

NOTICE AND AGENDA FOR 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of M/s Mitsubishi Electric Automotive India Private Limited will be held as detailed below:-

Time and Date : 10.30 A.M. Indian Local Time on Friday, 14th July, 2023

Place : Plot No. 167-170, Sector-5, IMT-Manesar, Gurgaon-122052

ORDINARY BUSINESS

To consider and if thought fit, to pass, with or without modification(s) the following resolutions as Ordinary Resolutions:

1. APPROVAL OF FINANCIAL STATEMENTS

“RESOLVED THAT as per applicable provisions of Companies Act, 2013 and Articles of Associations, if any, shareholders consent may be accorded to receive, consider and adopt the audited Balance Sheet as on 31st March, 2023, Profit and Loss Account along with schedules and annexure thereto and Cash Flow Statement for the period ended on that date together with the Directors' Report and Auditors' Report thereon.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

2. DECLARATION OF DIVIDEND

“RESOLVED THAT a dividend of INR 29.24 per equity share of INR 10 each amounting to INR 555.56 Million as recommended by board of directors of the Company vide Board meeting dated 21st April 2023 for the FY ending 31st March 2023 to be paid out of the profits of FY 2022-23 be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification(s) the following resolutions as Ordinary Resolutions:

3. CONFIRMATION OF RE-APPOINTMENT OF MR. YOSHINORI SHIGEMI AS MANAGING DIRECTOR OF THE COMPANY.

“RESOLVED THAT as per applicable provisions of Companies Act, 2013 and Articles of Associations, if any, shareholders consent may be accorded for the re-appointment of



Mr. Yoshinori Shigemi as Managing Director of the Company as per recommendations made by Board of Directors for a period upto next Annual General Meeting.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

4. CONFIRMATION OF RE-APPOINTMENT OF MR. TAKAHITO KURAYA AS DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** as per applicable provisions of Companies Act, 2013 and Articles of Associations, if any, shareholders consent may be accorded for the re-appointment of Mr. Takahito Kuraya as Director of the Company as per recommendations made by Board of Directors for a period upto next Annual General Meeting.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

5. CONFIRMATION OF RE-APPOINTMENT OF MR. MUKESH KUMAR GUPTA AS EXECUTIVE DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** as per applicable provisions of Companies Act, 2013 and Articles of Associations, if any, shareholders consent may be accorded for the re-appointment of Mr. Mukesh Kumar Gupta as Executive Director of the Company as per recommendations made by Board of Directors for a period upto next Annual General Meeting.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

6. CONFIRMATION OF RE-APPOINTMENT OF MR. KAZUHIKO TAMURA AS DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** as per applicable provisions of Companies Act, 2013 and Articles of Associations, if any, shareholders consent may be accorded for the re-appointment of Mr. Kazuhiko Tamura as Director of the Company as per recommendations made by Board of Directors for a period upto next Annual General Meeting.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

7. CONFIRMATION OF RE-APPOINTMENT OF MR. HIROSHI SAITO AS DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** as per applicable provisions of Companies Act, 2013 and Articles of Associations, if any, shareholders consent may be accorded for the re-appointment of Mr. Hiroshi Saito Director of the Company as per recommendations made by Board of Directors for a period upto next Annual General Meeting.



RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

8. APPROVAL OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE PERIOD 2023-24.

“**RESOLVED THAT** the shareholders consent may be accorded for the approval of remuneration of Cost auditors of the Company (Mr. R. Krishnan) INR 0.25M (INR Two hundred fifty thousand only) excluding out-of-pocket expenses and taxes as applicable for the period FY 2023-24.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to take such steps as may be necessary to give effect to the above resolution.”

For and on behalf of Board of
Mitsubishi Electric Automotive India Pvt Ltd.



Ashish Behal
(Company Secretary)
M. No. A54585

DATE: 22.06.2023

PLACE: IMT Manesar

NOTES:

1. Considering the ongoing COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circulars issued from time to time has introduced certain measures enabling companies to convene their Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. There will be facility to attend the meeting through Video Conferencing (Microsoft Team Application) to all members without restrictions. Invitation link for joining meeting through Microsoft team will be sent separately (thru email id: mkgupta@meai-india.com) by the Company at the registered email id of respected members. The facility for joining the meeting will open at least 15 minutes before the time schedule to start of the meeting and shall remain open till expiry of 15 minutes after such scheduled time.
3. In case of any queries regarding VC facility / meeting before or during the meeting, Members may call at helpline number [+919810835745](tel:+919810835745) or write to email id: mkgupta@meai-india.com to receive a response.
4. Relevant documents pertaining to the meeting will be made available to the Member electronically at the designated Email.
5. Attendance of Members present through VC shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. Corporate members to attend the Meeting are requested to send to the Company a certified copy of the letter authorizing their representative to attend and vote on their behalf at the Meeting at email id: mkgupta@meai-india.com.
9. Members can vote during the AGM by show of hands.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of this notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 AS AMENDED.

ITEM NO. 3:

The Board in its meeting held on 21st April, 2023 recommended the re-appointment of Mr. Yoshinori Shigemi as Managing Director of the Company up to next Annual General Meeting.

The Board recommends the re-appointment of Mr. Yoshinori Shigemi as Managing Director of the Company subject to the approval of the shareholders.

Now the Board seeks the approval of the members to confirm the re-appointment of Mr. Yoshinori Shigemi as Managing Director of the Company for a period upto next Annual General Meeting and the other terms and conditions as mentioned in the above resolution.

Information as per Secretarial Standards-2.

Sno.	Particulars	Details
1.	Age	50 years
2.	Qualification	Masters (Mechanical Engineering)
3.	Experience	24 years
4.	Date of First Appointment on Board	1 st March, 2021
5.	Shareholding in Company	Nil
6.	Relationship with other Directors	NA
7.	Terms and Conditions of re-appointment along-with other details	As per Appointment letter
8.	Last remuneration drawn-FY-2022-23	Remuneration approved vide EGM dated 30.01.2023
9.	Number of Board Meeting Attended during the FY 2022-23 as Director	4
10.	Directorships, Membership and Chairmanship of Committees of other Boards, if any	Nil

None of the Directors of the Company and relatives thereof except Mr. Yoshinori Shigemi is concerned or interested in the resolution.

ITEM NO. 4:

The Board in its meeting held on 21st April, 2023 recommended the re-appointment of Mr. Takahito Kuraya as Director of the Company up to next Annual General Meeting.

The Board recommends the re-appointment of Mr. Takahito Kuraya as Director of the Company subject to the approval of the shareholders.

Now the Board seeks the approval of the members to confirm the re-appointment of Mr. Takahito Kuraya as the Director of the Company for a period upto next Annual General Meeting and the other terms and conditions as mentioned in the above resolution.



Information as per Secretarial Standards-2.

Sno.	Particulars	Details
1.	Age	59 years
2.	Qualification	Engineering
3.	Experience	36 years
4.	Date of First Appointment on Board	20 th April, 2018
5.	Shareholding in Company	Nil
6.	Relationship with other Directors	NA
7.	Terms and Conditions of re-appointment along-with other details	As per Appointment letter
8.	Last remuneration drawn-FY-2022-23	NA
9.	Number of Board Meeting Attended during the FY 2022-23 as Director	4
10.	Directorships, Membership and Chairmanship of Committees of other Boards, if any	Nil

None of the Directors of the Company and relatives thereof except Mr. Takahito Kuraya is concerned or interested in the resolution.

ITEM NO. 5:

The Board in its meeting held on 21st April, 2023 recommended the re-appointment of Mr. Mukesh Kumar Gupta as Executive Director of the Company up to next Annual General Meeting.

The Board recommends the re-appointment of Mr. Mukesh Kumar Gupta as Executive Director of the Company subject to the approval of the shareholders.

Now the Board seeks the approval of the members to confirm the re-appointment of Mr. Mukesh Kumar Gupta as Executive Director of the Company for a period upto next Annual General Meeting and the other terms and conditions as mentioned in the above resolution.

Information as per Secretarial Standards-2.

Sno.	Particulars	Details
1.	Age	57 Years
2.	Qualification	Chartered Accountant
3.	Experience	32 years
4.	Date of First Appointment on Board	12 th April, 2019
5.	Shareholding in Company	Nil
6.	Relationship with other Directors	NA
7.	Terms and Conditions of re-appointment along-with other details	As per appointment letter
8.	Last remuneration drawn-FY-2022-23	Remuneration approved vide EGM dated 30.01.2023
9.	Number of Board Meeting Attended during the FY 2022-23 as Director	4
10.	Directorships, Membership and Chairmanship of Committees of other Boards, if any	Nil



None of the Directors of the Company and relatives thereof except Mr. Mukesh Kumar Gupta is concerned or interested in the resolution.

ITEM NO. 6:

The Board in its meeting held on 21st April, 2023 recommended the re-appointment of Mr. Kazuhiko Tamura as Director of the Company up to next Annual General Meeting.

The Board recommends the re-appointment of Mr. Kazuhiko Tamura as Director of the Company subject to the approval of the shareholders.

Now the Board seeks the approval of the members to confirm the re-appointment as Director for a period upto next Annual General Meeting and the other terms and conditions as mentioned in the above resolution.

Information as per Secretarial Standards-2.

Sno.	Particulars	Details
1.	Age	55 years
2.	Qualification	Graduation
3.	Experience	31 years
4.	Date of First Appointment on Board	19 th April, 2021
5.	Shareholding in Company	Nil
6.	Relationship with other Directors	NA
7.	Terms and Conditions of Appointment along-with other details	As per appointment letter
8.	Last remuneration drawn-FY-2022-23	NA
9.	Number of Board Meeting Attended during the FY 2022-23 as Director	3
10.	Directorships, Membership and Chairmanship of Committees of other Boards, if any	1. Managing Director in Mitsubishi Electric India Private Limited 2. Director in Mitsubishi Elevator India Private Limited

None of the Directors of the Company and relatives thereof except Mr. Kazuhiko Tamura is concerned or interested in the resolution.

ITEM NO. 7:

The Board in its meeting held on 21st April, 2023 recommended the re-appointment of Mr. Hiroshi Saito as Director of the Company up to next Annual General Meeting.

The Board recommends the re-appointment of Mr. Hiroshi Saito as Director of the Company subject to the approval of the shareholders.

Now the Board seeks the approval of the members to confirm the re-appointment of Mr. Hiroshi Saito as Executive Director of the Company for a period upto next Annual General Meeting and the other terms and conditions as mentioned in the above resolution.



Information as per Secretarial Standards-2.

Sno.	Particulars	Details
1.	Age	54 years
2.	Qualification	Graduation
3.	Experience	31 years
4.	Date of First Appointment on Board	29 th July, 2022
5.	Shareholding in Company	Nil
6.	Relationship with other Directors	NA
7.	Terms and Conditions of Appointment along-with other details	As per appointment letter
8.	Last remuneration drawn-FY-2022-23	NA
9.	Number of Board Meeting Attended during the FY 2022-23 as Director	2
10.	Directorships, Membership and Chairmanship of Committees of other Boards, if any	Nil

None of the Directors of the Company and relatives thereof except Mr. Hiroshi Saito is concerned or interested in the resolution.

ITEM NO. 8:

Mr. R. Krishnan, Cost Accountant, appointed as cost auditor of the Company for the period 2023-24 by the Board in its meeting held on 21st April, 2023. Now as per Companies Act 2013 and rules made thereunder, the approval of the shareholders is required for approving the remuneration for the same period.

Now the Board seeks the approval of the members to confirm the remuneration of the Cost Auditor INR 0.25M (INR Two hundred fifty thousand only) for conducting the cost audit for the period 2023-24.

None of the Directors of the Company and relatives thereof is concerned or interested in the resolution.

For and on behalf of Board of
Mitsubishi Electric Automotive India Pvt Ltd.


Ashish Behal
(Company Secretary)
M. No. A54585



DATE: 22.06.2023

PLACE: IMT Manesar