



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 an Extraordinary General Meeting of the members of Kai Manufacturing India Private Limited will be held on Friday, 16th February 2024, 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:

1.TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 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 increase the Authorized Share Capital of the Company from Rs. 1,35,33,00,000/- (One Hundred Thirty-Five Crore and Thirty-Three lakh only) divided into 13,53,30,000 (Thirteen Crore Fifty-Three Lakh and Thirty Thousand) equity shares of Rs. 10/- (ten only) each to Rs. 1,46,33,00,000/- (One Hundred Forty-Six Crore Thirty-Three Lakh only) divided into 14,63,30,000 (Fourteen Crore Sixty-Three Lakh Thirty Thousand) equity shares of Rs. 10/- (ten only) each by the creation of additional 1,10,00,000 (One Crore and ten lakh) equity shares of Rs. 10/- (ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the **Companies Act, 2013** and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

The Authorized Share Capital of the Company is Rs 1,46,33,00,000/- (One Hundred Forty- Six Crore Thirty- Three lakh only) divided into 14,63,30,000 (Fourteen Crore Sixty-Three Lakh Thirty Thousand) equity shares of Rs. 10/- (ten only) each.

RESOLVED FURTHER THAT any Director of the Company or company secretary 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.”

For Kai Manufacturing India Private Limited

Company Secretary

Rajan Sharma

Company Secretary

ACS 68584

ECSIN: EA068584D000095435

Add: 3252FF, Sector 14-II, Hisar

Haryana-125001

Date: 15/01/2024

Place: Gurugram

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

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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.

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. 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 EGM.

For Kai Manufacturing India Pvt. Ltd.


Company Secretary



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

Item No. 1:

The Company is having some expansion plans for which additional funds will be required and the directors of the company feel that in the prime interest of the company the funding is to be done through the issue of fresh equity share capital.

The Board of Directors at their meeting held on December 26th, 2023 approved the proposal for increase in Authorized Share Capital.

Increase in Authorised Share Capital would necessitate amendment to Clause V of the Memorandum of the Association and would require member's approval by passing an Ordinary 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.

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



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ATTENDANCE SLIP FRIDAY, 16TH February 2024

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 Friday, 16th Day of February 2024 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
FRIDAY, 16TH FEBRUARY, 2024**

**[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:

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 Friday, 16th Day of February 2024 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) Increase in the Authorized Share Capital of the Company and Amendment of Capital Clause of the Memorandum of Association of the Company



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Signed this day of 2024

Affix the
revenue
stamp of
Re. 1/-

Signature of Member

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

Notes:

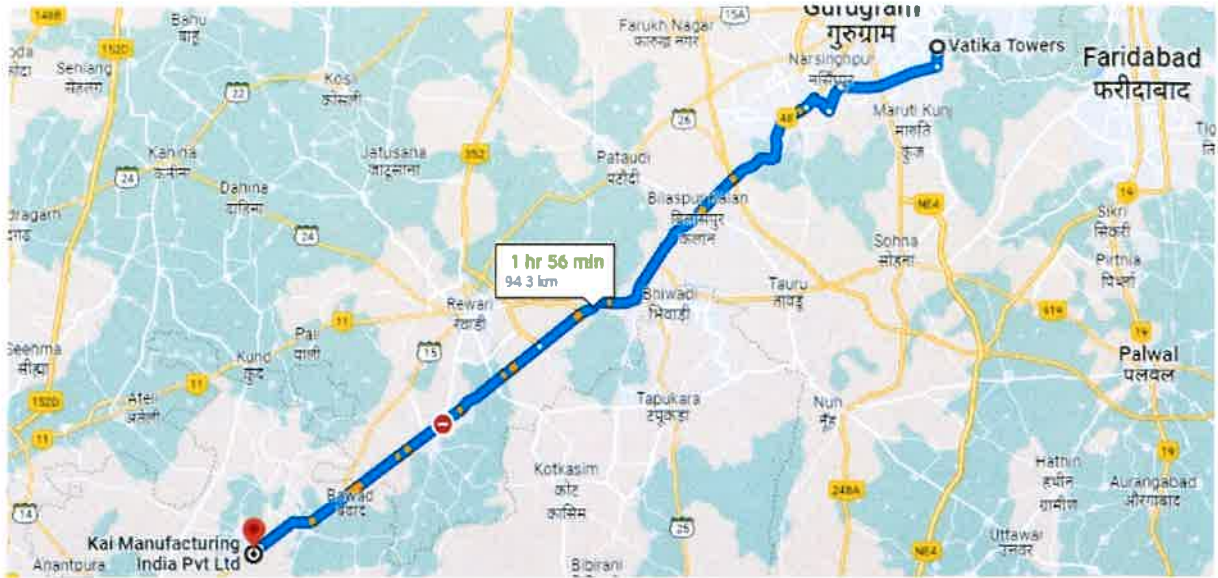
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote 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 EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, 16TH DAY OF FEBRUARY, 2024 AT 11:00 A.M. (IST) SP-87, NEEMRANA INDUSTRIAL COMPLEX, JAPANESE ZONE, ALWAR, RAJASTHAN-301705



For Kai Manufacturing India Pvt. Ltd.

Rajan
Company Secretary

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

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