

MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED
(Formerly known as MC Craftsman Machinery Private Limited)

(CIN: U29200TZ2007PTC014014)

REGISTERED OFFICE ADDRESS: SENTHEL TOWERS, 4TH FLOOR, 1078 AVINASHI ROAD, COIMBATORE – 641018.

NOTICE

Shorter Notice is hereby given that the 15th Annual General Meeting of the Members of M/s. MC Machinery Systems India Private Limited will be held on Thursday, 29-09-2022 at 11:30 am through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and Auditors thereon.
2. To consider and approve the appointment of Statutory Auditors of the Company

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or amendments or re-enactments thereof for the time being in force), M/s. Deloitte Haskins & Sells (Firm Registration Number: 008072S), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company to audit the accounts of the Company for a period of 5 years from 01.04.2022 to 31.03.2027 and the remuneration be fixed by the Board of Directors in consultation with the auditors.

SPECIAL BUSINESS:

3. To consider and approve the re-appointment and remuneration payable to Mr. Ananthanarayan Ganesan Iyer, (DIN: 01534276) CEO and Managing Director of the Company.

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ananthanarayan Ganesan Iyer (DIN: 01534276) as CEO and Managing Director of the Company for a further period of one year from 01.04.2022 to 31.03.2023 with the following remuneration:

- a. Salary: INR 448,213/- p.m. subject to taxes
- b. Contribution to Provident Fund at the applicable rate as per the laws and rules in India.

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c. perquisites and others as per the terms agreed in the agreement

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.

4. **To consider and approve the appointment of Mr. Ho Moon Dang (DIN:08068734) as a Director of the Company.**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ho Moon Dang (DIN: 08068734) who was appointed as an Additional Director of the Company at the Board Meeting held on 31.03.2022 and who holds office up to this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

5. **To consider and approve the shifting of the registered office from Coimbatore to Chennai.**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 12 read with Rule 28 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Regional Director, Southern Region, Chennai, approval of the members of the company be and is hereby accorded to shift the registered office of the company from Senthel Towers, 4th Floor, 1078 Avinashi Road, Coimbatore -641018 to Prestige Palladium Bayan, 6th Floor, 129-140, Greams Road, Chennai – 600 006 from the jurisdiction of the Registrar of Companies, Coimbatore to the jurisdiction of the Registrar of Companies, Chennai.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to replace the existing Clause II of the Memorandum of Association of the Company with the following Clause:

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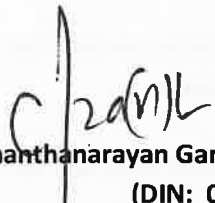
"II. The registered office of the Company will be situated in State of Tamil Nadu, within the jurisdiction of the Registrar of Companies, Chennai.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the company be and is hereby authorized to sign the letters, application and such other documents and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

For and on behalf of the Board

Date: 28-09-2022

Place: Coimbatore


Ananthanarayan Ganesan Iyer
(DIN: 01534276)

Managing Director and Chairman of the Meeting

Notes:

1. In view of the global outbreak and continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 18/2020 dated 21st April, 2020, General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021, Circular 21/2021 dated 14/12/2021 and Circular 2/2022 dated 05/05/2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("ACT") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. As this AGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of Members has been dispensed with and hence the members can attend & participate in AGM only through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members is not available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.

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3. The Notice is sent to all the members, whose name appeared in the Register of Members.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
6. Further, the members may attend the Meeting through VC/OAVM by logging into MICROSOFT TEAMS and the login link will be sent to the registered mail id.
7. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the meeting.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2021-2022 is being sent only through electronic mode to the Member's email addresses registered with the Company. Members may note that the physical copy of the Annual Report will not be sent. Notice of the AGM will be available on the Company's website link <https://mcmachinery.in/>.
10. Soft Copies of Registers are made available on request for inspection through electronic mode.
11. Members who need assistance before or during AGM, can contact the Following person:

Name of the Person & Designation	Contact No.	Contact Mail ID
B K Ravikumar, V P - Corporate	8489900811	ravikumar.bk@mcmachinery.in

12. Pursuant to Section 101(1) of Companies Act, 2013, all the members have given their consent to hold this Annual General Meeting at a shorter notice.
13. Members are requested to cast their vote by a show of hands in the meeting.

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.3

The tenure of Mr. Ananthanarayan Ganesan Iyer (DIN: 01534276) as CEO and Managing Director was expired on 31.03.2022. The Board of Directors considers it is desirable that the Company should continue to avail the services of Mr. Ananthanarayan Ganesan Iyer for a further period of 1 year. Accordingly, Mr. Ananthanarayan Ganesan Iyer was re-appointed as CEO and Managing Director of the Company with effect from 01.04.2022, for a further period of 1 year vide resolution passed by Board of Directors on 31.03.2022. The Board also approved and recommended his remuneration at its meeting held on 28-09-2022, subject to the approval of the shareholders in the ensuing Annual General Meeting.

Accordingly, the Board of Directors recommends shareholder's approval for the said re-appointment and for payment of remuneration as mentioned in agenda item no. 3 of the notice convening ensuing Annual General Meeting by way of Ordinary Resolution.

The details of the appointee Managing Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

Name of the Director	Mr. Ananthanarayan Ganesan Iyer
DIN	01534276
Age	55 years
Qualification	BE (Mechanical), PGDM/ MBA (IIM Ahmedabad), Dip in Business Finance (ICFAI)
Brief Resume of the Director	Career professional with over 30 years of experience in L&T, Mitsubishi Corporation, Metal One Corporation across industry domains and geographies
Expertise in specific functional area	Experience spans across Business Development, Investments, JV Structuring and Corporate functions
Recognition or awards	Nil
Job profile	CEO & Managing Director
Terms & Conditions of Appointment/Reappointment with proposed remuneration	Re-appointed for a further period of 1 year from 01.04.2022 and the remuneration payable is Rs.5,378,556/- per annum
Remuneration Last Drawn (including sitting fees if any)	Rs. 5,299,068/- (FY 2021-2022)
Date of First Appointment on the Board	01.04.2018

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Shareholding in the Company as on 31.03.2022	1 Equity Share of Rs. 100/- each holding on behalf of Mitsubishi Corporation, Tokyo, Japan
Relationship with other Directors	Not Applicable
No. of Board Meetings attended during the Financial Year (FY 2021-2022)	7/7
Directorships of other Boards as on date	Nil
Membership/Chairmanship of Committees of other Boards as on Date	Nil

Except Mr. Ananthanarayan Ganesan Iyer, none of the Directors of the company or their relatives are in, any way concerned or interested, in the resolution set out at item No.3 of the notice.

Item No.4

Mr. Ho Moon Dang (DIN: 08068734) who was appointed as an Additional Director of the Company w.e.f. 20.03.2022 at the Board Meeting held on 31.03.2022 and in terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Ho Moon Dang (DIN: 08068734) holds office up to the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Ho Moon Dang (DIN: 08068734) as a Director of the Company.

The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Ho Moon Dang (DIN: 08068734) as Director and accordingly, the Board of Directors recommends the Shareholders approval for the said appointment as mentioned in agenda No.4 of the notice convening ensuing Annual General Meeting by way of Ordinary resolution.

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The details of the appointee Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

Name of the Director	Mr. Ho Moon Dang
DIN	08068734
Age	44 Years
Qualification	Graduated from Waseda University in 2002, Faculty of French Literature
Brief Resume of the Director	2002-2006 Nissan Motor Limited 2007-2011 Honda Motor Limited 2011 onwards Mitsubishi Corporation
Expertise in specific functional area	Sales & Marketing in Automotive
Recognition or awards	Nil
Job profile	Director
Terms & Conditions of Appointment/Reappointment with proposed remuneration	Appointed as Non-Executive Director
Remuneration Last Drawn (including sitting fees if any)	Not Applicable
Date of First Appointment on the Board	20.03.2022
Shareholding in the Company as on 31.03.2022	Nil
Relationship with other Directors	Not Applicable
No. of Board Meetings attended during the Financial Year 2021-2022	Not Applicable
Directorships of other Boards as on date	2
Membership/Chairmanship of Committees of other Boards as on Date	Nil

Except Mr. Ho Moon Dang, none of the Directors of the company or their relatives are in, any way concerned or interested except as Shareholder of the Company, in the resolution set out at item No.4 of the notice.

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Items No.5

The Registered office of the Company is situated at Senthel Towers, 4th Floor, 1078 Avinashi Road, Coimbatore -641018.

For better administrative convenience, the Board of Directors proposed to shift the registered office of the Company from "Senthel Towers, 4th Floor, 1078 Avinashi Road, Coimbatore -641018" to "Prestige Palladium Bayan, 6th Floor, 129-140, Greams Road, Chennai – 600 006" from the jurisdiction of the Registrar of Companies, Coimbatore to the jurisdiction of the Registrar of Companies, Chennai.

The Board of Directors at their meeting held on 28-09-2022 approved the proposed shifting of Registered Office and subject to the approval of the members and Regional Director, Southern Region, Chennai.

Further as per provisions of Section 12 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a special resolution is required to be passed for the proposed shifting of Registered Office from Coimbatore to Chennai.

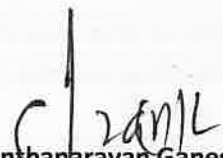
Accordingly, the Board of Directors recommends the Shareholders approval for the said shifting as mentioned in agenda No.5 of the notice convening ensuing Annual General Meeting by way of Special resolution.

None of the Directors or their relatives is concerned or interested in this resolution as set out in the No.5 of the Notice.

For and on behalf of the Board

Date: 28-09-2022

Place: Coimbatore


Ananthanarayan Ganesan Iyer
(DIN: 01534276)

Managing Director and Chairman of the Meeting