



MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

Corporate Identification Number (CIN) : U34200HR2007PTC073642

Regd. Office & Plant-I : Plot No. 192, Sector IV, Phase II, IMT Manesar
Gurugram 122 050 Haryana (INDIA)

Tel.: + 91-124-475 4400, Fax : + 91-124-475 4488

E-mail : info@munjalkiriu.com.in, Web : www.munjalkiriu.co.in

NOTICE OF 03RD/2022-23 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 03rd/2022-23 Extra Ordinary General Meeting of the Members of **Munjalkiriu Industries Private Limited** will be held at shorter notice via video conferencing on 07th day of March, 2023 at 1 P.M. at Plot No. 192, Sector-4, Phase-II, IMT Manesar, Gurgaon-122050, Haryana, Gurugram to transact the following businesses:

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE THE INTERIM DIVIDEND OF INR 12.79531262 PER SHARE TO THE SHAREHOLDERS

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

RESOLVED THAT an interim dividend of **Rs 12.79531262 per share** amounting to **Rs. 100,000,000 (Rupees Ten Crore Only)**, being **16.92692% of current year profit of Rs. 590,775,000/- (Rupees Fifty-Nine Crore Seven Lakh Seventy-Five Thousand Only)**, be and is hereby declare and paid out of the profits of the Company generated from April 01, 2022 to December 31, 2022 i.e. the period preceding the date of declaration of interim dividend as placed before the members on the equity shares to those shareholders whose names appear in the Register of Members of the Company on the date of declaration.

RESOLVED FURTHER THAT Mr. Kannan Saravanan, Managing Director, Mr. Sudhir Kumar Singhvi, CFO, Mr. Issei Miyako, Advisor to MD and, the Company Secretary be and are hereby severally authorised to do all such acts, deeds, actions and things as may be necessary for the payment of aforesaid amount or any other act as may be incidental including signing, submission of all documents or representing the company for getting the statutory approvals or filing of returns i.e. RBI, MCA or any other statutory authority. ”

2. TO CONSIDER AND APPROVE THE ADDITIONAL CAPITAL EXPENDITURE OF INR 60 MILLION FOR EXPANSION OF BUILDING OF GUJARAT PLANT AND INCIDENTAL ACTIVITIES AND AUTHORISATION FOR SIGNING, EXECUTION, SUBMISSION OF ALL DOCUMENT TO VARIOUS AUTHORITIES IN RELATION TO SEEK THE PERMISSION OF EXPANSION

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

RESOLVED THAT the consent of the members be and is hereby accorded to approve the capital expenditure of INR 60 million for construction of Building and Statutory approvals including Government fees, consultant fees, Liasoning fees or any other cost incidental to the construction and set up of building in the plant located at Gujarat.

RESOLVED FURTHER THAT the company will contribute in the aforesaid capex of INR 60 Million by getting the funding from banks through term loan after utilization of internal accruals, if available for the said capex.

RESOLVED FURTHER THAT Mr. Kannan Saravanan, Managing Director & CEO, Mr. Sudhir Kumar Singhvi, CFO, Mr. Issei Miyako, Advisor to MD, Mr. Ko Ishikawa, Sr. VP-Engg. & QA, Mr. Ashok Kumar, Safety Officer, Company Secretary is authorised to do all acts, deed and things as may be necessary to get the approvals from various authorities viz. GPCB, Environment Clearance, GIDC, Utility Department or any other statutory authority having relevance in the construction of building, appointing Consultants, Liasoning officers and to file all necessary papers, documents as may be required and monitor the activities till the successful construction as per the terms agreed.

By Order of the Board of Directors

DATE: 07.03.2023

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

PLACE: GURGAON



**Kannan Saravanan
Managing Director
DIN: 08337301**

**Address: House No. 204, Sheeba Apartments,
Sector-28 Galleria, DLF-IV, Gurugram-122009**

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item no. 01 to 02 which are considered to be unavoidable by the Board of Directors of the Company forms the part of this notice.
2. Since this EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes by show of hands.
3. Corporate members intending to attend/vote at EGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorisations/ resolutions/ power of attorney to the Company Secretary at ssaha@munjalkiriu.co.in authorizing their representative to attend and vote on their behalf at the meeting.
4. The members of the company may demand a poll under section 109 of Companies Act, 2013 in the case having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees before the declaration of result.
5. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act.
6. Pursuant to the various extension notification of Ministry of Corporate Affairs (MCA) read with MCA circular dated 08th April, 2020 and 13th April, 2020, Extra Ordinary General Meeting is being convened through VC/OAVM and the registered office of the company will be deemed to be venue of the meeting.
7. The Statutory Register maintained under Section 189 and 170 of Companies Act, 2013 or any document relevant to/ referred to the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days except holidays between 09.00 A.M. to 06.00 P.M. up to the date of meeting or may be available through electronic mode.
8. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/clarification dated April, 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
9. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, the Notice calling the EGM along with the relevant materials is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes. Members who have not registered their e-mail address or if there is any change in their e-mail address are requested to register/update their e-mail address with the by writing the e-mail to RTA at

info@alankit.com for receiving all communications including Notices, Circulars, etc. from the Company electronically.

10. Attendance of Members shall be counted for reckoning the quorum under Section 103 and Articles of Association of the Company.
11. The guiding instructions for participating and log in the Extra Ordinary General Meeting is enclosed as **Annexure 1**
12. Due to the spread of infectious COVID 19 in the world, WHO declared it as a pandemic and in this regard physical interaction shall be avoided. Hence, your Company has decided to conduct the meeting of the members through Video Conferencing as announced by the Ministry of Corporate Affairs. The facility for joining the meeting shall be kept open before 15 minutes of starting the meeting and after 15 minutes of expiration of time of meeting, You can access the circular issued by Ministry of Corporate Affairs by clicking the below link http://mca.gov.in/Ministry/pdf/Circular14_08042020.pdf
13. In case of any assistance required for connecting on the Video Conferencing then you can contact our technology provider +91-9560024449 or Company Secretary +91-7838216442.
14. In case of demand of poll raised by any member on any item then the vote on the resolution can be cast to the Company Secretary of the company at ssaha@munjalkiriu.co.in.

Inspection

Memorandum and Articles of Association of the Company and other relevant documents, if any, will be available for inspection by members at the Registered Office of the Company between 09:00 A.M and 6:00 PM on all working days and at the meeting and also available through electronic mode by sending an e-mail to ssaha@munjalkiriu.co.in.

ANNEXURE – 1

INSTRUCTIONS ON HOW TO ACCESS AND PARTICIPATE IN THE MEETING:

Step 1 You are invited to call on Teams Meeting by clicking below URL through your desktop:

Microsoft Teams meeting

Join on your computer or mobile app

[Click here to join the meeting](#) (Press “CTRL” and click on the URL simultaneously)

Munjal Kiri Industries

[Learn More](#) | [Meeting options](#)

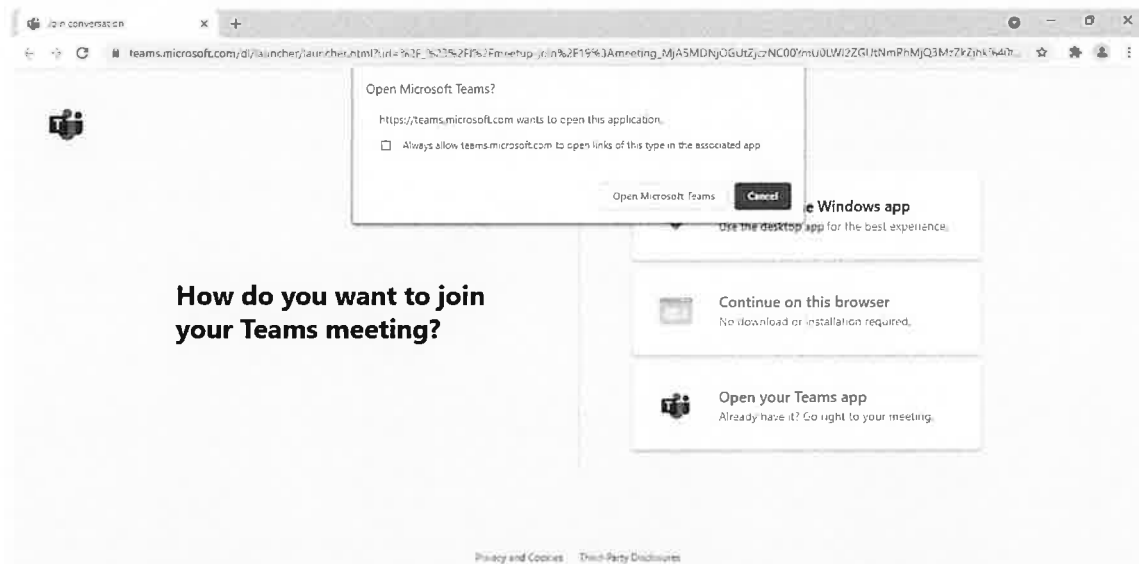
OR

If the above URL is not working due to technical error then please copy the below URL and paste it on your browser:

https://teams.microsoft.com/dl/launcher/launcher.html?url=%2F%20%23%2F%2Fmeetup-join%2F19%3Ameeting_MjA5MDNjOGUtZjczNC00YmU0LWI2ZGUtNmRhMjQ3MzZkZjhh%40threa

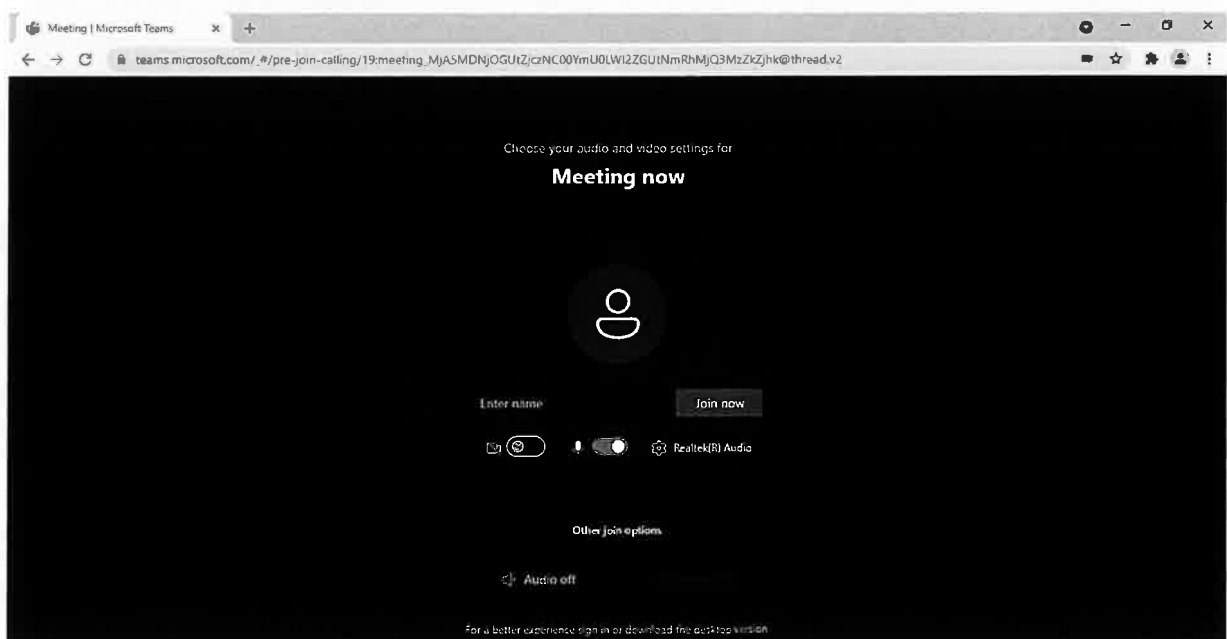
[d.v2%2F0%3Fcontext%3D%257b%2522Tid%2522%253a%252281f4901-fe60-4dca-b2b0-825b6e6cf1c0%2522%252c%2522Oid%2522%253a%252294b9cff6-c583-4997-b47c-3b51b500e76e%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=7381df1a-c0ac-40d3-bf84-56c12d5cd2a9&directDl=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true](https://teams.microsoft.com/join?context=3D%257b%2522Tid%2522%253a%252281f4901-fe60-4dca-b2b0-825b6e6cf1c0%2522%252c%2522Oid%2522%253a%252294b9cff6-c583-4997-b47c-3b51b500e76e%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=7381df1a-c0ac-40d3-bf84-56c12d5cd2a9&directDl=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true)

Step 2 After clicking on the above link you will be directed to the below browser:



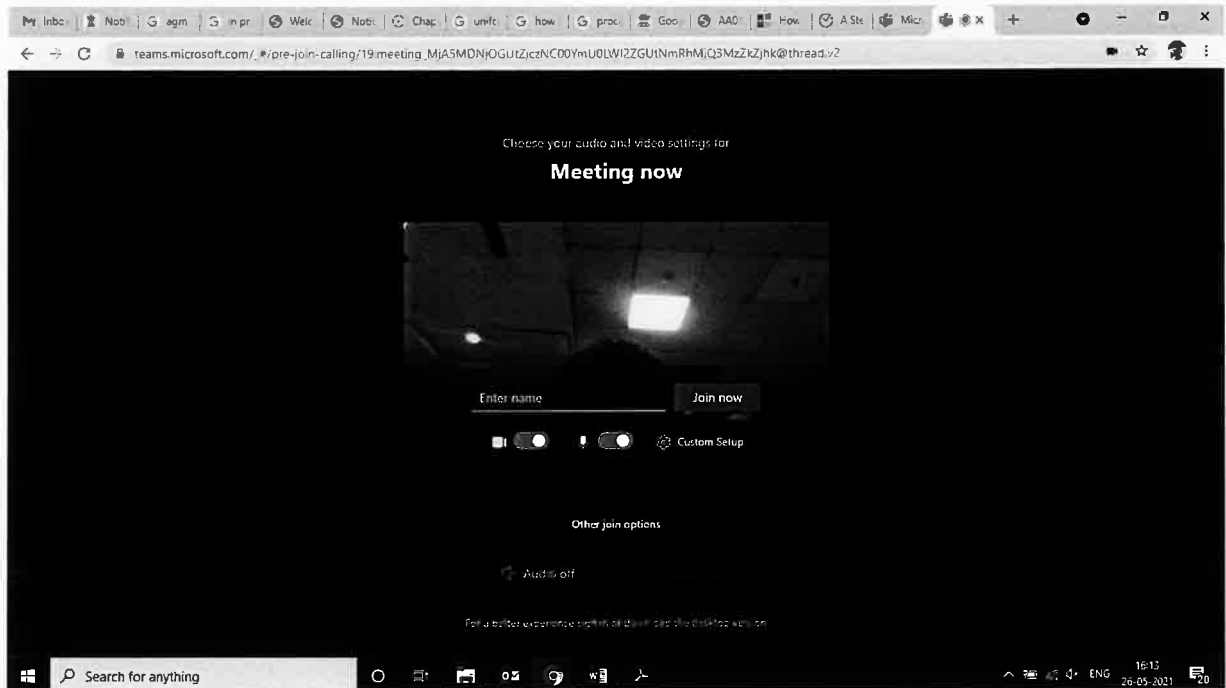
If you have Teams Application in your window then Click on “Open Microsoft Teams” or alternatively click on “Continue with the browser”

Step 3 If you selected the option of Teams Application by clicking on “Open Microsoft Team” then enter your name as per below:



OR

If you selected the option of “Continue with the browser” then enter your name as per below:

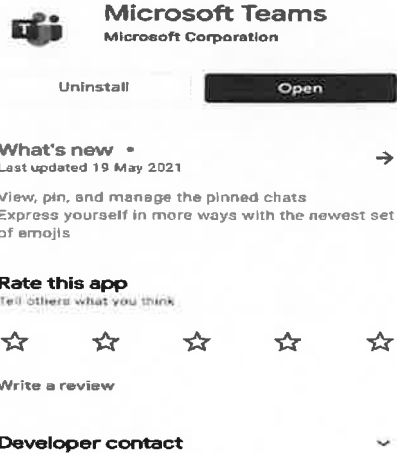


Step 4 After entering your name, Select the camera, audio preferences and Click on “Join”.

Step 5 Congratulations you are connected to the “Teams Meet”

Steps to Connect Teams VC with Android

1. Go to Google play to install the Teams App “Microsoft Teams”.



Install this App at Android phone.

2. After properly installation, go to the place where you have received the meeting link and click for join on your android phone

Meeting Link

Microsoft Teams meeting

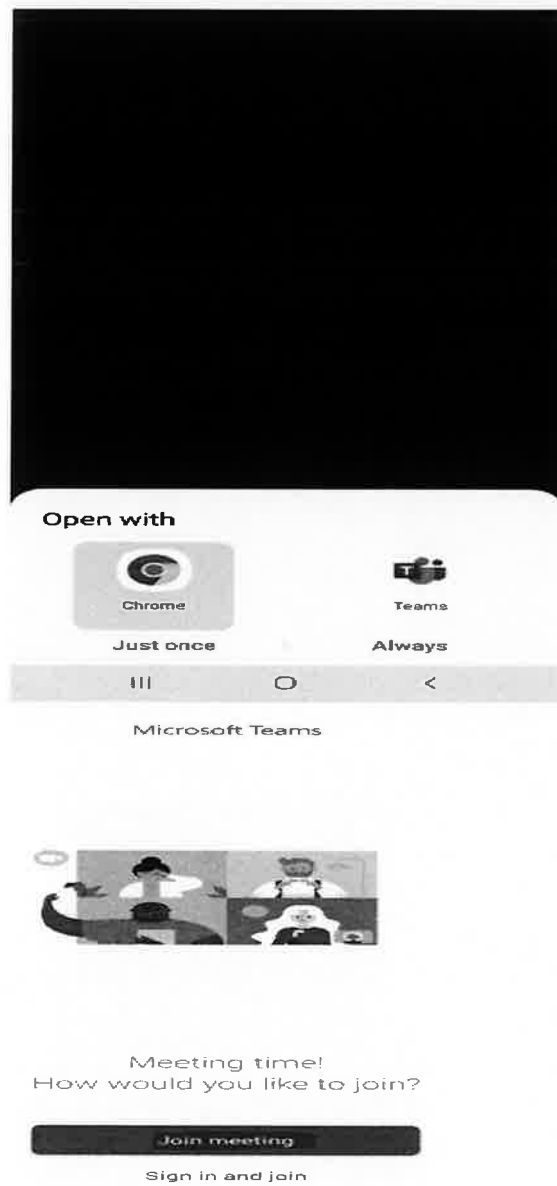
Join on your computer or mobile app

[Click here to join the meeting](#)

Munjal Kiru Industries

[Learn More](#) | [Meeting options](#)

3. Select Teams from "Open with Chrome & Teams".



4. Click on Join Meeting and Enter your name



Type your name, then select Join meeting.

krishan

Join meeting

Your Name = ...

Dial String = Join Meeting

5. Press "Join Meeting" and you will connect in Teams VC call meeting.



Steps to Connect Teams VC with IOS (Apple)

1. Go to App store and install the Teams App in device "Microsoft Teams".



1. After properly installation, go to the place where you have received the meeting link and click for join on your IOS



2. Click on join the meeting and join as a guest



After giving the required details, press Join call button. Than you will be connect in Teams VC call.

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

ITEM NO. 01

The members are informed that the company wants to reward the shareholders as return on equity in the form of Interim Dividend as per Section 123 of Companies Act, 2013 and rules made thereunder.

According to Section 123 (3) of Companies Act, 2013, the Board of Directors of a company may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend but as per Article 44 of Articles of Association, Dividend is a reserved matters hence it needs unanimous approval of members:

Hence the management is proposing the Dividend basis the profit generated from April 01, 2022 to December 31, 2022 i.e. the quarter preceding the date of declaration of interim dividend.

The Resolution as set out in the said Agenda Item no. 01 of the Notice convening the 03rd/2022-23 Extra Ordinary General Meeting seeks the majority approval of the shareholders.

None of the Directors and other key managerial personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item No. 01 of the accompanying notice.

ITEM NO. 02

The members are hereby informed that in accordance with the clause 44 of Articles of Association of the Company, the annual budget consisting the capital expenditures shall be approved by the Board of Directors and Shareholders unanimously but on account of urgent matters the Company is required to have special approval for additional capital expenditures for construction of Building and statutory approvals in connected therewith as the Building needs to be expand to install/transfer two new lines of Disc and Drum either for SMG, ILJIN, Mahindra & Mahindra in the plant located at Gujarat.

In this regard, the management seeks the approval of additional capital expenditure of INR 60 Million for installation/transfer of two new lines of Disc and Drum in the plant located at Gujarat. The new lines can be used for meeting the demand of any customer in the event of future requirements.

The Resolution as set out in the said Agenda Item no 02 of the Notice convening the 03rd Extra Ordinary General Meeting seeks the unanimous approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is in anyway concerned or interested, financially or otherwise in the Resolution set out at item no. 02 of the accompanying notice.

By Order of the Board of Directors

DATE: 07.03.2023

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

PLACE: GURGAON


Kannan Saravanan
Managing Director
DIN: 08337301
Address: House No. 204, Sheeba Apartments,
Sector-28 Galleria, DLF-IV, Gurugram-122009