

NOTICE TO MEMBERS

Notice is hereby given that the **35th Annual General Meeting** of the members of the **Kiduja India Limited** will be held on Wednesday, 25th August 2021 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 2021 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. Appointment of Mr. Ujjval A. Jaipuria (DIN: 09262693) as a Non-Executive Director 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 applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Mr. Ujjval A. Jaipuria (DIN: 09262693) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 30th July, 2021, and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and who has given a notice in writing signifying his candidature for the appointment of Director, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

4. Appointment of Mr. Kushal A. Jaipuria (DIN: 09262684) as a Non-Executive Director 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 applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Mr. Kushal A. Jaipuria (DIN: 09262684) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 30th July, 2021, and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and who has given a notice in writing signifying his candidature for the appointment of Director, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

5. Appointment of Mr. Vivek Tekriwal (DIN: 05343775) as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive 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 149, 152 other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV 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), Mr. Vivek Tekriwal (DIN: 05343775), who was appointed as an Additional Director of the Company with effect from 1st August, 2021, 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 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 appointed as an Independent Director of the Company, to hold office for a period of 5 consecutive years commencing from 01st August, 2021 till 31st July, 2026, not liable to retire by rotation."

6. Approval for borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder the Company hereby accords its consent to the Board of Directors of the Company ("Board") including any Committee thereof or any person so authorized by the Board or Committee, to borrow, avail of financial/credit facilities, from time to time, in one or more tranches, by way of fund based or non-fund based assistance from financial institution(s)/bank(s)/body corporate(s)/other entities, person(s) etc. in the form of term loan(s), guarantee(s)/lines of credit/inter corporate deposit(s)/non-convertible instrument(s)/commercial paper(s)/working capital facilities and/or in any other form ("Facility/Facilities"), as the Board may think fit for the purposes of the Company's business, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed in aggregate, the sum of Rs.1,000 Crores (Rupees One Thousand Crores Only) outstanding at any single point of time, upon such terms and conditions as to interest, repayment or otherwise and with or without security."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the Company hereby accords its consent to the Board of Directors of the Company ("Board") including any Committee thereof or any person so authorized by the Board or Committee to create such mortgages, charges and hypothecation as may be necessary in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the present and future movable and/or immovable properties, tangible and/or intangible assets and/or the whole or substantially the whole or part of the undertaking of the Company, wheresoever situated, together with power to take over the management of business and concern of the Company in case of default, so as to secure the Facilities availed by the Company, upto the limits approved under Section 180(1)(c) of the Act, together with interest, costs, charges, expenses, damages, and all other monies payable by the Company to the Lenders, institutions, agents, trustees, concerned, under the respective Facility arrangements entered into/to be entered by the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

7. Approval for Contribution to Charitable and other Funds

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

"RESOLVED THAT in pursuance with the provisions of Section 181 and any other applicable provisions of the Companies Act 2013, (including any modifications or re-enactments thereof for the time being in force), and the applicable rules and regulations thereto, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or Committee thereof) to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes in any financial year of upto a total amount of Rs.5 Crores (Rupees Five Crores only) or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher

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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

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

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

**Place : Mumbai
Date : 30th July 2021**

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

NOTES

- 1) The Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under item nos. 3 to 7 of the accompanying Notice is annexed hereto
- 2) **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.**
- 3) 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.
- 4) 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.
- 5) The Register of Members, Register of Beneficial Owner and Share Transfer Books of the Company will remain close from 18th August 2021 to 25th August 2021 (both days inclusive).
- 6) Corporate members intending to send their authorised representatives to attend the 35th 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.
- 7) Profile of the Directors seeking appointment, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Secretarial Standard 2 on General Meetings are given in this Notice.
- 8) The Annual Report 2020-21, the Notice of the 35th 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.
- 9) 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.
- 10) 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.
- 11) 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.
- 12) 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.
- 13) 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.

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- 14) 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.
- 15) 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.
- 16) 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.
- 17) 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.
- 18) 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 Listing Regulations, the Company is pleased to provide Members with the facility to exercise their right to vote on Resolutions proposed to be considered at the 35th 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>.
- 19) The electronic voting particulars are set out below:

EVEN (e-voting event number)	User ID	Password
116613		

The process and manner for remote e-voting is as under:

The remote e-voting period begins on 22nd August, 2021 at 09:00 A.M. and ends on 24th August, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th August, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th August, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pradeep.purwar@csppa.net with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kiduja.info@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kiduja.info@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

**Place : Mumbai
Date : 30th July 2021**

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

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 to 7 of the accompanying notice:

Item No. 3:

Appointment of Mr. Ujjval A. Jaipuria (DIN: 09262693) as a Non-Executive Director of the Company

Mr. Ujjval A. Jaipuria, aged 27 years, on the basis of the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors of the Company in its meeting held on 30th July 2021 as an Additional Director of the Company.

The Company has received from Mr. Ujjval A. Jaipuria, (i) notice in writing under the provisions of Section 160 of the Act signifying his candidature for the office of Director; (ii) consent in writing to act as director in Form DIR-2; (iii) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; and (iv) notice of interest in other entities.

As required under Regulation 36 of the Listing Regulations and Secretarial Standards 2 on General Meeting, brief resume Mr. Ujjval A. Jaipuria, 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 Mr. Ashish. D. Jaipuria, Mrs. Archana A. Jaipuria and Mr. Kushal A. Jaipuria, Directors 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 an Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4:

Appointment of Mr. Kushal A. Jaipuria (DIN: 09262684) as a Non-Executive Director of the Company

Mr. Kushal A. Jaipuria, aged 24 years, on the basis of the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors of the Company in its meeting held on 30th July 2021 as an Additional Director of the Company.

The Company has received from Mr. Kushal A. Jaipuria, (i) notice in writing under the provisions of Section 160 of the Act signifying his candidature for the office of Director; (ii) consent in writing to act as director in Form DIR-2; (iii) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; and (iv) notice of interest in other entities

As required under Regulation 36 of the Listing Regulations and Secretarial Standards 2 on General Meeting, brief resume Mr. Kushal A. Jaipuria, 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 Mr. Ashish. D. Jaipuria, Mrs. Archana A. Jaipuria and Mr. Ujjval A. Jaipuria, Directors 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 an Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Appointment of Mr. Vivek Tekriwal (DIN: 05343775) as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years

Mr. Vivek Tekriwal, aged 37 years, was appointed by the Board of Directors of the Company in its meeting held on 30th July 2021 as an Additional Director of the Company in Independent Capacity for the period starting from 01st August 2021 to 31st July 2026 ("first term") subject to the approval of the Members of the Company.

The Company has received a notice in writing from Mr. Vivek Tekriwal under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Vivek Tekriwal has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Vivek Tekriwal 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. Vivek Tekriwal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the Management

As required under Regulation 36 of the Listing Regulations Secretarial Standards 2 on General Meeting, brief resume of Mr. Vivek Tekriwal, 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, 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 an Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

Approval for borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013

The members of the Company have granted approval to the board to borrow upto Rs.1,000 crores in excess of the paid-up capital and free reserves of the Company under the erstwhile provisions of the Companies Act, 1956.

In view of the commencement of the Companies Act, 2013, the consent of the Members is being sought under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 for borrowing upto Rs.1,000 crores (Rupees One Thousand Crores) in excess of the paid-up capital as set out in the Special Resolution at Item No. 6 of the Notice.

The Board recommends Special Resolution set out at Item No. 6 of the Notice for approval by the members.

None of other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

Item No. 7:

Approval for Contribution to Charitable and other Funds

Your Company would like to contribute, donate, subscribe, or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent, and other funds, body, university, institute, society, trust, etc. for charitable and other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

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Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors (or Committee thereof) of the Company to make contributions in any financial year for a total amount of upto Rs.5 Crores or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher.

None of other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the Members.

ANNEXURE 1

PROFILE OF THE DIRECTOR 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	Mrs. Archana A. Jaipuria (DIN: 00025586)	Mr. Vivek Tekriwal (DIN: 05343775)	Mr. Ujjval A. Jaipuria (DIN: 09262693)	Mr. Kushal A. Jaipuria (DIN: 09262684)
Date of Birth (Age)	04/01/1971 (50 years)	22/11/1983 (37 years)	20/10/1993 (27 years)	14/03/1997 (24 years)
Qualification	B.Com.	B. Com.	CFA Charter, BEng in Mechanical Engineering, MSc in Finance	B.S. in Business, MSc in Financial Analysis, CFA – Level 1
Experience	14 years of work experience as Director in Jaipuria Residency Private Limited	Working as Partner in Praveen Plastic Industries and Director in SPEC Label Manufacturing Private Limited	5 years of work experience with various well-known entities such as M&G Prudential Plc and KPMG, UK.	A year of work experience with PwC Strategy& in London, UK.
Date of first appointment on the Board	08/05/2015	01/08/2021	30/07/2021	30/07/2021
Shareholding in the Company	-	-	-	-
Number of meetings of the Board attended during the FY 2020-21	6	-	-	-
Number of meetings held during the tenure of Director	6	-	-	-

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Directorships held in other Companies as on date	2 Jaipuria Enterprises Private Limited And Jaipuria Residency Private Limited	1 SPEC Label Manufacturing Private Limited	-	-
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 (Spouse) and Ujjval A. Jaipuria and Mr. Kushal A. Jaipuria, Additional Directors (Mother)	-	Related to Mr. Ashish D. Jaipuria, Chairman & Managing Director and Mrs. Archana A. Jaipuria, Director (Son) and Mr. Kushal A. Jaipuria (Brother)	Related to Mr. Ashish D. Jaipuria, Chairman & Managing Director and Mrs. Archana A. Jaipuria, Director (Son) and Mr. Ujjval A. Jaipuria (Brother)
Terms and Conditions of appointment/ re-appointment	Liable to retire by rotation and, being eligible, offers herself for re-appointment.	Appointment for a term of 5 consecutive years from 1 st August 2021 to 31 st July 2026.	Liable to retire by rotation and, being eligible, offers himself for re-appointment.	Liable to retire by rotation and, being eligible, offers himself for re-appointment.
Remuneration sought to be paid	-	-	-	-
Remuneration last drawn during FY 2020-21	-	-	-	-

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PROXY FORM

FORM No. MGT 11

**Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies
(Management and Administration) Rules 2014**

CIN: L72200MH1985PLC038019

Name of the Company: Kiduja India Limited

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member (s) holding _____ shares of the above-named company, hereby appoint:

1	Name:	
	Address:	
	E-mail ID:	
	Signature:	

or failing him

2	Name of the member (s):	
	Registered Address:	
	E-mail ID:	
	Folio No./Client ID:	

or failing him

3	Name of the member (s):	
	Registered Address:	
	E-mail ID:	
	Folio No./Client ID:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the company, to be held on Wednesday, 25th August 2021 at 10:00 a.m. at 127-B, Mittal Tower, Nariman Point, Mumbai – 400 021 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2021 together with the Report of the Directors and Auditors thereon		
2.	To appoint a director in the place of Mrs. Archana A. Jaipuria, who retires by rotation and is eligible for re-appointment		
Special Business:			
3.	To appoint Mr. Ujjval A. Jaipuria as a Non-Executive Director of the Company		
4.	To appoint Mr. Kushal A. Jaipuria as a Non-Executive Director of the Company		
5.	To appoint Mr. Vivek Tekriwal as a Non-Executive Independent Director of the Company		
6.	To approve increase in borrowing powers of the Board under Section 180(1)(c) of the Companies Act, 2013		
7.	To approve increase in limits to Contribute to Charitable and other Funds		

Signed this: _____

Signature of the Member: _____

Signature of Proxy holder(s): _____

**Affix one
Rupee
Revenue
Stamp**

KIDUJA

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Note:

1. **This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General 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.

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ATTENDANCE SLIP OF 35TH ANNUAL GENERAL MEETING ('AGM')

of members of **Kiduja India Limited** (the 'Company')
held on Wednesday, 25th August 2021 at 10:00 a.m.
at 127-B, Mittal Tower, Nariman Point, Mumbai – 400 021.

(Please fill Attendance Slip and hand it over at the entrance of the meeting hall)

Name of Sole / First Shareholder and registered address	:	
Name of the Joint Holder 1	:	
Name of the Joint Holder 2	:	
Registered Folio No. / DP ID / Client ID No.	:	
Number of Shares held	:	

I certify that I am a member / proxy for the member of the Company.

I hereby record my attendance at the 35th Annual General Meeting of the Company held on 25th August, 2021 at 10:00 a.m. at 127-B, Mittal Tower, Nariman Point, Mumbai – 400021.

.....
Name of the attending Member / Proxy
(in BLOCK letters)

.....
Signature of the Member / Proxy

Notes:

1. Please handover the completed Attendance Slip for verification at the entrance of the Meeting Hall.
2. Electronic copy of Notice of the 35th Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password
116613		

Notes:

1. Please read the instructions for e-voting given alongwith the Notice of the Annual General Meeting.
2. Cut-off date for voting is 18th August, 2021.
3. Voting period and time is from 22nd August, 2021 (9:00 a.m.) up to 24th August, 2021 (5.00 p.m.)
The e-voting module shall be disabled by NSDL for voting thereafter.

KIDUJA INDIA LIMITED

ROUTE MAP TO THE VENUE OF 35TH ANNUAL GENERAL MEETING OF KIDUJA INDIA LIMITED

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

