

NOTICE

NOTICE is hereby given that the **Sixteenth Annual General Meeting** of the Members of **mitsubishi electric india private limited** will be held on **Tuesday, 7th day of July 2026 at 2.00 P.M. (Indian Standard Time)** through other audio-visual means supported by Microsoft team application, to transact the following business (es).

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements viz. Balance Sheet as at March 31, 2026 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditor's thereon and to pass the following resolution with or without modification(s) as an **ORDINARY RESOLUTION**.

"RESOLVED THAT the Audited financial statements viz. Balance Sheet as at 31st March 2026, Statement of Profit & Loss for the year ended 31st March 2026, Cash-Flow Statement of the Company as at 31st March 2026 and other Schedules annexed thereto, and the Report of Board of Directors and Auditor's Report thereon, be and are hereby considered, approved and adopted."

SPECIAL BUSINESS

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

"RESOLVED THAT Pursuant to section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules 2014, including any other statutory modification(s) or enactment thereof, M/s. Abhijeet Deshmukh & Co. (Regn. No. 101280) Cost Accountants, re-appointed as Cost Auditor of the Company by the Board of Directors, to conduct the cost audit of the Company including its branches (if any) and units all over India for the financial year 2026-27, at a remuneration of Rs. 3,10,000/- (Rupees Three Lakhs Ten Thousand Only) along with applicable taxes and reimbursement of expense on actual basis as fixed by Board of Directors for the financial year 2026-27 be and are hereby confirmed & ratified.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the said resolution."

3. 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment or re-enactment thereof for the time being in force and rules framed there under, the consent of the

Members of the Company be and is hereby accorded for amendment in the main object clause i.e. Clause III(A) of the Memorandum of Association of the Company by adding the following sub-clause after sub-clause 3 in the following manner:

"4. To deliver high value-added solutions to customers by leveraging cross domains, including DC Solutions, Heat Energy Management, OT Security, FA Digital and 'Serendie' initiative."

RESOLVED FURTHER THAT Mr. Atsushi Takase, Managing Director or Mr. Manish Jain, Company Secretary & Legal be and is hereby authorized severally to sign any documents/papers/e-forms/ including amended MOA, and Mr. Neeraj Kumar, Dy. Manager (Legal & Compliance), be and is hereby authorized to file the necessary e-forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things as may be deemed expedient in order to give effect to the aforesaid resolution".

Date: 07-07-2026
Place: Gurugram

On behalf of the Board



Atsushi Takase
Managing Director
DIN No.: 10563445

NOTES:-

1. Pursuant to the General Circular No. 03/2025 dated 22nd September 2025, read with General Circular No. 20/2020 dated 05th May, 2020 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has allowed the companies to conduct their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars, the AGM is being held through OVAM supported by Microsoft team application.
2. Corporate members intending to allow their Authorized Representatives to attend and vote in the meeting held through other audio-visual means supported by Microsoft team application are requested to send to the company a certified copy of the board resolution or authority letter authorizing their representative to attend and vote on their behalf at the meeting through other audio visual means supported by Microsoft team application.
3. The Members are requested to please send e-mail at Manish.Jain@asia.meap.com ("the designated email address of the Company) confirming your authorized representatives who shall attend and vote at the meeting conducted through other audio visual means supported by Microsoft team application.

4. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO ATTEND THE MEETING THROUGH OTHER AUDIO-VISUAL MEANS SUPPORTED BY MICROSOFT TEAM APPLICATION. An invitation link for joining meeting through Microsoft team will be sent separately by the Company at the registered email id of respected member at least 7 days from the date of meeting. The facility for joining the meeting will open at least 15 minutes before the time schedule to start of the meeting and shall remain open till expiry of 15 minutes after such scheduled time.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
6. The resolutions in the meeting will be passed by show of hands.
7. The meeting is being convened at a shorter notice, after obtaining the requisite consent of the members of the Company pursuant to the provisions of Section 101 of the Companies Act, 2013.
8. A copy of the notice is also available on the website of the company <https://www.mitsubishielectric.in/> and further register of members / or other related documents shall be available for inspection by respective member during the meeting through electronic mode.
9. Explanatory Statement pursuant to section 102 of the companies act, 2013 in respect of special business for item nos. 2 and 3 of the accompanying notice is annexed hereto.

Date: 07-07-2026

Place: Gurugram

On behalf of the Board



Atsushi Takase
Managing Director
DIN No.: 10563445

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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under respective items of the accompanying Notice.

ITEM NO. 2

In accordance with the provisions of Section 148 of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company approved the re-appointment of M/s. Abhijeet Deshmukh & Co. (Regn. No. 101280), Cost Accountants, as the Cost Auditors of the Company for the financial year 2026-27, for conducting the audit of the cost records of the Company, at a remuneration of Rs. 3,10,000 (Rupees Three lakhs and ten thousand only) along with applicable taxes and reimbursement of out-of-pocket expenses.

As per the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders subsequently.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 2 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors and Relatives of the Directors of the Company are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board therefore recommend the Resolution set out at item. no 2 for the approval of the shareholders of the Company.

ITEM NO. 3

Mitsubishi Electric India Private Limited ("the Company") has, over the years, achieved significant growth through the supply of world-class products and services across its Factory Automation, Air-conditioning, and Semiconductors & Devices businesses.

In line with evolving market trends and the increasing demand from the customers for the integrated systems and comprehensive solutions, the Board of Directors of the Company has proposed the establishment of an independent, specialized "**Solution Business Division**" under the 'Serendie' initiative across DC Solutions, Heat Energy Management, OT Security and FA Digital domains, with a vision to achieve sustainable growth over the mid-term, strongly drive solution initiatives and expanding the solution business as a viable enterprise within the region.

To facilitate the establishment of 'Solution Business Division' and enable the Company to effectively undertake and expand its proposed solution business activities, it is necessary to amend the Clause III (A) i.e. main object clause of the Memorandum of Association of the Company to authorize the Company to carry on such activities.

Accordingly, pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013, approval of the Members is sought by way of a Special Resolution for alteration of the Main Objects Clause of the Memorandum of Association of the Company.

None of the Directors and Relatives of the Directors of the Company are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors, therefore, recommend the proposed resolution set out at Sl. no 3 of the accompanying notice for the approval of the members of the Company as Special resolution.

Date: 07-07-2026
Place: Gurugram

On behalf of the Board



Atsushi Takase
Managing Director
DIN No.: 10563445