



kai manufacturing India pvt. ltd.

Corporate office:15th Floor, Vatika Tower-B, Golf Course Road, Sector 54,  
Gurugram-122002, Haryana, India  
CIN U74140DL2012FTC246237

## NOTICE

Notice is hereby given that the Extraordinary General Meeting of the members of Kai Manufacturing India Private Limited will be held on Thursday, 1 August 2019, at the Registered Office of the Company situated at 1105, Ashoka Estate, 24 Barakhambha Road, New Delhi- 110001, India, at 11:00 A.M. to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. Shifting of the Company's Registered Office from NCT of Delhi to State of Rajasthan**

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

**"RESOLVED THAT** pursuant to Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act') read with Rule 30 of the Companies(Incorporation) Rules, 2014 and relevant provisions of the Articles of Association and subject to approval of the Regional Director, Northern Region situated at New Delhi or the Central Government and any other authority as may be prescribed from time to time and subject also to such permissions, sanctions, or approvals as may be required under the Act or any other law for the time being in force, shifting of the registered office of the Company from NCT of Delhi (i.e. from the jurisdiction of Registrar of Companies, Delhi & Haryana) to Neemrana (in the State of Rajasthan) be and is hereby approved and the clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new clause II as under:

**"II. The Registered Office of the Company will be situated in the state of Rajasthan."**

**RESOLVED FURTHER THAT** upon confirmation from Regional Director, the Registered Office of the Company be shifted from 1105, Ashoka Estate, 24 Barakhamba Road, New Delhi-110001 to SP-87, RIICO New Industrial Complex, Neemrana Japanese Zone, Neemrana-301705 District - Alwar (Rajasthan).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company, Mr. Naveen Kankaria (Partner of M/s V. Singhi & Associates) and Mr. Gaurav Gupta (Associate of M/s V. Singhi & Associates) are severally authorized to take all the necessary steps as may be required to give effect in this regard including the following:

- a) to hold meeting(s) of the shareholders of the Company as may be required to give effect to this Resolution;
- b) to file petitions for confirmation of the shifting of the Registered Office of the Company from Delhi to before the concerned Regional Director, having jurisdiction over the Company;
- c) to file affidavits, petitions, pleadings, applications, reports or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsels, advocates, solicitors, chartered accountants and other professionals as may be necessary and to sign and execute Vakalatnamas wherever necessary and to do all acts necessary or incidental to the said proceedings;
- d) to take all procedural steps for shifting of the Registered Office of the Company from Delhi to Rajasthan including filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- e) to appear and represent the Company before the concerned Regional Director having jurisdiction over the Company in the matter of the petition under section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 to be filed with the concerned

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Regional Director having jurisdiction over the Company for his/ her confirmation to the proposed alteration of the situation clause of the Memorandum of Association and to make such alteration, modification and corrections as may be required in the Petition and such forms, documents, papers annexed with the same and to do all such acts, deed, things as may be required and suggested by the concerned Regional Director, having jurisdiction over the Company at the time of admitting the petition and hearing of the said petition;

- f) to do all further acts, deeds and matters and things as may be necessary, proper or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.
- g) to issue a general / specific power of attorney and / or to delegate powers, if necessary, in favour of such persons who will be the representative of the Company in all matters for putting through the Resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution or any abstract thereof duly certified as "True" by any one of the directors of the Company or Company Secretary of the Company be submitted to such authority(ies)/person(s) as may be required from time to time."

**By order of the Board**

**For Kai Manufacturing India Private Limited**

  
**(Ruchi Shrivastava)**  
**Company Secretary**

**Date: 22.04.2019**


**Place: Gurugram**

### **IMPORTANT NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("EGM" 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. PROXIES, IN ORDER TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.
2. Bodies Corporate can be represented at the meeting by such person(s) as are authorized Copies of resolution under Section 113 of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
3. A route map along with the prominent landmark for easy reach to the venue of the Meeting is annexed with this Notice.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect is annexed.
5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. All the records and documents referred to in the Notice are open for inspection at the Registered Office and Corporate Office of the Company on all working days between 11.00 A.M to 1.00 P.M. up to the date of the EGM.

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

**Resolution at Item No. 1:**

As the Members are aware, currently, the Registered Office of the Company is situated in Delhi, under the jurisdiction of the Registrar of Companies, Delhi. With a view to facilitate better co-ordination and efficient management of the day-to-day affairs of the Company, it is considered prudent that the registered office of the Company be shifted from New Delhi in the NCT of Delhi to Neemrana in the State of Rajasthan. This would enable the Company to carry on its business more conveniently, economically and profitably.

The Board of Directors of the Company at their meeting held on 22 April 2019 have therefore, proposed to shift the Registered Office of the Company from New Delhi in the NCT of Delhi to Neemrana in the state of Rajasthan. The present Clause II (Domicile Clause) of the Memorandum of Association of the Company needs to be altered for the said purpose.

In terms of Section 12 and Section 13 of the Companies Act, 2013 ("the Act") stipulates that Clause II ("Domicile Clause") of the Memorandum of Association of a Company can be altered by a Special Resolution passed by the members of the Company and shall be subject to the confirmation of the Regional Director.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out in above item of the notice.

Accordingly, the resolution is being placed for the approval of the Shareholders.

The Board recommends the resolution to the members for their consideration and approval.

**By order of the Board  
For Kai Manufacturing India Private Limited**



**(Ruchi Shrivastava)  
Company Secretary**

**Date: 22.04.2019**

**Place: Gurugram**



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### ATTENDANCE SLIP

**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 electron form.

I hereby record my/our presence at the Extra-ordinary General Meeting of Kai Manufacturing India Private Limited held on Thursday, the 1<sup>st</sup> day of August 2019 at 11:00 a.m. (IST) at the Registered Office of the Company situated at 1105, Ashoka Estate, 24 Barakhamba Road, New Delhi- 110001.

.....  
**Signature of Member/Proxy**



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## 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]**

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

I/We, being the member(s) of Kai Manufacturing India Private Limited, holding .....  
shares of the 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:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my/ our behalf of Extra-ordinary  
General Meeting of Kai Manufacturing India Private Limited held on Thursday, the 1<sup>st</sup> day of August  
2019 at 11:00 a.m. (IST) at the Registered Office of the Company situated at 1105, Ashoka Estate,  
24 Barakhamba Road, New Delhi- 110001.

Signed this ..... day of ..... 2019

Affix the  
revenue  
stamp of  
Re. 1/-

Signature of Member..... 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. 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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**ROUTE MAP OF THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF KAI MANUFACTURING INDIA PRIVATE LIMITED HELD ON THURSDAY, THE 1<sup>ST</sup> DAY OF AUGUST 2019 AT 11:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1105, ASHOKA ESTATE, 24 BARAKHAMBHA ROAD, NEW DELHI- 110001.**



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