



## 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@munjalkiri.com.in, Web : www.munjalkiri.co.in

### NOTICE OF 2<sup>nd</sup> EXTRAORDINARY GENERAL MEETING FOR THE FY 2020-2021

#### To the Members of Munjal Kiri Industries Private Limited

NOTICE is hereby given that the 2<sup>nd</sup> Extraordinary General Meeting for the FY 2020-2021 of the Members of **Munjalkiri Industries Private Limited** will be held via video conferencing at shorter notice on Tuesday, the 15<sup>th</sup> day of September, 2020 at 01:00 P.M. 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. 2020-2021.**

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 2020-2021 on such terms and conditions as contained in his draft appointment letter to perform the duties as an Internal Auditor as required under Companies Act, 2013 at the annual remuneration of Rs. 3,50,000 (Three 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. 2020-2021, 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 OF COST AUDITOR**

For Munjal Kiri Industries Pvt. Ltd.

  
Company Secretary

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 or any amendment thereto for the time being in force and Article 44 of Articles of Association, the consent of the shareholders be and are hereby accorded to appoint M/s. Ramanath Iyer & Co., Firm Registration No.:000019, who is holding the prescribed qualification, as the Cost Auditor of the Company for the financial year 2020-21 at a fixed remuneration of Rs. 1,32,000/- per annum in addition to the out of pocket expenses and miscellaneous expenses.

**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."

**3. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF SECRETARIAL AUDITOR FOR THE FY 2020-21**

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. Sanjay Grover and Associates, holding the prescribed qualification, as the Secretarial Auditor of the Company for the financial year 2020-21 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: 15/09/2020

PLACE: IMT Manesar

By Order of the Board of Directors

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

For Munjal Kiriu Industries Pvt. Ltd.



Company Secretary  
ROHIT BABBAR

COMPANY SECRETARY

M NO. A40520

E-mail: [rabbbar@munjalkiriu.co.in](mailto:rabbbar@munjalkiriu.co.in)

**NOTES:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item no. 01 to 03 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 THE 2<sup>nd</sup> EXTRAORDINARY GENERAL MEETING FOR THE FY 2020-2021.**
3. Proxy in order to be effective must be received by the Company at the registered office not less than 48 hours before the scheduled time of the meeting. Members are requested to note that in case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in regard to the business as set out in Item No. 01 to 03 above is annexed hereto.
7. 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 11.00 A.M. to 5.00 P.M. up to the date of meeting or may be available through electronic mode.
8. Any change in Member's communication address is to be duly communicated to the Company.
9. 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. 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](http://mca.gov.in/Ministry/pdf/Circular14_08042020.pdf)
10. In case of any assistance required for connecting on the Video Conferencing then you can contact our technology provider +91-9560024449 or Company Secretary +91-9311314004.
11. 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 [rbabbar@munjalkiriu.co.in](mailto:rbabbar@munjalkiriu.co.in).

12. 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 [rbabbar@munjalkiriu.co.in](mailto:rbabbar@munjalkiriu.co.in) .

13. Rout Map 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 11:00 A.M and 5:00 PM on all working days and at the meeting and also available through electronic mode.

### **INSTRUCTIONS ON HOW TO ACCESS AND PARTICIPATE IN THE MEETING:**

**You are invited to call on Lifesize.**

### **Lifesize to Lifesize Room Systems**

Use the keypad to enter this extension: 3986575

### **Third Party Room Systems**

Call the IP Address: 3.1.9.9

Enter the Extension: 3986575

Or call directly:

[3986575@sip.lifesizecloud.com](mailto:3986575@sip.lifesizecloud.com)

### **Call in by Phone**

Additional numbers: <https://call.lifesize.com/pstn/numbers>

Calling from a Lifesize conference room system? Just dial 3986575 with the keypad.

**Connect over video with Lifesize APP or directly use below link in Google chrome.  
(PFA for Steps)**

Join with the Lifesize App: <https://call.lifesizecloud.com/3986575>

## **Steps to connect Lifesize video conference**

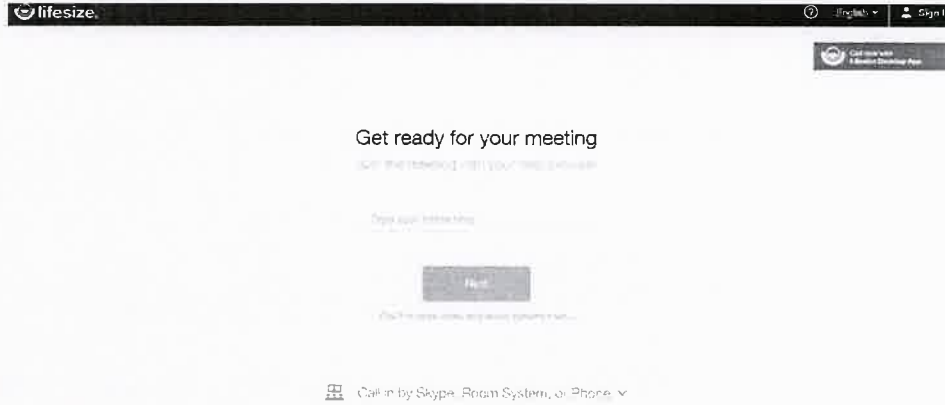
1. Go to below Lifesize VC link in **Google Chrome**.  
<https://call.lifesizecloud.com/3986575>

2. Type your name here.

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For Murjal Kiriu Industries Pvt. Ltd.

Company Secretary



3. After giving your name, it will ask for the camera preferences. If you can see yourself, then please press “Next”.

Choose your camera preferences




4. Choose Audio option



Click on “Use Computer audio”

5. Test your microphone and speaker here before joining the meeting.



For Munjal Kiri Industries Pvt. Ltd.  
  
Company Secretary



6. If test is pass, click on Join Button.

## Steps to Connect Lifesize VC with Android

1. Go to Google play to install the Lifesize App “Lifesize”.



Install this App at Android phone.

2. After installing, it will ask the login in App.

Choose “guest user”.



3. Put your name and Dial string in required area.

Your Name = ....  
Dial String = 3986575



4. Press "Place Call" and you will connect in Lifesize VC call meeting.



## **Steps to Connect Lifesize VC with IOS (Apple)**

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

For Munjal Kriu Industries Pvt. Ltd.

Company Secretary



2. Open the App and select Guest User.



3. Put your name and Dial string in required area.



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



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

**AGENDA ITEM NO. 01**

The Board of Directors of the Company in its duly convened and held meeting on September 15, 2020 approved the appointment of M/s B.D. Bansal & Co. as Internal auditor and fix their remuneration the financial year 2020-2021 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 Extraordinary 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 11:00 a.m. to 1:00 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 01 of the Notice convening the Extraordinary General Meeting seeks the unanimous approval of the aforesaid appointment of Internal Auditor and fixation of its remuneration.

None of the Directors and other key managerial personnel is concerned or interested in the said Resolution.

**AGENDA ITEM NO. 02**

The Board of Directors of the Company in its duly convened and held meeting on September 15, 2020 approved the appointment of M/s Ramanath Iyer & Co. as Cost Auditor and recommend its remuneration the financial year 2020-2021 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 Extraordinary 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 and Section 148 requires to fix the remuneration of Cost Auditor by the shareholders.

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 Cost 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 11:00 a.m. to 1:00 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 Extraordinary General Meeting seeks the unanimous approval of the aforesaid appointment of Cost Auditor and fixation of its remuneration.

None of the Directors and other key managerial personnel is concerned or interested in the said Resolution.

### **AGENDA ITEM NO. 03**

The Board of Directors of the Company in its duly convened and held meeting on September 15, 2020 approved the appointment of M/s Sanjay Grover and Associates as Secretarial auditor and fix their remuneration the financial year 2020-2021 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 Extraordinary 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 11:00 a.m. to 1:00 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 Extraordinary General Meeting seeks the unanimous approval of the aforesaid appointment of Secretarial Auditor and fixation of its remuneration.

None of the Directors and other key managerial personnel is concerned or interested in the said Resolution.

**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](http://www.munjalkiriu.co.in)

Email : [rbabbar@munjalkiriu.co.in](mailto: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 2<sup>nd</sup> Extraordinary General Meeting for the FY 2020-2021 of the Company via video conferencing at shorter notice to be held on Tuesday, 15<sup>th</sup> day of September 2020 at 11.00 a.m. at Plot No 192, Sector-4, Phase-II, IMT Manesar, Gurgaon-122050, Haryana

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

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

**Note: In case of meeting through video conferencing, the attendance slip is not required.**

For Munjal Kiriu Industries Pvt. Ltd. 11

  
Company Secretary

**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 Kiriu Industries Private Limited**  
Registered Office : **Plot No. 192, Sector-4, Phase-II, IMT Manesar,  
Gurugram-122050**

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

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 2<sup>nd</sup> Extra-Ordinary General Meeting for the FY 2020-2021 of the Company, via video conferencing at shorter notice to be held on Tuesday, 15<sup>th</sup> day of September 2020 at 11.00 p.m. at Plot No 192, Sector-4, Phase-II, IMT Manesar, Gurgaon-122050, 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.	Resolution	Type of Resolution
<b>SPECIAL BUSINESS</b>		
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. 2020-2021.	Unanimous
2.	To consider and approve the appointment of Cost Auditor and recommend the remuneration for the FY 2020-21	Unanimous
3.	To consider and approve the appointment and remuneration of Secretarial Auditor for the FY 2020-21	Unanimous

Signed on this \_\_\_\_\_

Signature of shareholder

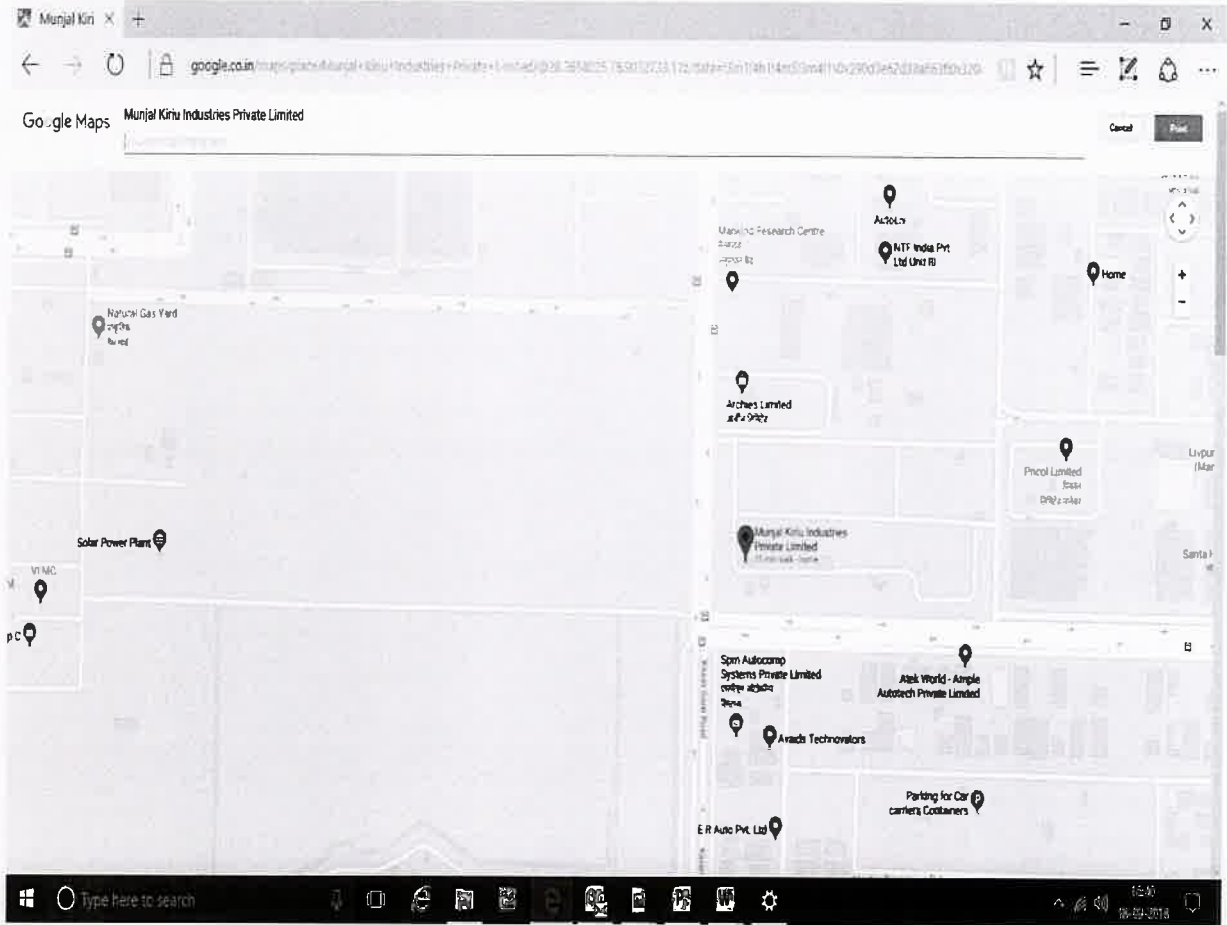
Signature of Proxy holder(s)

**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.

**Affix  
Revenue  
Stamp**

## ROUTE MAP TO THE VENUE OF EGM



For Munjal Kiru Industries Pvt. Ltd.  
Company Secretary