

NOTICE

NOTICE is hereby given that the Twenty Seventh (27th) Annual General Meeting of the members of MARUBENI INDIA PRIVATE LIMITED will be held on Friday, 1st September, 2023 at 11:00 a.m. at the registered office of the Company at Unit No. 1, 3rd Floor, Building-A2, Shaheed Jeet Singh 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, 2023, 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. Susumu Wakamori (DIN : 09563087) who retires and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Kazuya Sato (DIN : 08950454) who retires and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Tetsuo Saito (DIN : 09497072) who retires and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

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. Shinichi Yamaguchi (DIN : 10097343) 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 March 31, 2023 to March 30, 2028.”

“RESOLVED FURTHER THAT the Company hereby ratifies and approves the total remuneration payable, for the FY 2023-24, to Mr. Shinichi Yamaguchi to the maximum extent of Rs. 2,60,00,000/- (Rupees Two Crore Sixty 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.”

"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. Shinichi Yamaguchi, 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

KAZUYA SATO
DIRECTOR
DIN: 08950454

Date : August 7, 2023
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, 2023 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. 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 September 1, 2023 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. 6

The Board of Directors of your Company in their meeting held on March 31, 2023 appointed Mr. Shinichi Yamaguchi (DIN: 10097343) as an Additional Director under Section 161 of the Companies Act, 2013.

Mr. Shinichi Yamaguchi 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. Shinichi Yamaguchi 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. Shinichi Yamaguchi as 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

KAZUYA SATO
DIRECTOR
DIN: 08950454

Date : August 7, 2023
Place : New Delhi

Route Map of venue for 27th Annual General Meeting of Marubeni India Private Limited to be held on September 1, 2023

