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 02nd/2023-24 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 02nd/2023-24 Extra Ordinary General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held on 4th September 2023 at 2.30 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 OF COST AUDITOR AND APPROVE THE REMUNERATION 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 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 Joint Venture Agreement and Articles of Association, M/s. Ramanath Iyer & Co., Firm Registration No.:000019, who is holding the prescribed qualification, be and is hereby appointed as the Cost Auditor of the Company for the financial year 2023-24 at a fixed remuneration of Rs. 1,50,000/- 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.".

DATE:10.08.2023

PLACE: Tokyo

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. 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. **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 August 10, 2023 approved the appointment of M/s Ramanath Iyer & Co. as Cost Auditor and fix their remuneration for 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 02nd/2023-24 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 have been received from the Cost Auditor.

The Resolution as set out in the said Agenda Item no 01 of the Notice convening the 02nd Extra Ordinary General Meeting seeks the unanimous approval of the aforesaid appointment of Cost 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. 01 of the accompanying notice.

DATE: 10.08.2023

PLACE: TOKYO

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

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 02nd Extraordinary General Meeting for the FY 2023-2024 of the Company held on 4th day of September, 2023 at 2.30 P.M. at the registered office of the Company.

<table>
<tr><th>For Physical Holding</th><th colspan="2">For Electronic Holding (Demat) NSDL/CDSL</th><th>No. of Shares</th></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 2ND Extra-Ordinary General Meeting for the FY 2023-2024 of the Company, to be held on 4th day of September 2023 at 2.30 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 %
SPECIAL BUSINESS		
1.	To consider and approve the appointment of Cost Auditor and recommend the remuneration 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.