

NOTICE is hereby given to the shareholders of the Company that the **(11th) Eleventh Annual General Meeting** of the shareholders of the Company will be held on **Monday, the 25th Day of September 2023, AT 11:30 A.M. IST over Video Conference/ Other Audio Video visual means ("OVAM")** in compliance with 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, 2023 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 2023 the Balance Sheet as at 31st March 2023, Cash Flow statement, Auditors Report thereon and the Directors Report for the financial year 2022-23 be and are hereby received, considered and adopted.

2. **Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2023:**

To approve and declare the payment of Final Dividend of Rs. [REDACTED] per equity share of face value of Rs. 4,900/- each for the year ended March 31, 2023, and in this regard, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final Dividend of Rs. [REDACTED] per equity share of face value of Rs. 4,900/- each aggregating to Rs. [REDACTED] as recommended by the Board of Directors of the Company for the financial year ended March 31, 2023, be and is hereby declared out of current year's profit and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013."

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 2023-24:**

"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 2023-24."

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, 2024 be paid Rs. 1,75,000/- 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 Whole Time 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. Hirofumi Yasuhara (DIN 09147965) as 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. Hirofumi Yasuhara (DIN 09147965) who was appointed as Additional Director of the Company with effect from 1st April, 2023 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. Kohta Kambara, Whole Time 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: Bengaluru
Date: 25th September 2023

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

NOTE:

1. The Ministry of Corporate Affairs ('MCA') has vide its circular no.20/2020 dated 5 May 2020 , General Circular 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 08th December, 2021 and 21/2021 dated 04th December, 2021 and General Circular No.02/2022 dated 05th May, 2022 and General Circular No. 10/2022 dated 28th December 2022 read (collectively referred to as 'MCA Circulars') 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 Eleventh e-AGM shall be the Corporate 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/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote. The said resolution/authorization shall be sent to the Company Secretary of the Company at Kiran.g@mitsubishielelevator.in.
5. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open up to 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 not annexed for Special Business item no. 3 & 4.

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

Item No.5

The approval of the Board of Directors was obtained for appointment of Mr. Hirofumi Yasuhara (DIN 09147965) as Additional Director with effect from 1st April 2023 in the Board meeting dated 20th March 2023. The approval of the shareholders is hereby sought for appointment of Mr. Hirofumi Yasuhara (DIN 09147965) 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.