

KIDUJA

INDIA LIMITED

NOTICE TO MEMBERS

Notice is hereby given that the **34th Annual General Meeting** of the members of the **KIDUJA INDIA LIMITED** will be held on Wednesday, 30th December, 2020 at 10:00 a.m. at the Registered Office of the Company 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 31st March, 2020 together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. Archana A. Jaipuria (DIN: 00025586), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Ashish D. Jaipuria (DIN:00025537) as Chairman and Managing Director for a period of three 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 the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the said Act and subject to any other approvals as may be required, Mr. Ashish D. Jaipuria (DIN: 00025537) whose present term of office has expired and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as Chairman and Managing Director of the Company for a period of Three (3) years with effect from 01st July, 2020 to 30th June, 2023.

RESOLVED FURTHER THAT Mr. Ashish D. Jaipuria shall be entitled to commission based on the Net profits of the Company and as may be decided by the Board subject to limits prescribed by the Companies Act, 2013 and rules made there under.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment and to file intimation of appointment with the Registrar of Companies in the prescribed e-forms."

4. **Re-appointment Mr. Omprakash Agarwal (DIN:00671355) as a Non-Executive Independent Director for a Second term of five consecutive years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to

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time, Mr. Omprakash Agarwal (DIN: 00671355), Independent Director, whose present term of office expires on 31st March, 2020 and who has given his consent and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules made thereunder and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years, effective from 01st April 2020 to 31st March 2025.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment and to file intimation of appointment with the Registrar of Companies in the prescribed e-forms."

5. Re-appointment Mr. Samir Sanghai (DIN:02469690) as a Non-Executive Independent Director for a Second term of five consecutive years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Mr. Samir Sanghai (DIN:02469690), Independent Director, whose present term of office expires on 31st March, 2020 and who has given his consent and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules made thereunder and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years, effective from 01st April 2020 to 31st March 2025.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment and to file intimation of appointment with the Registrar of Companies in the prescribed e-forms."

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

**Sd/-
Mr. Ashish D. Jaipuria
Chairman & Managing Director
DIN: 00025537**

**Place : Mumbai
Date : 26th November, 2020**

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

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NOTES

- 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 23rd December, 2020 to 30th December, 2020 (both days inclusive).
- 5) Corporate members intending to send their authorised representatives to attend the 34th 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) Profile of the Directors seeking appointment / re-appointment, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meetings are given in this Notice.
- 7) The Annual Report 2019-20, the Notice of the 34th 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.

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- 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 Registrar 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 Registrar & 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 and 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 34th 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
115097		

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. 23rd December, 2020, 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 with a copy marked to evoting@nsdl.co.in.

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(B) General Instructions:

- (i) The remote e-voting period begins on 27th December, 2020 (09:00 am) and ends on 29th December, 2020 (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 23rd December, 2020, 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 (CoP 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 or contact Ms. Pallavi Mhatre or on the telephone number 022-24994545.

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

**Sd/-
Mr. Ashish D. Jaipuria
Chairman & Managing Director
DIN: 00025537**

Place : Mumbai

Date : 26th November, 2020

Registered Office:

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under section 102 (1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all the material facts relating to the businesses mentioned under Item Nos. 3, 4 and 5 of the accompanying notice:

Item No. 3:

Mr. Ashish D. Jaipuria was appointed as Chairman and Managing Director of the Company with effect from 01st July, 2014, post approval of the members of the Company in the Annual General Meeting held on 28th August, 2014. His present term as Chairman and Managing Director of the Company has expired.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at their meeting approved re-appointment of Mr. Ashish D. Jaipuria as Chairman and Managing Director of the Company subject to shareholders' approval at the ensuing Annual General Meeting.

The Company has received a notice in writing from Mr. Ashish D. Jaipuria under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Jaipuria has informed the Company that he is not disqualified from being re-appointed as a Director in the terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Chairman and Managing Director of the Company. Mr. Ashish D. Jaipuria satisfies all the conditions as set out in Section 196 (3) of the Act and Schedule V to the Act, for being eligible for his appointment.

As required under Regulation 36 of the Listing Regulations, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and forms part of this Notice.

Save and except the above and Ms. Archana A Jaipuria, Director of the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4:

Re-appointment of Mr. Omprakash Agarwal as a Non-Executive Independent Director for a Second term of five consecutive years w.e.f. 01st April, 2020

Mr. Omprakash Agarwal, aged 82 years, was appointed as a Non-Executive Independent Director of the Company in the financial year 2015-16 for the period starting from 01st April, 2015 to 31st March, 2020 ("first term")

In terms of the above, the present tenure of Mr. Omprakash Agarwal as a Non-Executive Independent Director of the Company expired on 31st March, 2020.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, the background and experience and contributions made by him during his tenure, the continued association of Mr. Omprakash Agarwal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received a notice in writing from Mr. Omprakash Agarwal under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Agarwal has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Agarwal has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16(b) of the Listing Regulations. In the opinion of the Board of Directors, Mr. Agarwal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Agarwal is independent of the Management

As required under Regulation 36 of the Listing Regulations, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and forms part of this Notice.

Mr. Omprakash Agarwal has attained the age of 82 years and as per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such re-appointment in the Board's Report. Accordingly, the approval of the Members is sought for the appointment of Mr. Omprakash Agarwal as an Independent Director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Re-appointment of Mr. Samir Sanghai as a Non-Executive Independent Director for a Second term of five consecutive years w.e.f. 01st April, 2020

Mr. Samir Sanghai, aged 54 years, was appointed as a Non-Executive Independent Director of the Company in the financial year 2015-16 for the period starting from 01st April, 2015 to 31st March, 2020 ("first term")

In terms of the above, the present tenure of Mr. Samir Sanghai as a Non-Executive Independent Director of the Company expired on 31st March, 2020.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, the background and experience and contributions made by him during his tenure, the continued association of Mr. Samir Sanghai would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has received a notice in writing from Mr. Samir Sanghai under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Sanghai has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Sanghai has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16(b) of the Listing Regulations. In the opinion of the Board of Directors, Mr. Sanghai fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sanghai is independent of the Management

As required under Regulation 36 of the Listing Regulations, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such re-appointment in the Board's Report. Accordingly, the approval of the Members is sought for the appointment of Mr. Samir Sanghai as an Independent Director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

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PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Ms. Archana A. Jaipuria (DIN: 00025586)	Mr. Ashish D. Jaipuria (DIN: 00025537)	Mr. Omprakash Laduramji Agarwal (DIN: 00671355)	Mr. Samir Sheoduttrai Sanghai (DIN: 02469690)
Date of Birth (Age)	04/01/1971 (49 years)	27/10/1968 (51 years)	06/07/1938 (82 years)	22/10/1966 (53 years)
Qualification	B.Com	B.Com Post graduate degree from London School of Economics and Political Science.	Chartered Accountant	B.Com
Experience	13 years of work experience as Director in Jaipuria Residency Private Limited	More than 30 years of work experience in the field of NBFC	Rich experience in the field of Indirect Taxes, Corporate Laws and transfer pricing	Textile & Natural Stones, Investment & Trading in shares
Date of first appointment on the Board	08/05/2015	01/07/2006	25/03/2015	25/03/2015
Shareholding in the Company	-	65.01%	-	-
Number of meeting of the Board attended during the FY 2019-20	8	8	8	8
Number of meetings held during the tenure of Director	8	8	8	8
Directorships held in other Companies as on date	2 • Jaipuria Residency Private Limited • Jaipuria Enterprises Private Limited	2 • Jaipuria Residency Private Limited • Jaipuria Enterprises Private Limited	5 • Vast Estates Private Limited • Standard Estates Private Limited • Excellent Consultants Private Limited • Antique Estates Private Limited • Lenient Exports Private Limited	-

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Particulars of Committee, Chairmanship/ Membership held in other Companies	None	None	None	None
Relationship with other Directors / KMP of the Company	Related to Mr. Ashish D. Jaipuria, Chairman & Managing Director of the Company (Spouse)	Related to Ms. Archana A. Jaipuria, Director of the Company (Spouse)	-	-
Terms and Conditions of appointment/ re-appointment	Liable to retire by rotation and, being eligible, offers herself for re-appointment.	Re-appointment as Chairman and Managing Director of the Company w.e.f 01 st July, 2020 for a period of three years as per the resolution passed by the Shareholders at the Annual General meeting.	Re-appointment for second term from 01 st April, 2020 as per the resolution passed by the Shareholders at the Annual General meeting.	Re-appointment for second term from 01 st April, 2020 as per the resolution passed by the Shareholders at the Annual General meeting.
Remuneration sought to be paid	-	-	-	-
Remuneration last drawn during FY 2019-20	-	-	-	-