MUNJAL KIRIU

MUNJAL KIRIU INDUSTRIES PVT. LTD.

Corporate Identification Number (CIN) : U34200HR2007PTC073642
Regd. Office : Plot No. 192, Sector-IV, Phase-II, IMT Manesar, Gurugram - 122050, Haryana (INDIA)
T : +91-124-4754400, F : +91-124-4754488
E-mail : info@munjalkiriu.co.in Web : www.munjalkiriu.co.in

NOTICE OF 16th ANNUAL GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 16th Annual General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held at shorter notice via video conferencing on Wednesday, the 12th day of July, 2023 at 11 A.M. at Plot No. 192, Sector-4, Phase-II, IMT Manesar, Gurugram-122050 to transact the following businesses:

ORDINARY BUSINESS

1. TO CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2023 INCLUDING THE AUDITED BALANCE SHEET AS ON MARCH 31, 2023, STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023 AND CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023 AND SCHEDULES APPENDED THERETO PLACED BEFORE THE MEETING AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

2. TO CONFIRM THE INTERIM DIVIDEND OF 12.79531262 /- PER EQUITY SHARE DECLARED BY THE BOARD ON MARCH 7, 2023, AND 61/- PER EQUITY SHARE DECLARED BY THE BOARD ON JUNE 9, 2023, AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2022-23.

3. TO CONSIDER AND APPROVE APPOINTMENT OF BSR AND CO LLP, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION, AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.

   :RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to appoint BSR AND CO LLP, Chartered Accountants (Registration No. 128510W) as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 21st AGM to be held in the year 2028, at a remuneration to be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Auditors."

DATE: 03rd July, 2023

PLACE: IMT Manesar

By Order of the Board of Directors

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

Munjal Kiriu Industries Pvt. Ltd. Plot No. 192, Sector-4, Phase-2, IMT Manesar 122050

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

NOTES:

1. Since this AGM 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 AGM 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 AGM through VC/OAVM and participate thereat and cast their votes by show of hands.

2. Corporate members intending to attend/vote at AGM 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.

3. 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.

4. 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.

5. Pursuant to the Ministry of Corporate Affairs (MCA) circular dated 5th May, 2020 and 13th January, 2021, 14th December, 2021 and 05th May, 2022 read with MCA circular dated 08th April, 2020 and 13th April, 2020, Annual General Meeting is being convened through Video Conferencing and the registered office of the company will be deemed to be venue of the meeting.

6. 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.

7. 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

8. 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 AGM along with the Annual Report including audited financial statements for the financial year 2021-2022 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.

9. Attendance of Members shall be counted for reckoning the quorum under Section 103 and Articles of Association of the Company.

10. The guiding instructions for participating and log in the Annual General Meeting is enclosed as **Annexure 1**

11. In case of any assistance required for connecting on the Video Conferencing then you can contact our technology provider +91-9560024449 or Company Secretary +917838216442.

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 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

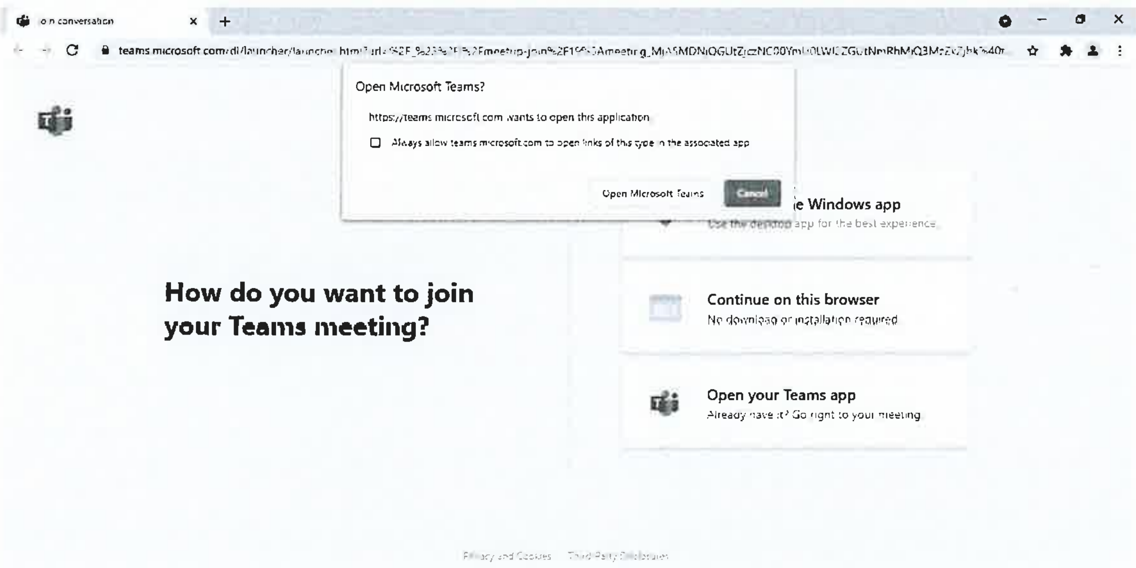
Click here to join the meeting (Press "CTRL" and click on the URL simultaneously)
Munjal Kiriu Industries
Learn More | Meeting options

OR

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

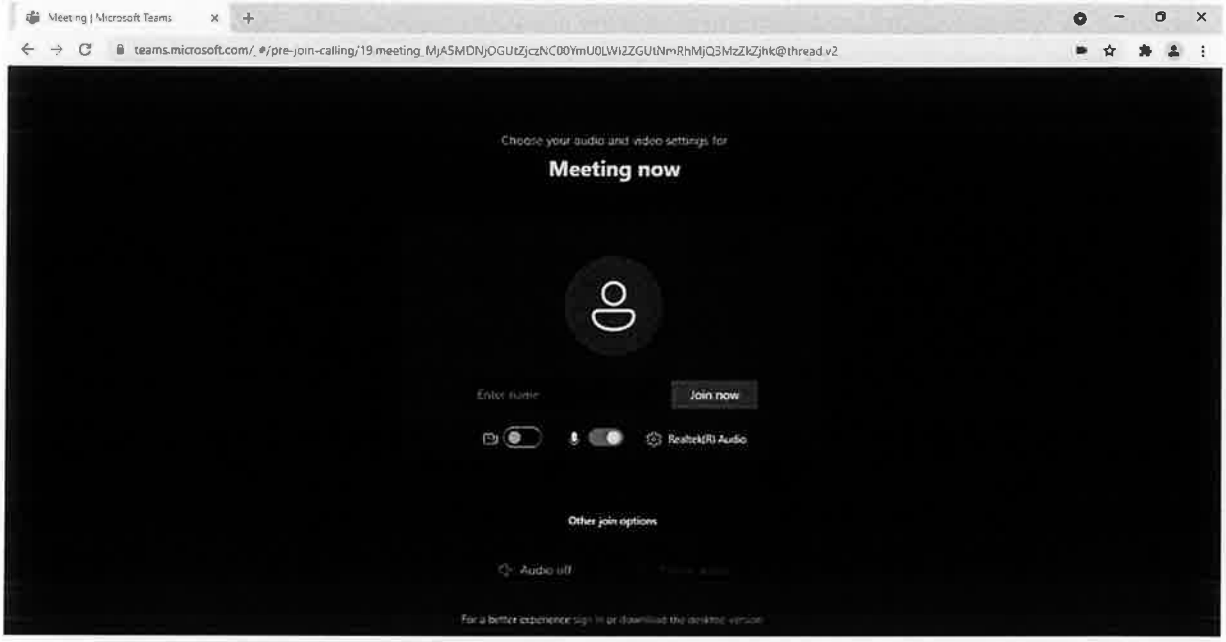
https://teams.microsoft.com/dl/launcher/launcher.html?url=%2F_%23%2Fl%2Fmeetup-join%2F19%3Ameeting_MjA5MDNjOGUtZjczNC00YmU0LWI2ZGUtNmRhMjQ3MzZkZjhk%40thread.v2%2F0%3Fcontext%3D%257b%2522Tid%2522%253a%2522281f4901-fe60-4dca-b2b0-825b6e6cf1c0%2522%252c%2522Oid%2522%253a%252294b9cff6-c583-4997-b47c-3b51b500e76e%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=7381df1a-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:



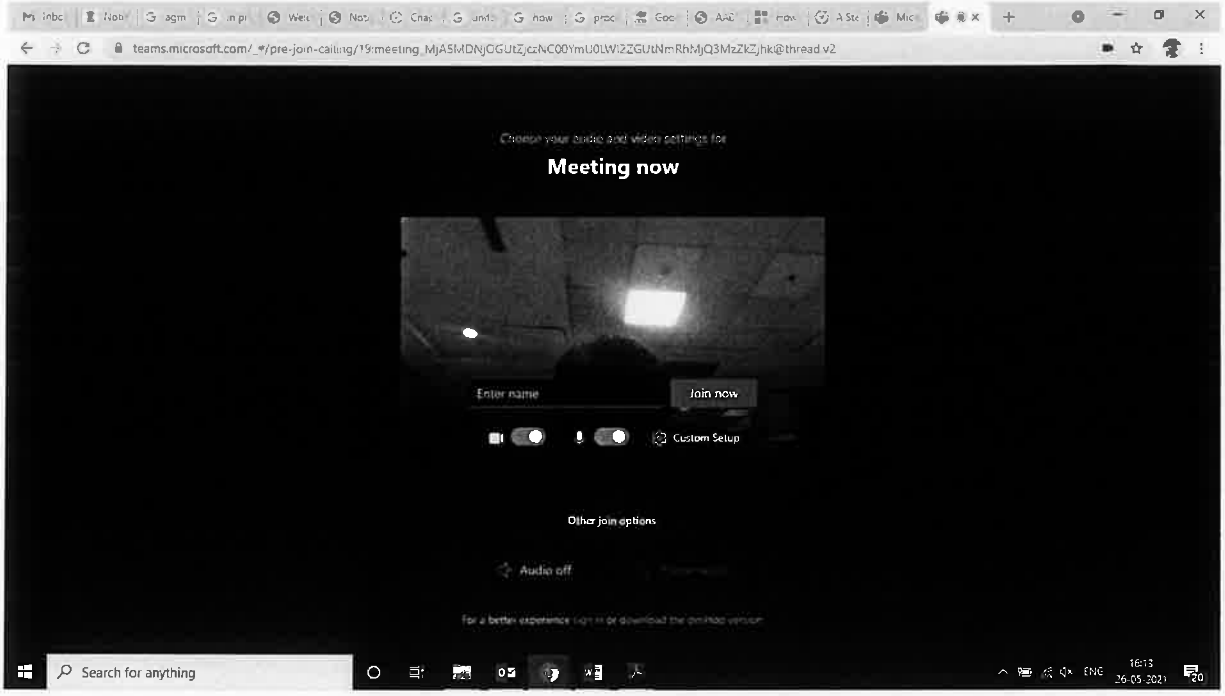
If you have Teams Application in your window then **Click on "Open Microsoft Teams" or alternatively click on "Continue with the browser"**

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:

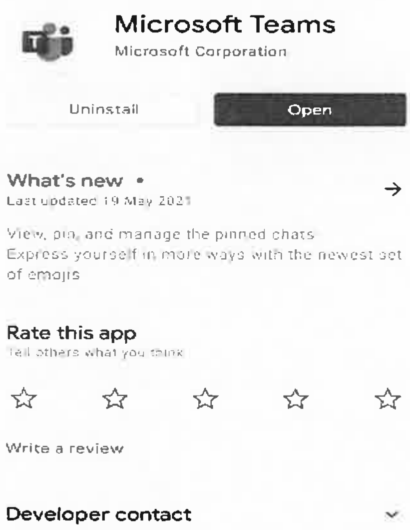


Step 4 After entering your name, Select the camera, audio preferences and Click on "Join".

Step 5 Congratulations you are connected to the "Teams Meet"

<u>Steps to Connect Teams VC with Android</u>

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

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

4. Click on Join Meeting and Enter your name

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.

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 16th Annual General Meeting for the FY 2022-2023 of the Company held on 12th day of July, 2023 at 11 a.m. at the registered office of the Company.

<table>
<tr><td>For Physical Holding</td><td colspan="2">For Electronic Holding (Demat) NSDL/CDSL</td><td>No. of Shares</td></tr>
<tr><td>LF No.</td><td>DP ID</td><td>Client ID</td><td rowspan="2"></td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="4">NAME OF THE MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITALS)</td></tr>
<tr><td colspan="4"></td></tr>
</table>

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 Kiriu 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 16th Annual General Meeting for the FY 2022-2023 of the Company, to be held on 12th day of July 2023 at 11. a.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 %
ORDINARY BUSINESS		
1.	To consider and adopt the Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as on March 31, 2023, Statement of Profit and Loss for the year ended March 31, 2023 and Cash Flow Statement for the year ended March 31, 2023 and schedules appended thereto placed before the meeting and the Reports of the Board of Directors and Auditors thereon.	Majority
2.	To consider and appoint BSR & Co, LLP as Statutory Auditor of the Company from the conclusion of 16^{th} Annual General Meeting till conclusion of conclusion of 21^{st} Annual General Meeting of the Company	Unanimous
3.	To confirm the Interim Dividend and declare final dividend of Rs 61 per share to be paid to shareholders	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

MUNJAL KIRIU

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Corporate Identification Number (CIN) : U34200HR2007PTC073642
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ADDENDUM TO THE NOTICE OF 16th ANNUAL GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

THIS ADDENDUM TO THE NOTICE of 16th Annual General Meeting SCHEDULED TO BE HELD ON Wednesday, 12th Day of July, 2023 is hereby given to transact the following additional businesses AT THE ENSUING 16TH ANNUAL GENERAL MEETING:

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE TO AVAIL THE ADDITIONAL TERM LOAN FACILITY OF RS. 540,000,000 (FIVE HUNDRED FORTY MILLION) FROM AXIS BANK AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

RESOLVED THAT pursuant to applicable provisions 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 540,000,000 (Five Hundred& Forty Million) from Axis Bank as per such terms and conditions as mentioned in the attached sanctionedletter in order to meet the capital expenditure and facilitate business operations of the company.

RESOLVED FURTHER THATfor availing of such term loan, current account be opened in the name of M/s. Munjal Kiriu Industries Private Limited.

RESOLVED FURTHER THAT any two of the following authorized officials:

SI. No.	NAME OF AUTHORIZED SIGNATORY	DESIGNATION	MODE OF OPERATION
1.	Mr. Kannan Saravanan	Managing Director and Chief Executive Officer	Jointly by any two
2.	Mr. Sudhir Kumar Singhvi	Chief Financial Officer	

Plant II : 53-54, Mandal Industrial Estate, Janpanese Industrial Park, Vithalapur, Ahmedabad, Gujarat - 382130

3.	Mr. Osamu Watanabe	Advisor to Managing Director	signatories
4.	Mr. Ko Ishikawa	Sr. VP-Engg. & Quality Assurance	

be and are hereby authorized to:

1. to open and operate the said account;

2. 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;

3. 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 but not limited to e-filing the required intimations to Ministry of Corporate Affairs."

2. TO CONSIDER AND APPROVE THE ADDITIONAL CAPITAL EXPENDITURE OF INR 229 MILLION FOR CONSTRUCTION OF NEW LINES OF DISC AND DRUM FOR MAHINDRA & MAHINDRA IN THE PLANT LOCATED AT GUJARAT & CONVERSION OF EXISTING BOTH SINGLE LINES, AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

RESOLVED THAT the consent of the Board be and is hereby accorded to approve the capital expenditure of INR 229 million for construction of new lines of Disc and Drum for Mahindra & Mahindra in the plant located at Gujarat &conversion of existing both single lines (Disc & Drum) into double to meet the SMG future requirement.

RESOLVED FURTHER THAT the company will contribute in the aforesaid capex of INR 229 Million by getting the funding from banks through term loan after utilization of internal accruals, if available for the said capex.

RESOLVED FURTHER THAT the Mr. Kannan Saravanan, Managing Director & CEO, Mr. Sudhir Kumar Singhvi, CFO, Mr. Osamu Watanabe, Advisor to MD, Mr. Ko Ishikawa, Sr. VP-Engg. & QA, Company Secretary & Legal Manager is severally authorised to do all acts, deed and things as may be necessary to give effect to the above resolution."

DATE: 12th July, 2023

PLACE: IMT Manesar

By Order of the Board of Directors

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

Munjal Kiriu Industries Pvt. Ltd. Plot No. 192, Sector-4, Phase-2, IMT Manesar -122050

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ITEMS AS PER ADDENDUM TO THE NOTICE OF 16th ANNUAL GENERAL MEETING

ITEM NO. 01

The Shareholders of the Company are informed that on account of increase in the business of the company and for approval of various capex, there is requirement of funds for taking care of the various capex.

Company has received sanctioned letter and draft loan documents from Axis Bank.

The draft sanctioned letter with terms and conditions and draft loan agreement are enclosed.

The Members are further informed that pursuant to Section 179(3)(d) and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and subject to Articles of Association of the Company, unanimous consent of the Board of Directors and Shareholders is required to exercise the power to borrow monies in excess of USD 2 Million and a resolution shall be passed at the meeting of the Board and shareholders. And, the Board may by a resolution passed at a meeting, delegate to any committee of Directors, the Managing Director, the manager or any other principal officer of the Company the said power of borrow monies.

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 01 of the Notice convening the Annual GeneralMeeting seeks the unanimous approval of the term loan amount.

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. 01 of the accompanying notice.

ITEM NO. 02

The Members are 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 new lines of Disc and Drum for Mahindra & Mahindra in the plant located at Gujarat &conversion of existing both single lines (Disc & Drum) into double to meet the SMG future requirement.

In this regard, the management seeks the approval of additional capital expenditure of INR 229 Million for the same.

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 Annual General Meeting seeks the unanimous approval of the term loan amount.

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.

DATE:12.07.2023

PLACE: IMT Manesar

By Order of the Board of Directors

M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED

Munjal Kiriu Industries Pvt. Ltd. Plot No. 192 Sector-4, Phase-2, IMT Manesar -122050

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

NOTE: This addendum forms an integral part of the Notice of 16th Annual General Meeting approved by Board of Directors at their 75th Board Meeting of the Company held on Monday, 3rd July, 2023.