

NOTICE is hereby given to the shareholders of the Company that the **(08th) Eighth Annual General Meeting** of the shareholders of the Company will be held on **MONDAY, THE 07TH SEPTEMBER 2020 AT 12.30 P.M over Video Conference/ Other Audio Video visual means ("OVAM")** in compliance general circular no 20/2020, 14/2020, and 17/2020 and all other applicable laws and circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Balance Sheet as at March 31, 2020 and statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditor's thereon:**

RESOLVED THAT the Audited Financial Statements viz. Profit & Loss account for the year ended 31st March 2020 the Balance Sheet as at 31st March 2020, Cash Flow statement, Auditors Report thereon and the Directors Report for the financial year 2019-20 be and are hereby received, considered and adopted.

- 2. To re-appointment of Statutory Auditors for a period of five years from 1st April 2020 to 31st March 2025 and to fix their remuneration for the financial year 2020-21.**

"RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies[Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, B S R & Co. LLP, Chartered Accountants, Bangalore (Registration No.101248W/W-100022) be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for the 02nd term of five years beginning from the conclusion of the ensuing 09th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company".

"RESOLVED THAT the consent of the Board of Directors of the Company be and is hereby accorded for the remuneration of INR 04.60 Million plus Goods & Services Tax and out of pocket expenses at actuals to M/s. B S R & Co. LLP, for carrying out the IND-AS various requirement, tax audit and Internal Controls over Financial Reporting (ICFR) review of the Company for the Financial Year 2020-21.

RESOLVED FURTHER THAT the said audit fee may be paid to the Auditors on a progressive billing basis on the basis of the schedule of work."

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION to approve business plan for the financial year 2020-21:**

“RESOLVED THAT the approval of the shareholders of the Company be and is hereby accorded for the Business Plans of the Company presented for the financial years 2020-21.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION for approval of Fees for Cost Auditor.

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 00065), appointed as the Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost accounting records for the products falling under the specified Customs Tariff Act Heading 8428, 8431, 7204 manufactured by the Company for the financial year ending 31st March, 2021 be paid Rs. 1,60,000/- plus out of pocket expenses incurred by them in connection of the audit of cost records, be and I hereby ratified and approved”

RESOLVED FURTHER THAT Mr. Ko Tanaka, Managing Director or Mr. Tomoki Tsuda Deputy Managing Director and Mr. Kiran Gowda, Company Secretary be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs (MCA) and do all other acts, deeds and things as may be required in this regard.”

5. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for approving appointment and remuneration to Mr. Joshy PV (DIN 08716843), Whole Time Director:**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactments thereof, Mr. Joshy PV (DIN 08716843) who was appointed as Additional Director of the Company with effect from 1st April 2020 in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Whole Time Director of the Company.

RESOLVED FURTHER THAT pursuant to clause 9.5 of Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for the remuneration of INR 07.32 Million p.a. to be paid to Mr. Joshy PV (DIN 08716843) Whole Time Director in addition to the Company provided car & driver.

RESOLVED FURTHER THAT Mr. Ko Tanaka, Managing Director or Mr. Tomoki Tsuda Deputy Managing Director and Mr. Kiran Gowda, Company Secretary be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs (MCA) and do all other acts, deeds and things as may be required in this regard.”

6. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for appointment of Mr. Yasushi Suzuki (DIN 08768295), as Director of the Company:**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modification(s) or re-enactments thereof, Mr. Yasushi Suzuki (DIN 08768295) who was appointed as Additional Director of the Company with effect from 11th July, 2020, in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company with effect from 11th July, 2020.

RESOLVED FURTHER THAT Mr. Ko Tanaka, Managing Director or Mr. Tomoki Tsuda Deputy Managing Director and Mr. Kiran Gowda, Company Secretary be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs (MCA) and do all other acts, deeds and things as may be required in this regard.”

7. **To consider and if thought fit, to pass the following resolution as SPECIAL RESOLUTION for amendment of the Company’s Articles of Association:**

“RESOLVED THAT pursuant to section 14 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, Bangalore and approval of the shareholders at the ensuing 08th Annual General Meeting, the consent of the Board of Directors be and is hereby accorded for amendment of the Articles of Association of the Company as follows:

Existing Article 9.6 of the Articles of Association shall be deleted and the following new regulation shall be substituted thereof.

9.6 The managing director and the deputy managing director shall be appointed by MELCO. The powers and authorities of the managing director and the deputy managing director shall be determined through a unanimous resolution of the Board. The appointment of the deputy managing director shall not be restricted only to Board Members which the composition is set out in Article 9.1 above.

RESOLVED FURTHER THAT Mr. Ko Tanaka, Managing Director or Mr. Tomoki Tsuda Deputy Managing Director and Mr. Kiran Gowda, Company Secretary be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs (MCA) and do all other acts, deeds and things as may be required in this regard.”

**By Order of the Board
For Mitsubishi Elevator India Private Limited**

-SD-

Place: Vemagal
Date: 07th September 2020

**KO TANAKA
Managing Director**

NOTE:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for Eight e-AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate shareholders are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote. The said resolution/authorisation shall be sent to the Company Secretary of the Company at Kiran.g@mitsubishielevator.in.
5. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM.
6. As per clause 12.5 of the Articles of Association of the Company, the explanatory statement is not required to be annexed if the Board of Directors of the Company have already approved such special businesses in their meeting. Hence, explanatory statement relating to special business No.3, 4, 5, & 7 is not annexed and for Special Business item no.6, is annexed hereto as it was approved by the Board of Directors through circular resolution forms part of Notice.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.2:

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. BSR & Co. LLP, Chartered Accountants seek for re-appointment. Since 01st Term of the M/s. BSR & Co. LLP, Chartered Accountants, (Registration No.101248W/W-100022) concluded at the 08th Annual General Meeting that is from 01st April, 2015 to 31st March, 2020.

The Board of Directors at its meeting held on 07th September, 2020 had recommended re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Registration No.101248W/W-100022), as the Statutory Auditors of the Company for approval of the members.

The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of the Ninth Annual General Meeting till the conclusion of Thirteen Annual General Meeting of the Company.

M/s. BSR & Co. LLP, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. BSR & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No.6:

The approval of the Board of Directors was obtained for appointment of Mr. Yasushi Suzuki (DIN 08768295) as Additional Director with effect from 11th July, 2020 through Circular Resolution dated 11th July, 2020.

The approval of the shareholders is hereby sought for appointment of Mr. Yasushi Suzuki (DIN 08768295) as a Director of the Company.

Except the appointee, none of the directors of the Company is interested or concerned in the aforesaid business in their individual capacity.

By Order of the Board
For Mitsubishi Elevator India Private Limited

-SD-

Place: Vemagal
Date: 07th September, 2020

KO TANAKA
Managing Director