

KIDUJA INDIA LIMITED

NOTICE TO MEMBERS

Notice is hereby given that the **36th Annual General Meeting** of the members of the **Kiduja India Limited** will be held on 09th day September 2022 at 10:00 a.m. at the Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400021 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 2022 together with the Report of the Directors and Auditors thereon.**

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

"RESOLVED THAT the Audited Financial Statements for the year ended 31st March 2022 together with the reports of the Board of Directors and Auditors' thereon and Directors' Report thereon submitted to this meeting, be and are hereby received, considered and adopted."

2. **To appoint a director in the place of Mr. Ujjval A. Jaipuria (DIN: 09262693), who retires by rotation and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ujjval A. Jaipuria (DIN: 09262693), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Lodha & Co., Chartered Accountants, having Firm's registration No.301051E be and are hereby appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

KIDUJA INDIA LIMITED

SPECIAL BUSINESS:

4. To approve payment of remuneration to Mr. Ashish D Jaipuria (DIN: 00025537) as Chairman and Managing Director of the Company w.e.f 01st April 2022 and perquisites payable w.e.f 03rd September 2021 for his remaining tenure i.e., upto 30th June 2023

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded for the payment of the remuneration to Mr. Ashish D Jaipuria (DIN: 00025537) Chairman and Managing Director, w.e.f 01st April 2022 and perquisites payable w.e.f 03rd September 2021 for his remaining tenure i.e. upto 30th June 2023.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT save and except as aforesaid, the Ordinary Resolution approved and passed by the Members resolution passed at the Annual General Meeting held on 30th December 2020 with respect to the re-appointment of Mr. Ashish Jaipuria (DIN: 00025537), as Chairman and Managing Director shall continue to remain in full force and effect; and

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Ashish D. Jaipuria as Chairman and Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

By Order of the Board of Directors
For KIDUJA INDIA LIMITED

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

Place : Mumbai
Date : 29th July 2022
Registered Office:
127-B, Mittal Tower
Nariman Point
Mumbai – 400021
Maharashtra

KIDUJA

INDIA LIMITED

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. 4 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 01st September 2022 to 09th September 2022 (both days inclusive).
- 6) Corporate members intending to send their authorised representatives to attend the 36th 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 2021-22, the Notice of the 36th 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.

KIDUJA

INDIA LIMITED

- 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.
- 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 36th 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
120707		

KIDUJA

INDIA LIMITED

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. 02nd September 2022, 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

KIDUJA

INDIA LIMITED

(B) General Instructions:

- (i) The remote e-voting period begins on 06th September 2022 (09:00 am) and ends on 08th September 2022 (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 02nd September 2022, 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 18001020990 and 1800224430.

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

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

**Place : Mumbai
Date : 29th July 2022
Registered Office:
127-B, Mittal Tower, Nariman Point,
Mumbai – 400021, Maharashtra**

**CIN: L72200MH1985PLC038019
e-mail: kiduja.info@gmail.com
TEL: 400 22 100 • 400 22 101**

**REGISTERED OFFICE:
127-B, MITTAL TOWER
NARIMAN POINT
MUMBAI – 400 021
INDIA**

KIDUJA

INDIA LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following explanatory statement sets out all the material facts relating to the businesses mentioned under Item Nos.3 and 4 of the accompanying notice:

Item No.3:

The Members of the Company at the 31st Annual General Meeting ('AGM') held on 05th September 2017 had approved the appointment of M/s. Bagaria & Co. LLP, Chartered Accountants (F.no. 113447W / W-100019) as the Auditors of the Company for a period of five years from the conclusion of the said 31st Annual General Meeting till 36th Annual General Meeting. M/s. Bagaria & Co. LLP will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s. Bagaria & Co. LLP for conducting the audit for the financial year 2021-22, as approved by the Members, is Rs.2,50,000 plus applicable taxes.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Lodha & Co., Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 41st AGM.

The Committee considered various parameters like capability to serve a diverse nature of the Company, audit experience, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Lodha & Co., Chartered Accountants to be best suited for the audit of the financial statements of the Company.

The remuneration proposed to be paid to the Statutory Auditors during their term would be in line with the remuneration of the previous statutory auditors and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. Lodha & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No.4:

Payment of remuneration to Mr. Ashish D Jaipuria (DIN: 00025537) as Chairman and Managing Director of the Company w.e.f 01st April 2022 and perquisites payable w.e.f 03rd September 2021 for his remaining tenure i.e. upto 30th June 2023

KIDUJA

INDIA LIMITED

Mr. Ashish D. Jaipuria was re-appointed as Chairman and Managing Director of the Company for a tenure of three years with effect from 01st July 2020 to 30th June 2023, post approval of the members of the Company in the 34th Annual General Meeting held on 30th December 2020. The approval of the Members pursuant to Section 197(1) read with Schedule V of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Ashish D. Jaipuria as the Chairman and Managing Director of the Company w.e.f 01st April 2022 and perquisites payable w.e.f 03rd September 2021 for his remaining tenure i.e. upto 30th June 2023. The details are set out below:

Remuneration:

The remuneration be payable to Mr. Ashish D. Jaipuria as the Chairman and Managing Director of the Company w.e.f 01st April 2022 and perquisites payable w.e.f 03rd September 2021 for his remaining tenure i.e. upto 30th June 2023 would be:

Basic Salary: w.e.f 01 st April, 2022	
1.	INR 1,00,000/- p.m.
Perquisites: w.e.f 03 rd September, 2021	
2.	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers, etc.
3.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family
4.	Reimbursement of travelling expenses of family to anywhere in India and abroad as per rules of the Company
5.	Mediclaime insurance policy, premium and personal accidents not to exceed INR 1,00,000/- p.m.
6.	2 (two) Cars, telephone, cell phones, laptops shall be provided and their maintenance and running expenses shall be met by the Company. The use of the above at residence for official purpose shall not be treated as perquisites
7.	Reimbursement of membership fees for a maximum of 2 (two) clubs
8.	Other benefits like Bonus, leave, Gratuity etc as applicable to the employees of the Company

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company at its meeting held on 03rd September, 2021, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above except commission, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Ashish D. Jaipuria as the Chairman and Managing Director for his remaining tenure i.e. upto 30th June 2023

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is annexed hereto as **Annexure 2**.

Save and except the above and Mr. Ashish. D. Jaipuria, Mrs. Archana A Jaipuria, Mr. Ujjval 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.

KIDUJA

INDIA LIMITED

ANNEXURE 1

PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AND SEEKING FIXATION OF REMUNERATION AT THE FORTHCOMING 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	Mr. Ashish D. Jaipuria (DIN: 00025537)	Mr. Ujjval A. Jaipuria (DIN: 09262693)
Date of Birth	27-10-1968	20-10-1993
(Age)	(53 years)	(29 years)
Qualification	B.Com from Bombay University Postgraduate from London School of Economics and Political Science.	BEng in Mechanical Engineering MSc in Finance and CFA Charter holder
Experience	More than 32 years of work experience in the field of NBFC	5 years of work experience with various well-known entities such as M&G Prudential Plc and KPMG, UK.
Date of first appointment on the Board	01-07-2006	30-07-2021
Shareholding in the Company	65.01%	NIL
Number of meetings of the Board attended during the FY 2021-22	8	5
Number of meetings held during the tenure of Director	8	5
Directorships held in other Companies as on date	2 • Jaipuria Residency Private Limited • Jaipuria Enterprises Private Limited	1 • PT. Vastav, Indonesia
Particulars of Committee, Chairmanship / Membership held in other Companies	None	None
Relationship with other Directors / KMP of the Company	Related to Ms. Archana A. Jaipuria, (Spouse) and Mr. Ujjval A. Jaipuria & Mr. Kushal A. Jaipuria (Father), Directors of the Company	Related to Mr. Ashish D. Jaipuria, Chairman & Managing Director and Ms. Archana A. Jaipuria (Son) & Kushal A. Jaipuria (Brother), Directors of the Company
Terms and Conditions of appointment/ 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.	Liable to retire by rotation and, being eligible, offers himself for re- appointment.
Remuneration sought to be paid	Basic Salary of INR 1,00,000/- p.m. w.e.f 01 st April 2022 and perquisites w.e.f 03 rd September 2021	-
Remuneration last drawn during FY 2021-22	-	-

KIDUJA INDIA LIMITED

ANNEXURE 2 THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General information:

(1)	Nature of industry	The Company is Non-Banking Financial Company incorporated under Companies Act, 1956 and registered with Reserve Bank of India.																		
(2)	Date or expected date of commencement of commercial production	The Company is in operation since 08 th November, 1985																		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																		
(4)	Financial performance based on given indicators:																			
		<table> <tr> <th></th><th colspan="2">INR in '000 (Thousands)</th></tr> <tr> <th>Particulars</th><th>Year ended March 31,2022</th><th>Year ended March 31,2021</th></tr> <tr> <td>Income from Operations and other Income</td><td>-</td><td>-</td></tr> <tr> <td>Operating Profit (before finance cost, depreciation, and tax)</td><td>(35,131)</td><td>(34,001)</td></tr> <tr> <td>Profit/(Loss)before Tax</td><td>(45,091)</td><td>(34,001)</td></tr> <tr> <td>Profit/(Loss) after Tax</td><td>(45,091)</td><td>(34,001)</td></tr> </table>		INR in '000 (Thousands)		Particulars	Year ended March 31,2022	Year ended March 31,2021	Income from Operations and other Income	-	-	Operating Profit (before finance cost, depreciation, and tax)	(35,131)	(34,001)	Profit/(Loss)before Tax	(45,091)	(34,001)	Profit/(Loss) after Tax	(45,091)	(34,001)
	INR in '000 (Thousands)																			
Particulars	Year ended March 31,2022	Year ended March 31,2021																		
Income from Operations and other Income	-	-																		
Operating Profit (before finance cost, depreciation, and tax)	(35,131)	(34,001)																		
Profit/(Loss)before Tax	(45,091)	(34,001)																		
Profit/(Loss) after Tax	(45,091)	(34,001)																		
(5)	Foreign investments or collaborations, if any.	Not Applicable																		

II. Information about Mr. Ashish D. Jaipuria:

(1)	Background details	The Company is Non-Banking Financial Company incorporated under Companies Act, 1956 and registered with Reserve Bank of India vide registration number: N-13.01904
(2)	Past remuneration	-
(3)	Recognition or awards	None
(4)	Job profile and his suitability	More than 32 years of work experience in the field of NBFC
(5)	Remuneration proposed	As stated in the Explanatory Statement at Item No.4 of this Notice.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed for Mr. Ashish D. Jaipuria is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover in his position as Chairman and Managing Director of the Company, Mr. Ashish D. Jaipuria devotes his substantial time in overseeing the operations of the Group Companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides the remuneration payable, Mr. Ashish D. Jaipuria does not have any pecuniary relationship with the Company. Mr. Ashish D. Jaipuria is the husband of Ms. Archana A. Jaipuria and father of Mr. Ujjval A. Jaipuria & Mr. Kushal A. Jaipuria, Directors of the Company. Mr. Ashish D. Jaipuria belongs to the Promoter Group. Mr. Ashish D. Jaipuria, Chairman and Managing Director holds 65.01% share capital of the Company.

KIDUJA

INDIA LIMITED

III. Other information:

(1)	Reasons of loss	Volatility in the Stock Markets
(2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position
(3)	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its market name, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

KIDUJA

INDIA LIMITED

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 36th Annual General Meeting of the company, to be held on Friday, 09th September 2022 at 10:00 a.m. at the Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400021 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resol ution 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 2022 together with the Report of the Directors and Auditors thereon		
2.	To appoint a director in the place of Mr. Ujjval A. Jaipuria, who retires by rotation and is eligible for re-appointment		
3.	To appoint M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
Special Business:			
4.	To ratify remuneration payable to Mr. Ashish D. Jaipuria (DIN:00025537) as Chairman and Managing Director of the Company.		

Signed this: _____

Signature of the Member: _____

Signature of Proxy holder(s): _____

Affix one
Rupee
Revenue
Stamp

Note:

- 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.
- 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.

CIN: L72200MH1985PLC038019

e-mail: kiduja.info@gmail.com

TEL: 400 22 100 • 400 22 101

REGISTERED OFFICE:
127-B, MITTAL TOWER
NARIMAN POINT
MUMBAI – 400 021
INDIA

KIDUJA INDIA LIMITED

KIDUJA INDIA LIMITED

Registered Office: 127-B, Mittal Tower, Nariman Point, Mumbai – 400021, Maharashtra
Phone: (022) 40022100 • Email: kiduja.info@gmail.com
CIN: L72200MH1985PLC038019

ATTENDANCE SLIP

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.

at the 36th Annual General Meeting of the company held on Friday, 09th September 2022 at 10:00 a.m. at the Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400021.

I hereby record my attendance at the 36th Annual General Meeting of the company held on 09th September 2022 at 10:00 a.m. at the Conference Hall, 18th Floor, 'C' Wing, 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 36th 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
120707		

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 02nd September 2022.
3. Voting period and time is from 06th September 2022 (9:00 a.m.) up to 08th September 2022 (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 36TH ANNUAL GENERAL MEETING OF KIDUJA INDIA LIMITED

Venue: The Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400021.



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