

NOTICE is hereby given to the shareholders of the Company that the **(06th) Sixth Annual General Meeting** of the shareholders of the Company will be held on **MONDAY, THE 24TH SEPTEMBER 2018 AT 12.30 P.M** at the Registered Office of the Company, Plot No.59-63 & 65-71, Vemagal Industrial Area, Shinegehalli Village, Vemagal Hobli, Kolar-563102 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2018 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 2018, the Balance Sheet as at 31st March 2018, Cash Flow statement, Auditors Report thereon and the Directors Report for the financial year 2017-18 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 2018-19:

“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 2018-19.”

3. To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for approving remuneration to Mr. Tomoki Tsuda, Chief Financial officer for the financial year 2018-19:

“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 8,503,000 P.A. proposed to be paid for the financial year 2018-19, to Mr. Tomoki Tsuda, Chief Financial Officer in addition to the Company provided car & driver and contribution to Provident Fund & Gratuity.”

4. To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for appointment of Mr. Tomoki Tsuda (DIN: 08074008), as Deputy Managing 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. Tomoki Tsuda (DIN: 08074008) who was appointed as Additional Director of the Company with effect from 01st April, 2018, in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Deputy Managing Director of the Company with effect from 01st April, 2018

RESOLVED FURTHER THAT Mr. Ko Tanaka, 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 appointment of Mr. Yasuhiko Tanabe, 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. Yasuhiko Tanabe (DIN 05337267) who was appointed as Additional Director of the Company with effect from 10th May 2018, in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company with effect from 10th May, 2018.

RESOLVED FURTHER THAT Mr. Ko Tanaka, 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**



**KO TANAKA
Managing Director
DIN No.07762627**

Place: Vemagal

Date: 24th September 2018

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.2 is not annexed and for Special Business item no.3, 4, and 5 is annexed hereto and forms part of Notice.

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

ITEM No. 3 & 4

Mr. Tomoki Tsuda who is appointed as an Chief Financial officer of the Company with the Remuneration of INR 8,503,000/- P.A. subject to approval of the shareholders which be paid for the financial year 2018-19, in addition to the Company provided car & driver and contribution to Provident Fund & Gratuity. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tomoki Tsuda as Chief Financial Officer with the Remuneration of INR 8,503,000/- P.A, for the approval by the shareholders of the Company.

Mr. Tomoki Tsuda who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective 01st April, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Tomoki Tsuda is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tomoki Tsuda as Dy Managing Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 & 4, Except Mr. Tomoki Tsuda.

ITEM No.5

Mr. Yasuhiko Tanabe who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective 10th May, 2018 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Yasuhiko Tanabe is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Yasuhiko Tanabe as Director in this general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5, Except Mr. Yasuhiko Tanabe.

By Order of the Board
For Mitsubishi Elevator India Private Limited



KO TANAKA
Managing Director
DIN: 07762627

Place: Vemagal
Date: 24th September 2018