



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 Twelfth (12th) Annual General Meeting of Kai Manufacturing India Private Limited will be held on Monday, the 30th day of September, 2024 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, 2024 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, 2024 along with the Report of the Auditors thereon.

2. RETIREMENT AND RE-APPOINTMENT OF MR. TAKESHI MIZUTANI, A DIRECTOR OF THE COMPANY:

Mr. Takeshi Mizutani, who, as per the lastly 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 twelfth 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 existing 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 removal / resignation of such Director of the Company as per the case may be.

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.”

3. RETIREMENT AND RE-APPOINTMENT OF MR. KOJI ENDO, A DIRECTOR OF THE COMPANY:

Mr. Koji Endo, who, as per the lastly 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 twelfth 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 existing 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



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conclusion of this Annual General Meeting until the removal / resignation of such Director of the Company as per the case may be.

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. RAJESH UMIYASHANKER PANDYA, A MANAGING DIRECTOR OF THE COMPANY:

Mr. Rajesh Umiyashanker Pandya, who, as per the lastly 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 twelfth 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 existing 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 removal / resignation of such Director of the Company as per the case may be.

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. HIROAKI ENDO, A DIRECTOR OF THE COMPANY:

Mr. Hiroaki Endo, who, as per the lastly 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 twelfth 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 existing 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 removal / resignation of such Director of the Company as per the case may be.

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.”

SPECIAL BUSINESS:

6. TO CONSIDER & ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:



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The existing Articles of Association (AOA) of the Company are required to be altered to include clauses regarding dematerialization of securities in accordance with the MCA notification dated 27th October, 2023 whereby the Company shall issue/facilitate all existing/fresh securities in dematerialized form along with it, to alter the entrenchment provisions as mentioned in the AOA, to make them in accordance and consistent with the Companies Act 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to approve and adopt the new set of Articles of Association pursuant to the provisions of the Act in place and instead of the existing Articles of Association 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.



Managing Director

(Rajesh Umiyashanker Pandya)
Managing Director
DIN- 07512457

Date: September 05th, 2024
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.

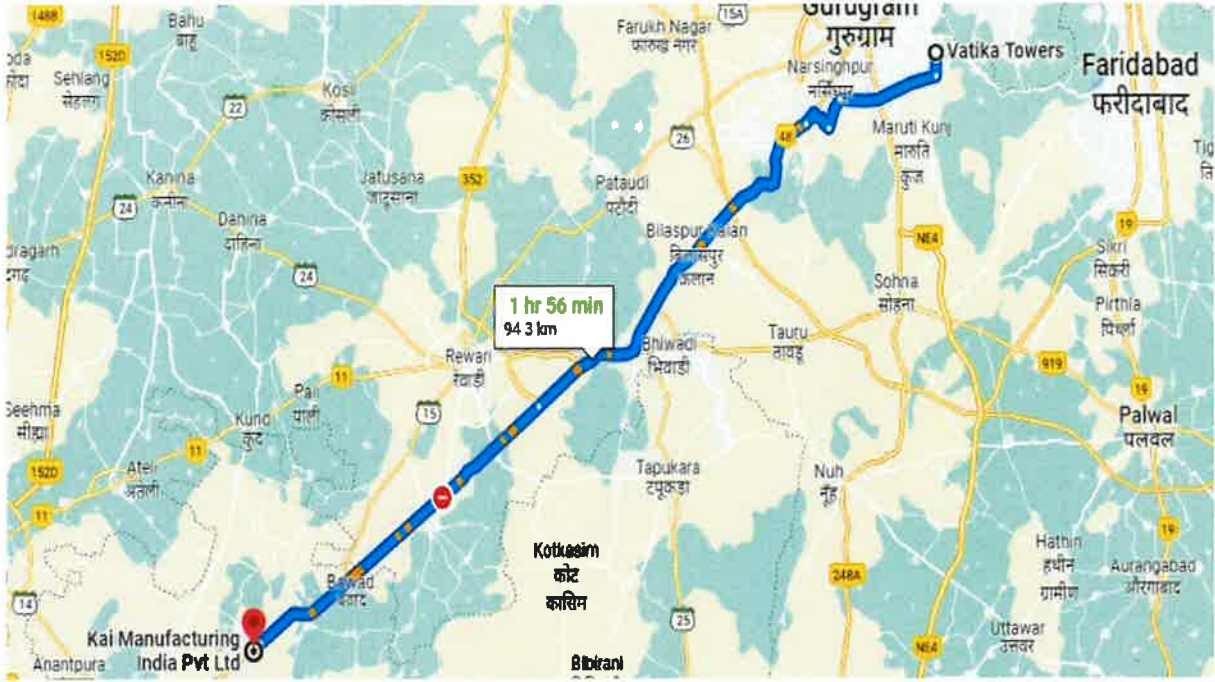
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice 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 authorization letter 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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ROUTE MAP OF THE VENUE OF THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024 AT 11:00 A.M. (IST) SP-87, NEEMRANA INDUSTRIAL COMPLEX, JAPANESE ZONE, ALWAR, RAJASTHAN-301705



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

+91-124-4230500

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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)

Item No. 6- To Consider & Adopt A New Set of Articles of Association as per Companies Act, 2013

The existing Articles of Association (AOA) of the Company were required to be altered to include clauses regarding dematerialization of securities in accordance with the MCA notification dated 27th October, 2023 whereby the Company shall issue/facilitate all existing/fresh securities in dematerialized form along with it, the Company requires to alter the entrenchment provisions as mentioned in the AOA, to make them consistent with the Companies Act 2013.

As per the provisions of Section 14 of the Act, approval of members by way of Special Resolution is required to adopt new set of AOA of the Company.

The Board of Directors at their meeting held on August 28th, 2024, has accorded its approval for adoption of a new set of regulations as AOA in substitution, and subject to the approval of members of the Company by way of a Special Resolution and any other applicable regulatory/statutory approvals.

None of the Directors/Key Managerial Personnel of the Company/ their respective relatives are in, anyway, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 6 of the notice.

The Board is in opinion that the Special Resolution set out at Item No. 6 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 Manufacturing India Private Limited

For Kai Manufacturing India Pvt. Ltd.



Managing Director

(Rajesh Umiyashanker Pandya)
Managing Director
DIN- 07512457

Date: September 05th, 2024

Place: Gurugram



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**ATTENDANCE SLIP
TWELFTH (12TH) ANNUAL GENERAL MEETING
MONDAY, 30TH SEPTEMBER, 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 Twelfth (12th) Annual General Meeting of Kai Manufacturing India Private Limited held on Monday, the 30th day of September, 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.

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Signature of Member/Proxy



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**FORM NO. MGT-11
PROXY FORM
TWELFTH (12TH) ANNUAL GENERAL MEETING
MONDAY, 30TH SEPTEMBER, 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:

- 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:
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 Twelfth (12th) Annual General Meeting of Kai Manufacturing India Private Limited held on Monday, the 30th day of September, 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 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 Standalone 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; b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 along with the Report of the Auditors thereon.
2.	Retirement and re-appointment of Mr. Takeshi Mizutani, a director of the Company
3.	Retirement and re-appointment of Mr. Koji Endo, a director of the Company
4.	Retirement and re-appointment of Mr. Rajesh Umiyashanker Pandya, a director of the Company
5.	Retirement and re-appointment of Mr. Hiroaki Endo, a director of the Company
Special Business:	



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6.	To Consider & Adopt A New Set of Articles of Association as per Companies Act, 2013
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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.