

NOTICE AND AGENDA FOR 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th 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 Monday, 29th July, 2024

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, 2024, 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. APPOINTMENT OF STATUTORY AUDITORS

In 21st Annual General Meeting of the Company held on 05th July 2019, Shareholders of the Company has approved the appointment of M/s B S R & Associates LLP, Chartered Accountants, Firm Registration No. 116231W/W-100024 as the auditors of the Company till the conclusion of the 26th AGM of the Company, on such remuneration as may be fixed in this behalf by the Managing Director of the Company in accordance with the provisions of the Companies Act 2013 and rules made thereunder.

The tenure of M/s B S R & Associates LLP, Chartered Accountants, Firm Registration No. 116231W/W-100024 as auditors has completed and after offering the re-appointment for another tenure, they have shown their unwillingness to be further re-appointed as auditors.

Now, M/s BSR & Co., Chartered Accountants, Firm Registration No. 128510W to be appointed as Auditors to hold office from the conclusion of 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company, on such remuneration as may be fixed in this behalf by the Managing Director of the Company.

“RESOLVED THAT M/s BSR & Co., Chartered Accountants, Firm Registration No. 128510W, being eligible, expresses their willingness and provided eligibility cum



consent for appointment as Auditors, and if appointed at 26th Annual General Meeting of the Company, will continue to hold office until the conclusion of 31st Annual General Meeting of the Company.”

“**RESOLVED FURTHER THAT** any of the Director and/or Company Secretary be and is hereby authorized to take such steps or file forms with Central Registration Centre, Ministry of Corporate Affairs and to do all such acts, deeds and things as may be incidental thereto for giving effect to this resolution.”

3. DECLARATION OF DIVIDEND

“**RESOLVED THAT** a dividend of INR 92.70 per equity share of INR 10 each amounting to INR 1761.30 Million as recommended by board of directors of the Company vide Board meeting dated 19th April 2024 for the FY ending 31st March 2024 to be paid out of the profits of FY 2023-24 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 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 FOR APPOINTMENT OF MR. MASAYASU MIYAJIMA 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. Masayasu Miyajima as Director of the Company 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 Central Registration Centre, Ministry of Corporate Affairs and to do all such acts, deeds and things as may be incidental thereto for giving effect to this resolution.”

8. APPROVAL OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE PERIOD 2024-25.

“RESOLVED THAT the shareholders consent may be accorded for the approval of remuneration of Cost auditors of the Company (Mr. R. Krishnan) INR 0.30M (INR Three Hundred Thousand only) excluding out-of-pocket expenses and taxes as applicable for the period FY 2024-25.

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.



DATE: 05.07.2024
PLACE: IMT Manesar

Sd/-
Ashish Behal
(Company Secretary)
M. No. A54585

NOTES:

1. 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. 4:

The Board in its meeting held on 19th April, 2024 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	51 years
2.	Qualification	Masters (Mechanical Engineering)
3.	Experience	25 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-2023-24	Remuneration approved vide EGM dated 19.02.2024
9.	Number of Board Meeting Attended during the FY 2023-24 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 19th April, 2024 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	58 Years
2.	Qualification	Chartered Accountant
3.	Experience	33 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-2023-24	Remuneration approved vide EGM dated 19.02.2024
9.	Number of Board Meeting Attended during the FY 2023-24 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 19th April, 2024 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 of Mr. Kazuhiko Tamura 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	56 years
2.	Qualification	Graduation
3.	Experience	32 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-2023-24	NA
9.	Number of Board Meeting Attended during the FY 2023-24 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 to be held on 29th July, 2024 will appoint Mr. Masayasu Miyajima as additional director of the Company w.e.f 29th July till conclusion of ensuing Annual General Meeting.

The Board will recommend the appointment of Mr. Masayasu Miyajima as Director of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting subject to the approval of the shareholders.

The Board will seek the approval of the members to confirm the appointment of Mr. Masayasu Miyajima as Director for a period upto the conclusion of 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	Graduation
3.	Experience	35 years
4.	Date of First Appointment on Board	29 th July, 2024 (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-2023-24	NA
9.	Number of Board Meeting Attended during the FY 2023-24 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. Masayasu Miyajima 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 19th April, 2024. 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 0.30M (INR Three Hundred Thousand only) for conducting the cost audit for the period 2024-25.



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: 05.07.2024

PLACE: IMT Manesar