NOTICE

NOTICE is hereby given that the 11th Extraordinary General Meeting of the Members of **MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED** will be held on Tuesday, the 13th day of May 2025 at 2.15 P.M (IST) through Other audio visual mode via Microsoft Team application to transact the following Business:

SPECIAL BUSINESS:

1. **Increase of Authorised Share Capital**:

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

"RESOLVED THAT pursuant to section 13 & section 61 of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and pursuant of Article of association of the Company, the consent of the members be and is hereby accorded for increase in the Authorized Share Capital of the Company from ₹ 10,930,900,000 (INR One Thousand Ninety-Three Crores and Nine lakhs Only) divided into 1,093,090,000 (One hundred Nine Crores Thirty Lacs and Ninety Thousand Only) Equity Shares of ₹ 10/- (INR Ten only) to ₹13,561,663,000 (INR One Thousand Three Hundred Fifty-Six Crore Sixteen Lakh Sixty-Three Thousand) divided into 1,356,166,300(One Hundred Thirty-Five Crore Sixty-One Lakh Sixty-Six Thousand Three Hundred) Equity Shares of ₹ 10/- (INR Ten only) each by creation of additional 263,076,300 (Twenty-Six Crore Thirty Lakh Seventy-Six Thousand Three Hundred Only) Equity Shares of ₹ 10/- (INR Ten Only) each, ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts and deed as may be necessary to give effect to the resolution."

2. **Alteration the Capital Clause of Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and all other applicable provisions of the Companies Act, 2013 including any amendment or re-enactment thereof and rules framed there under, the consent of the members be and are hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

Clause V "The Authorised Share Capital of the Company is ₹ 13,561,663,000 (INR One Thousand Three Hundred Fifty-Six Crore Sixteen Lakh Sixty-Three Thousand Only) divided into 1,356,166,300(One Hundred Thirty-Five Crore Sixty-One Lakh Sixty-Six Thousand Three Hundred) Equity Shares of ₹ 10/- (INR Ten only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts and deed as may be necessary to give effect to the resolution."

NOTE: -

1. Pursuant to the General Circular No. 09/2024 dated 19th September 2024, read with General Circular No. 20/2020 dated 05th May, 2020 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has allowed the companies to conduct their Extra-ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars, the EGM is being held through OVAM supported by Microsoft team application.

2. Corporate members intending to allow their Authorized Representatives to attend and vote in the meeting held through other audio visual means supported by Microsoft team application are requested to send to the company a certified copy of the board resolution or authority letter authorizing their representative to attend and vote on their behalf at the meeting through other audio visual means supported by Microsoft team application.

3. The Members are requested to please send e-mail at Manish.Jain@asia.meap.com ("the designated email address of the Company) confirming your authorized representatives who shall attend and vote at the meeting conducted through other audio visual means supported by Microsoft team application.

4. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO ATTEND THE MEETING THROUGH OTHER AUDIO-VISUAL MEANS SUPPORTED BY MICROSOFT TEAM APPLICATION. An invitation link for joining meeting through Microsoft team will be sent separately by the Company at the registered email id of respected member at least 7 days before the date of meeting. 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.

5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM.

MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED
Head Office : 3rd Floor, Tower A, Global Gateway
MG Road, Gurugram - 122 002, Haryana, India
Tel. : +91-124-6739 300, Fax : +91-124-6739 399
Registered Office : B1/G3, 4th Floor, Mohan Cooperative Industrial Estate
Mathura Road, New Delhi - 110044 India, Tel. : +91-011-6605 7900
URL : http://in.MitsubishiElectric.com / CIN No : U51909DL2010FTC227827

6. This EGM is being convened and held at a shorter notice than the statutory required minimum of twenty-one clear days. Pursuant to proviso to Section 101(1) of the Act, an EGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The Company has, accordingly, received the consents from all its Members, to hold the EGM at a shorter notice.

7. The resolutions in the meeting will be passed by show of hands.

8. The meeting is being convened at a shorter notice, after obtaining the requisite consent of the members of the Company pursuant to the provisions of Section 101 of the Companies Act, 2013.

9. A copy of the notice is also available on the website of the company https://www.mitsubishielectric.in/ and further register of members / or other related documents referred to in the notice and explanatory statement are available for inspection by respective member during the meeting through electronic mode. The same will be shared with the members on receipt of request.

10. Explanatory Statement pursuant to section 102 of the companies act, 2013 in respect of special business for item nos. 1, and 2 of the accompanying notice are as under.

MITSUBISHI ELECTRIC
Changes for the Better

MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED
Head Office : 3rd Floor, Tower A, Global Gateway
MG Road, Gurugram - 122 002, Haryana, India
Tel. : +91-124-6739 300, Fax : +91-124-6739 399
Registered Office : B1/G3, 4th Floor, Mohan Cooperative Industrial Estate
Mathura Road, New Delhi - 110044 India, Tel. : +91-011-6605 7900
URL : http://in.MitsubishiElectric.com / CIN No : U51909DL2010FTC227827

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 &2

The Authorized Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is ₹ 10,930,900,000 (INR One Thousand Ninety-Three Crores and Nine lakhs Only) divided into 1,093,090,000 (One hundred Nine Crores Thirty Lacs and Ninety Thousand Only) Equity Shares of ₹ 10/- (INR Ten only) each. The Board of Directors of the Company in their present meeting subject to requisite approvals and consents resolved to offer equity shares to the existing shareholders of the Company (Rights Issue) for the additional capital requirements for expansion in existing manufacturing facility of Company Factory Automation Division at Talegaon and procurement of plant & machinery, and related activities for upcoming new manufacturing facility of Air conditioner & Compressor at Chennai.

In view of proposed rights issue, the Authorized Share Capital of the Company be and is hereby increased from existing ₹ 10,930,900,000 (INR One Thousand Ninety-Three Crores and Nine lakhs Only) divided into 1,093,090,000 (One hundred Nine Crores Thirty Lacs and Ninety Thousand Only) Equity Shares of ₹ 10/- (INR Ten only) each to ₹13,561,663,000 (INR One Thousand Three Hundred Fifty-Six Crore Sixteen Lakh Sixty-Three Thousand) divided into 1,356,166,300 (One Hundred Thirty-Five Crore Sixty-One Lakh Sixty-Six Thousand Three Hundred) Equity Shares of ₹ 10/- (INR Ten only) each by creation of additional 263,076,300 (Twenty-Six Crore Thirty Lakh Seventy-Six Thousand Three Hundred Only) Equity Shares of ₹ 10/- (INR Ten Only) each, ranking pari passu in all respect with the existing Equity Shares.

Consequent to the increase of Authorized Share Capital, it is necessary to amend/alter the Authorized Share Capital Clause contained in Clause V of the Memorandum of Association of the Company.

The Board therefore recommend the Ordinary Resolution set out at item no. 1 & 2 of the accompanying notice for the approval of the Shareholders of the Company.

None of the Directors and Relatives of the Directors of the Company are interested in the proposed Resolution.

Date: May 13, 2025
Place: Gurugram

On behalf of the Board

ATSUSHI TAKASE
MANAGING DIRECTOR
DIN No. 10563445