

KIDUJA

INDIA LIMITED

Date: 24th November, 2023

To,
General Manger – Listing, ISC & CRD
BSE Limited
14th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

Re: 6th Extra Ordinary General Meeting.

This is to inform you that the 6th Extra Ordinary General Meeting of the Company is scheduled to be held on Saturday, 16th December, 2023 at 10:00 a.m. at Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400 021.

This is for your information and records.

Thanking you,

Yours faithfully,
For **KIDUJA INDIA LIMITED**

Pooja M. Chavan
Company Secretary & Compliance Officer

NOTICE TO MEMBERS

Notice is hereby given that the **6th Extra Ordinary General Meeting** of the members of the **Kiduja India Limited** will be held on Saturday, 16th December 2023 at 10:00 a.m. at the Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai – 400 021 to transact the following business:

SPECIAL BUSINESS:

1. To Offer and Issue Convertible Equity Warrants on preferential basis to Promoter and Promoter Group.

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulation”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended "Takeover Regulations") and Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“BSE”), and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 6,85,000 (Six Lakh Eighty Five Thousand) Convertible Equity Warrants ("Warrants") on preferential basis (“Preferential Offer”) to Promoter and Promoter Group at a price of Rs. 100 (Indian Rupees One Hundred Only) each or at such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations by way of preferential issue through private placement in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and other applicable laws;

RESOLVED FURTHER THAT the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Thursday, 16th November 2023 being the date 30 days prior to the date of passing of the Special Resolution by Members.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- (ii) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (iii) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- (iv) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- (v) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (vi) The Investor referred herein shall be Mr. Ashish D. Jaipuria, Promoter and Managing Director of the Company, Mr. Ujjval A. Jaipuria and Mr. Kushal A. Jaipuria belonging to the Promoter Group of the Company.
- (vii) The Warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holders.
- (viii) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- (ix) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (x) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act, Mr. Ashish D. Jaipuria, Promoter and Managing Director of the Company, Mr. Ujjval A. Jaipuria and Mr. Kushal A. Jaipuria belonging to the Promoter Group of the Company is recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Investor inviting it to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and/or Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

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

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

**Place : Mumbai
Date : 22.11.2023**

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

NOTES

- 1) The Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses under Item No. 1 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) Corporate members intending to send their authorised representatives to attend the 6th Extra Ordinary General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 6) 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.
- 7) 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.
- 8) 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.
- 9) 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.
- 10) 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 Extra Ordinary General Meeting.
b) Those holding shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 11) 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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- 12) 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.
- 13) 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.
- 14) 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.
- 15) 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.
- 16) 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 Extra Ordinary 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. For the aforesaid purpose, the Company has appointed Mr. Pradeep Purwar from Purwar & Purwar Associates LLP, 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>.
- 17) The electronic voting particulars are set out below:

EVEN (e-voting event number)	User ID	Password
127173		

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., 09.12.2023, 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 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.

(B) General Instructions:

- (i) The remote e-voting period begins on 13.12.2023 (09:00 a.m.) and ends on 15.12.2023 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 09.12.2023, 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 of voting through ballot paper shall also be made available at the EGM and Members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the EGM.
- (iii) A Member can opt for only one mode i.e. either through remote e-voting or voting at the EGM. If a member has cast votes by both modes, then the voting done through remote e-voting shall prevail and the voting at the EGM shall be treated as invalid.
- (iv) Mr. Pradeep Purwar from Purwar & Purwar Associates LLP, 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 Extra Ordinary 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**

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

**Place : Mumbai
Date : 22.11.2023**

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

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

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

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 No. 1 of the accompanying notice:

Item No. 1: To Offer and Issue of Convertible Equity Warrants on preferential basis to Promoter and Promoter Group.

As required under Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 163 of Chapter V of the ICDR Regulations and as per Companies Act, 2013.

(i) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued.

The Board of Directors at its meeting held on 16th November 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 6,85,000 (Six Lakh Eighty Five Thousand) Convertible Equity Warrants at a price of Rs. 100 (Indian Rupees One Hundred Only) each aggregating upto Rs. 6,85,00,000 (Indian Rupees Six Crore Eighty Five Lakh Only) to Mr. Ashish D. Jaipuria, Promoter and Managing Director of the Company, Mr. Ujjval A. Jaipuria and Mr. Kushal A. Jaipuria belonging to the Promoter Group of the Company for cash on a preferential basis.

(ii) Kinds of securities offered and the price at which security is being offered.

The Board of Directors in its meeting held on 16th November 2023 had approved the proposal of making preferential allotment of 2,05,000 (Two Lakh Five Thousand) Convertible Equity Warrants to Mr. Ashish D. Jaipuria, Promoter and Managing Director of the Company at a price of Rs. 100 (Indian Rupees One Hundred Only) each aggregating upto Rs. 2,05,00,000 (Indian Rupees Two Crore Five Lakh Only), 2,40,000 (Two Lakh Forty Thousand) Convertible Equity Warrants to Mr. Ujjval A. Jaipuria at a price of Rs. 100 (Indian Rupees One Hundred Only) each aggregating upto Rs. 2,40,00,000 (Indian Rupees Two Crore Forty Lakh Only) and 2,40,000 (Two Lakh Forty Thousand) Convertible Equity Warrants to Mr. Kushal A. Jaipuria at a price of Rs. 100 (Indian Rupees One Hundred Only) each aggregating upto Rs. 2,40,00,000 (Indian Rupees Two Crore Forty Lakh Only). The above said price is arrived at in accordance with the Chapter V of ICDR Regulations read with SEBI Circular dated 01st July, 2020 ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Shares of the Company of Rs. 10/- (Rupees Ten) each.

(iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company is a Non-Banking Financial Company (NBFC). Proposed preferential issue is a step towards meeting Net Owned Fund requirement applicable to NBFCs.

(iv) Relevant date

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is 16th November 2023, ("Relevant Date") (i.e.30 days prior to the date of proposed Extraordinary General Meeting which is 16th December 2023), to approve the proposed preferential issue.

- (v) **Basis on which the price has been arrived at and justification for the price (including premium, if any)**

Report of independent registered valuer

Price has been arrived based on the Valuation Report dated 16th November, 2023 issued by FCA Payal Gada, Registered Valuer.

- (vi) **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

The Convertible Equity Warrants shall be issued to Mr. Ashish D. Jaipuria, Promoter and Managing Director of the Company, Mr. Ujjval A. Jaipuria and Mr. Kushal A. Jaipuria belonging to the Promoter Group of the Company.

- (vii) **Timeframe within which the allotment shall be completed**

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

- (viii) **Equity Shareholding Pattern before and after the Preferential Issue**

Sr. No.	Particulars	Pre-issue shareholding#		Post issue shareholding after converting first tranche of 2,85,000 Convertible Equity Warrants into Equity shares *		Post issue shareholding after converting second tranche of 4,00,000 Convertible Equity Warrants into Equity shares **	
		No. of shares	% to total shareholding	No. of shares	% to total shareholding	No. of shares	% to total shareholding
1.	Promoter	11,15,000	65.01	14,00,000	70.00	18,00,000	75.00
2.	Public	6,00,000	34.99	6,00,000	30.00	6,00,000	25.00
	Total	17,15,000	100.00	20,00,000	100.00	24,00,000	100.00

The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2023.

* The post issue paid-up capital is arrived after considering the first tranche of allotment of equity shares in exercise of option of conversion of warrants into Equity shares.

** The post issue paid-up capital is arrived after considering the second tranche of allotment of equity shares in exercise of option of conversion of warrants into Equity shares.

- (ix) **Change in control, if any in the Company that would occur consequent to the preferential offer.**

Upon the issuance and allotment of the Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

- (xviii) **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**

None.

(xviii) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable.

(xviii) Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

(xviii) Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(xviii) Current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non-Promoter

Mr. Ashish D. Jaipuria is the Promoter and Managing Director of the Company, Mr. Ujval A. Jaipuria and Mr. Kushal A. Jaipuria belonging to the Promoter Group of the Company as on date of this Notice. Further, upon the issuance and allotment of the warrants, they will continue to be categorized as Promoter and Promoter Group of the Company.

(xvi) SEBI Takeover code

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

(xvii) Practicing Company Secretary Certificate

A certificate from Mr. Pradeep Purwar, Purwar & Purwar Associates LLP (Membership No. 5769 and CP No.: 5918), Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website.

(xviii) Other disclosures/undertaking

1. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
2. None of its directors or Promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.

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5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
6. The Company is in compliance with the conditions for continuous listing.
7. The Proposed Allottees and the Promoter and Promoter Group has not sold any equity shares during 90 trading days preceding the Relevant Date.
8. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
9. No person belonging to the Promoters / Promoter Group has previously subscribed to any warrants of the Company during the last one year.
10. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Except Mr. Ashish D. Jaipuria, Promoter and Managing Director, Mr. Ujjal A. Jaipuria, and Mr. Kushal A. Jaipuria, Directors of the Company and their relatives, to the extent of their respective shareholding, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 1 to be approved by Special Resolution of the Members.

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

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

**Place : Mumbai
Date : 22.11.2023**

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