NOTICE OF 17th ANNUAL GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 17th Annual General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held at shorter notice via video conferencing on Tuesday, the 28th day of May 2024 at 4.15 PM 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, 2024 INCLUDING THE AUDITED BALANCE SHEET AS ON MARCH 31, 2024, STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024 AND CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024 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 38 /- PER EQUITY SHARE DECLARED BY THE BOARD ON NOVEMBER 27, AND 68.5/- PER EQUITY SHARE DECLARED BY THE BOARD ON 28TH DAY OF MAY, AS THE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2023-24.**

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

RESOLVED THAT Interim Dividend of Rs 38 **per share** amounting to Rs. 29.69 Crores paid to shareholders for the financial year ended 31st March 2024, as per the resolution passed by the Board of Directors at their meeting held on 27th November, 2023 be and is hereby noted and confirmed.

RESOLVED THAT Final Dividend of **Rs 68.50 per share** on 7815362 shares amounting to Rs. 53.53 Crores be and is hereby declared and the same be paid as recommended by the Board of Directors out of the profits of the Company generated from April 01, 2023 to March 31, 2024 to those members whose name appears in the register of members as on 28th May, 2024.

RESOLVED FURTHER THAT Mr. Kannan Saravanan, Managing Director, Mr. Sudhir Kumar Singhvi, CFO, Mr. Osamu Watanabe, Advisor to MD and Mr. Shubhankar Saha, 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.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolution be forwarded to the Bank under the signature of Managing Director, CFO and/or Company Secretary

3. 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. 2024-2025.

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 2024-2025 on such terms and conditions as contained in the draft engagement letter to perform the duties as an Internal Auditor as required under Companies Act, 2013 at the annual remuneration of Rs. 4,00,000 (Four Lac only) in addition to the out-of-pocket expenses and miscellaneous expenses.

"RESOLVED FURTHER THAT, 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."

4. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF SECRETARIAL AUDITOR FOR THE FY 2024-25

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. Jayant Gupta and Associates, holding the prescribed qualification, as the Secretarial Auditor of the Company for the financial year 2024-25 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."

5. TO CONSIDER AND APPROVE EMAIL PHISHING TRAINING FROM SUMITOMO CORPORATION

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

RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and the Rules made thereunder and subject to Articles of Association of the Company read with the Joint Venture Agreement for the time being, approval of the Board of Directors of the Company be and is hereby accorded to avail a services of Phishing email training from Sumitomo Corporation at a total cost of JPY 175,000 for a period of one year from 1st April, 2024 to 31st March, 2025.

RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorized to enter the particulars of the above said Contract/arrangement in the Register of Contracts or arrangements in which the Directors are interested in accordance with the provisions of Section 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014.

RESOLVED FURTHER THAT Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things in order to give effect to the said resolution, whatsoever he may deem fit and proper, for and on behalf of the Company

DATE: 28th May, 2024 **By Order of the Board of Directors**

PLACE: IMT Manesar **M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED**

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. 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.

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 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 .

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 17th Annual General Meeting for the FY 2024-2025 of the Company held on 28th day of May, 2024 at 4.15 p.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 17th Annual General Meeting for the FY 2024-2025 of the Company, to be held on 28th day of May 2024 at 4.15. 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 adopt the Financial Statements of the Company for the year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024, Statement of Profit and Loss for the year ended March 31, 2024 and Cash Flow Statement for the year ended March 31, 2024 and schedules appended thereto placed before the meeting and the Reports of the Board of Directors and Auditors thereon.	Majority
2.	To confirm the Interim Dividend and declare final dividend of Rs …. per share to be paid to shareholders	Unanimous
3.	To consider and appoint internal auditor for the FY 2024-25	Unanimous
4.	To consider and appoint secretarial auditor for the FY2024-25	Unanimous
5.	To consider and approve availing of Phishing email training from Sumitomo Corporation	Unanimous

Affix Revenue Stamp

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.

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

ITEM NO. 03

The Board of Directors of the Company in its duly convened and held meeting on May, 2024 approved the appointment of M/s B.D. Bansal & Co. as Internal auditor and fix their remuneration for the financial year 2024-2025 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 17th Annual 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 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 03 of the Notice convening the 17th Annual General Meeting seeks the unanimous approval of the aforesaid appointment of Internal 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. 03 of the accompanying notice.

ITEM NO. 04

The Board of Directors of the Company in its duly convened and held meeting on 28th May, 2024 approved the appointment of M/s Jayant Gupta and Associates as Secretarial auditor and fix their remuneration the financial year 2024-2025 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 17th Annual 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 09:00 a.m. to 06:00 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 04 of the Notice convening the 17th Annual General Meeting seeks the unanimous approval of the aforesaid appointment of Internal 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. 04 of the accompanying notice.

ITEM NO. 05

The Shareholders of the Company is informed that there is a requirement of availing Phishing Email Training from Sumitomo Corporation for the employees of company as general awareness Programme for a period of one year from 1st April, 2024 to 31st March, 2025.

Total charges for the said training will be 1400 yen for 125 no of user which is approx. JPY175,000/-

Copy of the contract is enclosed as **annexure 1** for the kind consideration of the Board.

It is informed to the Board that in terms of Article 44 of Articles of Association of the Company and as per JV Agreement, that entering into any transaction with related party of the Company requires unanimous consent of all the Directors present in the Board meeting and shareholders in the shareholder meeting.

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 06:00 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 05 of the Notice convening the 17th Annual General Meeting seeks the unanimous approval of the aforesaid appointment of Internal 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. 05 of the accompanying notice.

DATE: 28th May, 2024 **By Order of the Board of Directors**

PLACE: IMT Manesar **M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED**

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