MUNJAL KIRIU

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@munjalkiriu.com.in, Web : www.munjalkiriu.co.in

NOTICE OF 03rd/2023-24 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 03rd/2023-24 Extra Ordinary General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held on 27th November 2023 at 1 P.M. at the corporate office of Hero Cycles Limited to transact the following businesses:

ORDINARY BUSINESS

1. TO CONSIDER AND APPROVE THE INTERIM DIVIDEND OF RS 38 PER SHARE TO THE SHAREHOLDERS

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

RESOLVED THAT an interim dividend of **Rs 38 per share** amounting to Rs. **29.69 crores** be and is hereby declare and paid out of the profits of the Company generated from April 01, 2023 to September 30, 2023 i.e., the period preceding the date of declaration of interim dividend as placed before the members on the equity shares to those shareholders whose names appear in the Register of Members of the Company on the date of declaration.

RESOLVED FURTHER THAT Mr. Kannan Saravanan, Managing Director, Mr. Sudhir Kumar Singhvi, CFO, Mr. Osamu Watanabe, Advisor to MD and, the Company Secretary be and are hereby severally authorized to do all such acts, deeds, actions and things as may be necessary for the payment of aforesaid amount or any other act as may be incidental including signing, submission of all documents or representing the company for getting the statutory approvals or filing of returns i.e. RBI, MCA or any other statutory authority. "

SPECIAL BUSINESS

2. TO CONSIDER, APPROVE AND RATIFY TO SALE THE SCRAP MACHINES (ASSET) OF THE COMPANY

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 applicable provisions of articles of association along with Joint Venture Agreement (including any amendment thereto or re-enactment thereof), consent of the board of directors of the Company be and is hereby accorded to dispose of the following machineries (assets) of the Company:

Plant II: Plot No. - 53-54, Mandal Industrial Estate, Japanese Industrial Park, Vithalapur, Ahmedabad, Gujarat - 382130

:

Sr. No.	Asset No	Asset Description	Original Value	Closing book value (WDV) as on 31.08.22	Realized/Realisable Value	Status (Ratification/Approval)
1	14000194	Auto Gauging System	1,878,035	0	32,800	Approval
2	14000405	Washing Machine	655,861	0	49,200	Approval
3	14000272	Coolant Chiller (Cc15000-22-Nt-Sse-Ac-Cs)	397,512	-	28,700	Approval
4	14000074	Htl Machine Dx – 200	2,018,569	204,945	94,300	Approval
5	14000454	Marking Machine	368,500	137,161	12,300	Approval
6	14000373	Cnc Pin Marking Machine	255,000	45,181	12,300	Approval
7	14000440	New Vision Inspection System	445,000	150,762	12,300	Approval
8	22000232	Zebra Bar Code Printer Yra Disc Line 13	76,000	-	2,050	Approval
9	14000281	Hyd. Bosh Press Spm For Crank Case	551,690	-	41,000	Approval
10	14000430	Single Chamber Conveyor Type Washing M/C_Yjc	741,249	215,589	100,000	Approval
11	14000265	Auto Gauging System	1,839,640	-	32,800	Approval
12		Miscellaneous fixture & chuck			205000	Approval
			Total	722,258	622,750	
			Net Loss	99508		

3. **TO CONSIDER AND APPROVE THE CAPITAL EXPENDITURE OF INR 65 MILLION FOR A KNUCKLE LINE IN GUJARAT PLANT**

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 65 million in the installation of new Knuckle line at Gujarat Plant for manufacture of Y0M Model.

RESOLVED FURTHER THAT the company will contribute in the aforesaid capex of INR 65 million from internal accruals till it is sufficient to manage the day-to-day affairs of the company based on projections.

RESOLVED FURTHER THAT the management is authorised to do all acts, deed and things as may be necessary to implement the new line and to file all necessary papers, documents before all statutory authorities as may be required or instruct/direct the relevant departments of the company to issue PO after negotiation with vendors and monitor the activities till the successful installation as per the terms agreed.

DATE:27.11.2023 **By Order of the Board of Directors**

PLACE: Gurgaon **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 03 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 Company is hereby informed that the company has decided to reward the shareholders as return on equity in the form of Interim Dividend as per Section 123 of Companies Act, 2013 and rules made thereunder.

Board has decided to declare & pay Interim & Final Dividend basis below conditions:

1. Equal to PAT earned in previous 6 months / Annual, as the case may be,
2. Maintaining DE ratio of 0.6 or lesser as per JV Agreement
3. Maintaining DSCR at 1 or above
4. Subject to availability of sufficient cash profit after meeting all immediate Capex expenditure in excess of Term Loan eligibility.

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 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.

ITEM NO. 02

Pursuant to 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 Sale or purchase of asset at a variance of more than 10% variance of the annual budget or business plan in total in any one of the financial year.

The members are informed that there were few idle machines which were not been put to use as they were occupying substantial space. In order to utilize space, the Company needs the approval from Board of Directors and Shareholders under Article 44(iv) of Articles of Association of the company to Sale the below mentioned assets as the same has not been budgeted in the Annual Budget, hence there is more than 10% variance from annual budget or business plan in the sale of assets.

The Board of Directors recommends the resolution set out at item no. 02 of the notice for approval by the members of the Company to be passed unanimously.

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. 03

The Board of Directors of the Company in its duly convened and held meeting, dated 27th November 2023 approved to install one more line Knuckle Line at Gujarat plant with a capex requirement of INR 65 million in addition to the approved line for YOM Model located at Gujarat.

Sale or Purchase of any asset at a variance of more than 10% of the annual budget or business plan in total in any one financial year 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. 03rd of the Notice convening the 03/2023-24 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.

DATE: 27.11.2023

PLACE: GURGAON

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 03RD Extraordinary General Meeting for the FY 2023-2024 of the Company held on 27th day of November, 2023 at 1.00 P.M. at Hero Cycles Limited.

<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 3rd Extra-Ordinary General Meeting for the FY 2023-2024 of the Company, to be held on 27th day of September 2023 at 1.00 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 %

ORDINARY BUSINESS		
1.	To consider and approve the Interim Dividend payable to the shareholders	Unanimous
SPECIAL BUSINESS		
2.	To consider, approve and ratify the sale of scrap Machines (Asset) of the Company	Unanimous
3.	To Consider and approve the Capital Expenditure of INR 65 million For Knuckle Line.	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.