

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED will be held on Wednesday, the 30th day of September, 2015 at 11.00 A.M. at the Registered Office of the Company at M-38/1, Middle Circle, and Connaught Place, New Delhi-110001 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements viz. Balance Sheet as at March 31, 2015 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditor's thereon.
2. To appoint M/s. BSR & Associates LLP as Auditors of the company and to pass the following resolution with or without modification(s) as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) rules 2014 and other applicable rules, if any and subject to approval of members of the Company, M/s BSR & Associates LLP, Chartered Accountants, be and are hereby appointed as Auditors of the Company for another term of five years i.e. from financial Year 2015-16 to FY 2019-2020 and to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company subject to that such appointment shall be ratified in every annual general meeting till the tenth annual general meeting and on such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, things or deeds as they consider necessary to give effect to the above said resolution”.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Makoto Yokoyama (DIN No. 07126478) who was appointed as Additional Director of the Company, pursuant to the provisions of section 161(1) of the Companies Act 2013, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Mitsuhiro Misaki (DIN No. 07283422) who was appointed as Additional Director of the Company, pursuant to the provisions of section 161(1) of the Companies Act 2013, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

Date: 18th September 2015

Place: Singapore

On behalf of the Board



Makoto Kitai
Managing Director
DIN No.: 06840460

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY.
3. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
4. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 3 & 4 OF THE ACCOMPANYING NOTICE IS AS UNDER.

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3 & 4

Mr. Makoto Yokoyama & Mr. Mitsuhiro Misaki were appointed as additional director(s) by the Board of Directors in its meeting held on 20th March 2015 & 18th September 2015 and to hold office upto the date of ensuing Annual General Meeting of the Company.

Mr. Makoto Yokoyama & Mr. Mitsuhiro Misaki are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act and has given their consent to act as a Director of the Company.

The Board of Directors recommends that they shall be appointed as Director(s) of the Company.

No other Director except Mr. Makoto Yokoyama & Mr. Mitsuhiro Misaki are deemed to be interested in the resolution concerning their appointment.

Date: 18th September 2015
Place: Singapore

On behalf of the Board



Makoto Kitai
Managing Director
DIN No.: 06840460