

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED will be held on 19th day of May, 2017 at 4.30P.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, 2017 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2017 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 2017-18 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. Yozo Ito (DIN No. 07749935) 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. Tomoyuki Nagae (DIN No. 07759227) 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 SPECIAL RESOLUTION:

"RESOLVED THAT consent of the Members of the Company, be and is hereby accorded to the appointment of Mr. Katsunori Ushiku (DIN No. 07477115) as Managing Director of the Company, pursuant to the provisions of Sections 196 & 197 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder read with Schedule V to the Companies Act, 2013, for a period of three years with effect from 1st April, 2017 to 31st March, 2020.

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."

Date: 19th May 2017
Place: Gurgaon

On behalf of the Board



Katsunori Ushiku
Managing Director
DIN No.: 07477115

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 4

Mr. Yozo Ito and Mr. Tomoyuki Nagae were appointed as Additional Director(s) by the Board of Directors in its meeting held on 16th March 2017 and to hold office upto the date of ensuing Annual General Meeting of the Company.

Mr. Yozo Ito and Mr. Tomoyuki Nagae 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. Yozo Ito and Mr. Tomoyuki Nagae are deemed to be interested in the resolution concerning their appointment.

ITEM NO. 5

The Board of Directors in its meeting held on 16th March 2017 has appointed Mr. Katsunori Ushiku as Managing Director of the Company under the provision of section 196 & 197 of the Companies Act, 2013 w.e.f 1st April 2017 on the following principal terms and conditions:

Salary	Rs. 853,867 per month with such revisions that may be approved by the Board from time to time.
Perquisites	
Housing	Rent Free furnished accommodation as per Income Tax Act, 1961.
Medical Benefits	Expenses actually incurred for self and family subject to the ceiling of one month's salary in a year or two months salary in the block of two years.
Personnel accident Insurance	At the cost of the company, the annual premium as per company rules.
Telephone	Free telephone facility at the residence except long distance personal calls.

Car

Free use of Company Car with Driver for Official use as per Income Tax Act, 1961.

Special allowance

Special allowance will be paid to the employee based on performance on monthly basis.

A copy of the aforesaid Company's letter, shall be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday upto the date of this Annual General Meeting.

The resolution set out in item no. 5 is accordingly proposed to be passed by way of a special resolution.

The Board of Directors recommends the same for approval of the Members.

Except Mr. Katsunori Ushiku, being an appointee, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.5.

Date: 19th May 2017

Place: Gurgaon

On behalf of the Board



Katsunori Ushiku

Managing Director

DIN No.: 07477115