KIAASA
Ethnic Women's Wear

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING OF THE COMPANY KIAASA RETAIL PRIVATE LIMITED WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1/37, SSGT ROAD INDUSTRIAL AREA, GHAZIABAD, UTTAR PRADESH-201001, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statement:

To consider and adopt the audited financial statements of the Company for the financial year ended March 31st, 2024 and the reports of the Board of Directors ('the Board') and auditors thereon. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31st, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2: Appointment/Re-Appointment of Auditor:

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, as amended from time to time, M/s. Dharam Taneja Associates, Chartered Accountants, Delhi (FRN No. 003563N) be and is hereby appointed/re-appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 7th AGM of the Company to be held in the year 2029, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor.

SPECIAL BUSINESS:

Item No. 3 – Authorisation for Borrowing Limits:

To Consider increase in the borrowing limits of the company and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"**RESOLVED THAT** in pursuant to Section 180(1)(c) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up capital, securities premium and free reserves of the Company, provided that the total amount to be borrowed, together with the money already borrowed by the company and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 100,00,00,000/- (Rupees Hundred Crore Only) over and above the aggregate of the paid-up share capital, securities premium and free reserves of the company.

RESOLVED FURTHER THAT subject to approval of Board of Directors from time to time, any Director of the company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the Registrar of Companies, that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto for giving effect to this resolution."

Item No. 4 –To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013:

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the consent of the members be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Bank may deem fit, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at time exceed the limit of Rs. 100,00,00,000/- (Rupees Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

For KIAASA RETAIL PRIVATE LIMITED

Om Prakash

AMIT CHAUHAN
DIRECTOR
DIN: 06942831
C-104, ADITYA GARDEN CITY,
SECTOR-6 VASUNDHARA, GZB-201012

OM PRAKASH
DIRECTOR
DIN: 06942833
FLAT NO. K-101, ADITYA URBAN CASA,
SECTOR-78, NOIDA, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201301

Date: 05/09/2024
Place: Ghaziabad

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

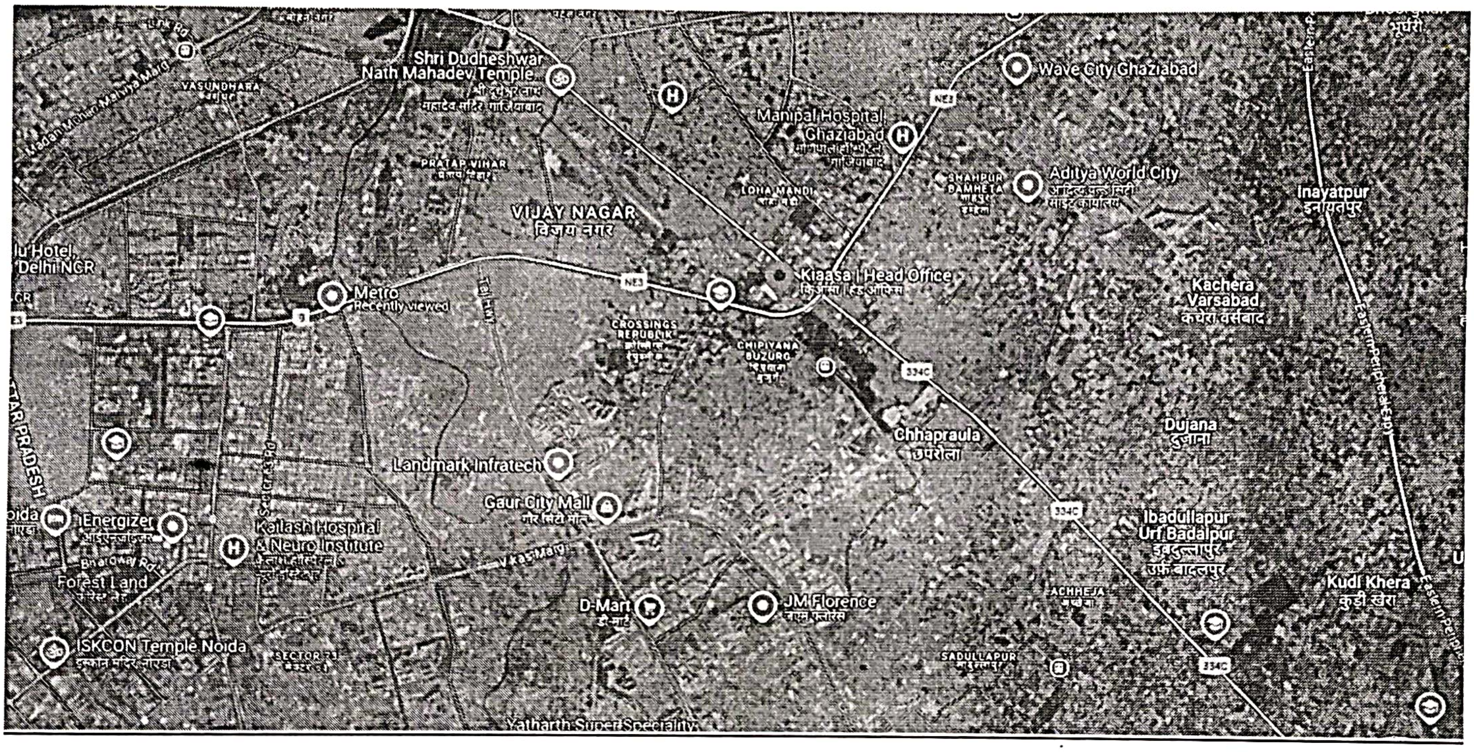
2. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.

3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting

5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

ROUTE MAP:


Shri Dudheshwar Nath Mahadev Temple
Wave City Ghaziabad
Manipal Hospital Ghaziabad
VASUNDHARA
PRATAP VIHAR
LOHA MANDI
Aditya World City
Inayatpur
VIJAY NAGAR
Kiaasa Head Office
Metro
Recently viewed
CROSSINGS REPUBLIK
CHIPIYANA BUZURG
Kachera Varsabad
Chhapraula
Dujana
Landmark Infratech
Gaur City Mall
Energizer
Kailash Hospital & Neuro Institute
Forest Land
Ibadullapur Urf Badalpur
D-Mart
JM Florence
ACHHEJA
Kudi Khera
ISKCON Temple Noida
SECTOR 73
SADULLAPUR
Yatharth Super Speciality

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Keeping in view the Company's long term strategic and business objectives, the company is in need of additional funds. For this purpose, the company may, from time to time, raise finance from various banks and/or financial institutions and/or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, securities premium and free reserves of the company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate of the paid-up capital, securities premium and free reserves of the company except with the consent of the members of the company obtained through Special Resolution in a General Meeting.

In view of the aforesaid, the Board of Directors of the company at its meeting held on 05th September, 2024, subject to the approval of the shareholders of the company, accorded its approval to borrow moneys in excess of the aggregate of the paid up capital, securities premium and free reserves of the Company, provided that the total money to be borrowed, together with the money already borrowed by the company and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 100,00,00,000/- (Rupees Hundred Crore Only) over and above the aggregate of the paid-up share capital, securities premium and free reserves of the company.

In view of the aforesaid, it is proposed to take approval under section 180(1)(c) of the Companies Act, 2013, by way of Special Resolution, up to a limit of Rs. 100,00,00,000/- (Rupees Hundred Crore Only) over and above the aggregate of the paid-up share capital, securities premium and free reserves of the company.

The Board commends approval of the resolution set out in Item No. 3 of the accompanying Notice as Special Resolution.

None of the Directors are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

None of the Directors or other key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution except to the extent of their holding.

For KIAASA RETAIL PRIVATE LIMITED

Om Prakash

AMIT CHAUHAN
DIRECTOR
DIN: 06942831
C-104, ADITYA GARDEN CITY,
SECTOR-6 VASUNDHARA, GZB-201012

OM PRAKASH
DIRECTOR
DIN: 06942833
FLAT NO. K-101, ADITYA URBAN CASA,
SECTOR-78, NOIDA, GAUTAM BUDDHA
NAGAR, UTTAR PRADESH-201301

Date: 05/09/2024
Place: Ghaziabad

ATTENDANCE SLIP

KIAASA RETAIL PRIVATE LIMITED

CIN: U18101UP2022PTC165410

Registered Office: 1/37, SSGT Road Industrial Area, Ghaziabad, Uttar Pradesh-201001

Annual General Meeting: 30th September, 2024

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 2nd Annual General Meeting held at the Registered Office of the company on Monday, 30th September, 2024 at 11:00 A.M.

Member's/proxy's Name______________________________________

Member's/proxy's Signature____________________________________

No. of Shares: ________________________________

Folio No./DP Id No*./ Client Id Number* ________________________________

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.

2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.

3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.

4. Shareholders are requested to bring their copies of the Annual Report to the venue of the AGM.

(FORM NO. MGT-11)

Proxy Form

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

CIN: U18101UP2022PTC165410

Name of Company: KIAASA RETAIL PRIVATE LIMITED

Registered Office: 1/37, SSGT Road Industrial Area, Ghaziabad, Uttar Pradesg-201001

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

I/We, being the member(s) of ....shares of the above named company, hereby appoint

1. Name:.................................. Address:................................ Email Id:................................
Signature:..........................., or failing him

2. Name:.................................. Address:................................ Email Id:................................
Signature:..........................., or failing him

3. Name:.................................. Address:................................ Email Id:................................
Signature:...........................,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on Monday, 30th September, 2024 at 11:00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO.	Resolutions	For	Against
	ORDINARY RESOLUTIONS		
1.	To adopt the Audited Financial Statements for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.		

	To appoint the Statutory Auditors of the Company		

SL. NO.	Resolutions	For	Against
	SPECIAL RESOLUTIONS		
3.	Authorisation for Borrowing Limits		
4.	To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013		

Signed this ....day of ....20__

Affix Revenue Stamp

Signature of shareholder

Signature of first proxy holder (s)

Note:

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

2. It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.