



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 AGM

Notice is hereby given that the Eleventh Annual General Meeting of Kai Manufacturing India Private Limited will be held on Friday, the 29th day of September, 2023 at the Registered Office of the Company at SP-87, Neemrana Industrial Complex, Japanese Zone, Alwar, Rajasthan-301705 at 11:00 A.M. (IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 along with the Reports of the Board of Directors and the Auditors thereon;
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 along with the Report of the Auditors thereon.

2. To appoint M/S ASC BSR and Company LLP as Statutory Auditors of the company for period of 5 years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force be and is hereby appointed M/s ASC BSR and Company LLP having Firm registration no. 013811N as Statutory auditors of the company for a consecutive term of five years from the conclusion of this AGM till the conclusion of the 16th AGM to be held in financial year 2028, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary 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, deeds and things that may be incidental or pertinent to give effect to this resolution."

3. Retirement and re-appointment of Mr. Takeshi Mizutani, a director of the Company.

Mr. Takeshi Mizutani, who, as per the newly amended Articles of Association, is liable to retire, being eligible for appointment as a director under the Companies Act, 2013, offers

For Kai Manufacturing India Pvt. Ltd.

Company Secretary



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himself for re-appointment at the eleventh 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 the newly adopted Articles of Association, Section 152 and other relevant provisions of the Sections and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Schedule I thereto, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Takeshi Mizutani is hereby re-appointed as the Director of the Company and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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, deeds and things that may be incidental or pertinent to give effect to this resolution.”

4. Retirement and re-appointment of Mr. Koji Endo, a director of the Company.

Mr. Koji Endo, who, as per the newly amended Articles of Association, is liable to retire, being eligible for appointment as a director under the Companies Act, 2013, offers himself for re-appointment at the eleventh 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 the newly adopted Articles of Association, Section 152 and other relevant provisions of the Sections and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Schedule I thereto, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Koji Endo is hereby re-appointed as the Director of the Company and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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, deeds and things that may be incidental or pertinent to give effect to this resolution.”

5. Retirement and re-appointment of Mr. Rajesh Umiyashanker Pandya, a managing director of the Company.

Mr. Rajesh Umiyashanker Pandya, who, as per the newly amended Articles of Association, is liable to retire, being eligible for appointment as a managing director under the Companies Act, 2013, offers himself for re-appointment at the eleventh annual general meeting of the Company. In this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:



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“RESOLVED THAT pursuant to the newly adopted Articles of Association, Section 152 and other relevant provisions of the Sections and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Schedule I thereto, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Umiyashanker Pandya is hereby re-appointed as the managing director of the Company and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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, deeds and things that may be incidental or pertinent to give effect to this resolution.”

6. Retirement and re-appointment of Mr. Hiroaki Endo, a director of the Company.

Mr. Hiroaki Endo, who, as per the newly amended Articles of Association, is liable to retire, being eligible for appointment as a director under the Companies Act, 2013, offers himself for re-appointment at the eleventh 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 the newly adopted Articles of Association, Section 152 and other relevant provisions of the Sections and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), Schedule I thereto, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hiroaki Endo is hereby re-appointed as the Director of the Company and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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, deeds and things that may be incidental or pertinent to give effect to this resolution.”

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

For Kai Manufacturing India Pvt. Ltd.

Rajan
21/08/2023
Company Secretary
(Rajan Sharma)

Company Secretary
ACS : 68584

Date: August 21st, 2023

Place: Gurugram



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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 Board Resolution to the Company prior to the Meeting, authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. Members/ Proxies/ Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
5. A route map along with the prominent landmark for easy reach to the venue of the Meeting is annexed with this Notice.
6. 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.
7. 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.
8. All the records and documents, including the marked-up version of the Articles of Association of the Company, referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 A.M (IST) to 6.00 P.M. (IST) up to the date of the AGM.



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**ATTENDANCE SLIP
ELEVENTH ANNUAL GENERAL MEETING
FRIDAY, 29TH SEPTEMBER, 2023**

**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 eleventh Annual General Meeting of Kai Manufacturing India Private Limited held on Friday, the 29th day of September, 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.

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Signature of Member/Proxy



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FORM NO.MGT-11
PROXY FORM
ELEVENTH ANNUAL GENERAL MEETING
FRIDAY, 29TH SEPTEMBER, 2023

[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 Private Limited, holding shares of the Company, hereby appoint:

- Name: Address:
E-mail ID: Signature:,
or failing him/her
- Name: Address:
E-mail ID: Signature:,
or failing him/her
- 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 Eleventh Annual General Meeting of the Company, to be held on Friday, the 29th day of September, 2023 at 11:00 a.m. (IST) at the Corporate 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: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with the Reports of the Board of Directors and the Auditors thereon; b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 along with the Report of the Auditors thereon. |



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| | |
|----|--|
| 2. | To appoint M/S ASC BSR and Company LLP as Statutory Auditors of the company for period of 5 years. |
| 3. | Retirement and re-appointment of Mr. Takeshi Mizutani, a director of the Company |
| 4. | Retirement and re-appointment of Mr. Koji Endo, a director of the Company |
| 5. | Retirement and re-appointment of Mr. Rajesh Umiyashanker Pandya, a director of the Company |
| 6. | Retirement and re-appointment of Mr. Hiroaki Endo, a director of the Company |

Signed this day of 2023

Affix the
revenue
stamp of
Re. 1/-

Signature of Member.....

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

Notes:

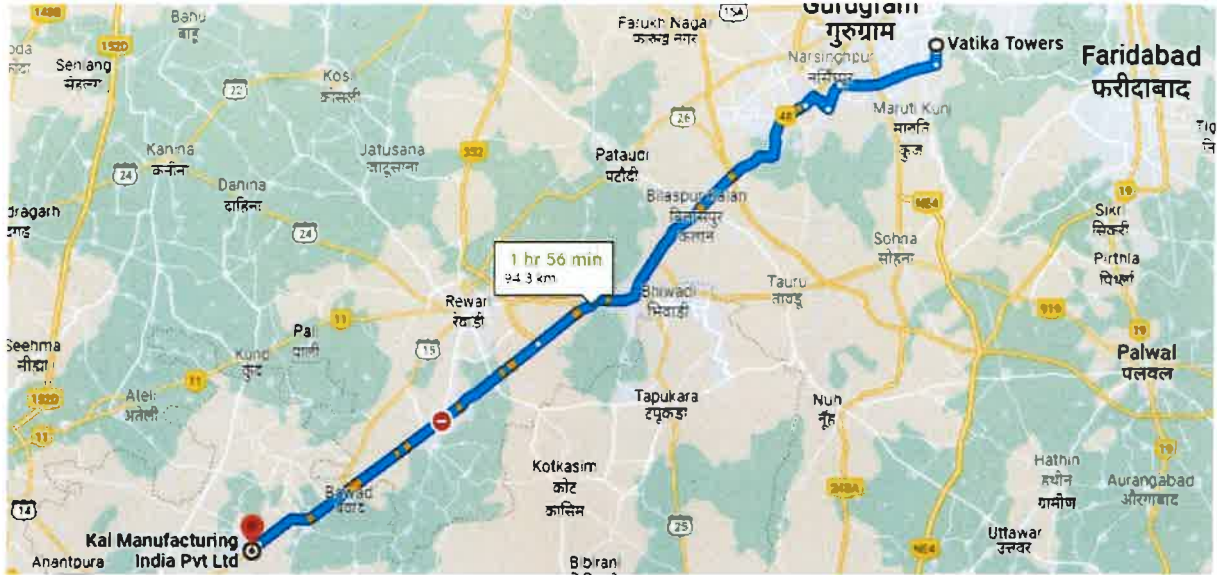
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote 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 THE VENUE OF THE ELEVENTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023 AT 11:00 A.M. (IST) SP-87, NEEMRANA INDUSTRIAL COMPLEX, JAPANESE ZONE, ALWAR, RAJASTHAN-301705



For Kai Manufacturing India Pvt. Ltd.

Rajyashree
29/08/2023
Company Secretary