

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

SHORTER NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. MC MACHINERY SYSTEMS INDIA PRIVATE LIMITED WILL BE HELD ON THURSDAY, 25TH SEPTEMBER 2025 AT 11.30 AM 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 2025 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 25 months with effect from 01.03.2025 till 31.03.2027 and the remuneration shall be paid by the Fellow Subsidiary M/s. Mitsubishi Corporation India Private Limit (CIN: U45201DL1996PTC079069) as per the Secondment 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.

3. To consider and approve the appointment of Mr. Kunihiro Suhara (DIN : 10986869) as 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, 161 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. Kunihiro Suhara (DIN: 10986869) who was

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appointed as an Additional Director of the Company with effect from 31.03.2025 and who holds office upto this Annual General Meeting and being eligible, offers himself for appointment, 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.

4. To consider and approve the appointment of Mr. Hiroto Shindo (DIN: 06463938) as Director of the Company

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

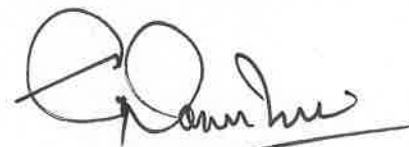
RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hiroto Shindo (DIN: 06463938) who was appointed as an Additional Director of the Company with effect from 31.03.2025 and who holds office upto this Annual General Meeting and being eligible, offers himself for appointment, 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.

For and on behalf of the Board

Date: 09.09.2025

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

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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, General circular No.09/2023 dated 25.09.2023 and General circular No.09/2024 dated 19.09.2024 (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. 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.
4. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses to be transacted at the Meeting is annexed.
5. 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.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
7. 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.
8. Members can join the AGM in the VC/OAVM mode 15 minutes before scheduled time of the meeting.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this notice.
10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-2025 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>.

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11. Soft Copies of Registers are made available on request for inspection through electronic mode.
12. 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	93848 91414	ravikumar.bk@mcmachinery.in

13. Members are requested to cast their vote by a show of hands in the meeting.
14. The Company has obtained International Securities Identification Number (ISIN): INE1B8J01010 for its equity shares during the financial year 2024-2025. Members holding shares in physical form are requested to dematerialize their holdings through their Depository Participant (DP) to avail the benefits of dematerialisation and ensure ease of transferability.

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

2. To consider and approve the re-appointment of Mr. Cherian Dominic (DIN: 10045323) as a Managing Director of the Company

The tenure of Mr. Cherian Dominic (DIN: 10045323), Managing Director was expired on 28.02.2025. 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 25 months with effect from 01.03.2025. Accordingly, Mr. Cherian Dominic was re-appointed as Managing Director of the Company with effect from 01.03.2025 till 31.03.2027 at the Board of Directors meeting held on 26.02.2025 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 09.09.2025, 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 an 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	53 Years
Qualification	BE (Mechanical), MBA

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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. 82,86,999 /-
Date of First Appointment on the Board	01.03.2023
Shareholding in the Company as on 31.03.2025	1
Relationship with other Directors	Not Applicable
No. of Board Meetings attended during the Financial Year 2024-2025	5/5
Directorships of other Boards as on date	Nil
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 as set out in the notice.

3. To consider and approve the appointment of Mr. Kunihiko Suhara (DIN : 10986869) as Director of the Company

Mr. Kunihiko Suhara (DIN: 10986869) was appointed as an Additional Director of the Company w.e.f 31.03.2025 at the Board Meeting held on 31.03.2025. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Kunihiko Suhara (DIN: 10986869) holds office upto the date of this Annual General Meeting of the Company.

The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Kunihiko Suhara (DIN: 10986869) as Directors and accordingly, the Board of Directors recommends the Shareholder's approval for the said appointment as mentioned in agenda No.3 of the notice convening ensuing Annual General Meeting by way of an Ordinary resolution.

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The details of the appointee Directors pursuant to Secretarial Standards on General Meetings are provided hereunder:

Name of the Director	Mr. Kunihiro Suhara
DIN	10986869
Age	53 years
Qualification	Graduated from Seikei University Faculty of Law
Brief Resume of the Director	1994- Mitsubishi Corporation
Expertise in specific functional area	Management. Sales and Marketing, Nex Business Development
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)	Nil
Date of First Appointment on the Board	31.03.2025
Shareholding in the Company as on 31.03.2025	Nil
Relationship with other Directors	Nil
No. of Board Meetings attended during the Financial Year 2024-2025	1/1
Directorships of other Boards as on date	2
Membership/Chairmanship of Committees of other Boards as on Date	Nil

Except Mr. Kunihiro Suhara, none of the Directors of the company or their relatives are in, any way concerned or interested, in the resolution as set out in the notice.

4. To consider and approve the appointment of Mr. Hiroto Shindo (DIN : 06463938) as Director of the Company

Mr. Hiroto Shindo (DIN : 06463938) was appointed as an Additional Director of the Company w.e.f 31.03.2025 at the Board Meeting held on 31.03.2025. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Hiroto Shindo (DIN : 06463938) holds office upto the date of this Annual General Meeting of the Company.

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The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Hiroto Shindo (DIN : 06463938) as Directors and accordingly, the Board of Directors recommends the Shareholder's approval for the said appointment as mentioned in agenda No.4 of the notice convening ensuing Annual General Meeting by way of an Ordinary resolution.

The details of the appointee Directors pursuant to Secretarial Standards on General Meetings are provided hereunder:

Name of the Director	Mr. Hiroto Shindo
DIN	06463938
Age	51 years
Qualification	Bachelor (Tohoku University)
Brief Resume of the Director	Career professional with over 10 years of experience in Mitsubishi Corporation, across industrial machinery
Expertise in specific functional area	Experience in industrial machinery and Business Development, Investments.
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)	Nil
Date of First Appointment on the Board	31.03.2025
Shareholding in the Company as on 31.03.2025	Nil
Relationship with other Directors	Nil
No. of Board Meetings attended during the Financial Year 2024-2025	1/1
Directorships of other Boards as on date	Nil
Membership/Chairmanship of Committees of other Boards as on Date	Nil

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Except Mr. Hiroto Shindo, none of the Directors of the company or their relatives are in, any way concerned or interested, in the resolution as set out in the notice.

For and on behalf of the Board

Date: 09.09.2025

Place: Chennai



Cherian Dominic

(DIN: 10045323)

Managing Director and Chairman of the meeting