

NOTICE OF 01st/2023-24 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 01st/2023-24 Extra Ordinary General Meeting of the Members of **Munjalkiriu Industries Private Limited** will be held at shorter notice on 9th day of June, 2023 at 4 P.M. at the registered office of the company at Plot No. 192, Sector-4, Phase-II, IMT Manesar, Gurugram-122050 to transact the following businesses:

SPECIAL BUSINESS

- 1. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF M/S. B. D. BANSAL & CO., CHARTERED ACCOUNTANTS, INTERNAL AUDITOR OF THE COMPANY FOR THE F.Y. 2023-2024.**

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

“RESOLVED THAT pursuant to Section 138 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Article 44 of Articles of Association of the company, the consent of the shareholders be and are hereby accorded to appoint M/s. B. D. Bansal & Co., Chartered Accountants as the Internal Auditor of the Company for FY 2023-2024 on such terms and conditions as contained in the draft engagement letter to perform the duties as an Internal Auditor as required under Companies Act, 2013 at the annual remuneration of Rs. 4,50,000 (Four Lac Fifty Thousand only) in addition to the out of pocket expenses and miscellaneous expenses.

“RESOLVED THAT pursuant to Section 138 of Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules 2014, M/s. B. D. Bansal & Co., Chartered Accountants, Internal Auditor of the Company for the F.Y. 2023-2024, the management of the company is further authorized to modify the remuneration, if required in consultation with auditor, in addition to the out of pocket expenses and miscellaneous expenses incurred by any of the partner or their senior staff in connection with the internal audit of the Company which will be paid on actual basis.

RESOLVED FURTHER THAT Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, things, and deeds etc. as may be required to give effect to this resolution including issuance of appointment letter or filing of forms with concerned Registrar of Companies, if any.”

- 2. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF SECRETARIAL AUDITOR FOR THE FY 2023-24**

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Notification dated January 03, 2020 or any amendment thereto for the time being in force, the consent of the shareholders be and are hereby accorded to appoint M/s. Jayant Gupta and Associates, holding the prescribed qualification, as the Secretarial Auditor of the Company for the financial year 2023-24 at a fixed remuneration of Rs. 1,00,000/- per annum in addition to the out of pocket expenses and miscellaneous expenses which may be paid on actual basis.

RESOLVED FURTHER THAT Managing Director or/and Company Secretary of the Company, be and is hereby authorized to file /upload relevant forms with the Registrar of Companies, Ministry of Corporate Affairs, Government of India, furnish a certified copy of the said resolution to all concerned and to do all such acts, deeds and things to comply with all other formalities in this regard."

DATE:09.06.2023

By Order of the Board of Directors

PLACE: IMT Manesar

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED


SHUBHANKAR SAHA
COMPANY SECRETARY
M. No. A40404
E-mail: ssaha@munjalkiriu.co.in

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item no. 01 to 04 which are considered to be unavoidable by the Board of Directors of the Company forms the part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THIS MEETING.**
3. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding

more than 10 (ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.

4. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring with them the Attendance Slip. All the persons attending the Meeting are advised to bring their original photo identity cards for verification.
5. Corporate members intending to attend/vote at EGM 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 or by hand authorizing their representative to attend and vote on their behalf at the meeting.
6. The members of the company may demand a poll and cast their vote on ssaha@munjalkiriu.co.in 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.
7. 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. Members are requested to share the consent to convene the meeting through shorter notice either on e-mail at ssaha@munjalkiriu.co.in or submit physically by hand or courier or registered post.
8. 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.
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 route map to the venue of the meeting is enclosed

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.

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

ITEM NO. 01

The Board of Directors of the Company in its duly convened and held meeting on June 09, 2023 approved the appointment of M/s B.D. Bansal & Co. as Internal auditor and fix their remuneration the financial year 2023-2024 and proposed the same for unanimous approval of the members of the Company by passing necessary resolution as set out in the Agenda Item of the Notice convening the 1st Extra Ordinary General Meeting.

Clause 44/45 of Articles of Association of the Company read with the Joint Venture Agreement for the time being requires **"RESERVED MATTERS"** unanimous consent of all the shareholders in Shareholders' meeting required in the event of Selection of Auditors of the company.

Pursuant to aforesaid Clause 2(l) read with Clause(s) 44/45 and other applicable Clauses, if any, of Articles of Association of the Company read with the Joint Venture Agreement for the time being, the said Agenda Item will require unanimous consent of all the shareholders in shareholder's meeting.

The written consent and eligibility certificate has been received from the Internal Auditor.

The said documents are open for inspection at the Registered Office of the Company situated at Plot No. 192, Sector-4, Phase-II, IMT Manesar-122050 India, on all working days between 09:00 a.m. to 6:00 p.m.; and will also be available for inspection during the Meeting or available through electronic mode.

The Resolution as set out in the said Agenda Item no 02 of the Notice convening the 1st Extra Ordinary General Meeting seeks the unanimous approval of the aforesaid appointment of Internal Auditor and fixation of its remuneration.

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.

ITEM NO. 02

The Board of Directors of the Company in its duly convened and held meeting on June 09, 2023 approved the appointment of M/s Jayant Gupta and Associates as Secretarial auditor and fix their remuneration the financial year 2023-2024 and proposed the same for unanimous approval of the members of the Company by passing necessary resolution as set out in the Agenda Item of the Notice convening the 1st Extra Ordinary General Meeting.

Clause 44/45 of Articles of Association of the Company read with the Joint Venture Agreement for the time being requires **"RESERVED MATTERS"** unanimous consent of all the shareholders in Shareholders' meeting required in the event of Selection of Auditors of the company.

Pursuant to aforesaid Clause 2(l) read with Clause(s) 44/45 and other applicable Clauses, if any, of Articles of Association of the Company read with the Joint Venture Agreement for the time being, the said Agenda Item will require unanimous consent of all the shareholders in shareholder's meeting.

The written consent and eligibility certificate has been received from the Secretarial Auditor.

The said documents are open for inspection at the Registered Office of the Company situated at Plot No. 192, Sector-4, Phase-II, IMT Manesar-122050 India, on all working days between 09:00 a.m. to 06:00 p.m.; and will also be available for inspection during the Meeting or available through electronic mode.

The Resolution as set out in the said Agenda Item no 03 of the Notice convening the 1st Extra Ordinary General Meeting seeks the unanimous approval of the aforesaid appointment of Internal Auditor and fixation of its remuneration.

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. 03 of the accompanying notice.

DATE: 09.06.2023

By Order of the Board of Directors

PLACE: IMT Manesar

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED


SHUBHANKAR SAHA
COMPANY SECRETARY
M. No. A40404
E-mail: ssaha@munjalkiriu.co.in

MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

CIN: U34200HR2007PTC073642

Registered Office Address : Plot No. 192, Sector-4, Phase-II, IMT Manesar,
Gurugram-122050

Website : www.munjalkiriu.co.in

Email : ssaha@munjalkiriu.co.in

Please complete the attendance slip and hand over at the entrance of the meeting hall.

ATTENDANCE SLIP

I / We hereby record my / our presence at the 01st Extraordinary General Meeting for the FY 2023-2024 of the Company held on 9th day of June, 2023 at 4 p.m. at the registered office of the Company.

For Physical Holding	For Electronic Holding (Demat)	No. of Shares
LF No.	DP ID	Client ID
NAME OF THE MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITALS)		

SIGNATURE OF THE MEMBER/
JOINT MEMBER(S) / PROXY

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U34200HR2007PTC073642
Name of the Company : Munjal Kiri Industries Private Limited
Registered Office : Plot No. 192, Sector-4, Phase-II, IMT Manesar,
Gurugram-122050

Name of the members(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/Client Id	:	
DP ID	:	

I/We, being the members(s) of _____ shares of the above name Company, hereby appoint

- 1 Name :
Address :
E-mail Id :
Signature : ,or failing him
- 2 Name :
Address :
E-mail Id :
Signature : ,or failing him
- 3 Name :
Address :
E-mail Id :
Signature : ,or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 1st Extra-Ordinary General Meeting for the FY 2023-2024 of the Company, to be held on 9th day of June 2023 at p.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sl. No.	MATTER REQUIRING APPROVAL OF THE SHAREHOLDERS	Voting %
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SPECIAL BUSINESS		
1.	To consider and approve to avail the additional term loan facility of Rs. 300,000,000 (Rupees Three Hundred Million) from Mizuho Bank Limited	Unanimous
2.	To consider, finalize and approve the appointment and remuneration of M/s. B. D. Bansal & Co., Chartered Accountants, Internal Auditor of the Company for the F.Y. 2023-2024.	Unanimous
3.	To consider and approve the appointment and remuneration of Secretarial Auditor for the FY 2023-24.	Unanimous

Signed on this _____

Signature of shareholder

Signature of Proxy holder(s)

*Affix
Revenue
Stamp*

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Appointing proxy does not prevent a member from attending in person if he/she so wishes.
3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP TO THE VENUE OF EGM

