

NOTICE is hereby given to the shareholders of the Company that the **(09th) Ninth Annual General Meeting** of the shareholders of the Company will be held on **WEDNESDAY, THE 22ND SEPTEMBER 2021, AT 11:35 A.M. over Video Conference/ Other Audio Video visual means ("OVAM")** in compliance general circulars and all other applicable laws 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, 2021 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 2021, Cash Flow statement, Auditors Report thereon and the Directors Report for the financial year 2020-21 be and are hereby received, considered and adopted.

SPECIAL BUSINESS:

2. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION to approve business plan for the financial year 2021-22:**

"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 year 2021-22."

3. **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, 2022 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. Soichiro Oda, Managing Director or Mr. Kohta Kambara 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."

4. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for approving appointment and remuneration to Mr. Soichiro Oda (DIN 07191763) as Managing 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. Soichiro Oda (DIN 07191763) who was appointed as Additional Director of the Company with effect from 1st November, 2020 in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Managing Director of the Company for three years.

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 10.19 Million p.a. to be paid to Mr. Soichiro Oda (DIN 07191763) Managing Director in addition to the Company provided car & driver.

RESOLVED FURTHER THAT Mr. Kohta Kambara Dy Managing Director or 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 appointment of Mr. Kazuhiko Tamura (DIN 08402445), 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. Kazuhiko Tamura (DIN 08402445) who was appointed as Additional Director of the Company with effect from 06th May, 2021, in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Soichiro Oda, Managing Director or 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. Kohta Kambara (DIN 09162272), as Whole Time 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. Kohta Kambara (DIN 09162272), who was appointed as Additional Director of the Company with effect from 31st May, 2021, in terms of section

161 of the Companies Act, 2013, be and is hereby appointed as Whole Time Director of the Company with immediate effect for period of three years.

RESOLVED FURTHER THAT Mr. Soichiro Oda, Managing Director or 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 ORDINARY RESOLUTION for approving remuneration to Mr. Kohta Kambara (DIN 09162272) as CFO:**

“**RESOLVED 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 8.50 Million p.a. to Mr. Kohta Kambara as CFO in addition to the Company provided car & driver.

RESOLVED FURTHER THAT Mr. Soichiro Oda, Managing Director or 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.”

8. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for appointment of Mr. Toshinobu Takahata (DIN 09162266), 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. Toshinobu Takahata (DIN 09162266), who was appointed as Additional Director of the Company with effect from 31th May, 2021, in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Soichiro Oda, Managing Director or 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**

Place: Vemagal
Date: 22nd September 2021

**SD/-
Soichiro Oda
Managing Director
DIN: 07191763**

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 Ninth 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, 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., authorizing 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.4

The approval of the Board of Directors was obtained for appointment of Mr. Soichiro Oda (DIN 07191763) as Additional Director with effect from 01st November, 2020 through Circular Resolution dated 02nd November, 2020. The approval of the shareholders is hereby sought for appointment of Mr. Soichiro Oda (DIN 07191763) as a Managing 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.

Item No.5

The approval of the Board of Directors was obtained for appointment of Mr. Kazuhiko Tamura (DIN 08402445) as Additional Director with effect from 06th May, 2020 through Circular Resolution dated 18th April, 2020. The approval of the shareholders is hereby sought for appointment of Mr. Kazuhiko Tamura (DIN 08402445) 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.

Item No.8

The approval of the Board of Directors was obtained for appointment of Mr. Toshinobu Takahata (DIN 09162266) as Additional Director with effect from 31st May, 2021 through Circular Resolution dated 11th July, 2020. The approval of the shareholders is hereby sought for appointment of Mr. Toshinobu Takahata (DIN 09162266) 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

Place: Vemagal
Date: 22nd September, 2021

SD/-
Soichiro Oda
Managing Director
DIN: 07191763