

## NOTICE

**NOTICE** is hereby given that the Ninth Annual General Meeting of the Members of MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED will be held on Monday, 27<sup>th</sup> day of May, 2019 at 02:30 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, 2019 and Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2019 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 2019-20 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. Yuichi Ito (DIN: 08083033) 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. Takeshi Oshima (DIN: 08402373) 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 of Directors be and is hereby authorized to do all such things, acts and 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. Kazuhiko Tamura (DIN: 08402445) 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 of Directors be and is hereby authorized to do all such things, acts and deeds as they consider necessary to give effect to the above said resolution."

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

**"RESOLVED THAT** Mr. Tomonori Hirata (DIN: 08429784) 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 of Directors be and is hereby authorized to do all such things, acts and deeds as they consider necessary to give effect to the above said resolution."

7. 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) re-appointed as Cost Auditor of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2019-20, at a remuneration of Rs. 1,40,000/- along with Applicable taxes as fixed by Board of Directors along with reimbursement of expenses on actual basis for the financial year 2019-20 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."

Date: 27<sup>th</sup> May 2019

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 7 OF THE ACCOMPANYING NOTICE IS AS UNDER.

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

**ITEM NO. 3**

Mr. Yuichi Ito was appointed as Additional Director w.e.f. 16<sup>th</sup> March 2019 by the Board of Directors in its meeting held on 11<sup>th</sup> March 2019 and to hold the office upto the date of ensuing Annual General Meeting of the Company.

Mr. Yuichi Ito is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The Board of Directors recommends that he shall be appointed as Director of the Company.

No other Director except Mr. Yuichi Ito is deemed to be interested in the resolution concerning his appointment.

**ITEM NO. 4 & 5**

Mr. Takeshi Oshima and Mr. Kazuhiko Tamura were appointed as Additional Director(s) w.e.f 01<sup>st</sup> April 2019 by the Board of Directors in its meeting held on 28<sup>th</sup> March 2019 and to hold office upto the date of ensuing Annual General Meeting of the Company.

Mr. Takeshi Oshima and Mr. Kazuhiko Tamura are not disqualified from being appointed as Director 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. Takeshi Oshima and Mr. Kazuhiko Tamura are deemed to be interested in the resolution concerning their appointment.

**ITEM NO. 6**

Mr. Tomonori Hirata was appointed as Additional Director w.e.f. 24<sup>th</sup> April 2019 by the Board of Directors in its meeting held on 24<sup>th</sup> April 2019 and to hold the office upto the date of ensuing Annual General Meeting of the Company.

Mr. Tomonori Hirata is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The Board of Directors recommends that he shall be appointed as Director of the Company.

No other Director except Mr. Tomonori Hirata is deemed to be interested in the resolution concerning his appointment.

**ITEM NO. 7**

The Board of Directors in its meeting held on May 27, 2019, had re-appointed M/s. Abhijeet Deshmukh & Co. (Regn. No. 101280), Cost Accountants at a remuneration of Rs. 1,40,000/- along with applicable taxes and reimbursement expenses on actual basis, for conducting audit of the cost records of the Company for the financial year 2019-20. 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. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

The Board therefore recommend the Resolution set out at item. no 7 for the approval of the shareholders of the Company.

None of the Directors and Relatives of the Directors of the Company are interested in the proposed Resolution except as holders of shares in general.

**Date: 27<sup>th</sup> May 2019**  
**Place: Gurgaon**

**On behalf of the Board**



**Katsunori Ushiku**  
**Managing Director**  
**DIN No.: 07477115**