

MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED
CIN: U29200TN2007PTC159960
REGISTERED OFFICE ADDRESS: PRESTIGE PALLADIUM BAYAN, 6TH FLOOR, 129-140, GREAMS ROAD,
CHENNAI - 600006

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Members of M/s. MC Machinery Systems India Private Limited will be held on Wednesday, 27.09.2023 at 12:30 PM (IST) 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 2023 and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **To Consider and approve the appointment of Mr. Hideki Sagesaka(DIN:10091633) 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 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. Hideki Sagesaka (DIN:10091633) who was appointed as an Additional Director of the Company at the Board Meeting held on 31.03.2023 with effect from 01.04.2023, and who hold office upto this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary 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.

3. **To Consider and approve the appointment of Mr. Cherian Dominic (DIN: 10045323) as a 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 152 and other applicable provisions 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. Cherian Dominic (DIN: 10045323) who was appointed as an Additional Director of the Company at the Board Meeting held on 14.01.2023 with effect from 01.03.2023, and who hold office upto this Annual General Meeting be and is hereby appointed as a Director of the Company.

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RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for appointing Mr. Cherian Dominic (DIN: 10045323) as Managing Director and Chief Executive Officer of the Company for a period of 1 year with effect from 01.03.2023 to 28.02.2024 and the remuneration shall be paid by M/s. Mitsubishi Corporation India Private Limited (CIN: U45201DL1996PTC079069), Fellow Subsidiary as per the agreed terms.

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.

For and on behalf of the Board

Date: 04.09.2023

Place: Chennai

Cherian Dominic

(DIN: 10045323)

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, General circular No. 19/2021 dated 08.12.2021, General Circular NO. 21/2021 dated 14.12.2021, General circular No. 02/2022 dated 05.05.2022 and General circular No. 10/2022 dated 28.12.2022 (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 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. The meeting request will be forwarded to the respective shareholder's e-mail address.
7. Members can join the AGM in the VC/OAVM mode 15 minutes before 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 2022-2023 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
Shambhu Dayal, V P – Corporate & CFO	9384891414	shambhu.dayal@mcmachinery.in

12. Members are requested to cast their vote by a show of hands in the meeting.

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

Item No.2

Mr. Hideki Sagesaka (DIN: 10091633) who was appointed as an Additional Director of the Company w.e.f. 01.04.2023 in the Board Meeting held on -31.03.2023 and in terms of the provisions of Section 161 of the Companies Act, 2013, Mr.Hideki Sagesaka (DIN: 10091633) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr.HidekiSagesaka (DIN: 10091633) as a Director of the Company.

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The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Hideki Sagesaka (DIN: 10091633) as Director and accordingly, recommends the resolution to the shareholders for the said appointment as mentioned in agenda No.02 of the Notice convening ensuing Annual General Meeting by way of Ordinary Resolution.

Name of the Director	Mr. Hideki Sagesaka
DIN	10091633
Age	53 Years
Qualification	Bachelor(Nagoya University)
Brief Resume of the Director	Career professional with over 29 years of experience in Mitsubishi Corporation, across industrial machinery, automotive and human resources
Expertise in specific functional area	Experience in industrial machinery and automotive business, Business Development, Investments, and Corporate functions.
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	01.04.2023
Shareholding in the Company as on 31.03.2023	Nil
Relationship with other Directors	Not Applicable
No. of Board Meetings attended during the Financial Year 2022-2023	Not Applicable
Directorships of other Boards as on date	4
Membership/Chairmanship of Committees of other Boards as on Date	Nil

Item No: 3

Mr. Cherian Dominic (DIN: 10045323) who was appointed as an Additional Director of the Company w.e.f. 01.03.2023 in the Board Meeting held on 14.02.2023 and in terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Cherian Dominic (DIN: 10045323) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Cherian Dominic (DIN: 10045323) as a Director of the Company.

The Board of Directors of the Company at its meeting held on 14.02.2023 has, subject to approval of members, appointed Mr. Cherian Dominic (DIN: 10045323) as Managing Director for a period of 1 year with effect from 01.03.2023 to 28.02.2024 and the remuneration shall be paid by M/s. Mitsubishi Corporation India Private Limited (CIN: U45201DL1996PTC079069), Fellow Subsidiary as per the agreed

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terms. It is proposed to seek member's approval for the said appointment of Mr. Cherian Dominic (DIN: 10045323), Managing Director in terms of the applicable provisions of the Act.

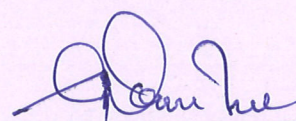
The details of the appointee Managing Director is as follows:

Name of the Director	Mr. Cherian Dominic
DIN	DIN: 10045323
Age	51 Years
Qualification	BE (Mechanical), MBA
Brief Resume of the Director	Career professional with over 25 years of experience with companies including Mitsubishi Corporation India, Fenner, L&T, Lloyds Steel etc 2019 : Chief Regional Officer (Mitsubishi Corporation India, Bangalore branch) 2023 : MD & CEO of MMSI
Expertise in specific functional area	Experience spans Investment, General Management, marketing sales & business development
Recognition or awards	Gold Medal : Global Leadership Program
Job profile	Director
Terms & Conditions of Appointment/Reappointment with proposed remuneration	Appointed as Managing Director
Remuneration Last Drawn (including sitting fees if any)	Not Applicable
Date of First Appointment on the Board	01.03.2023
Shareholding in the Company as on 31.03.2023	Nil
Relationship with other Directors	Not Applicable
No. of Board Meetings attended during the Financial Year 2022-2023	Not Applicable
Directorships of other Boards as on date	0
Membership/Chairmanship of Committees of other Boards as on Date	Nil

For and on behalf of the Board

Date: 04.09.2023

Place: Chennai



Cherian Dominic

(DIN: 10045323)

Managing Director and Chairman of the Meeting