

## NOTICE

**NOTICE** is hereby given that the Sixth Annual General Meeting of the Members of MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED will be held on Friday, the 17<sup>th</sup> day of June, 2016 at 4.30 P.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, 2016 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditor's thereon.
2. To Ratify & approve the appointment of 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the re-appointment of M/s. BSR & Associates LLP, Chartered Accountants, (Regn. No. 116231W/W-100024) be and are hereby confirmed and ratified as Statutory Auditors of the Company for the financial year 2016-17 on a remuneration to 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. Katsunori Ushiku (DIN No. 07477115) 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."

**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

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

**“RESOLVED THAT** Mr. Shinji Sasaki (DIN No. 07479885) 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.”

**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.

5. 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.”

**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

**Date:** 17<sup>th</sup> June 2016  
**Place:** Gurgaon

**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 ANY TIME BEFORE THE COMMENCEMENT OF THE MEETING.
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 to 5 OF THE ACCOMPANYING NOTICE IS AS UNDER.

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

**ITEM NO. 3 to 5**

Mr. Katsunori Ushiku, Mr. Shinji Sasaki & Mr. Mitsuhiro Misaki were appointed as Additional Director(s) by the Board of Directors in its meeting held on 30<sup>th</sup> March 2016 & 18<sup>th</sup> September 2015 and to hold office upto the date of ensuing Annual General Meeting of the Company.

Mr. Katsunori Ushiku, Mr. Shinji Sasaki & 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. Katsunori Ushiku, Mr. Shinji Sasaki & Mr. Mitsuhiro Misaki are deemed to be interested in the resolution concerning their appointment.

**Date: 17<sup>th</sup> June 2016**  
**Place: Gurgaon**

**On behalf of the Board**



**Makoto Kitai**  
**Managing Director**  
**DIN No.: 06840460**