

NOTICE is hereby given to the shareholders of the Company that the **(12th) Twelfth Annual General Meeting** of the shareholders of the Company will be held on **Monday, the 16th Day of September 2024, AT 01:30 P.M. IST** at Corporate Office of the Company, No. 5, Prestige Khoday Tower, 15th Floor, Raj Bhavan Road, Bangalore, Karnataka 560001 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Balance Sheet as at March 31, 2024 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 2024 the Balance Sheet as at 31st March 2024, Cash Flow statement, Auditors Report thereon and the Directors Report for the financial year 2023-24 be and are hereby received, considered and adopted.

2. **Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024:**

To approve and declare the payment of Final Dividend of [REDACTED] per equity share of face value of Rs. 4,900/- each for the year ended March 31, 2024, and in this regard, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final Dividend of [REDACTED] per equity share of face value of Rs. 4,900/- each aggregating to [REDACTED] as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, 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 2024-25:**

"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 2024-25."

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, 2025 be paid [REDACTED] 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 any Director or Company Secretary or Chief Financial Officer of the Company 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 and remuneration of Mr. Yoshitaka Asaba (DIN 10598194) 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. Yoshitaka Asaba (DIN 10598194)** who was appointed as Additional Director of the Company with effect from 1st April, 2024 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 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 [REDACTED] p.a. to be paid to **Mr. Yoshitaka Asaba (DIN 10598194)**, Managing Director in addition to the Company provided car & driver and contribution to Gratuity.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company 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 and remuneration of Mr. Jun Takahashi (DIN 10598040) as 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. Jun Takahashi (DIN 10598040)** who was appointed as Additional Director of the Company with effect from 1st April, 2024 in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Whole Time Director of the Company for a period of 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 [REDACTED] p.a. to be paid to **Mr. Jun Takahashi (DIN 10598040)**, Whole Time Director in addition to the Company provided car & driver and contribution to Gratuity.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company 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 appointment and remuneration of Mr. Suresh Kalathur (DIN 10597987) as 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. Suresh Kalathur (DIN 10597987)** who was appointed as Additional Director of the Company with effect from 1st April, 2024 in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Whole Time Director of the Company for a period of 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 [REDACTED] p.a. to be paid to **Mr. Suresh Kalathur (DIN 10597987)**, Whole Time Director in addition to the Company provided car & driver and contribution to Gratuity.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company 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. Yoshihiko Koizumi (DIN 10601637) 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. Yoshihiko Koizumi (DIN 10601637)** who was appointed as Additional Director of the Company with effect from 1st April, 2024 in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company 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.”

9. **To consider and if thought fit, to pass the following resolution as ORDINARY RESOLUTION for appointment and remuneration of Mr. Muralidharan Natarajan (DIN 10733408) as 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. Muralidharan Natarajan (DIN 10733408)** who was appointed as Additional Director of the Company with effect from 16th September, 2024 in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Whole Time Director of the Company for a period of 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 [REDACTED] p.a. to be paid to **Mr. Muralidharan Natarajan (DIN 10733408)**, Whole Time Director in addition to the Company provided driver and contribution to Gratuity.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company 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: 16th September 2024

**Sd/-
Yoshitaka Asaba
Additional Director
DIN: 10598194**

NOTE:

1. 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.
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 not annexed for Special Business item no. 3 & 4.
3. 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 AGM on its behalf and to vote. The said resolution/authorization shall be sent to the Company Secretary of the Company at Kiran.g@mitsubishielevator.in.

**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. Yoshitaka Asaba (DIN 10598194) as Additional Director with effect from 1st April 2024 through Circular Resolution dated 26th April 2024. The approval of the shareholders is hereby sought for appointment of Mr. Yoshitaka Asaba (DIN 10598194) 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.6

The approval of the Board of Directors was obtained for appointment of Mr. Jun Takahashi (DIN 10598040) as Additional Director with effect from 1st April 2024 through Circular Resolution dated 26th April 2024. The approval of the shareholders is hereby sought for appointment of Mr. Jun Takahashi (DIN 10598040) as a Whole Time 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.7

The approval of the Board of Directors was obtained for appointment of Mr. Suresh Kalathur (DIN 10597987) as Additional Director with effect from 1st April 2024 through Circular Resolution dated 26th April 2024. The approval of the shareholders is hereby sought for appointment of Mr. Suresh Kalathur (DIN 10597987) as a Whole Time 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. Yoshihiko Koizumi (DIN 10601637) as Additional Director with effect from 1st April 2024 through Circular Resolution dated 26th April 2024. The approval of the shareholders is hereby sought for appointment of Mr. Yoshihiko Koizumi (DIN 10601637) as 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.9

The approval of the Board of Directors was obtained for appointment of Mr. Muralidharan Natarajan (DIN 10733408) as Additional Director with effect from 16th September 2024 in Board Meeting dated 16th September 2024. The approval of the shareholders is hereby sought for appointment of Mr. Muralidharan Natarajan (DIN 10733408) as Whole Time 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.