Marubeni

Marubeni India Private Limited
Regd. Office:
Unit No.01, 3rd Floor, Building A-2,
Shaheed Jeet Singh Marg,
Qutab Institutional Area,
New Delhi-110067, India
Phone : +91-11-41295555
Fax : +91-11-41295585

NOTICE

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting of the members of MARUBENI INDIA PRIVATE LIMITED will be held on Tuesday, August 16, 2022 at 02:00 p.m. at the registered office of the Company at Unit No. 1, 3rd Floor, Building-A2, Shaheed Jeet Sing Marg, Qutab Institutional Area, New Delhi-110067, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2022, Profit & Loss Account for the period ended on that date and reports of the Directors and Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. Kazuya Sato (DIN : 08950454) who retires and being eligible, offers himself for re-appointment.

4. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable rules, if any, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, New Delhi, (Firm registration number 301003E), be and are hereby appointed as the statutory auditors of the Company in place of retiring auditors, M/s. Malhotra Rajesh and Associates, Chartered Accountants, New Delhi, (Firm registration number 006274C), for a period of five (5) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty First Annual General Meeting to be held in the calendar year 2027, on such remuneration and out of pocket expenses as may be decided by the Board of Directors."

SPECIAL BUSINESS :

5. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made there under and in accordance with the Memorandum and Articles of Association of the Company, Mr. Tetsuo Saito (DIN : 09497072) who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company for a period of Five (5) years with effect from February 15, 2022 to February 14, 2027."

"**RESOLVED FURTHER THAT** the members hereby ratifies and approves the total remuneration payable, at the time of appointment, to Mr. Tetsuo Saito to the maximum extent of Rs. 1,30,00,000/- (Rupees One Crore Thirty Lakh Only) per annum on a Total Cost to Company (CTC) basis with an annual increment of upto 20% per annum thereafter including other benefits such as rent free accommodation, provision of Company's car etc. and proportionate remuneration shall be paid to Mr. Tetsuo Saito for the financial year 2021-22."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and are hereby authorized to decide and fix salary/allowances/perquisites components for remuneration payable to Mr. Tetsuo Saito, with in the overall limits as specified herein above and to exercise such powers and to do all such acts, deeds, things and matters as may be required or considered necessary or incidental thereto and to sub-delegate all or any of its powers to any Director or any employee of the Company."

6. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made there under and in accordance with the Memorandum and Articles of Association of the Company, Mr. Susumu Wakamori (DIN : 09563087) who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, be and is hereby appointed as Managing Director to manage the business operations and affairs of the Company for a period of Five (5) years with effect from April 07, 2022 to April 06, 2027 and also as the Chairman to conduct the proceedings of all meetings of the Board of Directors or its committee thereof or general meeting of shareholders."

"**RESOLVED FURTHER THAT** the members hereby ratifies and approves the total remuneration payable, at the time of appointment, to Mr. Susumu Wakamori to the maximum extent of Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) per annum on a Total Cost to Company (CTC) basis with an annual increment of upto 20% per annum thereafter including other benefits such as rent free accommodation, provision of Company's car, use of telephone at his residence etc. and proportionate remuneration shall be paid to Mr. Susumu Wakamori for the financial year 2022-23."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and are hereby authorized to decide and fix salary/allowances/perquisites components for remuneration payable to Mr. Susumu Wakamori, with in the overall limits as specified herein above and to exercise such powers and to do all such acts, deeds, things and matters as may be required or considered necessary or incidental thereto and to sub-delegate all or any of its powers to any Director or any employee of the Company."

By Order of the Board
For MARUBENI INDIA PRIVATE LIMITED

SD/-

SUSUMU WAKAMORI
CHAIRMAN & MANAGING DIRECTOR
DIN: 09563087

Date : July 07, 2022
Place : New Delhi

NOTES :

i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE SCHEDULED TIME OF MEETING.**

ii) The Directors Report, Auditor's Report, Audited Balance Sheet as at March 31, 2022 and the Profit and Loss Account for the period ended on that date are enclosed.

iii) The explanatory statement as required under Section 102 of the Companies Act, 2013 to the Item No. 5 & 6 of the Notice as set out herein above is annexed hereto.

iv) Payment of dividend as recommended by the Directors, if approved at the Meeting, will be made to those members whose names are on the Company's Register of Members on August 16, 2022 or to their order or banker.

EXPLANATORY STATEMENT
Under Section 102 of the Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the notice and it should be taken as forming part thereof:

Item No. 5

The Board of Directors of your Company in their meeting held on February 15, 2022 appointed Mr. Tetsuo Saito (DIN : 09497072) as an Additional Director under Section 161 of the Companies Act, 2013.

Mr. Tetsuo Saito holds office up to the date of this Annual General Meeting and being eligible, he offers himself for the appointment as Director of the Company. It would be in the best interests of the Company, if he is appointed as Director of your Company.

None of the directors, key managerial personal or any of their relative(s) except Mr. Tetsuo Saito is interested or concerned in this resolution.

Your Directors recommend the resolution for approval.

This notice along with the explanatory statement should also be considered as an abstract of the terms of the appointment of Mr. Tetsuo Saito as Director of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment.

Item No. 6

The Board of Directors of your Company in their meeting held on April 07, 2022 appointed Mr. Susumu Wakamori (DIN : 09563087) as an Additional Director under Section 161 of the Companies Act, 2013 and in the same meeting, further appointed him as Chairman & Managing Director of the Company.

Mr. Susumu Wakamori holds office up to the date of this Annual General Meeting and being eligible, he offers himself for the appointment as Chairman & Managing Director of the Company. It would be in the best interests of the Company, if he is appointed as Chairman & Managing Director of your Company.

None of the directors, key managerial personal or any of their relative(s) except Mr. Susumu Wakamori is interested or concerned in this resolution.

Your Directors recommend the resolution for approval.

This notice along with the explanatory statement should also be considered as an abstract of the terms of the appointment of Mr. Susumu Wakamori as Chairman & Managing Director of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment.

Inspection

Memorandum and Articles of Association of the Company and other relevant documents if any will be available for inspection by Members at the registered office of the Company between 10:00 A.M and 12:00 NOON on all working days and at the meeting.

By Order of the Board
For MARUBENI INDIA PRIVATE LIMITED

SD/-

SUSUMU WAKAMORI
CHAIRMAN & MANAGING DIRECTOR
DIN: 09563087

Date : July 07, 2022
Place : New Delhi

Route Map of venue for 26th Annual General Meeting of Marubeni India Private Limited to be held on August 16, 2022