NOTICE OF 02nd /2024-25 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 02nd/2024-25 Extra Ordinary General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held on 30th August, 2024 at 12. P.M. at the registered office of Company to transact the following businesses:

SPECIAL BUSINESS

1. **TO CONSIDER AND APPROVE FOR APPLYING CREDIT CARD FROM AXIS BANK FOR AN AMOUNT OF RS 20 CRORES**

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 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 Board be and is hereby given to avail financial assistance in the form of Corporate Credit card of an amount not exceeding INR. 200,000,000 (Two Hundred Million) from Axis Bank as per such terms and conditions as mentioned in the attached application form in order to make the payment for electricity bills and GST.

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 signatories
2.	Mr. Sudhir Kumar Singhvi	Chief Financial Officer	
3.	Mr. Osamu Watanabe	Advisor to Managing Director	
5.	Mr. Krishan Mohan Gupta	Assistant Vice President	

be and are hereby authorized to:

1. 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;

2. 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."

2. TO CONSIDER AND APPROVE THE ADDITIONAL CAPITAL EXPENDITURE OF INR 80 MILLION FOR INVESTMENTS IN TWIN POURING SYSTEMS IN THE PLANT LOCATED AT GUJARAT

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 Board be and is hereby accorded to approve the capital expenditure of INR 80 million for investments in the twin pouring system for capacity increase in the plant located at Gujarat.

RESOLVED FURTHER THAT the Mr. Kannan Saravanan, Managing Director & CEO, Mr. Sudhir Kumar Singhvi, CFO, Mr. Osamu Watanabe, Advisor to MD and Company Secretary is authorized to do all acts, deed and things as may be necessary and required to give effect to the above resolution.

3. TO CONSIDER, APPROVE AND RATIFY THE SALE OF 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 attached machineries (assets) of the Company.

RESOLVED FURTHER THAT the Mr. Kannan Saravanan, Managing Director & CEO, Mr. Sudhir Kumar Singhvi, CFO, Mr. Osamu Watanabe, Advisor to MD and Company Secretary is authorized to do all acts, deed and things as may be necessary and required to give effect to the above resolution.

DATE:30.08.2024 **By Order of the Board of Directors**

PLACE: Gurgaon **M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED**

Sd/-
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

It is hereby informed that Board at its 78^{th} Board Meeting held on 27^{th} November, 2024 had approved application for credit card from HDFC Bank for an amount of Rs 35 crores however the company could only get the approval of Rs 5 Crores from HDFC Bank.

Accordingly, to increase the current limit of spending and stop using working capital facility owing to higher rates, it is being proposed to apply for another credit card from Axis Bank for an amount of Rs 20 Crores.

Credit card will only be used for paying the utility bills of the Company along with GST payment.

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.

The Resolution as set out in the said Item no 01 of the Notice convening the Extraordinary General Meeting seeks the unanimous approval of the aforesaid application for credit card of the Company.

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. 01 of the accompanying notice.

ITEM NO. 02

The Board of Directors of the Company in its duly convened and held board meeting approved the Capex Expenditure of the Company 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 Extraordinary General Meeting.

In terms of Clause 2(l) of Articles of Association of the Company, "Business Plan" shall mean the business plan of the Company as may be approved by the shareholders based on mutual discussions, from time to time. Capital Expenditure is based on Business Plan of the Company.

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.

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 draft capital expenditure is attached to this Notice for kind reference as **Annexure 2**.

The said resolution for capex expenditure for financial year 2024-2025 is 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 Item no 02 of the Notice convening the Extraordinary General Meeting seeks the unanimous approval of the aforesaid capital expenditure of the Company for financial year 2024-25.

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 Members are hereby informed that there are few idle assets which have not been put to use as they are 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.

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.

The Resolution as set out in the said Item no 03 of the Notice convening the Extraordinary General Meeting seeks the unanimous approval of the aforesaid capital expenditure of the Company for financial year 2024-25.

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.

DATE: 30.08.2024 **By Order of the Board of Directors**

PLACE: GURGAON **M/S MUNJAL KIRIU INDUSTRIES PRIVATE LIMITED**

Sd/-
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 2024-2025 of the Company held on 30th day of August, 2024 at 12 P.M. at Registered office.

<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 the2nd Extra-Ordinary General Meeting for the FY 2024-2025 of the Company, to be held on 30th day of August, 2024 at 12.00 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 %
SPECIAL BUSINESS		
1.	To consider and approve for applying Credit Card from Axis Bank for an amount of Rs 20 Crores	Unanimous
2.	To consider and approve the additional capital expenditure of INR 800 million for investments in twin pouring systems in the plant located at Gujarat	Unanimous
3.	To consider, approve and ratify the scrap Machines (Assets) of the Company	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.