



kai manufacturing India pvt. ltd.

Corporate office:15th Floor, Vatika Tower B, Golf Course Road, Sector 54,
Gurugram-122002, Haryana, India
CIN U74140RJ2012FTC068067

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Kai Manufacturing India Private Limited will be held on Tuesday 31st January 2023, at the Registered Office of the Company at SP-87, Neemrana Industrial Complex, Neemrana Japanese Zone, Alwar, Rajasthan-301705 At 11:00 A.M to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1

CONVERSION OF ECB LOAN INTO EQUITY

To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Section 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members be and is hereby accorded to enter into agreement to convert the ECB loan of 4,000,000 USD from the Company Kai Cutlery (H.K) Ltd into Equity shares having value Rs. 32,00,00,000.”

“RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

ITEM NO.2

RE-APPOINTMENT OF MR. RAJESH UMIYASHANKER PANDYA AS MANAGING DIRECTOR

To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajesh Umiyashanker Pandya as Managing Director of the Company for a period of 5 Years with effect from 31st January 2023 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be



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deemed to the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Rajesh Umiyashanker Pandya”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**BY THE ORDER OF THE BOARD
For Kai Manufacturing India Private Limited**

Rajesh Umiyashanker Pandya

Managing Director

DIN: 07512457

**Add: H. No. 303, DLF Park Place,
DLF City Phase 5, Sector-54, Gurgaon, Haryana-122011**

Date: 30-12-2022

Place: Japan

Notes:

1. A MEMBER IS 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 EFFECTIVE 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. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



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3. A route map along with the prominent landmark for easy reach to the venue of the Meeting is annexed with the 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 relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of EGM.
7. Consent to hold the EGM on shorter notice is attached herewith. Members are requested to share copy of signed consent before the meeting time.



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

ITEM NO. 1:

CONVERSION OF ECB LOAN INTO EQUITY

The Members are requested to note that it was mutually decided with Kai Cutlery (Hong Kong) Ltd for entering into agreement for converting their ECB Loan of amounts USD 4,000,000 to Equity shares having amount Rs 32,00,00,000 and approval for the same is accorded in board meeting dated 30th December 2022. After entering into the agreement allotment will be subject to RBI approval and board has power to allot the shares after receiving the approval.

It will be in best interest of the company.

Your directors, therefore, recommend the resolution to be passed by the Special Resolution.

None of the Directors of Key Managerial Personnel (KMP) or relatives of directors and KMP are interested in the resolution otherwise than as members.

ITEM NO. 2:

RE-APPOINTMENT OF MR. RAJESH UMIYASHANKER PANDYA AS MANAGING DIRECTOR

The Company had appointed Mr. Rajesh Umiyashanker Pandya as Managing Director of the Company for a period of five years. The Members had subsequently approved the said appointment and terms of his remuneration.

Mr. Rajesh Umiyashanker Pandya, aged 66 years is a Managing Director of the Company having over 35 years of industry experience in various fields across multiple industries.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Rajesh Umiyashanker Pandya should be available to the Company for a further period of 5 (Five) years with effect from 31st January 2023.

In terms of the provision of the Act and the Articles of Association of the company, the board of directors have at their meeting held on 30th December 2022 respectively appointed as Managing director of the company for a further period of 5 years with effect from 31st January 2023.

The main terms and conditions for re-appointment of Mr. Rajesh Umiyashanker Pandya as Managing Director will be same as discussed with board.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment, and the terms of





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remuneration payable to Mr. Rajesh Umiyashanker Pandya require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Your directors, therefore, recommend the resolution to be passed by the Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Rajesh Umiyashanker Pandya.

**BY THE ORDER OF THE BOARD
For Kai Manufacturing India Private Limited**

**Rajesh Umiyashanker Pandya
Managing Director
DIN: 07512457**

**Add: H. No. 303, DLF Park Place,
DLF City Phase 5, Sector-54, Gurgaon, Haryana-122011**

Date: 30-12-2022

Place: Japan



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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 electronic form.

I hereby record my/our presence at the Extra Ordinary General Meeting of Kai Manufacturing India Private Limited held on Tuesday 31st January 2023 at 11:00 A.M. (IST) at the Registered Office of the Company at SP-87, Neemrana Industrial Complex, Japanese Zone, Neemrana, Alwar, Rajasthan- 301705

.....
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:
Folio No./ DP ID*:
Client ID*:

I/We, being the member(s) of Kai Manufacturing India Pvt. Ltd., 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:

as my / our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday 31st January 2023 at 11:00 a.m. (IST) at the Registered Office of the Company at SP-87, Neemrana Industrial Complex, Japanese Zone, Alwar, Rajasthan- 301705, 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: a) Conversion of ECB Loan to Equity b) Re-appointment of Mr. Rajesh Umiyashanker Pandya as Managing Director of the company for 5 years. |

Signed this day of 2023

Affix the
revenue
stamp of
Re. 1/-



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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/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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ROUTE MAP OF VENUE OF THE MEETING



Regd. Office & Plant: SP-87, Neemrana Industrial Complex, Neemrana Japanese Zone, Neemrana, Alwar, Rajasthan - 301705, India

+91-124-4230500

✉ info@kai-group.co.in

🌐 www.kaiindia.in