

## NOTICE

NOTICE is hereby given that the 7<sup>th</sup> Extraordinary General Meeting of the Members of **MITSUBISHI ELECTRIC INDIA PRIVATE LIMITED** will be held on Monday, the 04<sup>th</sup> day of February 2019 at 2.30 P.M at 2nd Floor, Tower A & B, DLF Cyber Greens, DLF Cyber City, DLF Phase-III, Gurgaon, Haryana, India to transact the following 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 subject to approval of members of the Company in a General Meeting, the Authorized Share Capital of the Company be and is hereby increased from existing Rs. 3,085,940,000 (Rupees Three Hundred Eight Crore Fifty Nine Lacs and Forty Thousand only) divided into 308,594,000 (Thirty Crore Eighty Five Lacs Ninety Four Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,305,940,000 (Rupees Three Hundred Thirty Crore Fifty Nine Lacs Forty Thousand only) divided into 330,594,000 (Thirty Three Crore Five Lacs and Ninety Four Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 22,000,000 Equity Shares of Rs. 10/- (Rupees 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 Special 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 Rs. 3,305,940,000 (Rupees Three Hundred Thirty Crore Fifty Nine Lacs Forty Thousand only) divided into 330,594,000 (Thirty Three Crore Five Lacs and Ninety Four Thousand only) Equity Shares of Rs. 10/- (Rupees 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. 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 /HERSELF. THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT ANY TIME IN THE PRESCRIBED FORM MGT 11 BEFORE THE COMMENCEMENT OF THE MEETING AND IS ATTACHED WITH THE NOTICE .
3. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SL. NO. 1 & 2 OF THE ACCOMPANYING NOTICE IS AS UNDER.
4. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE (S) TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE HEAD OFFICE OF THE COMPANY, A CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

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

**In respect of resolution set out at Sl. No. 1 & 2**

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 3,085,940,000 (Rupees Three Hundred Eight Crore Fifty Nine Lacs and Forty Thousand only) divided into 308,594,000 (Thirty Crore Eighty Five Lacs Ninety Four Thousand only) Equity Shares of Rs. 10/- (Rupees 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).

In view of proposed rights issue, the Authorized Share Capital of the Company be and is hereby authorized to be increased from existing Rs. 3,085,940,000 (Rupees Three Hundred Eight Crore Fifty Nine Lacs and Forty Thousand only) divided into 308,594,000 (Thirty Crore Eighty Five Lacs Ninety Four Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,305,940,000 (Rupees Three Hundred Thirty Crore Fifty Nine Lacs Forty Thousand only) divided into 330,594,000 (Thirty Three Crore Five Lacs and Ninety Four Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 22,000,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respect with the existing Equity Shares..

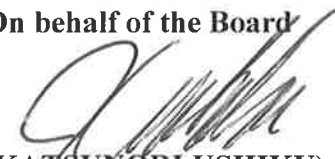
Consequent to the increase of Authorized Share Capital, it is necessary to amend/alter the the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company.

The Directors therefore recommend the Ordinary Resolution set out at Sl. no 1 & Special Resolution set out at Sl. No. 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 except as holders of shares in general.

**Date:**  
**Place: Gurgaon**

**On behalf of the Board**



**(KATSUNORI USHIKU)**  
**MANAGING DIRECTOR**  
**DIN No.: 07477115**