NOTICE OF 03rd /2024-25 EXTRA ORDINARY GENERAL MEETING

To the Members of Munjal Kiriu Industries Private Limited

NOTICE is hereby given that the 03rd/2024-25 Extra Ordinary General Meeting of the Members of **Munjal Kiriu Industries Private Limited** will be held on 20th November, 2024 at 3.20 P.M. at the registered office of Company to transact the following businesses;

ORDINARY BUSINESS

1. **TO CONSIDER AND APPROVE THE INTERIM DIVIDEND OF RS 51.25 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 51.25 per share** amounting to Rs. **40.05 crores** be and is hereby declare and paid out of the profits of the Company generated from April 01, 2024 to September 30, 2024 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 members of the Company be and is hereby accorded to dispose of the following machineries (assets) of the Company:

Sr. No.	Asset No	Asset Description	Original Value	Closing book value (WDV) as on 15.11.24	Realized/Realisable Value
1	14000194	FORKLIFT GX 300D	7,86,466.00	-	153,400
2	14000405	GODREJ DIESEL FORKLIFT TRUCK	7,56,934.16	-	165,000
3	14000272	3 TON FORKLIFT MODEL GX300FCD	7,15,010.00	-	165,000
4	14000074	FORKLIFT .	5,78,001.00	-	200,600
5	14000454	FORK LIFT MODEL DVX30FC BC HVM	6,85,056.24	68,091.51	200,600
6	14000373	FORK LIFT MODEL DVX30FC BC HVM	6,85,056.24	68,091.51	200,600
7	14000440	FORKLIFT TRUCK GX300D	7,46,404.56	1,61,285.05	177,000
8	22000232	ACE DIESEL FORKLIFT AF30D, 3 TON	6,80,000.00	2,41,310.96	224,200
9	14000281	ACE DIESEL FORKLIFT AF30D, 3 TON	6,70,000.00	2,54,735.61	224,200
10	14000430	3 TON NEO DIESEL FORKLIFT	7,70,000.00	4,31,349.15	295,000
		Total		**12,24,863.79**	**20,05,600**
			Profit	**780736.21**	

3. TO CONSIDER AND APPROVE TRUST DEED FOR FORMATION OF TRUST FOR THE PURPOSE OF PAYMENT OF GRATUITY

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

“RESOLVED THAT subject to the approval of the Commissioner of Income Tax and such other approvals/consents as may be necessary, approval be and is hereby accorded for entering into an arrangement with Tata AIA Life Insurance Company Limited/Life Insurance Corporation of India/ICICI Prudential life Insurance Company Ltd from _____(date)______for setting up a new Trust Fund called Munjal Kiriu Employees' Gratuity Scheme for providing Gratuity benefits to the employees of Munjal Kiriu Industries Private Limited.

"RESOLVED FURTHER THAT the draft Trust Deed and Rules placed before the meeting and initialed by the Chairman for the purpose of identification be and are hereby approved and that the Common Seal of the Company be affixed to the endorsement of the Trust Deed in the presence of (Trust Chairman) who shall sign the same in token thereof”.

RESOLVED FURTHER THAT the following persons be and are hereby appointed as the Trustees of the Munjal Kiriu Employees' Gratuity Scheme and Mr. Kannan Saravanan shall be the Chairman of the Trust.

SI. No.	**NAME OF TRUSTEE**	**DESIGNATION**	**MODE OF OPERATION**
1.	Mr. Kannan Saravanan	Managing Director and Chief Executive Officer	Jointly by any two authorized signatories
2.	Mr. Sudhir Kumar Singhvi	Chief Financial Officer	
3.	Mr. Osamu Watanabe	Advisor to Managing Director	
4.	Mr. Krishan Mohan Gupta	AVP-Commercials	

RESOLVED FURTHER THAT the Trustees be and are hereby severally authorized do open an account with under the name and title ‘Munjal Kiriu Industries Private Limited Employees Benefit Scheme’ and the said Bank be authorized to accept applications for opening accounts, honor cheques drawn, accepted and made on behalf of the Fund by any two of the following Trustees jointly:

RESOLVED FURTHER THAT the Trustees be and are hereby severally authorized to accept any amendments, modifications, alterations or additions in the provisions of the Trust Deed and/or Rules as may be required or necessary to give effect to any directions or conditions given or stipulated by the Commissioner of Income Tax or any other authority and, if necessary, a deed of variation be executed by the Trustees and the Company under the Common Seal which shall be affixed in the presence of Mr. Kannan Saravanan who shall sign the same in token thereof”.

4. TO CONSIDER AND APPROVE POWER PURCHASE AGREEMENT AND SHAREHOLDERS AGREEMENT WITH AMPIN ENERGY LIMITED

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, that to contribute in the society towards sustainability, to sign the energy supply agreement and shareholders agreement for getting the supply of electricity through generation of solar Power from AMPIN Energy Limited on the terms and conditions written in the draft Agreement placed before the Board for the period of 25 years from commencement date as mutually agreed with 15 years hard lock in case of termination by convenience*.*

“**RESOLVED FURTHER THAT** pursuant to Section 179, 186 and other applicable provisions, if any, of the Companies Act, 2013 consent of Board be and is hereby accorded to make investment and acquire by way of subscription, purchase or otherwise, 26% equity shares of new SPV created for this purpose, provided that the total amount of such investments shall not exceed Rs. 7,40,00,000 (Rupees Seven Crores, Forty lakhs only)

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 and Mr. Govind Singh Dhauni, DGM-Utility be and are hereby severally/jointly authorized to sign the aforesaid agreement and to appear before the electricity regulatory commission or authority for implementing the aforesaid project in the company and to do all acts, deed and things as may be necessary and file, submit various documents and relevant papers and appear before the various authorities including signing of Long Term Access agreement with Haryana Government in connection with the aforesaid resolution.”

5. TO CONSIDER AND DISCUSS PROPOSAL FOR LEASING OF ASSETS FOR CAPEX EXPENDITURE

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

RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and subject to such other approvals as required, consent of the members be and is hereby accorded to approve the leasing of assets with a limit of Rs 20 Crore subject to such terms and conditions as may be approved by the Board.

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/jointly authorized to do all acts, deed and things as may be necessary and file, submit various documents and relevant papers and appear before the various authorities including signing of leasing agreement in connection with the aforesaid resolution.”

6. TO CONSIDER AND APPROVE THE CREDIT FACILITIES OF INR 200 MILLION FROM HSBC BANK TO OPT MULTI-BANKING SYSTEM IN COMPANY

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

The Board is informed that the company has sanctioned credit facility of INR 600 Million towards working capital from HDFC Bank, INR 500 Million from Mizuho Bank and INR 300 Million from Axis Bank but to get the benefit of lower interest cost, the company has approached HSBC Bank (hereinafter referred to as "the Bank") for the short term credit/forex facility of INR 300 Million for meeting the working capital requirement to make it competitive with other bank facilities After detailed discussion with the bank, the Board is further updated that the company has received a credit proposal from the bank for the short-term credit facility of INR 200 Million (Rupees Two Hundred Million) with lower interest rates from the existing rates of current Bank.

The Board is updated that the company will not utilize the amount of borrowing beyond the overall limit INR 800 million already approved by the Board of Directors for working capital/short term loan/cash credit.

It is informed to the Board that in terms of Sub- Article (ix) of Article 44 of Articles of Association of the Company, any borrowing by the Company in excess of USD 2 Million (apart from working capital loans) requires unanimous consent of all the Directors present in the Board meeting and shareholders in the shareholder meeting.

The Board of Directors may consider and pass the following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of section 179 and other applicable provisions of the Companies Act, 2013 (as amended or re-enacted from time to time, including any statutory modification or re-enactment thereof for the time being in force), read with applicable Rules thereof, ("the Act") read with Clause 44 and 45 of Articles of Association of the company and subject to approval of the Shareholders of the Company and subject to such other approval or consent as may be required, if any, the consent of the Board of Directors be and is hereby accorded for borrowing/availing credit facility by the Company from HSBC Bank for an amount equivalent to INR 200 Million (Indian Rupees Three hundred million) on the terms and conditions as stipulated by the bank in the draft sanction letter.

RESOLVED FURTHER THAT the total disbursement of amount from any Bank shall not be allowed beyond the overall sanction limit of INR 800 million approved by Board and Shareholders towards Working Capital/CC sanction;

RESOLVED FURTHER THAT any two officials from below table

<table>
<tr><th>SI. No.</th><th>NAME OF AUTHORIZED SIGNATORY</th><th>DESIGNATION</th><th>MODE OF OPERATION</th></tr>
<tr><td>1.</td><td>Mr. Kannan Saravanan</td><td>Managing Director and Chief Executive Officer</td><td rowspan="4">Jointly by any two authorized signatories</td></tr>
<tr><td>2.</td><td>Mr. Sudhir Kumar Singhvi</td><td>Chief Financial Officer</td></tr>
<tr><td>3.</td><td>Mr. Osamu Watanabe</td><td>Advisor to Managing Director</td></tr>
<tr><td>4.</td><td>Mr. Krishan Mohan Gupta</td><td>AVP-Commercials</td></tr>
</table>

be and are hereby jointly authorized to:

1. accept/ negotiate, finalize with Mizuho and accept the terms and conditions (including securities) (if any), execute, sign and issue all/ any such Loan Agreements, Indemnities and all/ any other documents, deeds, writings, papers and instruments on behalf of the Company;

2. and all renewals and/or amendments there to as may require from time to time in this regard.

RESOLVED FURTHER THAT, Managing Director or Company Secretary be and are hereby severally authorized to take such steps as may be necessary, desirable and expedient to give effect to this resolution.

RESOLVED FURTHER THAT, a certified True Copy of the above Resolution be submitted to the said Bank for their references & record"

7. TO PURCHASE SCRAP FROM HERO MOTORS LIMITED FOR AN AMOUNT OF RS 8 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, 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 members of the Company be and is hereby accorded to enter into the following transactions or contract or arrangement with M/s. Hero Motors (A DIVISION OF HERO CYCLES LIMITED) regarding purchase of scrap or goods or materials not exceeding Rs. 80,000,000/- (Rupees Eighty Million Only) for the financial year ending 31st March 2025 on the terms and condition contain in the contract.

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:20.11.2024 **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

The Members are 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. Profit after tax earned in previous 6 months
2. Maintaining DE ratio of 0.6 (as per JV Agreement) or any other ratio as may be decided by the shareholders.
3. Maintaining DSCR at 1 or above as agreed by the Board.
4. Subject to availability of sufficient cash profit after meeting all immediate Capex expenditure in excess of Term Loan eligibility.

According to Section 123 (3) of Companies Act, 2013, the Board of Directors of a company may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.

As decided in the earlier meeting, interim dividend will be declared after the half year ended September and final dividend will be declared after the end of the financial year in March provided there is sufficient cash profit generated by the Company.

Company has earned total profit after tax of Rs 45 Crores from the period 1st April, 2023 to 30th September 2024.

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 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.

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 said resolution for sale of assets 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.

<u>ITEM NO. 03</u>

The Members are hereby informed that company is currently creating provisions for Gratuity & Leave Encashment as per Actuarial Valuation every year.

This Provisions are not allowing as expenses in Income Tax.

When we make any cash payment of Gratuity or Leave, only then these expenses are allowed under expenses in Income Tax which implies that profit for the year reduces in income tax and tax liability for the said year is increased.

The Benefits of the creating a trust and insurance, are as under:

1. An equal amount of Assets created to support the future Gratuity /Leave encashment Liability,
2. Company can earn a good Interest on such assets,
3. All the Contribution make to Insurance, will be allowed as Tax Expenses, on actual basis in the same year, which will reduce Tax liability & improve Cash Flow.
4. Employee will also ensure to get full amounts of Gratuity / retiral benefits in case of any causalities,
5. Company also need not to worry about Fund, to make big payment, in emergency cases.

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.

ITEM NO. 04

The members are hereby informed that the Haryana Government has announced the scheme of Solar Power and the company has explored the scheme in order to take one more step towards sustainability development of the company. The Board is further updated that after exploring various organization in the generation and transmission of solar Power, the company has finally closed the negotiation with AMPIN Energy Limited under group captive model and the term sheet with the said power producer has already been signed which is non- binding in nature and the Power Purchase Agreement and shareholders agreement needs to be executed for binding the parties to perform their obligations.

The Resolution as set out in the said Item no 04 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. 04 of the accompanying notice.

ITEM NO. 05

The Members are hereby informed that for funding company's capex requirement, capex loan from various banks are being considered.

Loan from banks involves interest around 8.0 to 8.15% and also assets get depreciated in the life of 15-20 years as per Companies Act.

Hence in order to improve cash flow statement of the Company, leasing of assets is proposed for an amount of Rs20 Crores.

The benefits of leasing of assets instead of taking loans is as follows;

1. If assets owned by company, depreciation will be applicable basis the life of assets, usually 15-20 years period, which will spread tax benefits on depreciation for 15-20 years.

whereas in Lease back route company will get full benefit, equal to the full value of Assets, allowed as Tax expenses in initial 3-5 years via Lease rent

The Resolution as set out in the said Item no 05 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. 05 of the accompanying notice.

ITEM NO. 06

The Members are informed that the company has sanctioned credit facility of INR 600 Million towards working capital from HDFC Bank, INR 500 Million from Mizuho Bank and INR 300 Million from Axis Bank but to get the benefit of lower interest cost, the company has approached HSBC Bank (hereinafter referred to as "the Bank") for the short term credit/forex facility of INR 300 Million for meeting the working capital requirement to make it competitive with other bank facilities After detailed discussion with the bank, the Board is further updated that the company has received a credit proposal from the bank for the short-term credit facility of INR 200 Million (Rupees Two Hundred Million) with lower interest rates from the existing rates of current Bank.

The Board is updated that the company will not utilize the amount of borrowing beyond the overall limit INR 800 million already approved by the Board of Directors for working capital/short term loan/cash credit.

The Resolution as set out in the said Item no 06 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. 06 of the accompanying notice.

ITEM NO 7

The members are hereby informed that due to better quality and competition, company is planning to purchase scrap from Hero Motors as per the below details;

Max Rate with GST (INT/MT)	Monthly Qty Max (MT)	Monthly Procurement Amount (INR Lacs)	Up-to March Amount (INR Lacs)
53,100.00	300	159.30	796.50

In order to proceed with the above transaction, Company needs approval of Board and its shareholder as this is a related party transactions since Hero Motors Limited is our related party.

The Resolution as set out in the said Item no 07 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. 07 of the accompanying notice.

DATE: 20.11.2024 **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 03rd Extraordinary General Meeting for the FY 2024-2025 of the Company held on 20th day of November, 2024 at …… P.M. at Registered office.

For Physical Holding	**For Electronic Holding (Demat) NSDL/CDSL**		**No. of Shares**
LF No.	**DP ID**	**Client ID**	
NAME OF THE MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITALS)			

____

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 the3rd Extra-Ordinary General Meeting for the FY 2024-2025 of the Company, to be held on 20th day of November, 2024 at .... 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 amount of INR 400 million as the interim dividend payable by the Company	Unanimous
2.	To consider, approve and ratify the sale of scrap Machines (Asset) of the Company	Unanimous
3.	To consider and approve trust deed for formation of trust for the purposes of Payment of Gratuity	Unanimous
4.	To consider and approve Purchase Power Agreement and Shareholders Agreement with AMP Energy Limited	Unanimous
5.	To consider and discuss proposal for leasing of assets for capex expenditure	Unanimous
6.	To Consider and approve the credit facilities of INR 200 million From HSBC Bank to opt Multi-Banking System in Company	Unanimous
7.	To consider and approve purchase of scrap from Hero Motors Ltd for an amount of Rs 8 Crores	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