reinventing their business models to stay more connected in the digital world. The two years of pandemic and Russia and Ukraine war has made us a stronger, better business which is much more resilient and responsive. As the economy, consumer and channel landscapes rapidly evolve, we continue to be agile to leverage our strengths, capture opportunities and navigate through the challenges.

Our strategy is constantly evolving in line with the trends and forces shaping our markets and impacting our multi-stakeholders. We remain committed to delivering 4G growth - growth that is consistent, competitive, profitable, and responsible.

We are growing our core business by investing in our purposeful brands and delivering superior products. India is a diverse country - with different climatic conditions, varied skin and hair types and even differing quality of water. We are bringing to life our product philosophy of designing for India and Winning in Many Indias (WiMI).

We have a long-standing relationship with our customers that are based on trust and mutuality of interest. We continue to work with all our partners to serve the evolving needs of our shoppers. Our Endeavour is and has always been to ensure that our brands are easily available wherever shoppers choose to shop.

Partnering for growth:

As the customer landscape continues to evolve, we have been taking several steps to ensure that our partners and distributors remain future-fit.

This financial year was unpredictable and challenging with continued pressure from Covid-19 and unprecedented cost inflation. As global supply chains were disrupted, firstly, due to the pandemic and then later due to the geopolitical crisis, inflation in many commodities like crude oil derivatives, vegetable oils, packaging, etc. rose to historic highs resulting in significant input cost pressures. High inflation also resulted in a marked moderation in FMCG market growth with volumes declining in second half of the year.

Our performance in a challenging environment, we have shown resilience and agility to deliver strong all-round performance. We have gained market shares in all our divisions, across price segments and across regions. In Hair Care and personal care division performing well on a strong base comparator. Our dynamic financial management, a strong savings programme and calibrated pricing actions helped protect our business model against rising input costs.

## **Risks and Concerns**

Risk management is integral to your Company's strategy and to the achievement of Company's long-term goals. Our success as an organization depends on our ability to identify and leverage the opportunities generated by our business and the markets we operate in. In doing this we take an embedded approach to risk management which puts risk and opportunity assessment at the core of the Board's agenda, which is where we believe it should be. Company's appetite for risk is driven by the following: • Our growth should be consistent, competitive, profitable, and responsible; • Our actions on issues such as plastic and climate change must reflect their urgency, and not be constrained by the uncertainty of potential impacts; • Our behaviours must be in line with our Code of Business Principles (Code) and Code Policies; • Our ambition to continuously improve our operational efficiency and effectiveness. Our approach to risk management is designed to provide reasonable, but not absolute, assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated and all information that may be required to be disclosed is reported to Senior Management and Board & Board Committees including, where appropriate, the Chief Executive Officer and Managing Director, Audit Committee. For each of our principal risks we have a risk management framework detailing the internal controls we have in place and who is responsible for managing both the overall risk and the individual controls mitigating that risk. Our assessment of risk considers short and long term as well as internal and external risks including financial, operational, sectoral, sustainability (particularly Environment, Social and Governance related risks), information, legal & compliance and any other risks as may be determined by the Company Leadership teams.

The both textile and FMCG industries are facing the issues of lack of skilled labour, inflexible labour laws, lack of modernization and infrastructure bottlenecks. Due to fragmented nature of the industry, there are higher logistic costs, higher lead time and lack of

economies of scale. Also, global volatility can put any business to the risk of unforeseen inflationary pressures and affect demand for its products. Disturbances in geopolitics can affect the operation of supply chains and cost of other factors of production. Your company has a systematic process of material procurement and has a robust framework for continuous monitoring, identification and redressal to meet unforeseen challenges.

#### **Human Capital**

The Company's Industrial relations at all the levels remained cordial throughout the year. The Company provides to its employees' favourable work environment conducive to good performance with customer focus while adhering to quality and integrity.

#### **Internal Control Systems and their adequacy**

The Company's internal control systems and procedures commensurate with the size and nature of its operations. The Company has adequate system of Internal Controls to ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use and the transactions are authorized, recorded and reported correctly. Financial and other data are reliable for preparing financial information and other data and for maintaining accountability of assets. The management periodically reviews the internal control systems and procedures for efficient conduct of the Company's business. Internal Audit is conducted by independent Chartered Accountants, on quarterly basis. To maintain its objectivity and independence, the Internal Auditors report directly to the Audit Committee of the Board. The Audit Committee reviews the Internal Audit Reports and effectiveness of the Internal Control Systems. If required, the corrective actions are taken and the controls strengthened. The Company maintains a system of well-established policies and procedures for internal control of operations and activities. The Company continuously strives to integrate the entire organization - from strategic support functions like finance, human resource and regulatory affairs to core operations like research, manufacturing and supply chain management. The internal audit function is further strengthened in consultation with statutory auditors for monitoring statutory and operational issues. The Company adheres to standard operating practices in its manufacturing and operating activities. The Company has appointed independent agencies as internal auditors. The prime objective of this audit is to test the adequacy and effectiveness of all internal control systems and suggest improvements. Significant issues are brought to the attention of the audit committee for periodical review.

#### **Cautionary Statement**

Statements in this Management Discussions and Analysis Report describing the Company objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable security laws or regulations. These statements are based on reasonable assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Factors that could make a difference to the Company's operations include market price both domestic and overseas availability and cost of raw materials, change in Government regulations and tax structure, economic conditions affecting demand / supplies and other factors over which the Company does not have any control. The Company takes no responsibility for any consequence of decisions made based on such statements and holds no obligation to update these in future.

Important factors such as economic developments within the country, demand and supply conditions of the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations, influence the Company's operations. This may lead to the Company's projections and approximate estimates to dispose them as "forward looking statements".

Though, these qualitative aspects are usually set in the framework meaning of applicable securities laws and regulations. The actual results may sometimes materially differ from those expressed or implied.

**For M.K. Exim (India) Limited**

**Murli Wadhupal Dialani**  
**Chairman**  
**DIN: 08267828**



## INDEPENDENT AUDITORS' REPORT

### To the members of M.K. EXIM (INDIA) LIMITED

#### Report on the Consolidated Financial Statements

##### Opinion

We have audited the accompanying Consolidated financial statements of **M.K. EXIM (INDIA) LIMITED** ("the Company") and its associate company which comprise the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated statement of changes in equity and Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information ("hereinafter referred to as the Consolidated financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2024; and its consolidated profit, consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

##### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### Responsibilities of Management for Consolidated Financial Statements

The Company's Board of Directors is responsible for preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Company's Board of Directors is also responsible for ensuring accuracy of record including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies including its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associate and for preventing and detecting frauds and other irregularities ; the selection and application of appropriate accounting policies ; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls ,that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by Directors of the company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are also responsible for overseeing the company's financial reporting process of the Group.

##### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or



in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the companies to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the companies to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and

in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the associate company included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

We have relied upon the audit report of other auditors for the financial statements of its associate Kolba Farm Fab Private Limited reflecting total assets at Rs. 1009.29 lacs, total revenue of Rs.468.01lacs, net profit of Rs. 22.10 lacs for the year ended on that date, as considered in consolidated financial statements and our report in terms of sub sections 3 & 11 of section 143 of the Act in so far as it relates to the aforesaid associate.

These financial statements have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and financial statements certified by the management.

#### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial statements of the associate referred to in the Other Matters section above we report, to the extent applicable that:

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law have been kept by the company and its associate including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books of the

- Company and the report of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this report are in agreement with relevant books of account maintained by company and its associate relating to the preparation of Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of written representations received from the Directors, as on 31st March, 2023 and taken on record by the Board of Directors of the Company and the report of statutory auditors of associate company, we report that none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and its associate and the operating effectiveness of such controls, refer to our separate report in Annexure A which is based on the auditors' reports of the associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the associate company.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigation on its consolidated financial position of the Company and associate.
  - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
  - iv. (a) The Management of the Company, whose financial statements have been audited under the act, have represented to us, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management of the Company, whose financial statements have been audited under the act, that, have represented to us, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c). Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our or other auditor's notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.
- The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included testing checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. With respect to preservation of audit trail, as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024

**For Ummed Jain & Co.**  
**Chartered Accountants**  
**(FRN: 119250W)**

**Place: Jaipur**  
**Dated: 29th May 2024**

**[CA. Akhil Jain]**  
**Partner**

**M. No.137970**  
**UDIN: 24137970BKFCJU5290**

**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**

**Referred to in paragraph in the Independent Auditors' Report of even date to the members of M.K. Exim (India) Limited on the consolidated financial statements for the year ended 31st March, 2024.**

**Report on the Internal Financial Controls under Cause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls with reference to consolidated financial statements of M.K. Exim (India) Limited ("the Company") and its associate company as of 31st March, 2024 in the conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Company and its associate are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor' Responsibility**

Our responsibility is to express an opinion on the companies internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention of timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of internal Financial Controls with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion to the best of our information and according to explanations given to us, the Company and its associate have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the associate company, is based on the corresponding report on the auditors of associate company. Our opinion is not qualified in respect of this matter.

**For Ummed Jain & Co.  
Chartered Accountants  
(FRN: 119250W)**

**Place: Jaipur  
Dated: 29th May 2024**

**[CA. Akhil Jain]  
Partner**

**M. No.137970  
UDIN: 24137970BKJFCU5290**

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

(Rs. in Lakhs)

PARTICULARS	NOTES	AS AT 31ST MARCH, 2024	AS AT 31ST MARCH, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant And Equipment	1	982.80	693.13
(b) Intangible Assets	2	5.00	1.22
(c) Financial Assets			
(i) Investments	3	417.64	406.81
(d) Deferred Tax Assets (Net)	13	-	4.76
(e) Other Non-Current Assets	4	43.18	43.18
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,448.62</b>	<b>1,149.10</b>
<b>Current Assets</b>			
(a) Inventories	5	600.19	939.33
(b) Financial Assets			
(i) Trade Receivables	6	1,434.31	2,478.67
(ii) Cash And Cash Equivalents	7	197.20	902.37
(iii) Bank balances other than (ii) above	7.1	2,087.72	47.00
(iv) Loans and Advances	8	2,728.41	2,368.52
(c) Other Current Assets	9	168.03	111.87
<b>TOTAL CURRENT ASSETS</b>		<b>7,215.86</b>	<b>6,847.77</b>
<b>TOTAL ASSETS</b>		<b>8,664.48</b>	<b>7,996.87</b>
<b>EQUITY</b>			
(a) Equity Share Capital	10	4,036.73	2,691.15
(b) Other Equity	11	4,417.01	4,219.96
<b>TOTAL EQUITY</b>		<b>8,453.74</b>	<b>6,911.11</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	12.46	1.84
(b) Deferred Tax Liability (Net)	13	1.31	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>13.77</b>	<b>1.84</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	14	49.66	235.56
(ii) Trade Payables	15		
- Total Outstanding Dues of Micro Enterprises And Small Enterprises		-	21.73
" - Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises"		15.43	230.52
(iii) Other Financial Liabilities	16	12.59	9.23
(b) Provisions	17	26.57	21.28
(c) Current Tax Liabilities	17A	47.92	152.44
(d) Other Current Liabilities	18	44.79	413.16
<b>Total Current Liabilities</b>		<b>196.97</b>	<b>1,083.92</b>
<b>TOTAL LIABILITIES</b>		<b>210.74</b>	<b>1,085.76</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>8,664.48</b>	<b>7,996.87</b>

The accompanying significant accounting policies and notes form an integral part of the consolidated financial statements

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

(Akhil Jain)  
Partner  
M. No. 137970

(Murli Wadhupal Dialani)  
Chairman  
DIN : 08267828

(Manish M Dialani)  
Managing Director  
DIN : 05201121

(A.K. TRIPATHI)  
CFO

(B.L. SHARMA)  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN : 24137970BKFCJU5290

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

PARTICULARS	NOTES	PERIOD ENDED 31.03.2024	PERIOD ENDED 31.03.2023
<b>Income :</b>			
Revenue From Operations	19	9,237.75	10,365.58
Other Income	20	195.38	338.10
<b>TOTAL INCOME</b>		<b>9,433.13</b>	<b>10,703.68</b>
<b>EXPENSES</b>			
Cost of Material Consumed	21	-	-
Purchase of Stock In Trade	22	5,372.40	6,456.95
Changes In Inventories of Finished Goods	23	339.14	322.51
Employee Benefit Expenses	24	340.82	347.41
Finance Cost	25	24.57	20.51
Depreciation And Amortisation Expenses	1-2	57.96	31.31
Other Expenses	26	1,234.37	1,305.18
<b>TOTAL EXPENSES</b>		<b>7,369.26</b>	<b>8,483.87</b>
<b>PROFIT BEFORE TAX</b>		<b>2,063.87</b>	<b>2,219.81</b>
<b>Tax Expenses</b>			
Current Tax		526.00	583.23
Deferred Tax		6.07	0.50
<b>TOTAL TAX EXPENSE</b>		<b>532.07</b>	<b>583.73</b>
<b>PROFIT FOR THE YEAR</b>		<b>1,531.80</b>	<b>1,636.08</b>
<b>PROFIT BEFORE SHARE OF PROFIT IN ASSOCIATE CONCERN</b>		<b>1,531.80</b>	<b>1,636.08</b>
SHARE OF PROFIT IN ASSOCIATE CONCERN		10.83	27.56
<b>CONSOLIDATED PROFIT FOR THE YEAR</b>		<b>1,542.63</b>	<b>1,663.64</b>
<b>OTHER COMPREHENSIVE INCOME:-</b>			
(i) ITEMS THAT WILL NOT BE RECLASSIFIED TO STATEMENT OF PROFIT AND LOSS		-	-
(ii) INCOME TAX RELATING TO ABOVE ITEMS		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>1,542.63</b>	<b>1,663.64</b>
<b>Earnings Per Equity Share Of Face Value Of Rs. 10 Each</b>			
Earnings per share - Basic and diluted (in Rs)		3.82	6.18

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

(Akhil Jain)  
Partner  
M. No. 137970

(Murli Wadhmal Dialani)  
Chairman  
DIN : 08267828

(Manish M Dialani)  
Managing Director  
DIN : 05201121

(A.K. TRIPATHI)  
CFO

(B.L. SHARMA)  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN : 24137970BKFJCU5290



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>I Cash Flow From Operative Activites</b>		
Net Profit before tax	2,074.70	2,247.37
<b>Adjustments for:</b>		
Share of Profit in Associate Concern	(10.83)	(27.56)
Depreciation	57.97	31.31
Interest Expenses	16.24	11.18
Gratuity	2.64	1.66
Unrealised Exchange Loss	1.73	-
<b>Operating Profit before working capital changes</b>	<b>2,142.45</b>	<b>2,263.96</b>
<b>Movement For Working Capital</b>		
Decrease in Inventories	339.14	355.51
Decrease/(Increase) in Trade Receivables	1,042.63	(1,105.68)
Increase in Loans and Advances	(359.89)	(954.78)
(Increase)/Decrease in Other Current Assets	(56.16)	48.26
(Decrease)/Increase in Current liabilities	(703.69)	530.90
<b>Cash Generated From Operating activites</b>	<b>2,404.48</b>	<b>1,138.16</b>
Income Taxes Paid	(526.00)	(583.23)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>1,878.48</b>	<b>554.93</b>
<b>II CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of property, plant and equipment	(351.42)	(178.27)
(Increase) In Investment/Other Non Current Assets	-	(33.73)
<b>Net Cash Used In Investing Activities (B)</b>	<b>(351.42)</b>	<b>(212.00)</b>
<b>III Cash Flow From Financing Activities</b>		
Repayment of Secured Loans	(175.27)	(153.49)
Interest on Bank Loan	(16.24)	(11.18)
<b>Net Cash From Financing Activities ( C)</b>	<b>(191.51)</b>	<b>(164.67)</b>
<b>Net Increase ( Decrease ) In cash &amp; cash equivalents ( A+B+C )</b>	<b>1,335.54</b>	<b>178.26</b>
Cash and Cash Equivalents at the beginning of the year	949.37	771.11
<b>Cash and cash equivalents at the end of the year</b>	<b>2,284.92</b>	<b>949.37</b>

The accompanying significant accounting policies and notes form an integral part of the consolidated financial statements

The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Companies (Indian Accounting Standard) Rules 2015 (as amended).

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

(Akhil Jain)  
Partner  
M. No. 137970

(Murli Wadhupal Dialani)  
Chairman  
DIN : 08267828

(Manish M Dialani)  
Managing Director  
DIN : 05201121

(A.K. TRIPATHI)  
CFO

(B.L. SHARMA)  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN : 24137970BKFJCU5290

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

Particulars	Equity		Other Equity			Total Other Equity	Total Equity
	Number of Shares	Equity Share Capital	Securities Premium	Retained Earnings	General Reserves		
<b>Balance as at April 1, 2022</b>	2,69,11,500	2,691.15	713.82	69.19	1,505.90	2,288.91	4,980.06
Profit for the year				1,636.08		1,636.08	1,636.08
Other Comprehensive Income for the period, net of income tax						-	-
<b>Balance as at April 1, 2023</b>	<b>2,69,11,500</b>	<b>2,691.15</b>	<b>713.82</b>	<b>1,705.27</b>	<b>1,505.90</b>	<b>3,924.99</b>	<b>6,616.14</b>
Profit for the year				1,531.80		1,531.80	1,531.80
Other Comprehensive Income for the period, net of income tax						-	-
Total Comprehensive Income for the year						-	-
Dividends						-	-
Transfer from Retained Earnings				(1,600.00)	1,600.00	-	-
Issue of Bonus Equity Shares	1,34,55,750	1,345.58			(1,345.58)	(1,345.58)	-
<b>Balance as at March 31, 2024</b>	<b>4,03,67,250</b>	<b>4,036.73</b>	<b>713.82</b>	<b>1,637.07</b>	<b>1,760.33</b>	<b>4,111.21</b>	<b>8,147.94</b>

The accompanying material accounting policies and notes form an integral part of the Consolidated financial statements

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

**(Akhil Jain)**  
Partner  
M. No. 137970

**(Murli Wadhupal Dialani)**  
Chairman  
DIN : 08267828

**(Manish M Dialani)**  
Managing Director  
DIN : 05201121

**(A.K. TRIPATHI)**  
CFO

**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN : 24137970BKFJCU5290

## NOTES FORMING PART OF FINANCIAL STATEMENTS

## 1 Property, Plant And Equipment

PROPERTY, PLANT AND EQUIPMENTS										
(Rs. in Lakhs)										
SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2023	Transfer/ Adjusments	ADDITION/ (DELETION)	AS ON 31.03.2024	UP TO 31.03.2023	Deduction/ Adjusments	FOR THE YEAR	UPTO 31.03.2024	AS ON 31.03.24
	<b>Tangible Assets</b>									
1	LAND	388.94	-	-	388.94	-	-	-	-	388.94
2	BUILDING	210.58	-	58.82	269.40	73.78	-	6.05	79.83	189.57
3	FURNITURE & FIXTURES	54.74	-	173.70	228.44	10.14	-	16.30	26.44	202.00
4	VEHICLES	233.97	-	52.98	286.94	129.99	-	29.59	159.59	127.36
5	COMPUTER	2.90	-	7.37	10.27	2.22	-	0.98	3.20	7.07
6	ELECTRIC EQUIP- MENTS	24.32	-	54.50	78.82	6.20	-	4.77	10.97	67.85
	<b>TOTAL</b>	<b>915.45</b>	<b>-</b>	<b>347.36</b>	<b>1,262.81</b>	<b>222.34</b>	<b>-</b>	<b>57.70</b>	<b>280.02</b>	<b>982.80</b>

SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2022	Transfer/ Adjusments	ADDITION/ (DELETION)	AS ON 31.03.2023	UP TO 31.03.2022	Deduction/ Adjusments	FOR THE YEAR	UPTO 31.03.2023	AS ON 31.03.23
	<b>Tangible Assets</b>									
1	LAND	388.94	-	-	388.94	-	-	-	-	388.94
2	BUILDING	88.06	-	122.52	210.58	72.38	-	1.39	73.78	136.81
3	FURNITURE & FIXTURES	18.23	(5.63)	42.14	54.74	10.61	(0.70)	0.24	10.15	44.59
4	VEHICLES	233.64	0.33	-	233.97	102.23	-	27.76	129.99	103.98
5	COMPUTER	2.10	-	0.80	2.90	1.41	-	0.81	2.22	0.68
6	OFFICE EQUIP- MENT	4.73	(0.39)	-	4.35	4.41	(0.06)	-	4.35	-
7	ELECTRIC EQUIP- MENTS	1.16	6.01	12.81	19.98	0.19	0.76	0.90	1.85	18.13
	<b>TOTAL</b>	<b>736.86</b>	<b>0.32</b>	<b>178.27</b>	<b>915.45</b>	<b>191.23</b>	<b>0.00</b>	<b>31.10</b>	<b>222.34</b>	<b>693.13</b>

## 2 INTANGIBLE ASSETS

SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2023	Transfer/ Adjusments	ADDITION/ (DELETION)	AS ON 31.03.2024	UP TO 31.03.2023	Deduction/ Adjusments	FOR THE YEAR	UPTO 31.03.2024	AS ON 31.03.24
1	COMPUTER SOFT- WARE	1.78	-	4.06	5.84	0.56	-	0.27	0.83	5.00
	<b>TOTAL</b>	<b>1.78</b>	<b>-</b>	<b>4.06</b>	<b>5.84</b>	<b>0.56</b>	<b>-</b>	<b>0.27</b>	<b>0.83</b>	<b>5.00</b>

SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2022	Transfer/ Adjusments	ADDITION/ (DELETION)	AS ON 31.03.2023	UP TO 31.03.2022	Deduction/ Adjusments	FOR THE YEAR	UPTO 31.03.2023	AS ON 31.03.23
1	COMPUTER SOFT- WARE	2.11	(0.33)	-	1.78	0.35	-	0.21	0.56	1.22
	<b>TOTAL</b>	<b>2.11</b>	<b>(0.33)</b>	<b>-</b>	<b>1.78</b>	<b>0.35</b>	<b>-</b>	<b>0.21</b>	<b>0.56</b>	<b>1.22</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>3: NON CURRENT INVESTMENTS</b>		
<b>Investments (Unquoted) (Measured At Cost)</b>		
Kolba Farm Fab Pvt. Ltd (Associate Company)	122.67	111.84
(No. Of Equity Shares Held Of Rs. 10/- Each In Current Year 36,65,912 (Previous Year 36,65,912)		
<b>Carrying Value of Investment in Associate</b>	<b>406.81</b>	<b>379.25</b>
Add: Share in Profit in Associate Company	10.83	27.56
<b>Carrying Value of Investment in Associate</b>	<b>417.64</b>	<b>406.81</b>
<b>TOTAL</b>	<b>417.64</b>	<b>406.81</b>

**4: OTHER NON CURRENT ASSETS**

Security Deposit - Unsecured, Considered Good	43.18	43.18
<b>TOTAL</b>	<b>43.18</b>	<b>43.18</b>

**5:INVENTORIES**

Finished Goods	600.19	939.33
<b>TOTAL</b>	<b>600.19</b>	<b>939.33</b>

**6:TRADE RECEIVABLES**

Unsecured, Considered Good	1,434.31	2,478.67
<b>TOTAL</b>	<b>1,434.31</b>	<b>2,478.67</b>

**Note:** The Company does not have any disputed trade receivables.

**Trade receivables ageing schedules as at March 31, 2024 and March 31, 2023 outstanding from the due date of payment:**

Not Due	-	-
Less than 6 months	1,360.57	2,368.80
6 months - 1 years	42.35	63.64
1-2 years	31.39	28.24
2-3 years	-	15.89
More than 3 years	-	2.10
<b>TOTAL</b>	<b>1,434.31</b>	<b>2,478.67</b>

**7:CASH & CASH EQUIVALENTS**

Cash in Hand	12.47	4.43
Balance with Banks	184.73	897.94
<b>TOTAL</b>	<b>197.20</b>	<b>902.37</b>

**7.1 : Bank balances other than cash and cash equivalents**

Deposits for more than 3 months but less than 12 months	2,087.72	47.00
<b>TOTAL</b>	<b>2,087.72</b>	<b>47.00</b>

**8:Loans (Current)  
(Unsecured & Considered Good)**

Trade Advances to Suppliers - Related party	2,716.00	2,273.00
Trade Advances to Suppliers - Others	5.36	90.02
Advances to Employees	7.05	5.50
<b>TOTAL</b>	<b>2,728.41</b>	<b>2,368.52</b>

**9:OTHER CURRENT ASSETS**

Accrued Interest on FDR	0.61	1.76
Balance with Government authorities	141.83	89.32
Gratuity with LIC of India	24.41	19.26
Prepayments	1.18	1.53
<b>TOTAL</b>	<b>168.03</b>	<b>111.87</b>

**10 : SHARE CAPITAL**

<b>Authorised Capital</b> 6,00,00,000 (PY 3,00,00,000) Equity Shares of Rs 10/- each	6,000.00	3,000.00
<b>Issued ,Subscribed &amp; Paid up Capital</b> 4,03,67,250 (PY 2,69,11,500) Equity Shares of Rs 10/- each fully paid up	4,036.73	2,691.15
<b>TOTAL</b>	<b>4,036.73</b>	<b>2,691.15</b>

**10.1 MOVEMENT IN EQUITY SHARE CAPITAL**

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Opening Balance	2,69,11,500	2,691.15	89,70,500	897.05
Issued - Bonus Equity Shares	1,34,55,750	1,345.58	1,79,41,000	1,794.10
Issued - Equity Shares on Preferential basis	-	-	-	-
<b>Closing Balance</b>	<b>4,03,67,250</b>	<b>4,036.73</b>	<b>2,69,11,500</b>	<b>2,691.15</b>

**Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. All equity shareholders are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in the proportion to their shareholdings.

**10.2 Details of shareholders holding more than 5% shares**

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	%	No. of Shares	%
Manish Dialani	1,09,24,830	27.06	72,83,220	27.06
Murli Dialani	37,73,893	9.35	25,15,929	9.35
Murlibhai Fatandas Sawlani	20,25,000	5.02	13,50,000	5.02
Vasudev Fatandas Sawlani	31,95,000	7.91	21,30,000	7.91



**10.3 Details of shareholdings by the Promoter/Promoter Group**

Promoter/Promoter Group name	As at 31st March, 2024		As at 31st March, 2023		% Change During the Year
	No. of Shares	%	No. of Shares	%	
Promoter :-					
Manish Dialani	1,09,24,830	27.06	72,83,220	27.06	-
Promoter Group :-					
Murli Dialani	37,73,893	9.35	25,15,929	9.35	-
Lajwanti M Dialani	15,62,129	3.87	9,71,978	3.61	0.26
Reshma Dialani	7,64,901	1.89	5,09,934	1.89	-
Pushpa Khanchandani	45	0.00	30	-	0.00
<b>Total</b>	<b>1,70,25,798</b>	<b>42.18</b>	<b>1,12,81,091</b>	<b>41.92</b>	<b>0.26</b>

**11: Other Equity**

<b>a) Retained Earnings</b>		
Opening balance	1,982.38	318.74
Add: Net Profit for the year	1,542.63	1,663.64
<b>Profit Before Appropriations</b>	<b>3,525.01</b>	<b>1,982.38</b>
<b>Appropriations:-</b>		
Less: Transferred to General Reserve	1,600.00	-
<b>Retained Earnings after Appropriations</b>	<b>1,925.01</b>	<b>1,982.38</b>
<b>b) General Reserve:-</b>		
Opening Balance	1,505.90	1,505.90
Add: Tranferred from Reserves	1,600.00	-
Less: Issue of Bonus Shares	(1,345.58)	-
<b>Closing Balance</b>	<b>1,760.33</b>	<b>1,505.90</b>
<b>c) Securities Premium Reserve</b>	713.82	713.82
<b>d) Capital Reserve (on investment in Associate Concern)</b>	17.85	17.85
<b>Total</b>	<b>4,417.01</b>	<b>4,219.96</b>

**12 : BORROWINGS (NON CURRENT)**

Secured Car loan from Bank (secured by hypothecation of car)	12.46	1.84
<b>Total</b>	<b>12.46</b>	<b>1.84</b>

\* Tenure of the car loan is 36 months and carries interest in the range of 8.5-9.5%

**13: Deferred Tax Asset/ (liabilities) (Net)**

Timing Difference - Depreciation	(1.31)	4.25
Timing Difference - Others	-	0.51
<b>Total</b>	<b>(1.31)</b>	<b>4.76</b>

**14: BORROWINGS - CURRENT**

Exports Packing Credit and Foreign Bill Discounting	49.66	235.56
"(From State Bank of India - primary security by hypothecation of stock & receivables and collateral security of immovable property at G-1/150, Garment Zone, Sitapura, Tonk Road, Jaipur being the registered office of the Company. Interest rate: EBLR plus 0.55%"		
<b>Total</b>	<b>49.66</b>	<b>235.56</b>

**15: TRADE PAYABLES**

(a) Total outstanding dues of micro enterprises and small enterprises	-	21.73
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15.43	230.52
<b>Total</b>	<b>15.43</b>	<b>252.25</b>

**TRADE PAYABLES AGEING SCHEDULE****Outstanding for following period from due date of payment****Particulars****MSME - Undisputed**

Less than 6 months	-	<b>20.82</b>
6 months - 1 years	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>TOTAL</b>	<b>-</b>	<b>20.82</b>

**MSME - Disputed**

Less than 6 months	-	<b>1.03</b>
6 months - 1 years	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>TOTAL</b>	<b>-</b>	<b>1.03</b>

**Other than MSME - Undisputed**

Less than 6 months	-	-
6 months - 1 years	<b>14.14</b>	<b>230.40</b>
1-2 years	-	-
2-3 years	<b>1.29</b>	-
More than 3 years	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>	<b>15.43</b>	<b>230.40</b>

**Note: Company does not have any disputed trade payables to others**

**16: Other Financial Liabilities (Current)**

Current Maturities of Long Term Debt	8.53	5.24
Unpaid Dividend	1.96	1.88
Building rent Security	2.10	2.10
<b>Total</b>	<b>12.59</b>	<b>9.23</b>

**17: PROVISIONS - CURRENT**

Provision for Gratuity	23.92	21.28
Other provisions	2.65	-
<b>TOTAL</b>	<b>26.57</b>	<b>21.28</b>

**17A. CURRENT TAX LIABILITIES**

Statutory dues payable	47.92	152.43
<b>TOTAL</b>	<b>47.92</b>	<b>152.43</b>

**18: OTHER CURRENT LIABILITIES**

Advance from Customers	42.68	413.16
Other liabilities	2.11	-
<b>TOTAL</b>	<b>44.79</b>	<b>413.16</b>

**19: REVENUE FROM OPERATIONS**

<b>Sale of products</b>		
Domestic Sales - Cosmetics & Hair Care Products	7,322.13	7,461.07
Export Sales - Fabrics	1,915.62	2,904.51
<b>TOTAL</b>	<b>9,237.75</b>	<b>10,365.58</b>

**20: OTHER INCOME**

Duty Drawback	43.79	60.87
Duty Credit Script Entitlement	51.79	204.35
Exchange Gain (net)	24.27	47.90
Interest on fixed deposits	55.09	1.96
Other Income	4.69	0.33
Rental Income	2.40	2.40
RoDTEP	13.35	20.29
<b>TOTAL</b>	<b>195.38</b>	<b>338.10</b>

**21: COST OF MATERIALS CONSUMED**

Add: Purchases / (Purchase Return)	-	33.01
Less: Closing Stock	-	(33.01)
Less: Closing Stock	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**22: Purchase of Stock In Trade**

Purchase of Fabric	1,456.98	2,521.76
Purchase of Goods (Cosmetics)	3,915.42	3,935.19
<b>TOTAL</b>	<b>5,372.40</b>	<b>6,456.95</b>

**23: Changes In Inventories Of Finished Goods**

Closing Stock of Finished Goods	600.19	939.33
Less: Opening Stock of Finished Goods	939.33	1,261.84
<b>Decrease in Finished Goods</b>	<b>339.14</b>	<b>322.51</b>
<b>TOTAL</b>	<b>339.14</b>	<b>322.51</b>

**24: EMPLOYEE BENEFITS EXPENSES**

Salary Expenses	216.40	229.39
Director Remuneration	83.50	66.00
Staff Welfare Expenses	30.63	19.89
Bonus Expenses	-	22.92

Provident Fund & ESI Contribution	7.66	7.54
Gratuity	2.64	1.66
<b>TOTAL</b>	<b>340.82</b>	<b>347.41</b>

**25: FINANCE COST**

Interest Expenses	16.24	11.18
Bank Charges	8.32	9.33
<b>TOTAL</b>	<b>24.57</b>	<b>20.51</b>

**26. Other Expenses;-**

Advertisement Expenses	69.01	96.93
Auditors' Remuneration	2.50	2.65
Legal & Professional & Technical Charges	236.22	239.37
Rental expenses	132.12	112.33
Travelling and Conveyance Charges	146.21	169.70
Incentive Expenses	220.22	100.57
Commission Exp.	51.05	153.36
Filing fees	28.66	0.25
Event Exp	59.00	43.84
Packing Exp.	5.99	5.60
Postage Expenses	27.29	30.68
Printing & Stationery	23.34	36.83
Registration & Annual Charges	11.20	7.58
Interest on statutory dues	1.95	0.08
CSR Expenses	34.20	22.00
Blogger Payment	-	32.16
Insurance Charges	28.13	27.27
Freight & Delivery & Loading Unloading Charges	45.15	114.33
Repairs and maintenance- others	31.80	31.74
Repairs and maintenance- building	1.11	1.51
Sales Promotion Expenses	16.90	44.26
Other admin expenses	62.32	32.13
<b>TOTAL</b>	<b>1,234.37</b>	<b>1,305.18</b>

**27: PAYMENTS TO AUDITORS**

<b>(a) To Company Auditors:</b>		
Statutory Audit Fees	1.25	1.25
<b>As Advisers,in respect of</b>		
-Other Services	0.25	0.25
<b>TOTAL</b>	<b>1.50</b>	<b>1.50</b>
<b>(b) To Income Tax Auditors:</b>		
Tax Audit Fees	1.00	1.00
<b>As Advisers,in respect of</b>		
-Other Services	-	0.20
<b>TOTAL</b>	<b>1.00</b>	<b>1.20</b>

**28: EARNINGS PER SHARE (EPS)**

Profit for the year attributable to the equity holders of the Company	1,542.63	1,636.08
Weighted average of number of equity share outstanding during the year	4,03,67,250	2,69,11,500
Basic & Diluted Earnings per share( in Rs.)	3.82	6.08
Face value per equity share( in Rs.)	10.00	10.00

**29: RELATED PARTY DISCLOSURES****(1)List of related parties and relationships :**

S.NO.	NAME OF RELATED PARTY	RELATIONSHIP
1.	Mr. Manish Murlidhar Dialani	Key Management Personnel (KMP)
2.	Mr. Murli Wadhmal Dialani	Key Management Personnel (KMP)
3.	Mrs. Lajwanti Murlidhar Dialani	Key Management Personnel (KMP)
4.	Mr. Babulal Sharma (CS) Appointed on 24.04.2023	Key Management Personnel (KMP)
5.	Mr. Azad Kumar Tripathi ( CFO )	Key Management Personnel (KMP)
6.	Kolba Farm Fab Pvt. Ltd.	Associate Company
7.	Manish Overseas	Entities in which Key Management personnel exercise significant influence
8.	Laaj International	Entities in which Key Management personnel exercise significant influence
9.	Reshma Dialani	Relative of KMP

Details of transactions with related parties and the status of outstanding balances at the year end.

<b>1.Key Management Personnel</b>	<b>Current year 31.03.2024</b>	<b>Previous year 31.03.2023</b>
Remuneration and salary	94.90	72.29
Rent Expenditure	106.56	52.22
Outstanding Payable at the year end	<b>0.85</b>	<b>5.18</b>

<b>2. Entities in which Key Management personnel exercise significant influence</b>		
Sale of Finished Goods	228.23	314.26
Debit Balance Outstanding at the end of the year	15.91	8.11
Purchase of Finished Goods	6,054.81	6,364.07
Credit Balance Outstanding at the end of the year	42.68	207.69
Advance against Purchase of Goods	2,716.00	2,273.00

<b>3. Remuneration Paid To Directors</b>		
Remuneration	83.50	66.00



**Note 30 Corporate Social Responsibility (CSR) Expenditure**

Amount required to be spent by the company during the year	34.16	21.97
Amount of expenditure incurred	34.20	22.00
Shortfall at the end of the year	NIL	NIL
Total of previous year shortfall	NIL	NIL
Reason of shortfall	NIL	NIL
Nature of CSR activities	To support health, learning, and happiness of children across India, Eye operations to perform Cataract Surgeries of old aged persons, Girls education Training and rehabilitation of physically and mentally challenged adults	
Details of related party transaction e.g. contribution a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NIL	NIL

**31 Contingent Liabilities And Commitments**

	As at March 31, 2024	As at March 31, 2023
Contingent Liabilities And Commitments	NIL	NIL

**Note 32: Financial Ratios****Ratios Analysis and its elements**

Particulars	As at March 31, 2024	As at March 31, 2023	% change from March 31, 2023 to March 31, 2024
Current Ratio	36.63	6.32	479.88
Debt-Equity Ratio	0.01	0.03	(78.61)
Debt Service Coverage Ratio	28.92	8.87	225.96
Return on Equity Ratio	19.94%	27.52%	(27.54)
Inventory turnover ratio	12.00	9.28	29.33
Trade Receivables turnover ratio	4.72	5.38	(12.28)
Trade payables turnover ratio	49.36	30.19	63.49
Net capital turnover ratio	1.32	1.80	(26.82)
Net profit ratio	0.17	0.16	5.06
Return on Capital employed	0.25	0.31	(21.76)
Return on investment	-	0.05	(100.00)

**Elements of Ratio**

Ratios	Numerator	Denominator	As at March 31, 2024		As at March 31, 2023	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Assets	Current Liability	7,215.87	196.97	6,847.77	1,083.92

Debt-Equity Ratio	Debt (Borrowing)	Total Equity	62.13	8,453.74	237.40	6,911.11
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	2,146.40	74.23	2,271.62	256.07
Return on Equity Ratio	Profit for the year	Average Total Equity	1,531.80	7,682.43	1,636.08	5,945.59
Inventory Turnover Ratio	Revenue from operation	Average Inventory	9,237.75	769.76	10,365.58	1,117.09
Trade Receivables turnover ratio	Revenue from operation	Average trade receivable	9,237.75	1,956.49	10,365.58	1,925.83
Trade payables turnover ratio	Net Credit Purchases	Average trade payable	6,606.77	133.84	7,762.13	257.08
Net capital turnover ratio	Net Sales	Working Capital	9,237.75	7,018.90	10,365.58	5,763.85
Net profit ratio	Profit for the year	Revenue from operation	1,531.80	9,237.75	1,636.08	10,365.58
Return on Capital employed	Profit Before Tax + Finance cost	Total Equity + Debt (Borrowings) + Deferred tax liability	2,088.44	8,517.18	2,240.31	7,148.51
Return on investment	Income Generated from Investments	Average Investment	2,088.44	-	2,240.31	47,321.23

#### Reasons for significant variance in above ratio

Particulars	% change from March 31, 2023 to March 31, 2024
Current Ratio	During the year, the Company repaid current liabilities and hence, current ratio improved.
Debt-Equity Ratio	During the year, the Company paid off borrowings leading to decrease in Debt equity ratio
Debt Service Coverage Ratio	During the year, the Company paid off borrowings leading to increase in Debt Service Coverage Ratio
Return on Equity Ratio	During the year, the average total equity increase without corresponding increase in net profit
Inventory Turnover Ratio	During the year, average inventory decreased leading to increase in inventory turnover ratio
Trade payables turnover ratio	During the year, average trade payable decreased without corresponding decrease in Total Purchase, leading to increase in Trade Payables turnover ratio
Net capital turnover ratio	During the year, working capital increased

**Note 33: Financial Instruments****Note (a) : Capital management**

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company. The Company's board of directors reviews the capital structure on an annual basis. Therefore all new capital requirements are duly discussed by the board of directors. The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes borrowings less cash and cash equivalents and other bank balances.

**Note (i) : Gearing ratio**

The gearing ratio at the end of the reporting period was as follows.

Particulars	As at March 31, 2024	As at March 31, 2023
Loans and borrowings	62.13	237.40
Less: Cash and cash equivalents (refer note 7)	(197.20)	(902.37)
Less: Bank balances other than cash and cash equivalent (refer note 7.1)	(2,087.72)	(47.00)
<b>Net debt</b>	<b>(2,222.79)</b>	<b>(711.97)</b>
<b>Total equity (equity &amp; other equity)</b>	<b>8,453.74</b>	<b>6,911.11</b>
<b>Net debt to equity ratio</b>	<b>(0.26)</b>	<b>(0.10)</b>

**Note (b) : Categories of financial instruments**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying amount	Fair values	Carrying amount	Fair values
<b>Financial assets</b>				
<b>Measured at amortised cost</b>	-	-	-	-
Trade receivables	1,434.31	1,434.31	2,478.67	2,478.67
Cash and cash equivalents	197.20	197.20	902.37	902.37
Bank Balances other than cash and cash equivalents	2,087.72	2,087.72	47.00	47.00
Loans and Advances	2,728.41	2,728.41	2,368.52	2,368.52
<b>Total financial assets</b>	<b>6,447.64</b>	<b>6,447.64</b>	<b>5,796.57</b>	<b>5,796.57</b>
<b>Financial liabilities</b>				
<b>Measured at amortised cost</b>	-	-	-	-
Borrowings	62.13	62.13	237.40	237.40
Trade payables	15.43	15.43	252.25	252.25
Other financial liabilities	12.59	12.59	9.23	9.23
<b>Financial liabilities measured at amortised cost</b>	<b>90.15</b>	<b>90.15</b>	<b>498.88</b>	<b>498.88</b>

The management assessed that the fair values of cash and cash equivalent and bank balances, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

**Fair Value hierarchy**

Fair value measurements recognised in the Balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable

-Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

-Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

-Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

**Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2024**

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial assets</b>	-	-	-	-
Trade receivables	1,434.31	-	-	1,434.31
Cash and cash equivalents	197.20	-	-	197.20
Bank Balances other than ash and cash equivalents	2,087.72	-	-	2,087.72
Loans and advances	2,728.41	-	-	2,728.41
<b>Total</b>	<b>6,447.64</b>	-	-	<b>6,447.64</b>

**Quantitative disclosures fair value measurement hierarchy for Liabilities as at March 31, 2024**

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial liabilities</b>	-	-	-	-
Borrowings	62.13	-	-	62.13
Trade payables	15.43	-	-	15.43
Other financial liabilities	12.59	-	-	12.59
<b>Total</b>	<b>90.15</b>	-	-	<b>90.15</b>

**Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023**

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial assets</b>	-	-	-	-
Trade receivables	2,478.67	-	-	2,478.67
Cash and cash equivalents	902.37	-	-	902.37
Bank Balances other than ash and cash equivalents	47.00	-	-	47.00
Loans and advances	2,368.52	-	-	2,368.52
<b>Total</b>	<b>5,796.57</b>	-	-	<b>5,796.57</b>

**Quantitative disclosures fair value measurement hierarchy for Liabilities as at March 31, 2023**

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial liabilities</b>				

Borrowings	237.40	-	-	237.40
Trade payables	252.25	-	-	252.25
Other financial liabilities	9.23	-	-	9.23
<b>Total</b>	<b>498.88</b>	-	-	<b>498.88</b>

**Note (c) : Financial risk management objectives**

The Company's Corporate finance department monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including interest rate risk and other price risk), credit risk and liquidity risk.

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identification and mapping controls against these risks, monitor the risk and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and Company's activities to provide reliable information to the management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company. The Company's finance function reports quarterly to the Company's Board of Directors that monitors risks and policies implemented to mitigate risk exposures. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below:

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest bearing financial liabilities includes borrowings with fixed interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debts and overdraft facilities having floating rate of interest. Its objective in managing its interest rate risk is to ensure that it always maintains sufficient headroom to cover interest payment from anticipated cashflows which are regularly reviewed by the Board. However, the risk is very low.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

**Interest rate exposure**

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	-	-
Variable rate borrowing	62.13	237.40
<b>Total</b>	<b>62.13</b>	<b>237.40</b>

**Sensitivity**

Profit or loss is sensitive to higher / lower interest expense as a result of changes in interest rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. With all other variables held constant, the Company's profit before tax will be impacted by a change in interest rate as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Increase/(decrease) in profit before tax</b>		
Increase in interest rate by 50 basis points (50 bps)	(0.31)	(1.19)
Decrease in interest rate by 50 basis points (50 bps)	0.31	1.19

**Credit risk management**

Credit risk is the risk that counterparty will not meet its obligations under a Financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities ( primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

**Trade receivables**

Customer credit risk is managed by the Company subject to the company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored.

**Cash and bank balances**

The credit risk on bank balances and other bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

**Liquidity risk management**



Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's objective is to, at all times maintain optimum level of liquidity to meet its cash and collateral requirements. The company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimised cost.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	As at March 31, 2024		As at March 31, 2023	
	< 1 year	> 1 years	< 1 year	> 1 years
<b>Financial liabilities</b>				
Borrowings	49.66	12.46	235.56	1.84
Trade payables	15.43	-	252.25	-
Other financial liabilities	12.59	-	9.23	-
<b>Total financial liabilities</b>	<b>77.69</b>	<b>12.46</b>	<b>497.04</b>	<b>1.84</b>

### 34: SEGMENT REPORTING

- (i) Segments have been identified in line with the Indian Accounting Standard-108- "Operating Segment" issued by the Institute of Chartered Accountants of India.
- (ii) The Business Segment has been considered as the primary segment for disclosure. The segments have been identified taking into account the nature of products, the different risks and returns and internal reporting system. The Geographical Segment based on location of its customers have been considered as secondary segment for disclosure.
- (iii) The segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.
- (iv) Information about primary business segments :-

	Finish Fabrics, Garments & Plastic Material		Cosmetics		Unallocable		Total	
	Current Year 31.03.2024	Previous Year 31.03.2023	Current Year 31.03.2024	Previous Year 31.03.2023	Current Year 31.03.2024	Previous Year 31.03.2023	Current Year 31.03.2024	Previous Year 31.03.2023
Revenue	2,052.68	3,242.61	7,380.45	7,461.07	-	-	9,433.13	10,703.68
Profit before tax Less:	134.26	481.89	1,953.23	1,758.43	(23.62)	(20.51)	2,063.87	2,219.81
Deferred tax liability Created/(Reverse)	-	-	-	-	6.07	0.50	6.07	0.50
Income Tax	34.22	126.61	497.80	455.99	(6.02)	0.63	526.00	583.23
Profit After Tax	100.04	355.28	1,455.43	1,302.44	(23.67)	(21.64)	1,531.80	1,636.08
Segment Assets	2,567.94	2,624.86	5,678.90	4,965.20	111.84	111.84	8,358.68	7,701.90
Segment Liabilities	86.47	491.66	124.27	506.76	-	87.34	210.74	1,085.76
Capital Expenditure	0.28	0.47	351.14	177.80	-	-	351.42	178.27
Non Cash Expenses other than Depreciation	2.64	1.66	-	-	-	-	2.64	1.66
Depreciation	22.69	22.90	35.28	8.41	-	-	57.97	31.31

**Note 35: The following Schedule III amendments is not applicable on the Company:**

- (i) The Company is not holding any benami property under the "Benami Transactions (Prohibition) Act, 1988;
- (ii) The Company do not have any transactions/balances with companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956;
- (iii) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries;
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year;
- (v) The Company does not hold any immovable property whose lease deed is not in the name of Company;
- (vi) The Company has not revalued any of its property, plant and equipment or intangible assets.
- (vii) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

**Note 36 : Disclosure pursuant to Ind AS 27 'Separate Financial Statement' for investment in equity instruments of subsidiaries, joint venture and associates:**

Name of Entity	Proportion of ownership/ Voting interest	
	31.03.2024	31.03.2023
<b>Associates</b>		
Kolba Farm Fab Pvt. Ltd	48.98	48.98

**Note 37:** The Figures for the corresponding previous year have been regrouped/reclassified wherever necessary, to make them comparable.

As per our report of even date annexed

**For and on behalf of the Board**

**For Ummed Jain & Co.**

Chartered Accountants  
FRN: 119250W

**(Akhil Jain)**  
Partner  
M. No. 137970

**( Murli Wadhupal Dialani)**  
Chairman  
DIN : 08267828

**(Manish M Dialani)**  
Managing Director  
DIN : 05201121

**(A.K. TRIPATHI)**  
CFO

**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN : 24137970BKFJCU5290

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**1. Corporate Information**

M.K. EXIM (INDIA ) Limited ("the Company") is a listed entity incorporated in India. The Company is a public limited company incorporated and domiciled in India and has its registered office at G1/150, Garment Zone, EPIP, Sitapura, Jaipur, Rajasthan, India. The Company has its listings on BSE Limited.

The details of the Company are as below:-

- CIN No:- L63040RJ1992PLC007111
- Registered Address:- G1/150, Garment Zone, EPIP, Sitapura, Jaipur, Rajasthan, India.
- Phone Number:- 0141-3937501/502/503/504/505
- Official Email id:- mkexim@gmail.com
- Website:- [www.mkexim.com](http://www.mkexim.com)

The financial statements for the year ended March 31, 2024 were approved for issue by Company's Board of Directors on 29.05.2024.

**2. Basis of preparation and presentation**

The Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 and accounting principles generally accepted in India.

Investment in associate is accounted using the equity method and is initially recognized at cost.

**Principles of Consolidation and Equity Accounting**

Associate is an entity over which the company has significant influence but not control. This is generally the case where the holding is between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint venture are recognised as a reduction in the carrying amount of the investment. When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the group, its associate and joint venture companies are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity accounted investments are tested for impairment.

**Historical cost convention**

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair

value of the consideration given in exchange for goods and services.

**Use of estimates**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are materialized in the period in which the results are known/ materialized. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**Critical estimates and judgments**

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**The areas involving critical estimates or judgment are:**i) Going Concern

The management at each close makes an assessment of the Company's ability to continue as a going concern. In making such evaluation, it considers, inter alia, the quantum and timing of its cash flows, in particular collection of all its recoverable amount and settlement of its obligations to pay creditors and lenders on due dates. The accounting policy choices in preparation and presentation of the financial statements is based on the Company's assessment that the Company will continue as a going concern in the foreseeable future.

ii) Useful lives of property, plant and equipment and intangible assets

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

iii) Impairment of non-financial assets

The management performs annual impairment tests on cash generating units and capital work-in-progress for which there are indicators that the carrying amount might be higher than the recoverable amount. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value used in calculation is based on a DCF model.

iv) Income Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

v) Recoverability of financial assets

Assessment of recoverability of trade receivables require significant judgment. Factors considered include the credit rating, assessment of intention and ability of the counter party to discharge the liability, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

vi) Fair value measurement of financial instruments

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 40 for further disclosures.

**Current versus non-current classification**

The company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current

**3. Summary of material accounting policies:****A. Property, plant and equipment**

Property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure including brokerage and start-up costs on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying

assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Major inspections and overhauls are identified and accounted for as an asset if that component is used over more than one reporting period.

**Capital Work in Progress:**

Capital work in progress comprise of those costs that relate directly to specific assets and those that are attributable to the construction or project activity in general and can be allocated to specific assets up to the date the assets are put to their intended use. At the point when an asset is operating at management's intended use, the capital work in progress is transferred to the appropriate category of property, plant and equipment and depreciation commences.

**Depreciation:**

Depreciation is provided on assets to get the initial cost down to the residual value. Land is not depreciated. Depreciation is provided on a straight-line basis over the estimated useful life of the asset or as prescribed in Schedule II to the Companies Act, 2013 or based on a technical evaluation of the asset. Cost incurred on assets under development are disclosed under capital work in progress and not depreciated till asset is ready to use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Estimated useful life of items of Property, Plant and Equipment are as follows:

Major Class of Asset	Estimated Useful Life
Building	60 years
Plant & Machinery	15 years
Furniture & Fixture	10 years
Electric Appliance	10 years
Vehicles	8 years
Computer	3 years

The residual values and useful lives for depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Recoverable amount is higher of the value in use or exchange.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognised in the Statement of Profit and Loss.

**B. Intangible assets**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and impairment loss, if any.

Intangible assets are amortised uniformly over the best

estimate of their useful lives.

The estimated useful lives for main categories of intangible assets are as below:

Major Class of Asset	Estimated Useful Life
Computer Software	10 years

### C. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### As a lessee

##### (A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

##### (B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

#### Subsequent measurement

##### (A) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

##### (B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset

#### Short term lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

#### The Company as lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

### D. Revenue

Sale and operating income includes sale of products, services, etc. Sale of goods are recognised net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer. Sale of services are recognised

when services are rendered and related costs are incurred.

The Company recognises revenue from contract with customers based on a five-step model as set out in Ind AS 115:

- Identify Contracts with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met;
- Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer;
- Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties;
- Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration the Company expects to be entitled in exchange for satisfying each performance obligation;
- Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon rendering of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. In case of charter hiring of fleet, revenue is recognized on a time proportion basis.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues. The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

#### Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR)

#### Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

#### Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

### E. Borrowing costs

General and specific borrowing costs that are directly



attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Capitalisation of borrowing costs is suspended and charged to the Standalone statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs

#### F. Impairment of non-financial assets

Non-financial assets other than inventories are reviewed at each standalone balance sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing is required for an asset or group of Assets, called Cash Generating Units (CGU), the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### G. Employee benefits

##### Short term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include performance incentives.

##### Other long term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within period of operating cycle after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected

to occur.

#### Post-employment obligations

The Company operates the following post-employment

- defined benefit plan i.e. gratuity
- defined contribution plans such as provident fund and employees state insurance(ESI)

#### H. Foreign currencies

##### Functional and presentation currency

The Company's financial statements are presented in Indian Rupee (INR), which is also the Company's functional and presentation currency

##### Transaction and balances

Transactions in foreign currencies are translated into functional currency using the exchange rate at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Statement of Profit and loss. They are deferred in Equity if they relate to qualifying cash flow hedges. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the Company's net investment in that foreign operations.

#### I. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines

whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## J. Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial asset primarily comprise of investments, loans and advances, trade receivables and cash and cash equivalents. Financial liabilities primarily comprise of borrowings, trade and other payables.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

## I. Financial assets

### a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

### b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, Fair Value through Other Comprehensive Income (FVTOCI) or Fair Value through Profit and Loss (FVTPL).

### c) Investments in subsidiaries and associates

Investment in subsidiaries and associates are accounted at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to Statement of Profit and Loss.

### d) Classification of financial assets

For purposes of subsequent measurement, financial assets are classified in two broad categories:

1. Financial assets at amortised cost
2. Financial assets at fair value

Where assets are measured at fair value, gains and losses are either recognized in the statement of profit and loss (i.e. fair value through profit and loss) (FVTPL), or recognized in other comprehensive income (i.e. fair value through other

comprehensive income) (FVTOCI)

## Financial asset at amortised cost

Financial Assets such as trade and other receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of profit and loss.

## Financial assets at fair value

### Debt instruments

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The asset's contractual cash flows represent SPPI

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI).

### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**e) Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in the Statement of Profit and Loss and is included in the 'Other income' line item.

**f) Derecognition of financial assets**

A financial Asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
  - The Company has transferred substantially all the risks and rewards of the asset, or
  - The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all Financial Assets (other than Financial Assets measured at FVTOCI) and equity investments (measured at FVTPL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of Financial Assets measured at FVTOCI and that are accumulated in OCI are reclassified to Statement of Profit And Loss on de-recognition. Gains or losses on equity investments measured at FVTOCI that are recognized and accumulated in OCI are not reclassified to Statements of Profit and Loss on de-recognition

**g) Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- Financial assets measured at FVTOCI.

In case of other assets (listed as above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

**i. Financial liabilities and equity instruments****a) Classification as debt or equity**

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual

arrangements and the definitions of a financial liability and an equity instrument.

**b) Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**c) Financial liabilities****Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at FVTPL:**

Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as at FVTPL. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

**Financial liabilities at amortized cost**

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Derecognition of financial liabilities:**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty



of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit or Loss.

#### d) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Standalone balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

#### e) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### K. Taxation

#### Current Tax

Current tax is the amount of tax payable as per special provisions relating to income of shipping companies under the Income Tax Act, 1961 on the basis of deemed tonnage income of the Company and tax payable on other taxable income for the year determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

#### Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Standalone Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and

liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Further, the Company is paying taxes on the basis of deemed tonnage income therefore there is no impact on deferred tax

### L. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past event, and it is probable that an outflow of resources embodying economic benefits, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However, the same are disclosed in the financial statements where an inflow of economic benefit is possible.

### M. Business combinations under common control

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method.

Under pooling of interest method, the assets and liabilities of the combining entities or businesses are reflected at their carrying amounts after making adjustments necessary to harmonise the accounting policies. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the reserves is preserved in the same form in which they appeared in the financial statements of the transferor and the difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

### N. Earnings per share

#### (i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The net profit or loss attributable to owners of respective class of equity shares of the Company
- By the weighted average number of equity shares (respective class wise) outstanding during the financial year.

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in

the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### **O. Cash and Cash equivalents**

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank Overdrafts are shown within borrowings in current liabilities in Standalone balance sheet.

#### **P. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and tax is adjusted

for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

#### **Q. Exceptional items**

When items of income or expense are of such nature, size or incidence that their disclosure is necessary to explain the performance of the Company for the year, the Company makes a disclosure of the nature and amount of such items separately under the head "Exceptional Items".

#### **4. Recent accounting pronouncements:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## Form AOC-1

(Pursuant to first proviso of sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

## Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	(Rs. In Lacs)
														% of Shareholding
		NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

## Part "B": Associates and Joint Ventures

Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

Sr. No.	Name of Associates /Joint Ventures	1. Latest audited Balance Sheet date	2. Shares of Associates/Joint Ventures held by the company on the year end		3. Description of how there is significant influence	4. Reason why the associat/joint venture is not consolidated	5. Networth attributable to Shareholding as per latest audited Balance Sheet	6. Profit/Loss for the year	
			No.	Extend of Holding %				i. Considered in Consolidation	ii. Not Considered in Consolidation
1	KOLBA FARM FAB PVT. LTD.	31.03.2024	1	48.98%	Holding Exceeds 20%	NA	440.59	10.83	11.28



## INDEPENDENT AUDITORS' REPORT

### INDEPENDENT AUDITORS' REPORT

To the members of M.K. EXIM (INDIA) LIMITED

#### Report on the Audit of the Standalone Financial Statements

##### Opinion

We have audited the accompanying standalone financial statements of M.K. EXIM (INDIA) LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, change in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

##### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

##### Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('The Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud and error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors is also responsible for overseeing the company's financial reporting process.

##### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are

appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

We have relied upon the audit report of other auditors for the financial statements of its office at Mumbai reflecting total assets at Rs.5678.90 Lacs, total revenue of Rs.7322.12 Lacs and net profit before tax of Rs.2084.24 Lacs for the year ended on that date, as considered in Standalone financial statements and our report in terms of sub section (3) of section 143 of the Act in so far as it relates to the aforesaid office.

These financial statements have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect

of the branch, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid branch is based solely on the reports of the other auditors.

The standalone financial statements of the company for the year ended March 31, 2023, were audited by another auditor who expressed an unmodified opinion on those statements on March 31, 2023.

Our opinion on the standalone financial statements and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and financial statements certified by the management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial statements of the branch at Mumbai referred to in the Other Matters section, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the statement of changes in equity and the statement of Cash Flows dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the Directors, as on 31st March, 2024 take on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations on its financial position in its standalone

- financial statements.
- ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
- iv. (a) The Management has represented that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. With respect to preservation of audit trail, as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024

**For Ummed Jain & Co.**  
**Chartered Accountants**  
**FRN. 119250W**

**Place: Jaipur**  
**Date: 29.05.2024**

**[CA Akhil Jain]**  
**Partner**  
**M. No. 137970**  
**UDIN: 24137970BKFJCP6371**

**Annexure A to the Independent Auditor's Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory requirements' section of our **Independent Auditors' Report** to the members of M.K. EXIM (INDIA) LIMITED on the **standalone financial statements for the year ended 31<sup>st</sup> March, 2024**)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

**1. Property, Plant and Equipment's**

- a. (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipments.  
(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- b. As explained to us, the Property, Plant and Equipments have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- c. The title deeds of immovable properties are held in the name of the Company.
- d. The Company has not revalued its Property, Plant and Equipments (including right to use assets) or intangible assets or both during the year.
- e. There are no proceedings initiated or pending against the Company for holding any benami property under the prohibition of benami property transactions act, 1988 and rules made thereunder.

**2. Inventory**

- a. The inventory excluding stocks with third parties has been physically verified during the year at reasonable intervals by the management. The procedure of physical verification of inventories followed by the management is adequate in relation to the size of the company and the nature of its business. The company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- b. The Company is not sanctioned working capital limits in excess of Rs. five crores, in aggregate, at any point of time during the year, from banks or financial institution on the basis of scrutiny of books and hence reporting under clause 3(ii)(b) of the Order is not applicable.

**3. Loans, Guarantee and Advances given:**

- a. The Company has not provided security or granted any advances in the nature of loans during the year. The Company has given advances against purchases to its related parties of Rs.443.00 Lacs during the year. Outstanding amount of advances against purchases to related parties increased from Rs.2273.00 lacs as on 31.03.2023 to Rs.2716.00 lacs as on 31.03.2024. The terms and conditions of the advances against purchases, during the year, in our opinion, prima facie, not prejudicial to the Company's interest.

**4. Loans, Guarantee and Advances to Director of Company:**

The Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

**5. Deposits**

The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

**6. Maintenance of Costing Records**

Maintenance of cost records has not been prescribed by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

**7. Deposit of Statutory Liabilities:**

According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues applicable to it to the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and other material statutory dues in arrears as at March 31, 2024 which have not been deposited on account of any dispute.

**8. Surrendered or disclosed as income in the tax assessments:**

The Company does not have any transactions to be recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

**9. Default in repayment of Borrowings:-**

- a. The Company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to banks or financial institutions or any other lender during the year.
- b. The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- c. No terms loans were obtained by the Company during the year. Accordingly, clause 3(ix)(c) is not applicable.
- d. On overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the Company.
- e. The Company has not raised any money from any person or entity for the account of or to pay the obligations of its associates, subsidiaries or joint ventures of the Company.
- f. The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies (as defined under the act).

**10. Funds Raised and Utilisation**

- a. The Company has not raised any moneys by way of Initial Public Offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- b. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.



**11. Fraud and Whistle-blower Complaints:-**

- a. According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit. Hence clause (xi)(a) of the order is not applicable.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

**12. Nidhi Company**

The Company is not a Nidhi Company. Accordingly, the provisions of clause (xiii) of the order are not applicable to the company.

**13. Related Party Transactions**

The transactions with related parties are in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

**14. Internal Audit**

- a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining, nature, timing and extent of our audit procedure.

**15. Non-Cash Transactions**

In our opinion the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

**16. Registration under RBI Act**

- a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- b. The Company has not conducted any Non-Banking Financial or Housing Finance activities Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- d. According to the information and explanations given to us during the course of audit, the group does not have any CICs accordingly clause 3(xvi) (d) of the order is not applicable.

**17. Cash Losses**

The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

**18. Resignation of Statutory Auditors**

There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

**19. Material Uncertainty on meeting liabilities**

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**20. Amount unspent under the Scheme of Corporate Social Responsibility**

There is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any project. Accordingly clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Ummed Jain & Co.  
Chartered Accountants  
FRN. 119250W

UDIN: 24137970BKFJCP6371  
Date: 29.05.2024  
Place: Jaipur

[CA Akhil Jain]  
Partner  
M. No. 137970

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory requirements' section of our **Independent Auditors' Report** to the members of M.K. EXIM (INDIA) LIMITED on the **standalone financial statements for the year ended 31<sup>st</sup> March, 2024**)

**Report on the Internal Financial Controls under Cause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of M.K. Exim (India) Limited ("the Company") as of 31<sup>st</sup> March, 2024 in the conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143 (10) of the Act to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :-

- i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- iii. Provide reasonable assurance regarding prevention of timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the branch at Mumbai, is based on the corresponding report on the auditors of Mumbai branch of the company. Our opinion is not qualified in respect of this matter.

For Ummed Jain & Co.  
Chartered Accountants  
FRN. 119250W

UDIN: 24137970BKFJCP6371  
Date: 29.05.2024  
Place: Jaipur

[CA Akhil Jain]  
Partner  
M. No. 137970



## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2024

(Rs. in Lakhs)

PARTICULARS	NOTES	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant And Equipment	1	982.80	693.13
(b) Intangible Assets	2	5.00	1.22
(c) Financial Assets			
(i) Investments	3	111.84	111.84
(d) Deferred Tax Assets (Net)	13	-	4.76
(e) Other Non-Current Assets	4	43.18	43.18
<b>Total Non-Current Assets</b>		<b>1,142.82</b>	<b>854.13</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	5	600.19	939.33
(b) Financial Assets			
(i) Trade Receivables	6	1,434.31	2,478.67
(ii) Cash & Cash Equivalents	7	197.20	902.37
(iii) Bank balances other than (ii) above	7.1	2,087.72	47.00
(iv) Loans and Advances	8	2,728.41	2,368.52
(c) Other Current Assets	9	168.03	111.88
<b>Total Current Assets</b>		<b>7,215.86</b>	<b>6,847.77</b>
<b>Total Assets</b>		<b>8,358.68</b>	<b>7,701.90</b>
<b>II EQUITY AND LIABILITEIS</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	10	4,036.73	2,691.15
(b) Other Equity	11	4,111.21	3,924.99
<b>Total Equity</b>		<b>8,147.94</b>	<b>6,616.14</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	12.46	1.84
(b) Deferred Tax Liability (Net)	13	1.31	-
<b>Total Non-Current Liabilities</b>		<b>13.77</b>	<b>1.84</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	49.66	235.56
(ii) Trade Payables	15	-	21.73
- Total Outstanding Dues of Micro Enterprises & Small Ent.		-	21.73
- Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises		15.43	230.52
(iii) Other Financial Liabilities	16	12.59	9.23
(b) Provisions	17	26.57	21.28
(c) Current Tax Liabilities	17A	47.92	152.43
(d) Other Current Liabilities	18	44.79	413.16
<b>Total Current Liabilities</b>		<b>196.97</b>	<b>1,083.92</b>
<b>Total Liabilities</b>		<b>210.74</b>	<b>1,085.76</b>
<b>Total Equity And Liabilities</b>		<b>8,358.68</b>	<b>7,701.90</b>

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

**Akhil Jain**  
Partner  
Membership No. 137970

**(Murli Wadhupal Dialani)**  
Chairman  
DIN : 08267828

**(Manish M Dialani)**  
Managing Director  
DIN : 05201121

**(A.K. TRIPATHI)**  
CFO

**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN: 24137970BKFJCP6371

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

PARTICULARS	NOTES	PERIOD ENDED 31.03.2024	PERIOD ENDED 31.03.2023
<b>Income :</b>			
Revenue From Operations	19	9,237.75	10,365.58
Other Income	20	195.38	338.10
<b>Total Income</b>		<b>9,433.13</b>	<b>10,703.68</b>
<b>Expenses</b>			
Cost of Material Consumed	21	-	-
Purchase of Stock In Trade	22	5,372.40	6,456.95
Changes In Inventories of Finished Goods	23	339.14	322.51
Employee Benefit Expenses	24	340.82	347.41
Finance Cost	25	24.57	20.51
Depreciation And Amortisation Expenses	1-2	57.96	31.31
Other Expenses	26	1,234.37	1,305.18
<b>Total Expenses</b>		<b>7,369.26</b>	<b>8,483.87</b>
<b>Profit Before Tax</b>		<b>2,063.87</b>	<b>2,219.81</b>
<b>Tax Expenses</b>			
Current Tax		526.00	583.23
Deferred Tax		6.07	0.50
Total Tax Expense		532.07	583.73
<b>Profit For The Year</b>		<b>1,531.80</b>	<b>1,636.08</b>
<b>Other Comprehensive Income:-</b>			
(i) Items That Will Not Be Reclassified To Statement of Profit & Loss		-	-
(ii) Income tax relating to above items		-	-
<b>Total Comprehensive Income For The Year</b>		<b>1,531.80</b>	<b>1,636.08</b>
<b>EARNINGS PER EQUITY SHARE OF FACE VALUE OF RS. 10 EACH</b>			
BASIC & DILUTED	28	3.79	6.08

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

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**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN: 24137970BKFJCP6371

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

PARTICULARS	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>I Cash Flow From Operative Activites</b>		
<b>Net Profit Before Tax</b>	2,063.87	2,219.81
<b>Adjustments For:</b>		
Depreciation	57.97	31.31
Interest Expenses	16.24	11.18
Gratuity	2.64	1.66
Unrealised Exchange Loss	1.73	-
<b>Operating Profit Before Working Capital Changes</b>	<b>2,142.45</b>	<b>2,263.96</b>
<b>Movement For Working Capital</b>		
Decrease in Inventories	339.14	355.51
Decrease/(Increase) in Trade Receivables	1,042.63	(1,105.68)
Increase in Loans and Advances	(359.89)	(954.78)
(Increase)/Decrease in Other Current Assets	(56.16)	48.26
(Decrease)/Increase in Current liabilities	(703.69)	530.90
<b>Cash Generated From Operating activites</b>	<b>2,404.48</b>	<b>1,138.16</b>
Income Taxes Paid	(526.00)	(583.23)
<b>Net Cash Flow from Operating Activities</b>	<b>1,878.48</b>	<b>554.93</b>
<b>II CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of property, plant and equipment	(351.42)	(178.27)
(Increase) In Investment/Other Non Current Assets	-	(33.73)
<b>Net Cash Used In Investing Activities (B)</b>	<b>(351.42)</b>	<b>(212.00)</b>
<b>III Cash Flow From Financing Activities</b>		
Repayment of Secured Loans	(175.27)	(153.49)
Interest on Bank Loan	(16.24)	(11.18)
<b>Net Cash From Financing Activities ( C)</b>	<b>(191.51)</b>	<b>(164.67)</b>
<b>Net Increase ( Decrease ) In Cash &amp; Cash Equivalents ( A+B+C )</b>	1,335.54	178.26
<b>Cash and Cash Equivalents at the beginning of the year</b>	949.37	771.11
<b>Cash and cash equivalents at the end of the year</b>	<b>2,284.92</b>	<b>949.37</b>

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Companies (Indian Accounting Standard) Rules 2015 (as amended).

As per our report of even date annexed

For and on behalf of the Board

For Umed Jain & Co.  
Chartered Accountants  
FRN: 119250W

**Akhil Jain**  
Partner  
Membership No. 137970

**(Murli Wadhupal Dialani)**  
Chairman  
DIN : 08267828

**(Manish M Dialani)**  
Managing Director  
DIN : 05201121

**(A.K. TRIPATHI)**  
CFO

**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN: 24137970BKFJCP6371

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in Lakhs)

Particulars	Equity					Total Other Equity	Total Equity
	Number of Shares	Equity Share Capital	Securities Premium	Retained Earnings	General Reserves		
<b>Balance as at April 1, 2022</b>	2,69,11,500	2,691.15	713.82	69.19	1,505.90	2,288.91	4,980.06
Profit for the year				1,636.08		1,636.08	1,636.08
Other Comprehensive Income for the period, net of income tax						-	-
<b>Balance as at April 1, 2023</b>	<b>2,69,11,500</b>	<b>2,691.15</b>	<b>713.82</b>	<b>1,705.27</b>	<b>1,505.90</b>	<b>3,924.99</b>	<b>6,616.14</b>
Profit for the year				1,531.80		1,531.80	1,531.80
Other Comprehensive Income for the period, net of income tax						-	-
Total Comprehensive Income for the year						-	-
<b>Dividends</b>						-	-
Transfer from Retained Earnings				(1,600.00)	1,600.00	-	-
Issue of Bonus Equity Shares	1,34,55,750	1,345.58			(1,345.58)	(1,345.58)	-
<b>Balance as at March 31, 2024</b>	<b>4,03,67,250</b>	<b>4,036.73</b>	<b>713.82</b>	<b>1,637.07</b>	<b>1,760.33</b>	<b>4,111.21</b>	<b>8,147.94</b>

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

**Akhil Jain**  
Partner  
Membership No. 137970

**(Murli Wadhupal Dialani)**  
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**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN: 24137970BKFJCP6371

1. PROPERTY, PLANT AND EQUIPMENTS (Rs. in Lakhs)										
SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2023	Transfer/ Adjustments	ADDITION/ (DELETION)	AS ON 31.03.2024	UP TO 31.03.2023	Deduction/ Adjustments	FOR THE YEAR	UPTO 31.03.2024	AS ON 31.03.24
	<b>Tangible Assets</b>									
1	Land	388.94	-	-	388.94	-	-	-	-	388.94
2	Building	210.58	-	58.82	269.40	73.78	-	6.05	79.83	189.57
3	Furniture & Fixtures	54.74	-	173.70	228.44	10.14	-	16.30	26.44	202.00
4	Vehicles	233.97	-	52.98	286.94	129.99	-	29.59	159.59	127.36
5	Computer	2.90	-	7.37	10.27	2.22	-	0.98	3.20	7.07
7	Electric Equipments	24.32	-	54.50	78.82	6.20	-	4.77	10.97	67.85
	<b>Total</b>	<b>915.45</b>	<b>-</b>	<b>347.36</b>	<b>1,262.81</b>	<b>222.34</b>	<b>-</b>	<b>57.70</b>	<b>280.02</b>	<b>982.80</b>
2. INTANGIBLE ASSETS										
SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2022	Transfer/ Adjustments	ADDITION/ (DELETION)	AS ON 31.03.2023	UP TO 31.03.2022	Deduction/ Adjustments	FOR THE YEAR	UPTO 31.03.2023	AS ON 31.03.23
1	Land	388.94	-	-	388.94	-	-	-	-	388.94
2	Building	88.06	-	122.52	210.58	72.38	-	1.39	73.78	136.81
3	Furniture & Fixtures	18.23	(5.63)	42.14	54.74	10.61	(0.70)	0.24	10.15	44.59
4	Vehicles	233.64	0.33	-	233.97	102.23	-	27.76	129.99	103.98
5	Computer	2.10	-	0.80	2.90	1.41	-	0.81	2.22	0.68
6	Office Equipment	4.73	(0.39)	-	4.35	4.41	(0.06)	-	4.35	-
7	Electric Equipments	1.16	6.01	12.81	19.98	0.19	0.76	0.90	1.85	18.13
	<b>Total</b>	<b>736.86</b>	<b>0.32</b>	<b>178.27</b>	<b>915.45</b>	<b>191.23</b>	<b>0.00</b>	<b>31.10</b>	<b>222.34</b>	<b>693.13</b>
SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2023	Transfer/ Adjustments	ADDITION/ (DELETION)	AS ON 31.03.2024	UP TO 31.03.2023	Deduction/ Adjustments	FOR THE YEAR	UPTO 31.03.2024	AS ON 31.03.24
1	COMPUTER SOFTWARE	1.78	-	4.06	5.84	0.56	-	0.27	0.83	5.01
	<b>TOTAL</b>	<b>1.78</b>	<b>-</b>	<b>4.06</b>	<b>5.84</b>	<b>0.56</b>	<b>-</b>	<b>0.27</b>	<b>0.83</b>	<b>5.01</b>
SR. NO.	DESCRIPTION	GROSS BLOCK - AT COST				DEPRECIATION				NET BLOCK
		AS AT 01.04.2022	Transfer/ Adjustments	ADDITION/ (DELETION)	AS ON 31.03.2023	UP TO 31.03.2022	Deduction/ Adjustments	FOR THE YEAR	UPTO 31.03.2023	AS ON 31.03.23
1	COMPUTER SOFTWARE	2.11	(0.33)	-	1.78	0.35	-	0.21	0.56	1.22
	<b>TOTAL</b>	<b>2.11</b>	<b>(0.33)</b>	<b>-</b>	<b>1.78</b>	<b>0.35</b>	<b>-</b>	<b>0.21</b>	<b>0.56</b>	<b>1.22</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
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**3: NON CURRENT INVESTMENTS**

<b>Investments (Unquoted) (Measured At Cost)</b>		
Kolba Farm Fab Pvt. Ltd (Associate Company) (No. Of Equity Shares Held Of Rs. 10/- Each In Current Year 36,65,912 (Previous Year 36,65,912)	111.84	111.84
<b>TOTAL</b>	<b>111.84</b>	<b>111.84</b>

**4: OTHER NON CURRENT ASSETS**

Security Deposit - Unsecured, Considered Good	43.18	43.18
<b>TOTAL</b>	<b>43.18</b>	<b>43.18</b>

**5: INVENTORIES**

Finished Goods	600.19	939.33
<b>TOTAL</b>	<b>600.19</b>	<b>939.33</b>

**6: TRADE RECEIVABLES**

Unsecured, Considered Good	1,434.31	2,478.67
<b>TOTAL</b>	<b>1,434.31</b>	<b>2,478.67</b>

**Note:** The Company does not have any disputed trade receivables.

**Trade receivables ageing schedules as at March 31, 2024 and March 31, 2023 outstanding from the due date of payment:**

Not Due	-	-
Less than 6 months	1,360.57	2,368.80
6 months - 1 years	42.35	63.64
1-2 years	31.39	28.24
2-3 years	-	15.89
More than 3 years	-	2.10
<b>Total</b>	<b>1,434.31</b>	<b>2,478.67</b>

**7: CASH & CASH EQUIVALENTS / BANK BALANCES**

Cash In Hand	12.47	4.43
Balance With Banks	184.73	897.94
<b>TOTAL</b>	<b>197.20</b>	<b>902.37</b>

**Note 7.1: Bank balances other than cash and cash equivalents**

Deposits for more than 3 months but less than 12 months	2,087.72	47.00
<b>TOTAL</b>	<b>2,087.72</b>	<b>47.00</b>

**Note :8 Loans (Current)  
( Unsecured & Considered Good)**

Trade Advances to Suppliers - Related party	2,716.00	2,273.00
Trade Advances to Suppliers - Others	5.36	90.02
Advances to Employees	7.05	5.50
<b>TOTAL</b>	<b>2,728.41</b>	<b>2,368.52</b>

**9: OTHER CURRENT ASSETS**

Accrued Interest on FDR	0.61	1.76
Balance with Government authorities	141.83	89.32
Gratuity with LIC of India	24.41	19.26
Prepayments	1.18	1.53
<b>TOTAL</b>	<b>168.03</b>	<b>111.87</b>



**10: SHARE CAPITAL**

<b>Authorised Capital</b> 6,00,00,000 (PY 3,00,00,000) Equity Shares of Rs 10/- each	6,000.00	3,000.00
<b>Issued ,Subscribed &amp; Fully Paid up Capital</b> 4,03,67,250 (PY 2,69,11,500) Equity Shares of Rs 10/- each fully paid up	4,036.73 <b>4,036.73</b>	2,691.15 <b>2,691.15</b>

**10.1 MOVEMENT IN EQUITY SHARE CAPITAL**

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	(Rs. In lakhs)	No. of Shares	(Rs. In lakhs)
Opening Balance	2,69,11,500	2,691.15	89,70,500	897.05
Issued - Bonus Equity Shares	1,34,55,750	1,345.58	1,79,41,000	1,794.10
Issued - Equity Shares on Preferential basis	-	-	-	-
<b>Closing Balance</b>	<b>4,03,67,250</b>	<b>4,036.73</b>	<b>2,69,11,500</b>	<b>2,691.15</b>

**Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of R 10 per share. All equity shareholders are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in the proportion to their shareholdings.

**10.2 Details of shareholders holding more than 5% shares**

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	%	No. of Shares	%
Manish Dialani	1,09,24,830	27.06	72,83,220	27.06
Murli Dialani	37,73,893	9.35	25,15,929	9.35
Murlibhai Fatandas Sawlani	20,25,000	5.02	13,50,000	5.02
Vasudev Fatandas Sawlani	31,95,000	7.91	21,30,000	7.91

**10.3 Details of shareholdings by the Promoter/Promoter Group**

Promoter/Promoter Group name	As at 31st March, 2024		As at 31st March, 2023		% Change During the Year
	No. of Shares	%	No. of Shares	%	
Promoter :-					
Manish Dialani	1,09,24,830	27.06	72,83,220	27.06	-
Promoter Group :-					
Murli Dialani	37,73,893	9.35	25,15,929	9.35	-
Lajwanti M Dialani	15,62,129	3.87	9,71,978	3.61	0.26
Reshma Dialani	7,64,901	1.89	5,09,934	1.89	-
Pushpa Khanchandani	45	0.00	30	-	0.00
<b>Total</b>	<b>1,70,25,798</b>	<b>42.18</b>	<b>1,12,81,091</b>	<b>41.92</b>	<b>0.26</b>

**11: OTHER EQUITY**

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>11.1 Statement of Retained Earnings</b>		
Opening balance	1,705.27	69.19
Add: Net Profit for the year	1,531.80	1,636.08
<b>Profit Before Appropriations</b>	<b>3,237.07</b>	<b>1,705.27</b>
<b>Appropriations:-</b>		
Less: Transferred to General Reserve	1,600.00	-
<b>Retained Earnings after Appropriations</b>	<b>1,637.07</b>	<b>1,705.27</b>
<b>b) General Reserve:-</b>		
Opening Balance	1,505.90	1,505.90
Add: Transferred from Reserves	1,600.00	-
Less: Issue of Bonus Shares	(1,345.58)	-
<b>Closing Balance</b>	<b>1,760.33</b>	<b>1,505.90</b>
<b>c) Securities Premium Reserve</b>	713.82	713.82
<b>TOTAL</b>	<b>4,111.21</b>	<b>3,924.99</b>

**12: BORROWINGS (NON CURRENT)**

Secured Car loan from Bank (secured by hypothecation of car)	12.46	1.84
<b>TOTAL</b>	<b>12.46</b>	<b>1.84</b>

\* Tenure of the car loan is 36 months and carries interest in the range of 8.5-9.5%

**Note 13 : Deferred Tax Asset/ (liabilities) (Net)**

Timing Difference - Depreciation	(1.31)	4.25
Timing Difference - Others	-	0.51
<b>TOTAL</b>	<b>(1.31)</b>	<b>4.76</b>

**14: BORROWINGS - CURRENT**

Exports Packing Credit and Foreign Bill Discounting "(From State Bank of India - primary security by hypothecation of stock & receivables and collateral security of immovable property at G-1/150, Garment Zone, Sitapura, Tonk Road, Jaipur being the registered office of the Company. Interest rate: EBLR plus 0.55%"	49.66	235.56
<b>Total</b>	<b>49.66</b>	<b>235.56</b>

**15: TRADE PAYABLES**

(a) Total outstanding dues of micro enterprises and small enterprises	-	21.73
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15.43	230.52
<b>Total</b>	<b>15.43</b>	<b>252.25</b>
<b>TRADE PAYABLES AGEING SCHEDULE</b>		
<b>Outstanding for following period from due date of payment</b>		
<b>MSME - Undisputed</b>		
Less than 6 months	-	20.82
6 months - 1 years	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>TOTAL</b>	<b>-</b>	<b>20.82</b>

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>MSME - Disputed</b>		
Less than 6 months	-	1.03
6 months - 1 years	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>TOTAL</b>	<b>-</b>	<b>1.03</b>
<b>Other than MSME - Undisputed</b>		
Less than 6 months	14.14	230.40
6 months - 1 years	-	-
1-2 years	1.29	-
2-3 years	-	-
More than 3 years	-	-
<b>TOTAL</b>	<b>15.43</b>	<b>230.40</b>

Note: Ageing has been considered from the date of transaction

#### 16: OTHER FINANCIAL LIABILITIES (CURRENT)

Current Maturities of Long Term Debt	8.53	5.24
Unpaid Dividend	1.96	1.88
Building Rent Security Payable	2.10	2.10
<b>TOTAL</b>	<b>12.59</b>	<b>9.23</b>

#### 17: PROVISIONS - CURRENT

Provision for Gratuity	23.92	21.28
Other provisions	2.65	-
<b>TOTAL</b>	<b>26.57</b>	<b>21.28</b>

#### 17A: CURRENT TAX LIABILITIES

Statutory dues payable	47.92	152.43
<b>TOTAL</b>	<b>47.92</b>	<b>152.43</b>

#### Note 18 : Other Current Liabilities

Advance from Customers	42.68	413.16
Other liabilities	2.11	-
<b>TOTAL</b>	<b>44.79</b>	<b>413.16</b>

#### 19: REVENUE FROM OPERATIONS

Sale of products		
Domestic Sales - Cosmetics & Hair Care Products	7,322.13	7,461.07
Export Sales - Fabrics	1,915.62	2,904.51
<b>TOTAL</b>	<b>9,237.75</b>	<b>10,365.58</b>

#### 20: OTHER INCOME

Duty Drawback	43.79	60.87
Duty Credit Script Entitlement	51.79	204.35
Exchange Gain (net)	24.27	47.90
Interest on fixed deposits	55.09	1.96
Other Income	4.69	0.33
Rental Income	2.40	2.40
RoDTEP	13.35	20.29
<b>TOTAL</b>	<b>195.38</b>	<b>338.10</b>

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>21: COST OF MATERIALS CONSUMED</b>		
Opening Stock	-	33.01
Add: Purchases / (Purchase Return)	-	(33.01)
Less: Closing Stock	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 22 : Purchase of Stock In Trade**

Purchase of Fabric	1,456.98	2,521.76
Purchase of Goods (Cosmetics)	3,915.42	3,935.19
<b>TOTAL</b>	<b>5,372.40</b>	<b>6,456.95</b>

**Note 23 : Changes In Inventories Of Finished Goods**

Closing Stock of Finished Goods	600.19	939.33
Less: Opening Stock of Finished Goods	939.33	1,261.84
Decrease in Finished Goods	339.14	322.51
<b>TOTAL</b>	<b>339.14</b>	<b>322.51</b>

**24: EMPLOYEE BENEFITS EXPENSES**

Salary Expenses	216.40	229.39
Director Remuneration	83.50	66.00
Staff Welfare Expenses	30.63	19.89
Bonus Expenses	-	22.92
Provident Fund & ESI Contribution	7.66	7.54
Gratuity	2.64	1.66
<b>TOTAL</b>	<b>340.82</b>	<b>347.41</b>

**25: FINANCE COST**

Interest Expenses	16.24	11.18
Bank Charges	8.32	9.33
<b>TOTAL</b>	<b>24.57</b>	<b>20.51</b>

**Note 26 : Other Expenses**

Advertisement Expenses	69.01	96.93
Auditors' Remuneration	2.50	2.65
Legal & Professional & Technical Charges	236.22	239.37
Rental expenses	132.12	112.33
Travelling and Conveyance Charges	146.21	169.70
Incentive Expenses	220.22	100.57
Commission Exp.	51.05	153.36
Filing fees	28.66	0.25
Event Exp	59.00	43.84
Packing Exp.	5.99	5.60
Postage Expenses	27.29	30.68
Printing & Stationery	23.34	36.83
Registration & Annual Charges	11.20	7.58
Interest on statutory dues	1.95	0.08
CSR Expenses	34.20	22.00
Blogger Payment	-	32.16
Insurance Charges	28.13	27.27
Freight & Delivery & Loading Unloading Charges	45.15	114.33
Repairs and maintenance- others	31.80	31.74
Repairs and maintenance- building	1.11	1.51
Sales Promotion Expenses	16.90	44.26
Other admin expenses	62.32	32.13
<b>TOTAL</b>	<b>1,234.37</b>	<b>1,305.18</b>

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>27: PAYMENTS TO AUDITORS</b>		
<b>(a) To Company Auditors:</b>		
Statutory Audit Fees	1.25	1.25
<b>As Advisers, in respect of</b>		
-Other Services	0.25	0.25
	<b>1.50</b>	<b>1.50</b>
<b>(b) To Income Tax Auditors:</b>		
Tax Audit Fees	1.00	1.00
<b>As Advisers, in respect of</b>		
-Other Services	-	0.20
	<b>1.00</b>	<b>1.20</b>

**28: EARNINGS PER SHARE (EPS)**

Profit for the year attributable to the equity holders of the Company	1,531.80	1,636.08
Weighted average of number of equity share outstanding during the year	4,03,67,250	2,69,11,500
Basic & Diluted Earnings per share( in Rs.)	3.79	6.08
Face value per equity share( in Rs.)	10.00	10.00

**29: RELATED PARTY DISCLOSURES**

(1)List of related parties and relationships :

S.NO.	NAME OF RELATED PARTY	RELATIONSHIP
1.	Mr. Manish Murlidhar Dialani	Key Management Personnel (KMP)
2.	Mr. Murli Wadhupal Dialani	Key Management Personnel (KMP)
3.	Mrs. Lajwanti Murlidhar Dialani	Key Management Personnel (KMP)
4.	Mr. Babulal Sharma (CS) Appointed on 24.04.2023	Key Management Personnel (KMP)
5.	Mr. Azad Kumar Tripathi ( CFO )	Key Management Personnel (KMP)
6.	Kolba Farm Fab Pvt. Ltd.	Associate Company
7.	Manish Overseas	Entities in which Key Management personnel exercise significant influence
8.	Laaj International	Entities in which Key Management personnel exercise significant influence
9.	Reshma Dialani	Relative of KMP

Details of transactions with related parties and the status of outstanding balances at the year end.

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>1.Key Management Personnel</b>		
Remuneration	94.90	72.29
Rent Expenditure	106.56	52.22
Outstanding Payable at the year end	0.85	5.18
<b>2. Entities in which Key Management personnel exercise significant influence</b>		
Sale of Finished Goods	228.23	314.26
Debit Balance Outstanding at the end of the year	15.91	8.11
Purchase of Finished Goods	6,054.81	6,364.07
Credit Balance Outstanding at the end of the year	42.68	207.69
Advance against Purchase of Goods	2,716.00	2,273.00
Advance against Purchase of Goods	2,716.00	2,273.00
<b>3. Remuneration Paid To Directors</b>		
Remuneration	83.50	66.00

**Note 30 : Corporate Social Responsibility (CSR) Expenditure**

Amount required to be spent by the company during the year	34.16	21.97
Amount of expenditure incurred	34.20	22.00
Shortfall at the end of the year	NIL	NIL
Total Of Previous Year Shortfall	NIL	NIL
Reason of Shortfall	NIL	NIL
Nature of CSR activities	To support health, learning, and happiness of children across India, Eye operations to perform Cataract Surgeries of old aged persons, Girls education Training and rehabilitation of physically and mentally challenged adults	
Details of related party transaction e.g. contribution a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NIL	NIL
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provisions during the year to be shown separately	NIL	NIL

**Note 31 : Contingent Liabilities And Commitments**

	Year Ended 31.03.2024	Year Ended 31.03.2023
Contingent Liabilities And Commitments	NIL	NIL



Particulars	As at 31st March, 2023	As at 31st March, 2022
-------------	------------------------	------------------------

**Note 32 : Financial Ratios**  
**Ratios Analysis and its elements**

Particulars	As at March 31, 2024	As at March 31, 2023	% change from March 31, 2023 to March 31, 2024
Current Ratio	36.63	6.32	479.88
Debt-Equity Ratio	0.01	0.04	(78.75)
Debt Service Coverage Ratio	28.92	8.87	225.96
Return on Equity Ratio	20.75%	28.22%	(26.46)
Inventory turnover ratio	12.00	9.28	29.33
Trade Receivables turnover ratio	4.72	5.38	(12.28)
Trade payables turnover ratio	49.36	30.19	63.49
Net capital turnover ratio	1.32	1.80	(26.82)
Net profit ratio	0.17	0.16	5.06
Return on Capital employed	0.25	0.33	(22.19)
Return on investment	-	-	-

**Elements of Ratio**

Ratios	Numerator	Denominator	As at March 31, 2024		As at March 31, 2023	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Assets	Current Liability	7,215.87	196.97	6,847.77	1,083.92
Debt-Equity Ratio	Debt (Borrowing)	Total Equity	62.13	8,147.94	237.40	6,616.14
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	2,146.40	74.23	2,271.62	256.07
Return on Equity Ratio	Profit for the year	Average Total Equity	1,531.80	7,382.04	1,636.08	5,798.10
Inventory Turnover Ratio	Revenue from operation	Average Inventory	9,237.75	769.76	10,365.58	1,117.09
Trade Receivables turnover ratio	Revenue from operation	Average trade receivable	9,237.75	1,956.49	10,365.58	1,925.83
Trade payables turnover ratio	Net Credit Purchases	Average trade payable	6,606.77	133.84	7,762.13	257.08
Net capital turnover ratio	Net Sales	Working Capital	9,237.75	7,018.90	10,365.58	5,763.85
Net profit ratio	Profit for the year	Revenue from operation	1,531.80	9,237.75	1,636.08	10,365.58
Return on Capital employed	Profit Before Tax + Finance cost	Total Equity + Debt (Borrowings) + Deferred tax liability	2,088.44	8,211.38	2,240.31	6,853.54
Return on investment	Income Generated from Investments	Average Investment	-	-	-	-

**Reasons for significant variance in above ratio**

Particulars	% change from March 31, 2023 to March 31, 2024
Current Ratio	During the year, the Company repaid current liabilities and hence, current ratio improved.
Debt-Equity Ratio	During the year, the Company paid off borrowings leading to decrease in Debt equity ratio
Debt Service Coverage Ratio	During the year, the Company paid off borrowings leading to increase in Debt Service Coverage Ratio
Return on Equity Ratio	During the year, the average total equity increase without corresponding increase in net profit
Inventory Turnover Ratio	During the year, average inventory decreased leading to increase in inventory turnover ratio
Trade payables turnover ratio	During the year, average trade payable decreased without corresponding decrease in Total Purchase, leading to increase in Trade Payables turnover ratio
Net capital turnover ratio	During the year, working capital increased

**Note 33 : Financial Instruments****Note (a) : Capital management**

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

The Company's board of directors reviews the capital structure on an annual basis. Therefore all new capital requirements are duly discussed by the board of directors. The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes borrowings less cash and cash equivalents and other bank balances.

**Note (i) : Gearing ratio**

The gearing ratio at the end of the reporting period was as follows.

Particulars	As at March 31, 2024	As at March 31, 2023
Loans and borrowings	62.13	237.40
Less: Cash and cash equivalents (refer note 7)	(197.20)	(902.37)
Less: Bank balances other than cash and cash equivalent (refer note 7.1)	(2,087.72)	(47.00)
<b>Net debt</b>	<b>(2,222.79)</b>	<b>(711.97)</b>
<b>Total equity (equity &amp; other equity)</b>	<b>8,147.94</b>	<b>6,616.14</b>
<b>Net debt to equity ratio</b>	<b>(0.27)</b>	<b>(0.11)</b>

**Note (b) : Categories of financial instruments**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying amount	Fair values	Carrying amount	Fair values
<b>Financial assets</b>				
<b>Measured at amortised cost</b>	-	-	-	-
Trade receivables	1,434.31	1,434.31	2,478.67	2,478.67
Cash and cash equivalents	197.20	197.20	902.37	902.37
Bank Balances other than cash and cash equivalents	2,087.72	2,087.72	47.00	47.00
Loans and Advances	2,728.41	2,728.41	2,368.52	2,368.52
<b>Total financial assets</b>	<b>6,447.64</b>	<b>6,447.64</b>	<b>5,796.57</b>	<b>5,796.57</b>
<b>Financial liabilities</b>				
<b>Measured at amortised cost</b>	-	-	-	-
Borrowings	62.13	62.13	237.40	237.40
Trade payables	15.43	15.43	252.25	252.25
Other financial liabilities	12.59	12.59	9.23	9.23
<b>Financial liabilities measured at amortised cost</b>	<b>90.15</b>	<b>90.15</b>	<b>498.88</b>	<b>498.88</b>

The management assessed that the fair values of cash and cash equivalent and bank balances, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

#### Fair Value hierarchy

Fair value measurements recognised in the Balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable

-Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

-Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

-Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

#### Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2024

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial assets</b>				
Trade receivables	1,434.31	-	-	1,434.31
Cash and cash equivalents	197.20	-	-	197.20
Bank Balances other than ash and cash equivalents	2,087.72	-	-	2,087.72
Loans and advances	2,728.41	-	-	2,728.41
<b>Total</b>	<b>6,447.64</b>	-	-	<b>6,447.64</b>

#### Quantitative disclosures fair value measurement hierarchy for Liabilities as at March 31, 2024

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial liabilities</b>				
Borrowings	62.13	-	-	62.13
Trade payables	15.43	-	-	15.43
Other financial liabilities	12.59	-	-	12.59
<b>Total</b>	<b>90.15</b>	-	-	<b>90.15</b>

#### Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial assets</b>				
Trade receivables	2,478.67	-	-	2,478.67
Cash and cash equivalents	902.37	-	-	902.37
Bank Balances other than ash and cash equivalents	47.00	-	-	47.00
Loans and advances	2,368.52	-	-	2,368.52
<b>Total</b>	<b>5,796.57</b>	-	-	<b>5,796.57</b>

**Quantitative disclosures fair value measurement hierarchy for Liabilities as at March 31, 2023**

Particulars	Total (Carrying value)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
<b>Financial liabilities</b>				
Borrowings	237.40	-	-	237.40
Trade payables	252.25	-	-	252.25
Other financial liabilities	9.23	-	-	9.23
<b>Total</b>	<b>498.88</b>	-	-	<b>498.88</b>

**Note (c) : Financial risk management objectives**

The Company's Corporate finance department monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including interest rate risk and other price risk), credit risk and liquidity risk.

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identification and mapping controls against these risks, monitor the risk and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and Company's activities to provide reliable information to the management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company. The Company's finance function reports quarterly to the Company's Board of Directors that monitors risks and policies implemented to mitigate risk exposures. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below:

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates due to foreign currency borrowings and variable interest loans. The Company has not entered into derivative contracts to manage part of its foreign currency risk. The Company does not enter into derivative contracts to manage risks related to anticipated sales and purchases.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest bearing financial liabilities includes borrowings with fixed interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debts and overdraft facilities having floating rate of interest. Its objective in managing its interest rate risk is to ensure that it always maintains sufficient headroom to cover interest payment from anticipated cashflows which are regularly reviewed by the Board. However, the risk is very low.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

**Interest rate exposure**

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	-	-
Variable rate borrowing	62.13	237.40
<b>Total</b>	<b>62.13</b>	<b>237.40</b>

**Sensitivity**

Profit or loss is sensitive to higher / lower interest expense as a result of changes in interest rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. With all other variables held constant, the Company's profit before tax will be impacted by a change in interest rate as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
	Increase/(decrease) in profit before tax	
Increase in interest rate by 50 basis points (50 bps)	(0.31)	(1.19)
Decrease in interest rate by 50 basis points (50 bps)	0.31	1.19

**Credit risk management**

Credit risk is the risk that counterparty will not meet its obligations under a Financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities ( primarily trade receivables) and from its financing activities, including depositors with banks, foreign exchange transactions and other financial instruments.

**Trade receivables**

Customer credit risk is managed by the Company subject to the company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored.

**Cash and bank balances**

The credit risk on bank balances and other bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

**Liquidity risk management**

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's objective is to, at all times maintain optimum level of liquidity to meet its cash and collateral requirements. The company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimised cost.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	As at March 31, 2024		As at March 31, 2023	
	< 1 year	> 1 years	< 1 year	> 1 years
<b>Financial liabilities</b>				
Borrowings	49.66	12.46	235.56	1.84
Trade payables	15.43	-	252.25	-
Other financial liabilities	12.59	-	9.23	-
<b>Total financial liabilities</b>	<b>77.69</b>	<b>12.46</b>	<b>497.04</b>	<b>1.84</b>

**34: Segment Reporting**

- (i) Segments have been identified in line with the Indian Accounting Standard-108- "Operating Segment" issued by the Institute of Chartered Accountants of India.
- (ii) The Business Segment has been considered as the primary segment for disclosure. The segments have been identified taking into account the nature of products, the different risks and returns and internal reporting system. The Geographical Segment based on location of its customers have been considered as secondary segment for disclosure.
- (iii) The segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.
- (iv) Information about primary business segments :-

	Finish Fabrics, Garments & Plastic Material		Cosmetics & Hair Care		Unallocable		Total	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Revenue	<b>2,052.68</b>	3,242.61	<b>7,380.45</b>	7,461.07	-	-	<b>9,433.13</b>	10,703.68
Profit before tax	<b>134.26</b>	481.89	<b>1,953.23</b>	1,758.43	<b>(23.62)</b>	(20.51)	<b>2,063.87</b>	2,219.81
Less :								
Deferred tax liability Created/(Reverse)	-	-	-	-	<b>6.07</b>	0.50	<b>6.07</b>	0.50
Income Tax	<b>34.22</b>	126.61	<b>497.80</b>	455.99	<b>(6.02)</b>	0.63	<b>526.00</b>	583.23
Profit After Tax	<b>100.04</b>	355.28	<b>1,455.43</b>	1,302.44	<b>(23.67)</b>	(21.64)	<b>1,531.80</b>	1,636.08
Segment Assets	<b>2,567.94</b>	2,624.86	<b>5,678.90</b>	4,965.20	<b>111.84</b>	111.84	<b>8,358.68</b>	7,701.90
Segment Liabilities	<b>86.47</b>	491.66	<b>124.27</b>	506.76	-	87.34	<b>210.74</b>	1,085.76
Capital Expenditure	<b>0.28</b>	0.47	<b>351.14</b>	177.80	-	-	<b>351.42</b>	178.27

Non Cash Expenses other than Depreciation	2.64	1.66	-	-	-	-	2.64	1.66
Depreciation	22.69	22.90	35.28	8.41	-	-	57.97	31.31

**Note 35: The following Schedule III amendments is not applicable on the Company:**

- (i) The Company is not holding any benami property under the "Benami Transactions (Prohibition) Act, 1988;
- (ii) The Company do not have any transactions/balances with companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956;
- (iii) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries;
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year;
- (v) The Company does not hold any immovable property whose lease deed is not in the name of Company;
- (vi) The Company has not revalued any of its property, plant and equipment or intangible assets.
- (vii) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,"

Disclosure pursuant to Ind AS 27 'Separate Financial Statement' for investment in equity instruments of subsidiaries, joint venture and associates:

Name of Entity	Proportion of ownership/ Voting interest	
	31.03.2024	31.03.2023
<b>Associates</b>		
Kolba Farm Fab Pvt. Ltd	48.98	48.98

Note 37 : The Figures for the corresponding previous year have been regrouped/reclassified wherever necessary, to make them comparable."

As per our report of even date annexed

For and on behalf of the Board

For Ummed Jain & Co.  
Chartered Accountants  
FRN: 119250W

**Akhil Jain**  
Partner  
Membership No. 137970

**(Murli Wadhupal Dialani)**  
Chairman  
DIN : 08267828

**(Manish M Dialani)**  
Managing Director  
DIN : 05201121

**(A.K. TRIPATHI)**  
CFO

**(B.L. SHARMA)**  
Company Secretary

Place : Jaipur  
Date : May 29, 2024  
UDIN: 24137970BKFJCP6371



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**1. CORPORATE INFORMATION**

M.K. EXIM (INDIA ) Limited (“the Company”) is a listed entity incorporated in India. The Company is a public limited company incorporated and domiciled in India and has its registered office at G1/150, Garment Zone, EPIP, Sitapura, Jaipur, Rajasthan, India. The Company has its listings on BSE Limited.

The details of the Company are as below:-

- CIN No:- L63040RJ1992PLC007111
- Registered Address:- G1/150, Garment Zone, EPIP, Sitapura, Jaipur, Rajasthan, India.
- Phone Number:- 0141-3937501/502/503/504/505
- Official Email id:- mkexim@gmail.com
- Website:- [www.mkexim.com](http://www.mkexim.com)

The financial statements for the year ended March 31, 2024 were approved for issue by Company’s Board of Directors on 29.05.2024.

**2. Basis of preparation and presentation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as Ind-AS) notified under section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended time to time and other relevant provisions of the Act.

**Historical cost convention**

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

**Use of estimates**

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are materialized in the period in which the results are known/ materialized. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

**Critical estimates and judgments**

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**The areas involving critical estimates or judgment are:**

i) Going Concern

The management at each close makes an assessment of the Company’s ability to continue as a going concern. In making such evaluation, it considers, inter alia, the quantum and timing of its cash flows, in particular collection of all its recoverable amount and settlement of its obligations to pay creditors and lenders on due dates. The accounting policy choices in preparation and presentation of the financial statements is based on the Company’s assessment that the Company will continue as a going concern in the foreseeable future.

ii) Useful lives of property, plant and equipment and intangible assets

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly depreciable lives are reviewed annually using the best information available to the Management.

iii) Impairment of non-financial assets

The management performs annual impairment tests on cash generating units and capital work-in-progress for which there are indicators that the carrying amount might be higher than the recoverable amount. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm’s length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value used in calculation is based on a DCF model.

iv) Income Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

v) Recoverability of financial assets

Assessment of recoverability of trade receivables require significant judgment. Factors considered include the credit rating, assessment of intention and ability of the counter party to discharge the liability, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

vi) Fair value measurement of financial instruments

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible,

a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 40 for further disclosures.

#### Current versus non-current classification

The company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current

### 3. Summary of material accounting policies:

#### A. Property, plant and equipment

Property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure including brokerage and start-up costs on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Major inspections and overhauls are identified and accounted for as an asset if that component is used over more than one reporting period.

#### Capital Work in Progress:

Capital work in progress comprise of those costs that relate directly to specific assets and those that are attributable to the construction or project activity in general and can be allocated to specific assets up to the date the assets are put to their intended use. At the point when an asset is operating at management's intended use, the capital work in progress is transferred to the appropriate category of property, plant and equipment and depreciation commences.

#### Depreciation:

Depreciation is provided on assets to get the initial cost down to the residual value. Land is not depreciated. Depreciation is provided on a straight-line basis over the estimated useful life of the asset or as prescribed in Schedule II to the Companies Act, 2013 or based on a technical evaluation of the asset. Cost incurred on assets under development are disclosed under capital work in progress and not depreciated till asset is ready to use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Estimated useful life of items of Property, Plant and Equipment are as follows:

Major Class of Asset	Estimated Useful Life
Building	60 years
Plant & Machinery	15 years
Furniture & Fixture	10 years
Electric Appliance	10 years
Vehicles	8 years
Computer	3 years

The residual values and useful lives for depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Recoverable amount is higher of the value in use or exchange.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognised in the Statement of Profit and Loss.

#### B. Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and impairment loss, if any.

Intangible assets are amortised uniformly over the best estimate of their useful lives.

The estimated useful lives for main categories of intangible assets are as below:

Major Class of Asset	Estimated Useful Life
Computer Software	10 years

#### C. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### As a lessee

###### (A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

###### (B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

### Subsequent measurement

#### (A) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

#### (B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset

#### Short term lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

#### The Company as lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

### D. Revenue

Sale and operating income includes sale of products, services, etc. Sale of goods are recognised net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer. Sale of services are recognised when services are rendered and related costs are incurred.

The Company recognises revenue from contract with customers based on a five-step model as set out in Ind AS 115:

- Identify Contracts with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met;
- Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer;
- Determine the transaction price: The transaction

price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties;

- Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration the Company expects to be entitled in exchange for satisfying each performance obligation;
- Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon rendering of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. In case of charter hiring of fleet, revenue is recognized on a time proportion basis.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues. The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

#### Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. For all debt instruments measured either at amortised cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR)

#### Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

#### Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

### E. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Capitalisation of borrowing costs is suspended and charged to the Standalone statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest

and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs

#### F. Impairment of non-financial assets

Non-financial assets other than inventories are reviewed at each standalone balance sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing is required for an asset or group of Assets, called Cash Generating Units (CGU), the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### G. Employee benefits

##### Short term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the services. These benefits include performance incentives.

##### Other long term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within period of operating cycle after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

##### Post-employment obligations

The Company operates the following post-employment schemes.

- defined benefit plan i.e. gratuity
- defined contribution plans such as provident fund and employees state insurance(ESI)

#### H. Foreign currencies

##### Functional and presentation currency

The Company's financial statements are presented in Indian Rupee (INR), which is also the Company's functional and presentation currency

##### Transaction and balances

Transactions in foreign currencies are translated into functional currency using the exchange rate at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in Statement of Profit and loss. They are deferred in Equity if they relate to qualifying cash flow hedges. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the Company's net investment in that foreign operations.

#### I. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each



reporting period.

## J. Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial asset primarily comprise of investments, loans and advances, trade receivables and cash and cash equivalents. Financial liabilities primarily comprise of borrowings, trade and other payables.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

## I. Financial assets

### a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

### b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, Fair Value through Other Comprehensive Income (FVTOCI) or Fair Value through Profit and Loss (FVTPL).

### c) Investments in subsidiaries and associates

Investment in subsidiaries and associates are accounted at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to Statement of Profit and Loss.

### d) Classification of financial assets

For purposes of subsequent measurement, financial assets are classified in two broad categories:

1. Financial assets at amortised cost
2. Financial assets at fair value

Where assets are measured at fair value, gains and losses are either recognized in the statement of

profit and loss (i.e. fair value through profit and loss) (FVTPL), or recognized in other comprehensive income (i.e. fair value through other comprehensive income) (FVTOCI)

### Financial asset at amortised cost

Financial Assets such as trade and other receivables, security deposits and loans given are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of profit and loss.

### Financial assets at fair value

#### Debt instruments

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The asset's contractual cash flows represent SPPI

Financial Assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI).

#### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### Equity investments

All equity investments in scope of Ind AS 109 are

measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

#### e) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in the Statement of Profit and Loss and is included in the 'Other income' line item.

#### f) Derecognition of financial assets

A financial Asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
  - The Company has transferred substantially all the risks and rewards of the asset, or
  - The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all Financial Assets (other than Financial Assets measured at FVTOCI) and equity investments (measured at FVTPL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of Financial Assets measured at FVTOCI and that are accumulated in OCI are reclassified to Statement of Profit And Loss on de-recognition. Gains or losses on equity investments measured at FVTOCI that are recognized and accumulated in OCI are not reclassified to Statements of Profit and Loss on de-recognition

#### g) Impairment of financial assets

In accordance with Ind AS 109, the Company

applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- Financial assets measured at FVTOCI.

In case of other assets (listed as above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

## II. Financial liabilities and equity instruments

### a) Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised as the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### c) Financial liabilities

#### Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at FVTPL:

Financial liabilities at FVTPL include financial liabilities designated upon initial recognition as at FVTPL. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and Loss. However, the company may



transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

#### Financial liabilities at amortized cost

Financial liabilities classified and measured at amortised cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are subsequently measured at amortised cost using the Effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

#### Derecognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit or Loss.

#### **d) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Standalone balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not

classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

#### **e) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **K. Taxation**

#### Current Tax

Current tax is the amount of tax payable as per special provisions relating to income of shipping companies under the Income Tax Act, 1961 on the basis of deemed tonnage income of the Company and tax payable on other taxable income for the year determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

#### Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Standalone Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

Further, the Company is paying taxes on the basis of deemed tonnage income therefore there is no impact on deferred tax.

#### **L. Provisions, contingent liabilities and contingent assets**

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past event, and it is probable that an outflow of resources embodying economic benefits, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present

obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However, the same are disclosed in the financial statements where an inflow of economic benefit is possible.

#### M. Business combinations under common control

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method.

Under pooling of interest method, the assets and liabilities of the combining entities or businesses are reflected at their carrying amounts after making adjustments necessary to harmonise the accounting policies. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the reserves is preserved in the same form in which they appeared in the financial statements of the transferor and the difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve.

#### N. Earnings per share

##### (i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The net profit or loss attributable to owners of respective class of equity shares of the Company
- By the weighted average number of equity shares (respective class wise) outstanding during the financial year.

##### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### O. Cash and Cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank Overdrafts are shown within borrowings in current

liabilities in Standalone balance sheet.

#### P. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

#### Q. Exceptional items

When items of income or expense are of such nature, size or incidence that their disclosure is necessary to explain the performance of the Company for the year, the Company makes a disclosure of the nature and amount of such items separately under the head "Exceptional Items".

#### 4. Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.



**M.K. EXIM (INDIA) LIMITED**

**Regd Office :**

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