

### NOTICE TO MEMBERS

Notice is hereby given that the **37<sup>th</sup> Annual General Meeting** of the members of the **Kiduja India Limited** will be held on Thursday, 28<sup>th</sup> day of September 2023 at 10:00 a.m. at the Conference Hall, 18<sup>th</sup> 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 31<sup>st</sup> March 2023 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 31<sup>st</sup> March 2023 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. Kushal Ashish Jaipuria (DIN: 09262684), 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. Kushal Ashish Jaipuria (DIN: 09262684), 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.”

#### SPECIAL BUSINESS:

3. **To consider and approve re-appointment of and remuneration payable to, Mr. Ashish D. Jaipuria (DIN: 00025537) as Managing Director and Chairman of the Company.**

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 contained in Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board, the consent of members of the Company, be and is hereby accorded for the appointment of Mr. Ashish D. Jaipuria (DIN: 00025537), as the Managing Director and Chairman of the Company for a period of 5 (five) years with effect from the 01<sup>st</sup> July, 2023, on such terms as set out in the Explanatory Statement.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof), be and is hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration of Mr. Ashish D. Jaipuria as Managing Director and Chairman of the Company, subject to the same not exceeding the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above.

**RESOLVED FURTHER THAT** Mr. Ashish D. Jaipuria shall not be liable to retire by rotation during his tenure as Managing Director of the Company.

**RESOLVED FURTHER THAT** Mr. Ashish D. Jaipuria in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities, etc. by the Board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper, and expedient for the purpose of giving effect to this resolution.”

**4. To consider and approve increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.**

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 Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the Members be and is hereby accorded to increase in the Authorised Share Capital of the Company from Rs.1,75,00,000/- (Rupees One Crores Seventy-Five Lakhs only) divided into 17,50,000 (Seventeen Lakhs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.2,40,00,000/- (Rupees Two Crores Forty Lacs only) divided into 24,00,000 (Twenty-Four Lakhs) Equity Shares of 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*V. The Authorised Share Capital of the Company is Rs.2,40,00,000/- (Rupees Two Crores Forty Lacs only) divided into 24,00,000 (Twenty-Four Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.*

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or such other person as authorised by the Board, be and are hereby authorised severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**5. To consider, approve and adopt new sets of Articles of Association of the Company.**

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 Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary approvals as may be necessary, the existing Articles of Association of the Company be and is hereby replaced with a new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of and in substitution of the existing Articles of Association of the Company with effect from the date of this 37<sup>th</sup> Annual General Meeting of the Company.

# KIDUJA

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## INDIA LIMITED

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or such other person as authorised by the Board, be and are hereby authorised severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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

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

**Place : Mumbai  
Date : 23.08.2023**

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

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### NOTES

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- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("Act") setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice, is annexed hereto.
- 2) The relevant details with respect to Item Nos. 2 and 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
- 3) The Notice of the 37<sup>th</sup> Annual General Meeting along with the integrated Annual Report for FY 2022-23 the Instructions for e-voting, along with the Proxy Form and Attendance Slip, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. 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.
- 4) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf 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.
- 5) 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.
- 6) 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.
- 7) Corporate shareholders intending to send their authorised representatives to attend the AGM are required 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.
- 8) The Register of Members, Register of Beneficial Owner and Share Transfer Books of the Company will remain close from 21<sup>st</sup> September 2023 to 28<sup>th</sup> September 2023 (both days inclusive).
- 9) Members are kindly requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.
- 10) Members seeking any information as regard to financial statements or any other matter to be placed at the AGM are requested to write to the Company at least seven working days in advance. The same will be replied by the Company suitably.
- 11) a) Members who are holding shares in dematerialised form are requested to bring their Depository ID Number and Client ID Number for easier identification for their attendance at the 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 physical shares in identical order of names, in more than one folio are requested to write to the Company's R&T Agents for consolidating their holdings in one folio.
- 14) As per 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 do so by submitting Form No. SH-13 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 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. E-voting is optional, and members shall have option to vote either through remote e-voting or in person at the Annual General Meeting.
- 18) 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
125659		

**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 dematerialised format and whose Email addresses are registered with the Company/Depositories 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., 21<sup>st</sup> September 2023, 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 authorised signatory(ies) who are authorised to vote, to the Company at email id: [kiduja.info@gmail.com](mailto:kiduja.info@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**(B) General Instructions:**

- (i) The remote e-voting period begins on 25<sup>th</sup> September 2023 (09:00 am) and ends on 27<sup>th</sup> September 2023 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 21<sup>st</sup> September 2023, 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 cast 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. Purwar & Purwar Associates LLP, Practicing Company Secretaries (CoP No.5918) has been appointed as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

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- (v) The Scrutiniser 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 Scrutiniser'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 Scrutiniser's Report. The Results declared along with the Scrutiniser's Report shall be available for inspection and also placed on the website of the Company and on the website of NSDL immediately after the result is declared by the Chairman and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
- (vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and E-voting user manual for members available at the 'downloads' section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre or on the telephone number 022-48867000 and 022-24997000.

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

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

**Place : Mumbai  
Date : 23.08.2023**

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



**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 business mentioned under Item Nos. 3, 4 and 5 of the accompanying notice:

**Item No. 3: To consider and approve re-appointment of and remuneration payable to, Mr. Ashish D. Jaipuria (DIN: 00025537) as Managing Director and Chairman of the Company**

The Members are informed that the tenure of Mr. Ashish D. Jaipuria (DIN: 00025537) as the Managing Director and Chairman of the Company ended on 30<sup>th</sup> June 2023. Keeping in view his long association with the Company, his expertise, qualifications and experience as also the increased responsibilities on account of various expansion plans to be undertaken by the Company, your Board of Directors on the recommendations of Nomination and Remuneration Committee, approved and recommend for your approval the re-appointment of Mr. Ashish D. Jaipuria (DIN: 00025537) as the Managing Director and Chairman of the Company for a period of 5 (five) years, with effect from 1st July, 2023 to 30th June, 2028 on the terms and conditions mentioned hereunder.

Pursuant to Schedule V of the Companies Act, 2013, below are the terms of remuneration recommended by the Board for the approval of the members for the period of 3 (Three) years i.e. with effect from 1st July 2023 to 30th June 2026.

**Remuneration:**

<b>Basic Salary:</b>	
1	Rs.1,00,000/- p.m. or such amount, as may be determined by the Nomination and Remuneration Committee within the overall limit prescribed under Section 197 of the Act read with Schedule V of the Act.
<b>Perquisites:</b>	
2	Free accommodation with full furnishing, electricity, telephones, gas, servants, drivers, etc.
3	Reimbursement of all medical expenses for himself and his family, incurred in India or abroad, including Doctor's consultation charges, nursing, hospitalisation, and surgical charges.
4	Reimbursement of travelling expenses of family to anywhere in India and abroad as per rules of the Company.
5	Mediclaim insurance policy, premium and personal accidents not exceeding Rs.2,00,000/- p.m.
6	2 (two) Cars, Cell Phones, Laptops shall be provided and their maintenance and running expenses shall be met by the Company. <b>The use of the above at residence for official purpose shall not be treated as perquisites.</b>
7	Reimbursement of membership fees for a maximum of 2 (two) clubs.
8	Other benefits like Bonus, Leave, Gratuity, etc. as applicable to employees of the Company.
<b>Commission:</b>	
9	As may be determined by the Nomination and Remuneration Committee from time to time.

A brief profile of Mr. Ashish D. Jaipuria, Pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings, is attached with the notice of Annual General Meeting, as **Annexure-1**.

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. 3 is annexed hereto as **Annexure 2**.

Except Mr. Ashish D. Jaipuria and his relatives, none of the Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommend the Resolution as set out at Item No. 3 of the accompanying Notice for approval of the Members as a Special Resolution.



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**Item No. 4: To consider and approve increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.**

The present Authorised Share Capital of the Company is Rs.1,75,00,000/- (Rupees One Crores and Seventy-Five Lakhs only) divided into 17,50,000 (Seventeen Lakhs and Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each. However, as per Regulation issued by Reserve Bank of India (RBI), the Net worth of the Company, being a Non-Banking Finance Company "NBFC" registered with the Reserve Bank of India as a Non-systematically Important, Non-deposit taking NBFC, classified as Investment Credit Company, under Base Layer, has to be Rs.2 Crores or more. In recent past, the net worth of the Company has eroded due to accumulated losses which has resulted in reduction of net worth below the stipulated limits of Rs.2 Crores. In view of the same, your Board has decided to increase the existing Authorised Share Capital of the Company to Rs.2,40,00,000/- (Rupees Two Crores Forty Lakhs only) divided into 24,00,000 (Twenty-Four Lakhs) Equity Shares of 10/- (Rupees Ten) each.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorised Share Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company. The resolution is therefore proposed at Item No. 4 of the Notice to increase the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution.

The Directors recommend the resolution at Item No.4 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

**Item No. 5: To Consider, approve, and adopt new sets of Articles of Association of the Company.**

The Articles of Association of the Company as currently in force was adopted pursuant to the Companies Act, 1956. In view of substantive changes affected in corporate laws consequent to the notification of the Companies Act, 2013 (including amendments thereto), it is proposed to adopt a new set of Articles of Association to align the provisions contained in the Articles with the provisions of the Companies Act, 2013 including the Rules framed thereunder and also to incorporate few other minor changes thereto.

The Articles of Association of the Company as on date and the draft of new set of Articles of Association are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting and at the Meeting and also on the website of the Company [www.kiduja.com](http://www.kiduja.com).

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution except to the extent of the rights or powers provided if any under the revised Articles of Association to them or their relatives.

Your Directors recommend the passing of the resolution in Item No. 5 of the Notice as a Special Resolution.

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

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

**Place : Mumbai  
Date : 23.08.2023**

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

**CIN: L72200MH1985PLC038019**  
**e-mail: [kiduja.info@gmail.com](mailto:kiduja.info@gmail.com)**  
**TEL: 400 22 100 • 400 22 101**  
**Website: [www.kiduja.com](http://www.kiduja.com)**

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

### ANNEXURE 1

#### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) 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. Kushal A. Jaipuria (DIN: 09262684)
Date of Birth (Age)	27 October 1968 (55 years)	14 March 1997 (26 years)
Date of Appointment	01 July 2006	30 July 2021
Qualifications	B. Com from Bombay University, Postgraduate from the London School of Economics and Political Science	B.S. in Business, MSc in Financial Analysis, CFA – Level 1
Experience	More than 33 years of work experience in managing activities of an NBFC	2 years of work experience as a Director in Kiduja India Limited, 1 year of work experience with PwC Strategy& in London, UK
Terms and Conditions of appointment/ re-appointment	Re-appointment as Managing Director and Chairman of the Company w.e.f. 01 <sup>st</sup> July 2023 for a period of five years as per the resolution passed by the Shareholders at the AGM	Liable to retire by rotation and, being eligible, offers himself for re-appointment
Remuneration sought to be paid	INR 1,00,000/- p.m. or such amount, as may be determined by the Nomination and Remuneration Committee within the overall limit prescribed under Section 197 of the Act read with Schedule V of the Act, for the period of three years from the date of re-appointment	NIL
Remuneration drawn during FY 2022-23	Rs.13,00,000/-	NIL
Number of Board meetings attended during the FY 2022-23	7	7
Directorships held in other Companies as on date	2 Jaipuria Residency Private Limited Jaipuria Enterprises Private Limited	NONE
Particulars of Committee, Chairmanship / Membership held in other Companies	NONE	NONE
Shareholding in the Company	65.01%	NIL
Relationship with other Directors / KMP of the Company	Related to Mrs. Archana A. Jaipuria (Spouse) and Mr. Ujval A. Jaipuria & Mr. Kushal A. Jaipuria (Father), Directors of the Company	Related to Mr. Ashish D. Jaipuria, Managing Director and Mrs. Archana A. Jaipuria (Son) & Ujval A. Jaipuria (Brother), Directors of the Company

### 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 registered with the Reserve Bank of India as a Non-systematically Important, Non-deposit taking NBFC, classified as an Investment Credit Company, under Base Layer	
(2)	Date or expected date of commencement of commercial production	The Company is operational since 08 <sup>th</sup> 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:		
		Rs. in Thousands	
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Income from Operations and other Income	-	-
	Operating Profit (before finance cost, depreciation, and tax)	(66,088.85)	(45,090.98)
	Profit/(Loss) before Tax	(66,088.85)	(45,090.98)
	Profit/(Loss) after Tax	(66,088.85)	(45,090.98)
(5)	Foreign investments or collaborations, if any.	Not Applicable	

##### II. Information about Mr. Ashish D. Jaipuria:

(1)	Background details	Mr. Ashish D. Jaipuria is a Graduate from Bombay University and Postgraduate from the London School of Economics and Political Science. He is having a diversified experience of more than 33 years in the business of Investments and Capital Market.
(2)	Past remuneration	Rs.13,00,000/-
(3)	Recognition or awards	None
(4)	Job profile and his suitability	More than 33 years of experience in the business of Investments
(5)	Remuneration proposed	As stated in the Explanatory Statement at Item No.3 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 Company.
(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 Mrs. Archana A. Jaipuria and father of Mr. Ujval 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.

III. Other information:

(1)	Reasons of loss	Adverse 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.

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## 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 37<sup>th</sup> Annual General Meeting of the company, to be held on Thursday, 28<sup>th</sup> September 2023 at 10:00 a.m. at the Conference Hall, 18<sup>th</sup> Floor, 'C' Wing, 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
<b>Ordinary Business:</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2023 together with the Report of the Directors and Auditors thereon		
2	To appoint a director in the place of Mr. Kushal A. Jaipuria, who retires by rotation and being eligible, offers himself for re-appointment		
<b>Special Business:</b>			
3	To consider and approve re-appointment of and remuneration payable to, Mr. Ashish D. Jaipuria as Managing Director of the Company		
4	To consider and approve increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company		
5	To consider, approve, and adopt new sets of Articles of Association of the Company		

Signed this: \_\_\_\_\_

Signature of the Member: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix one  
Rupee  
Revenue

#### 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 AGM.**
- 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](mailto:kiduja.info@gmail.com)

TEL: 400 22 100 • 400 22 101

Website: [www.kiduja.com](http://www.kiduja.com)

**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 – 400 021, 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 37<sup>th</sup> Annual General Meeting of the company held on Thursday, 28<sup>th</sup> September 2023 at 10:00 a.m. at the Conference Hall, 18<sup>th</sup> Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400 021.

I hereby record my attendance at the 37<sup>th</sup> Annual General Meeting of the company held on 28<sup>th</sup> September 2023 at 10:00 a.m. at the Conference Hall, 18<sup>th</sup> 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 37<sup>th</sup> Annual General Meeting (AGM) along with 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 along with 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
125659		

#### Notes:

1. Please read the instructions for e-voting given along with the Notice of the Annual General Meeting
2. Cut-off date for voting is 21<sup>st</sup> September 2023
3. Voting period and time is from 25<sup>th</sup> September 2023 (9:00 a.m.) up to 27<sup>th</sup> September 2023 (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 37<sup>TH</sup> ANNUAL GENERAL MEETING OF KIDUJA INDIA LIMITED

**Venue:** The Conference Hall  
18<sup>th</sup> Floor, 'C' Wing, Mittal Tower  
Nariman Point, Mumbai – 400021



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