

NOTICE OF 02ND/2022-23 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 02nd/2022-23 Extra Ordinary General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held at shorter notice on 16th day of January, 2023 at 3,45 P.M. at Hero Cycles Limited-2A-1001, 10th Floor, Two Horizon Centre, Sector-43, DLF Phase-V, Gurugram to transact the following businesses:

SPECIAL BUSINESS

1. REGULARIZATION OF MR. SHOHEI YOSHIDA, DIN 09812230 FROM ADDITIONAL NOMINEE DIRECTOR TO NOMINEE DIRECTOR

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

“RESOLVED THAT Mr. Shohei Yoshida, DIN 09812230 who was appointed as an Additional Director of the company, with effect from 02nd day of December 2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of ensuing General Meeting, be and is hereby regularised and appointed as a Nominee Director of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Kannan Saravanan, Managing Director & CEO, Mr. Sudhir Kumar Singhvi, CFO, Mr. Issei Miyako, Advisor to MD, Mr. Ko Ishikawa, Sr. VO-Engg & QA and Mr. Rohit Babbar, Company Secretary of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

2. TO CONSIDER AND APPROVE THE ADDITIONAL CAPITAL EXPENDITURE OF INR 60 MILLION FOR EXPANSION OF BUILDING OF GUJARAT PLANT AND AUTHORISE 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 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, Mr. Rohit Babbar, CS & Legal Manager 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.

3. TO ROLL OVER THE SANCTIONED CREDIT FACILITIES OF INR 200 MILLION W.E.F. 1ST DAY OF JANUARY 2023 TO 30TH DAY OF JUNE 2023 FROM M/S MIZUHO BANK LIMITED.

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 of the Company be and is hereby accorded to accept and avail the amount of credit facilities within overall approved limit of INR 200 million from M/s. Mizuho Bank Limited (hereinafter called “the Bank”) as per the terms written in the sanction letter and loan agreement thereto placed before the members.

RESOLVED FURTHER THAT any two of the following four persons in the below table

Sl. No.	NAME OF AUTHORIZED SIGNATORY	DESIGNATION	MODE OF OPERATION
1.	Mr. Kannan Saravanan	Managing Director and Chief Executive Officer	Jointly with any two authorized signatories
2.	Mr. Sudhir Kumar Singhvi	Chief Financial Officer	
3.	Mr. Issei Miyako	Advisor to Managing Director	
4.	Mr. Ko Ishikawa	Sr. VP-Engg. & Quality Assurance	

be and are hereby authorized

1. to execute necessary loan documents, undertaking, declaration, confirmation, drawdown request, etc., if required, for and on behalf of the Company as may be required by the Bank; and
2. to do all such acts, deeds, matters and things on behalf of the Company as may in absolute discretion deem fit, necessary and expedient and as may be required by the Bank to avail the aforesaid revolving credit facilities for and on behalf of the Company.

RESOLVED FURTHER THAT the Managing Director or/and the Company Secretary be and is hereby authorized to furnish a certified copy of the said resolution to the Bank to act upon it.”

4. TO CONSIDER AND APPROVE TO AVAIL THE ADDITIONAL TERM LOAN FACILITY OF RS. 200,000,000 (RUPEES TWO HUNDRED MILLION) EITHER FROM MIZUHO BANK LIMITED, SMBC BANK OR HDFC BANK

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 179 of Companies Act, 2013 read with Rules made thereunder (including any statutory modification and re-enactment thereof), Joint Venture Agreement and Articles of Association, the consent of the members be and is hereby given to avail financial assistance in the form of term loan of an amount not exceeding INR. 200,000,000 (Indian Rupees Two Hundred Million) either from Mizuho Bank Limited, SMBC Bank or HDFC whoever terms are beneficial for the company (hereinafter referred to as “the Bank), in order to meet the capital expenditure and facilitate business operations of the company, and such loan shall be obtained on such terms and conditions and the rate of interest as specified or contained in the proposal which is agreed between company and bank.

RESOLVED FURTHER THAT any two of the following authorized officials:

Sl. No.	NAME OF AUTHORIZED SIGNATORY	DESIGNATION	MODE OF OPERATION
1.	Mr. Kannan Saravanan	Managing Director and Chief Executive Officer	Jointly by any two signatories
2.	Mr. Sudhir Kumar Singhvi	Chief Financial Officer	
3.	Mr. Issei Miyako	Advisor to Managing Director	
4.	Mr. Ko Ishikawa	Sr. VP-Engg. & Quality Assurance	

be and are hereby authorized to:

1. request or negotiate with the Bank and accept the revised terms and conditions (including securities or interest rate) (if any), execute, sign and issue all/ any such Loan Agreements, Indemnities and all/ any other documents, writings, drawdown request and instruments on behalf of the Company;
2. and all renewals, interest payment, repayment on maturity and/or amendments there to as may require from time to time in this regard and implementation thereof.

RESOLVED FURTHER THAT Managing Director or/ and Company Secretary of the Company be and are hereby authorized, jointly and/or severally, on behalf of the Company to do all such acts, deeds

and things as may be necessary to give effect to this resolution including e-filing the required intimations to Ministry of Corporate Affairs.”

DATE: 16.01.2023

By Order of the Board of Directors

PLACE: GURGAON

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

**ROHIT BABBAR
COMPANY SECRETARY**

M NO. A40520

E-mail: rbabbar@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 rbabbar@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 rbabbar@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 rbabbar@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 rbabbar@munjalkiriu.co.in.

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

ITEM NO. 01

The members are hereby informed that the Board of Directors has appointed Mr. Shohei Yoshida, DIN 09812230 as Additional Director on account of casual vacancy created from resignation of Mr. Shinichi Hashimoto basis on the nomination letter of Sumitomo Corporation exercising their right to appoint a nominee Director representing Sumitomo Corporation.

Mr. Yoshida was appointed till the ensuing General Meeting as per the provisions of Section 161 of Companies Act, 2013. Hence it is recommended by the Board to the members to regularise him as Nominee Director on account of satisfactorily performance.

The Resolution as set out in the said Agenda Item no. 01 of the Notice convening the 02nd/2022-23 Extra Ordinary General Meeting seeks the majority approval of the shareholders.

None of the Directors except Mr. Shohei Yoshida 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 02nd 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.

ITEM NO. 3

The Board of Directors of the Company in its duly convened and held meeting, dated 09th June 2022 authorized to continue the availment of revolving credit limit, as circumstances necessitates, within overall approved limit of Rs. 200 Million on the same terms and conditions until December 31, 2022 from M/s Mizuho Bank. The Board of Directors is now further recommended to the shareholders for authorisation to accept and avail the credit facilities, i.e. Short- term Loan with limit of Rs. 200 million, in its duly convened and held meeting dated January 16, 2023 on the same terms and conditions.

Any borrowing by the Company in excess of USD 2 Million (apart from working capital loans) requires unanimous consent of all the Directors present in the Board Meeting and shareholders in the shareholder meeting as per the articles of association of the Company pursuant to Joint Venture Agreement and the Article 44 read with Article 45 of Articles of Association of the Company for the time being in force requires **“RESERVED MATTERS”** unanimous consent of all the shareholders in Shareholders’ meeting.

The Resolution as set out in the said Agenda Item no. 03 of the Notice convening the 02nd/2022-23 Extra Ordinary General Meeting seeks the unanimous 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. 03 of the accompanying notice.

ITEM NO. 4

The Board of Directors of the Company in its duly convened and held meeting, dated 21st September 2022 has approved the borrowing of INR 200 Million (Indian Rupees Two Hundred Million) either from Mizuho Bank Limited, HDFC Bank Limited or Sumitomo Mitsui Banking Corporation (hereinafter referred to as "SMBC") to meet the capital expenditure and facilitate the business operations of the company on the terms and conditions. Agreed between Company and Bank.

The Board of Directors is now further recommended the same to the shareholders for approval of INR 200 Million (Indian Rupees Two Hundred Million) from SMBC/Mizuho Bank/HDFC Bank, in its duly convened and held meeting dated September 21, 2022.

Any borrowing by the Company in excess of USD 2 Million (apart from working capital loans) requires unanimous consent of all the Directors present in the Board Meeting and shareholders in the shareholder meeting as per the articles of association of the Company pursuant to Joint Venture Agreement and the Article 44 read with Article 45 of Articles of Association of the Company for the time being in force requires "**RESERVED MATTERS**" unanimous consent of all the shareholders in Shareholders' meeting.

The utilisation of the same shall be in April 01, 2023 without any further approval whether internal or external.

The Resolution as set out in the said Agenda Item no. 04 of the Notice convening the 02nd/2022-23 Extra Ordinary General Meeting seeks the unanimous approval of the shareholders.

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. 04 of the accompanying notice.

DATE: 16.01.2023

By Order of the Board of Directors

PLACE: IMT Manesar

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

**ROHIT BABBAR
COMPANY SECRETARY**

M. No. A40520

E-mail: rbabbar@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 : rbabbar@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 02nd Extraordinary General Meeting for the FY 2022-2023 of the Company held on Monday, 16th day of January 2023 at p.m. at Hero Corporate Office situated at Hero Cycles Ltd., 2A- 1001, 10th Floor, Two Horizon Centre, Sector -43, DLF Phase -V, Gurugram, PIN – 122002, Haryana.

For Physical Holding	For Electronic Holding (Demat) NSDL/CDSL	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 2nd Extra-Ordinary General Meeting for the FY 2022-2023 of the Company, to be held on Monday, 16th day of January 2023 at p.m. at Hero Corporate Office situated at Hero Cycles Ltd., 2A- 1001, 10th Floor, Two Horizon Centre, Sector -43, DLF Phase -V, Gurugram, PIN - 122002, Haryana and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

S. No.	Resolutions	Type of Resolution
SPECIAL BUSINESS		
1.	Regularization of Mr. Shohei Yoshida, DIN 09812230 from Additional Nominee Director to Nominee Director	Ordinary
2.	To consider and approve the Additional Capital Expenditure of INR 60 Million for expansion of Building of Gujarat Plant and authorise for signing, execution, submission of all document to various authorities in relation to seek the permission of expansion.	Unanimous
3.	To roll over the sanctioned credit facilities of INR 200 million w.e.f. 1st day of January 2023 to 30 th day of June 2023 from M/S Mizuho Bank Limited.	Unanimous
4.	To consider and approve to avail the additional term loan facility of Rs. 200,000,000 (Rupees Two Hundred Million) from Mizuho Bank Limited	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

