

NOTICE AND AGENDA FOR 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the members of M/s Mitsubishi Electric Automotive India Private Limited will be held as detailed below:-

Time and Date : 10.05 A.M. Indian Local Time on Friday, 29th July, 2022

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, 2022, 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. CONFIRMATION OF INTERIM DIVIDEND

“RESOLVED THAT an Interim Dividend of INR 17.74 per equity share of INR 10 each amounting to INR 337.06 Million for the FY 2021-22 declared by Board of Directors vide Board meeting dated 18th February, 2022 paid out of the surplus in the profit & loss account be and is hereby noted and confirmed.

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.”

3. DECLARATION OF FINAL DIVIDEND

“RESOLVED THAT a final dividend (excluding interim dividend declared dated 18th February, 2022) of INR 19.84 per equity share of INR 10 each amounting to INR 376.96

Million as recommended by board of directors of the Company vide Board meeting dated 18th April 2022 for the FY ending 31st March 2022 to be paid out of the profits of

FY 2021-22 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:

4. 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 the 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. 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 the 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. 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 the 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. HIROYUKI TAKAHASHI 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. Hiroyuki Takahashi as Executive Director of the Company as per recommendations made by Board of Directors for a period upto the 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. 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 the 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.”

9. APPROVAL FOR 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 appointment of Mr. Hiroshi Saito as Director of the Company as per recommendations made by Board of Directors effective from this Annual General Meeting till the period upto the next Annual General Meeting.”

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

10. APPROVAL OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE PERIOD 2022-23.

“RESOLVED THAT the shareholders consent may be accorded for the ratification of remuneration of Cost auditors of the Company (Mr. R. Krishnan) INR 0.2M (INR Two hundred thousand only) excluding out-of-pocket expenses and taxes as applicable for the period FY 2022-23.

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.

Sd/-
Ratan Khichar
(Company Secretary)
M. No. A35364

Date: 29.07.2022
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. Further the register of members / or other related documents shall be available for inspection by respective member during the meeting through electronic mode.
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. 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.
8. Members can vote during the AGM by show of hands.
9. Meeting is being convened at shorter notice, after obtaining the requisite consent from the members of Company as required as per Companies Act, 2013.
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. 4:

The Board in its meeting held on 18th April, 2022 recommended the re-appointment of Mr. Yoshinori Shigemi as Managing Director of the Company up to the 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 the 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	49 years
2.	Qualification	Masters (Mechanical Engineering)
3.	Experience	23 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 2021-22	Remuneration approved vide EGM dated 22.02.2022
9.	Number of Board Meeting Attended during the FY 2021-22 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. 5:

The Board in its meeting held on 18th April, 2022 recommended the re-appointment of Mr. Takahito Kuraya as Director of the Company up to the 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 the 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	58 years
2.	Qualification	Engineering
3.	Experience	35 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 resolution passed by Board of Directors subject to shareholders approval.
8.	Last remuneration drawn-FY 2021-22	NA
9.	Number of Board Meeting Attended during the FY 2021-22 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. 6:

The Board in its meeting held on 18th April, 2022 recommended the re-appointment of Mr. Mukesh Kumar Gupta as Executive Director of the Company up to the 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 the 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	56 Years
2.	Qualification	Chartered Accountant
3.	Experience	31 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 2021-22	Remuneration approved vide EGM dated 22.02.2022
9.	Number of Board Meeting Attended during the FY 2021-22 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. 7:

The Board in its meeting held on 18th April, 2022 recommended the re-appointment of Mr. Hiroyuki Takahashi as Executive Director of the Company up to the next Annual General Meeting.

The Board recommends the re-appointment of Mr. Hiroyuki Takahashi 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. Hiroyuki Takahashi as Executive Director of the Company for a period upto the 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	Graduation
3.	Experience	34 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 2021-22	Remuneration approved vide EGM dated 22.02.2022
9.	Number of Board Meeting Attended during the FY 2021-22 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. Hiroyuki Takahashi is concerned or interested in the resolution.

ITEM NO. 8:

The Board in its meeting held on 18th April, 2022 recommended the re-appointment of Mr. Kazuhiko Tamura as Director of the Company up to the 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 the 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	30 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 resolution passed by Board of Directors subject to shareholders approval.
8.	Last remuneration drawn-FY 2021-22	NA
9.	Number of Board Meeting Attended during the FY 2021-22 as Director	4
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. 9:

The Board in its meeting held on 29th July, 2022 recommended the appointment of Mr. Hiroshi Saito as Director of the Company effective from this annual general meeting up to the next Annual General Meeting.

The Board recommends the 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 appointment as Director for a period upto the 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	53 years

2.	Qualification	Graduation
3.	Experience	30 years
4.	Date of First Appointment on Board	29 th July, 2022 (Recommendation by Board of Director for appointment as Director)
5.	Shareholding in Company	Nil
6.	Relationship with other Directors	NA
7.	Terms and Conditions of Appointment along-with other details	As per resolution passed by Board of Directors subject to shareholders approval.
8.	Last remuneration drawn-FY 2021-22	NA
9.	Number of Board Meeting Attended during the FY 2021-22 as Director	NA
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. 10:

Mr. R. Krishnan, Cost Accountant, appointed as cost auditor of the Company for the period 2022-23 by the Board in its meeting held on 18th April, 2022. Now as per Companies Act 2013 and rules made thereunder, the approval of the shareholders is required for ratification of remuneration for the same period.

Now the Board seeks the approval of the members to confirm the remuneration of the Cost Auditor INR 0.2M (INR Two hundred thousand only) for conducting the cost audit for the period 2022-23.

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.

Sd/-
Ratan Khichar
(Company Secretary)
M. No. A35364

Date: 29.07.2022
Place: IMT Manesar