

## **NOTICE TO MEMBERS**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of the **KIDUJA INDIA LIMITED** will be held on Thursday, 12<sup>th</sup> September, 2019 at 09:30 a.m. at 127-B, Mittal Tower, Nariman Point, Mumbai – 400 021 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. Kirti D. Jaipuria, who retires by rotation and is eligible for re-appointment.

**By Order of the Board of Directors  
For KIDUJA INDIA LIMITED**

**Mr. Ashish D. JAIPURIA  
Chairman and Managing Director  
DIN: 00025537**

Place : Mumbai  
Date : 09<sup>th</sup> August, 2019

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## NOTES

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- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2) A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.
- 3) During the period beginning 24 hours before the time fixed for the commencement 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 3 days' of notice in writing of the intention to so inspect, is given to the Company.
- 4) The Register of Members, Register of Beneficial Owner and Share Transfer Books of the Company will remain close from 06<sup>th</sup> September, 2019 to 12<sup>th</sup> September, 2019 (both days inclusive).
- 5) Corporate members intending to send their authorised representatives to attend the 33<sup>rd</sup> Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 6) A profile of the Director seeking reappointment, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meetings is given in this Notice.
- 7) The Annual Report 2018-19, the Notice of the 33<sup>rd</sup> Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
- 8) Members are kindly requested to notify any change in their correspondence addresses immediately to the Company quoting their folio numbers / client ID / DP ID so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically..
- 9) Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.
- 10) Members desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the Management to keep the information ready at the meeting.

- 11) a) Members who are holding shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of the attendance at the Annual General Meeting.  
  
b) Those holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 12) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 13) Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company's Registrars and Transfer Agents for consolidation of such folios into one folio.
- 14) In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the Members in respect of shares held by them. The Members who are desirous of availing this facility may kindly write to the Registrars & Transfer Agents in Form 2B prescribed by the Government which can be obtained from the Company's R&T Agents.
- 15) The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the venue of the meeting.
- 16) All documents referred to in the Notice are open for inspection at the Registered Office of the Company will be available for inspection by the Members on all working days, except Saturdays, between 10:00 a.m. and 6:00 p.m., up to the date of this meeting.
- 17) In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote on Resolutions proposed to be considered at the 33<sup>rd</sup> Annual General Meeting by electronic means. The Company has entered into an agreement with NSDL for facilitating voting by electronic means to enable the members to cast their votes electronically. E-voting is optional and members shall have option to vote either through remote e-voting or in person at the Annual General Meeting. For the aforesaid purpose, the Company has appointed M/s Pradeep Purwar & Associates, Practicing Company Secretaries as Scrutinizer for scrutinizing e-voting process in a fair and transparent manner. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
- 18) The electronic voting particulars are set out below:

EVEN (e-voting event number)	User ID	Password

## **THE PROCESS AND MANNER FOR REMOTE E-VOTING IS AS UNDER:**

### **(A) In case of members receiving e-mail:**

- (i) Members whose shareholding is in dematerialized format and whose Email addresses are registered with the Company/Depository Participants whose email IDs are registered with the Company will receive an email from NSDL informing them of their User-ID and password. For Members who have not registered their Email Id can use the details as mentioned in the table above once the member receives the email, he/she will need to go through the following steps to complete the e-voting process:
- (ii) Launch the internet browser by typing the following <https://www.evoting.nsdl.com>
- (iii) Click on 'Shareholder-Login'
- (iv) Enter the login credentials i.e. User ID and Password as Initial Password noted in step (i) then Click login. If you are already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your vote.
- (v) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (vi) On successful login, the system will prompt you to select the e-voting Event
- (vii) Select 'EVEN (E-Voting Event Number)' of "Kiduja India Limited"
- (viii) Now you are ready for 'E-voting' as 'Cast Vote' page opens.
- (ix) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. 5<sup>th</sup> September, 2019, under "FOR / AGAINST" alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as "Abstained".
- (xi) You may cast your vote by selecting appropriate option and click 'Submit' and also 'Confirm' when prompted.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional / Corporate members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Company at email id: [kiduja.info@gmail.com](mailto:kiduja.info@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B) General Instructions:**

- (i) The remote e-voting period begins on 09<sup>th</sup> September, 2019 (09:00 am) and ends on 11<sup>th</sup> September, 2019 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 05<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The facility for voting through ballot paper shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- (iii) A Member can opt for only one mode i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then the voting done through remote e-voting shall prevail and the voting at the AGM shall be treated as invalid.
- (iv) M/s Pradeep Purwar and Associates, Practicing Company Secretaries (CP No.5918) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three (3) days of conclusion of the meeting to the Chairman of the Company in writing who shall countersign the same.
- (vi) The Chairman of the Company shall declare the results forthwith after receiving the Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company and on the website of NSDL immediately after the result is declared by the Chairman and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
- (vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and E-voting user manual for members available at the 'downloads' section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre on the telephone number 022-24994545

**By Order of the Board of Directors  
For KIDUJA INDIA LIMITED**

**Mr. Ashish D. JAIPURIA  
Chairman and Managing Director  
DIN: 00025537**

Place : Mumbai

Date : 09<sup>th</sup> August, 2019

**Details of Director seeking reappointment at the 33<sup>rd</sup> Annual General Meeting scheduled to be held on 12<sup>th</sup> September, 2019**

<b>Name of Director</b>	Mrs. Kirti D. Jaipuria
<b>DIN</b>	00025564
<b>Designation</b>	Director
<b>Date of Birth (Age)</b>	16/10/1945
<b>Date of first appointment on the Board</b>	07/08/1998
<b>Qualification</b>	Graduate
<b>Experience</b>	21 years
<b>Shareholding in the Company</b>	NIL
<b>Number of meeting of the Board attended during the FY 2018-2019</b>	4
<b>Number of meetings held during the tenure of Director</b>	4
<b>Directorships held in other Companies as on date</b>	1
<b>Particulars of Committee Chairmanship/ Membership held in other Companies</b>	NIL
<b>Relationship with other Directors / KMP of the Company</b>	Ashish D. Jaipuria (Son) Archana Jaipuria (Daughter in law)
<b>Terms and Conditions of appointment/ re-appointment</b>	NIL
<b>Remuneration sought to be paid</b>	NIL
<b>Remuneration last drawn during FY 2018-19</b>	NIL

## ROUTE MAP

**Venue:** 127-B, Mittal Tower, Nariman Point, Mumbai – 400 021

