



AGM NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Member,

NOTICE IS HEREBY GIVEN that the 10th Annual General Meeting of the members of **Kali Aerated Water Works Private Limited** will be held on Monday, October 30, 2023, at 11:30 A.m. through Video Conferencing / Other Audio-Visual Means. for the transaction of the following businesses, -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2023, including the Balance Sheet and Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Board's Report and Auditor's Report thereon.

SPECIAL BUSINESS:

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

APPOINTMENT OF MR K P R DHANUSHKODI (DIN NO:02244930) AS MANAGING DIRECTOR

“RESOLVED THAT pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Board the consent of the Members of the Company be and is hereby accorded for appointment of Mr K P R Dhanushkodi (DIN No:02244930) as Managing Director of the company with effect from October 30, 2023 for a period of five years up-to October 29, 2028 with a consolidated remuneration of Rs.78,00,000/- per annum subject to increase from time to time with the approval of the Board of Directors and such other benefits including bonus payable from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary proper and expedient to give effect to this resolution”

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

APPOINTMENT OF MR SAKTHIVEL RAJENDRAN (DIN NO:02875732) AS EXECUTIVE DIRECTOR:

“RESOLVED THAT pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Board, the consent of the Members of the Company be and is hereby accorded for appointment of Mr Sakhivel Rajendran (DIN NO:02875732) as Executive Director of the company with effect from October 30, 2023 for a period of five years up-to October 29, 2028 with a consolidated remuneration of Rs.78,00,000/- per annum subject to increase from time to time with the approval of the Board of Directors and such other benefits including bonus payable from time to time.

Registered Office:

#612, 610, 610A, "IMPERIAL" Chaitanya, 6th Floor, Annasalai, Teynampet, Chennai – 600018.

✉ hochennai@kalimark.net 🌐 www.kalimarkbovonto.com 📞 044-24 311 245, 24 311 253.

CIN: U15541TN2013PTC094075



Kali Aerated Water Works Private Limited

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary proper and expedient to give effect to this resolution”

By Order of the Board of Directors

For KALI AERATED WATER WORKS PRIVATE LIMITED



Mr. K P R Dhanushkodi
Managing Director
DIN: 02244930

Place : Chennai
Date : October 21, 2023

Registered Office:

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NOTES:

1. In accordance with the Ministry of Corporate Affairs, ("MCA") General Circulars Nos. 20/2020 dated May 5, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, respectively, ("the MCA Circulars"), the Annual General Meeting ("AGM") will be held without the physical presence of the Members. Members can attend and participate in the AGM through VC/OAVM.
2. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. A statement pursuant to Section 102(1) of the Act and applicable Secretarial Standards relating to the Special Business to be transacted at Item Nos., 2 & 3 is annexed hereto.
4. The relevant documents referred to in the accompanying Notice will be provided upon request, in electronic mode up to the date of the Meeting. The Members are required to write to kalimarkdhanush@gmail.com.
5. Considering the Meeting would be held through VC/ OAVM, the route Map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
6. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The facility of participation at the AGM through VC will be made available for all the members since the total members are below 500.
7. Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated 13th, April 2020, notice of the meeting and Annual Report are being sent by e-mail to the shareholders of the Company.
9. The Statement of material facts are being attached for all the items under Special Business.
10. In compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 read with MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.22/2020 dated 15/06/2020 if the members present and attending the meeting is less than 50, the Chairman of the meeting shall pass the voting of resolution by show of hands unless a demand for poll is made by a member in accordance with Section 109 of the Act.
11. Members may attend the AGM, by following the invitation link to be sent separately to their registered email ID.
12. The Company had submitted an application before the Registrar of Companies, Chennai seeking extension of the Annual General Meeting and the same was approved by the Registrar of Companies and the company was granted 2 months' time i.e. up to 30th November 2023 for conducting the ensuing Annual General Meeting.

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

Item No.2

Mr K P R Dhanushkodi (DIN No: 02244930) was appointed as Managing Director of the Company by the Board of Directors at its meeting held on July 17, 2021 for a period of 3 (Three) years commencing from July 17, 2021 to March 31, 2024.

Further Mr K.P.R Dhanushkodi will attain the age of 70 years with effect from December 17, 2023. Hence it has been proposed to take the approval of shareholders to appoint him for a period of 5 years with effect from October 30, 2023 with remuneration as stated in the resolution.

The Board considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr K P R Dhanushkodi as Managing Director.

Accordingly, the Board recommended passing of the Special Resolution as per section 196 of the Companies Act,2013 read Schedule V Part I, in relation to the appointment of Mr K P R Dhanushkodi as Managing Director till the expiry of October 29, 2028.

Save and except the above none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at item No. 2 of the Special Business of the Notice. The Board recommends the Special Resolution as set out at item no. 2 of the Special Business for approval by the Members.

Item No.3

Your Company proposes the appointment of Mr.Sakthivel Rajendran as Executive Director for a period of 5 years with effect from October 30, 2023 until October 29, 2028.

It is to be noted that Mr Sakthivel Rajendran is beyond 70 years of age and approval of board members and well as the shareholders is required for the continuation of his directorship beyond the age of 70 years.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.Sakthivel Rajendran as Executive Director.

Accordingly, the Board recommended passing of the Special Resolution as per section 196 of the Companies Act,2013 read Schedule V Part I, in relation to the appointment of Mr Sakthivel Rajendran as Executive Director till the expiry of October 29, 2028.

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Kali Aerated Water Works Private Limited

Save and except the above none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at item No. 3 of the Special Business of the Notice. The Board recommends the Special Resolution as set out at item no. 3 of the Special Business for approval by the Members.

By Order of the Board of Directors

Mr. K P R Dhanushkodi
Managing Director
DIN: 02244930



Place : Chennai
Date : October 21, 2023

Registered Office:

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