

**Mitsubishi Elevator India Private Limited**

Regd. Office: Chennai Citi Centre, 5<sup>th</sup> Floor, No.10 & 11, Dr. Radhakrishnan Salai  
Chennai – 600 004 CIN: U29300TN2012PTC087354 Tel: +91 44 2847 7373  
Fax: +91 44 2847 7374 E-mail: info@mitsubishielevator.in

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**NOTICE OF 4<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given to the members of the Company that the Fourth Annual General Meeting of the shareholders of the Company will be held **on Tuesday, the 6<sup>th</sup> September 2016 at 4.30 p.m.** at the Registered Office of the Company, Chennai Citi Centre, 5<sup>th</sup> Floor, No.10&11, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004 to transact the following business:

**ORDINARY BUSINESS:**

- 1. To approve and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2016 together with the Directors' and Auditors' Report thereon**

**RESOLVED THAT** the Audited Financial Statements viz. Profit & Loss account for the year ended 31<sup>st</sup> March 2016, the Balance Sheet as at 31<sup>st</sup> March 2016, Cash Flow statement, Auditors Report thereon and the Directors Report for the financial year 2015-16 be and are hereby received, considered and adopted.

- 2. To ratify appointment of Statutory Auditors for a period of five years from 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2020 and to fix their remuneration for the financial year 2016-17.**

**RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act 2013 and the Rules made thereunder, the appointment of M/s. B S R & Co. LLP, Chartered Accountants, Chennai, Firm Registration No.101248WW-100022, as Statutory Auditors of the Company for a period of five years from 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2020 and who shall hold office from the conclusion of the 3<sup>rd</sup> Annual General Meeting till the conclusion of the 8<sup>th</sup> Annual General Meeting be and is hereby ratified.

**RESOLVED FURTHER THAT** the remuneration of Statutory Auditors for the financial year 2016-17 will be determined by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** Mr. Iwao Oda (DIN 07470977), Managing Director be and is hereby authorised to do all other acts, deeds and things as may be required in this regard.

**SPECIAL BUSINESS:**

- 3. To consider and if thought fit, to pass the following resolution as ordinary resolution to approve business plans for the financial years 2016-17 and 2017-18**

**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 2016-17 and 2017-18.



4. **To consider and if thought fit, to pass the following resolution as ordinary resolution for appointment of Mr. Iwao Oda as Managing Director with effect from 1<sup>st</sup> April 2016 and remuneration for the financial year 2016-17.**

**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. Iwao Oda (DIN 07470977) who was appointed as Additional Director of the Company with a designation of Managing Director with effect from 1<sup>st</sup> April 2016, in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Managing Director of the Company for a period of five years from 1<sup>st</sup> April 2016 to 31<sup>st</sup> March 2021.

**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 13.39 Million p.a. proposed to be paid for the financial year 2016-17, to Mr. Iwao Oda, Managing Director in addition to the Company provided car & driver and contribution to Provident Fund & Gratuity.

**RESOLVED FURTHER THAT** Mr. Iwao Oda, Managing Director and Mr. G Balaji, Company Secretary be and are hereby severally authorised 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. Juichi Shikata, 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. Juichi Shikata (DIN 07489141) who was appointed as Additional Director of the Company with effect from 20<sup>th</sup> April 2016, 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. Iwao Oda, Managing Director and Mr. G Balaji, Company Secretary be and are hereby severally authorised 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. Nobuhiro Ito, 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. Nobuhiro Ito (DIN 07603811), be and is hereby appointed as Director of the Company with immediate effect.

**RESOLVED FURTHER THAT** Mr. Iwao Oda, Managing Director and Mr. G Balaji, Company Secretary be and are hereby severally authorised 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



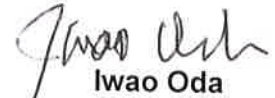
7. To consider and if thought fit, to pass the following resolution as ordinary resolution for approving remuneration to Mr. S Venkatagiri, Deputy Managing Director for the financial year 2016-17.

**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 9.28 Million p.a. proposed to be paid for the financial year 2016-17, to Mr. S Venkatagiri, Deputy Managing Director of the Company, in addition to the Company provided car & driver.

8. To consider and if thought fit, to pass the following resolution as ordinary resolution for approving remuneration to Ms. Kaori Takahashi, Director & CFO for the financial year 2016-17.

**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. proposed to be paid for the financial year 2016-17, to Ms. Kaori Takahashi, Director & CFO in addition to the Company provided car & driver and contribution to Provident Fund & Gratuity.

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

  
Iwao Oda  
Managing Director

Place : Chennai  
Date: 6<sup>th</sup> September 2016

**Note:**

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of himself. The Proxy need not be a member of the Company.
2. 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.3,4,6,7 & 8 are not annexed. Explanatory statement relating to special business No.5 is annexed as it was approved by the Board of Directors through circular resolution.



**Explanatory statement pursuant to section 102(1) of the Companies Act, 2013**

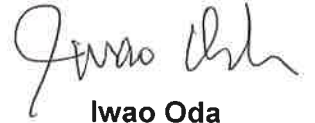
**Item No.5**

The approval of the Board of Directors was obtained for appointment of Mr. Juichi Shikata as Additional Director with effect from 20<sup>th</sup> April 2016 through Circular Resolution dated 20<sup>th</sup> April 2016.

The approval of the shareholders is hereby sought for appointment of Mr. Juichi Shikata 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**



**Iwao Oda  
Managing Director**

Place: Chennai  
Date: 6<sup>th</sup> September 2016

