

MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED

(CIN: U29200TN2007PTC159960)

Registered Office Address: Prestige Cosmopolitan, 2nd Floor, No.36, Sardar Patel Road,
Guindy, Guindy Industrial Estate, Chennai-600032

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of M/s. MC Machinery Systems India Private Limited will be held on Friday, 27.09.2024 at 10.30 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 2024 and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To Consider and approve the re-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 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 of the Company be and is hereby accorded for re-appointing Mr. Cherian Dominic (DIN: 10045323) as Managing Director for a further period of 12 months with effect from 29.02.2024 till 28.02.2025 and the remuneration shall be paid by the Fellow Subsidiary M/s. Mitsubishi Corporation India Private Limited (CIN: U45201DL1996PTC079069) as per the Second amendment agreement entered by the company for which the company will pay professional charges as per the terms and conditions agreed and entered by 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.

For and on behalf of the Board

Date: 11.09.2024

Place: Chennai



Cherian Dominic

(DIN: 10045323)

Managing Director and Chairman of the Meeting

MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED

(CIN: U29200TN2007PTC159960)

Registered Office Address: Prestige Cosmopolitan, 2nd Floor, No.36, Sardar Patel Road,
Guindy, Guindy Industrial Estate, Chennai-600032

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, General circular No. 10/2022 dated 28.12.2022 and General circular No.09/2023 dated 25.09.2023 (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.
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 2023-2024 is being sent only through electronic mode to the Member's

MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED

(CIN: U29200TN2007PTC159960)

Registered Office Address: Prestige Cosmopolitan, 2nd Floor, No.36, Sardar Patel Road,
Guindy, Guindy Industrial Estate, Chennai-600032

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	93848 91414	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

The tenure of Mr. Cherian Dominic (DIN:10045323), Managing Director was expired on 28.02.2024. The Board of Directors considers it is desirable that the company should continue to avail the services of Mr. Cherian Dominic for a further period of 12 months. Accordingly, Mr Cherian Dominic was re-appointed as Managing Director of the Company with effect from 29.02.2024, for a further period of 12 Months at the Board of Directors meeting held on 22.12.2023 subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board also approved and recommended his remuneration at its meeting held on 11.09.2024, 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. 2 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. Cherian Dominic
DIN	DIN: 10045323
Age	52 Years
Qualification	BE (Mechanical), MBA

MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED

(CIN: U29200TN2007PTC159960)

Registered Office Address: Prestige Cosmopolitan, 2nd Floor, No.36, Sardar Patel Road,
Guindy, Guindy Industrial Estate, Chennai-600032

Brief Resume of the Director	Career Professional with over 26 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 and business development
Recognition or awards	Gold Medal: Global Leadership Program
Job profile	Managing Director
Terms & Conditions of Appointment/Reappointment with proposed remuneration	Re-appointment as Managing Director and terms as specified in the resolution
Remuneration Last Drawn (including sitting fees if any)	Rs.75,40,414
Date of First Appointment on the Board	01.03.2023
Shareholding in the Company as on 31.03.2023	1
Relationship with other Directors	Not Applicable
No. of Board Meetings attended during the Financial Year 2023-2024	4/4
Directorships of other Boards as on date	0
Membership/Chairmanship of Committees of other Boards as on Date	Nil

Except Mr. Cherian Dominic, 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.2 of the notice.

For and on behalf of the Board

Date: 11.09.2024

Place: Chennai

Cherian Dominic
(DIN: 10045323)

Managing Director and Chairman of the Meeting