



KAI RETAIL INDIA PVT. LTD.

Regd. office: 15th Floor, Vatika Tower-B, Golf Course Road, Sector 54,
Gurugram-122002, Haryana, India
CIN U52100HR2018PTC073174

SHORTER NOTICE OF AGM

Shorter Notice is hereby given that the Seventh (07th) Annual General Meeting of Kai Retail India Private Limited upon approval of Members of the Company, u/s 101 of The Companies Act, 2013 to conduct the meeting at shorter notice, will be held on Tuesday, the 30th day of September, 2025 at the Registered Office of the Company at 15th Floor, Vatika Tower-B, Golf Course Road, Sector-54, Gurugram-122002, Haryana, India at 04:00 P.M. (IST) to transact the following business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Board of Directors and the Auditors thereon;

SPECIAL BUSINESS:

2. TO REGULARISE THE APPOINTMENT OF ADDITIONAL DIRECTOR AS DIRECTOR OF THE COMPANY:

Mr. Keijiro Takasago, who was appointed as the Additional Director of the Company by the Board of Directors of the company at their meeting held on 21st October 2024, to hold office up to the date of this Annual General Meeting is eligible for regularisation as the director of the Company under the Companies Act, 2013, at this seventh annual general meeting of the Company.

In this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, Mr. Keijiro Takasago (DIN:10808879) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on 21st October 2024, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such actions as may be necessary, desirable, or expedient and to do all acts, filings, deeds and things that may be incidental or pertinent to give effect to this resolution.”

By order of the Board
For Kai Retail India Private Limited
For Kai Retail India Pvt. Ltd.

Director
(Keijiro Takasago)
Director
10808879

Date: September 13th, 2025
Place: Japan

Regd. office: 15th Floor, Vatika Tower-B, Golf Course Road, Sector 54, Gurugram-122002, Haryana, India

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM" OR THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding, in aggregate, not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the authorization letter to the Company prior to the Meeting, authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the Special Business to be transacted at the 13th Annual General Meeting ('AGM' or the 'Meeting') is annexed in Annexure A forming part of this notice.
5. Brief profile and other information of Directors proposed to be appointed/ re-appointed is annexed hereto in Annexure B forming part of this notice.
6. Members/ Proxies/ Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting
7. A route map along with the prominent landmark for easy reach to the venue of the Meeting is annexed with this Notice.
8. Register of Directors and Key Managerial Personnel and their shareholding, maintained pursuant to Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least ten days prior to the date of the Meeting so that answers may be provided at the Meeting.
10. All the records and documents of the Company, referred to / attached in the Notice are open for inspection at the Registered Office of the Company on all working days between 09:00 A.M. (IST) to 05:30 P.M. (IST) up to the date of the AGM.

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**ROUTE MAP OF THE VENUE OF THE SEVENTH (7TH) ANNUAL GENERAL MEETING
OF THE COMPANY TO BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2025
AT 04:00 P.M. (IST) AT 15TH FLOOR, VATIKA TOWER-B, GOLF COURSE ROAD,
SECTOR-54, GURUGRAM-122002, HARYANA, INDIA**



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ANNEXURE-A: EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Annual General Meeting is detailed hereunder)

Special Business:

Item No. 2: To Regularise the Appointment of Additional Director as Director of the Company

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the board of Directors may appoint Additional Director at any time who shall hold office up to the date of the next annual general meeting. In view of the same, Board of Directors in their meeting held on 21st October 2024 through the board resolution, appointed Mr. Keijiro Takasago as an Additional Director of the Company having tenure till the ensuing Annual General Meeting. Since, the tenure of Additional Director is set to expire and the Company wants to continue his Directorship on the Board. The Company is required to regularise to appoint Mr. Takasago as the Director of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the directors shall be appointed / regularised by the members in the General Meeting of the company. In view of the same, Mr. Keijiro Takasago will be appointed / regularised by the members through Ordinary Resolution at the ensuing Annual General Meeting of the company. The Company has received consent to act as a Director of the Company in Form DIR 2, a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and his notice of Interest in the Form MBP-1.

Mr. Keijiro Takasago (Additional Director of Company) is an interested director since his appointment is being discussed here. None of the other Directors or Key Managerial Personnel of the Company their respective relatives are in, anyway, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 2 of the notice.

The Board is in opinion that the Ordinary Resolution set out at Item No. 2 of the Notice is in best interest of the Company and hence, recommends the above resolution for the approval of the members of the Company.

By order of the Board
For Kai Retail India Private Limited
For Kai Retail India Pvt. Ltd.


Director
(Keijiro Takasago)
Director
10808879

Date: September 13th, 2025
Place: Japan

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ANNEXURE-B:

INFORMATION OF DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED

(Information Pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India regarding the Directors proposed to be Appointed/ Re-Appointed is detailed hereunder)

Special Business:

Item No. 2: To Regularise the Appointment of Additional Director as Director of the Company

S. No.	Particulars	Director's Information
1	Name of the Director	Keijiro Takasago
2	Age	56 Years
3	Qualification	Graduated from KEIO University Bachelor in Commerce
4	Experience	Worked at Tokai Bank (now MUFG Bank) from 1992 to 2019, accumulating over 27 years of experience across multiple branches including Bangkok (Thailand), Neemrana (India), and the Global Division in Tokyo. Joined Kai Industries in 2020, with subsequent roles at Kai Vietnam in 2021, and currently serving as Managing Director of Kai India since 2024.
5	Terms and conditions of appointment or reappointment along with details of remuneration	As mutually agreed, b/w Mr. Takasago and the Board of Directors
6	Remuneration sought to be paid	NIL
7	Remuneration last Drawn	NIL
8	Date of first appointment on the Board	21 st October 2024 (as Additional Director)
9	Shareholding in the Company	Holding 1% of shareholding
10	Relationship with other Directors, Manager and other Key Managerial Personnel	Not Applicable
11	No. of Meetings of the Board attended during the year (since appointment)	4
12	Other Directorships	Kai Manufacturing India Private Limited (Managing Director)
13	Membership/ Chairmanship of Committees of other Boards	Not Applicable

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ATTENDANCE SLIP
SEVENTH (07TH) ANNUAL GENERAL MEETING
TUESDAY, 30TH SEPTEMBER, 2025

**PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE
OF THE MEETING VENUE**

Name	
Registered Address	
Regd. Folio No.	
DP ID*	
Client ID*	
No. of Shares held	

* Applicable for shareholders holding shares in electronic form.

I hereby record my/our presence at the Seventh (07th) Annual General Meeting of Kai Retail India Private Limited held on Tuesday, the 30th day of September, 2025 at 04:00 P.M. (IST) at the Registered Office of the Company at 15th Floor, Vatika Tower-B, Golf Course Road, Sector-54, Gurugram-122002, Haryana, India.

.....
Signature of Member/Proxy

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FORM NO. MGT-11
PROXY FORM
SEVENTH (07TH) ANNUAL GENERAL MEETING
TUESDAY, 30TH SEPTEMBER, 2025

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the member (s):
Registered Address:
E-mail ID:
Folio No./ DP ID*:
Client ID*:

I/We, being the member(s) of Kai Retail India Private Limited, holding..... shares of the Company, hereby appoint:

1. Name.....Address:
E-mail ID..... Signature:
or failing him/her
2. Name.....Address:
E-mail ID..... Signature:
or failing him/her
3. Name.....Address:
E-mail ID..... Signature:
or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Seventh (07th) Annual General Meeting of Kai Retail India Private Limited held on Tuesday, the 30th day of September, 2025 at 04:00 P.M. (IST) at the Registered Office of the Company at 15th Floor, Vatika Tower-B, Golf Course Road, Sector-54, Gurugram-122002, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Description
Ordinary Business:	
1.	To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2025 along with the Reports of the Board of Directors and the Auditors thereon;
Special Business:	
2.	To Regularise the Appointment of Additional Director as Director of the Company

Signed this day of 2025

Affix the
revenue
stamp of
Re. 1/-

Signature of Member.....

Signature of Proxy Holder(s).....

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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member.
3. Signature of member should be across a Revenue Stamp of Re. 1.
4. *Applicable for members holding shares in dematerialised form.

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