Marubeni Machinery & Solutions India

Marubeni Machinery & Solutions 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

NOTICE

NOTICE is hereby given that the First (1st) Annual General Meeting of the members of MARUBENI MACHINERY & SOLUTIONS INDIA PRIVATE LIMITED will be held on Tuesday, 2nd September, 2025 at 12:30 p.m. at the registered office of the Company at Unit No. 1, 3rd Floor, Building A-2, 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, 2025, Profit & Loss Account for the period ended on that date and reports of the Directors and Auditors thereon.

2. 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 for a period of five (5) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting to be held in the calendar year 2030, on such remuneration and out of pocket expenses as may be decided by the Board of Directors."

SPECIAL BUSINESS :

3. **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. Masashi Hiroshige (DIN:10775996) who was appointed as First 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 September 12, 2024 to September 11, 2029 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 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. Masashi Hiroshige, 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."

"RESOLVED FURTHER THAT all Directors of the Company be and are hereby severally authorised to file necessary forms/documents with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things and deeds as deemed fit and expedient in this regard."

4. **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 First Director of the Company 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 September 12, 2024 to September 11, 2029"

   "RESOLVED FURTHER THAT all Directors of the Company be and are hereby severally authorised to file necessary forms/documents with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things and deeds as deemed fit and expedient in this regard."

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. Tsutomu Arasaki (DIN : 10775995) who was appointed as First Director of the Company 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 September 12, 2024 to September 11, 2029"

   "RESOLVED FURTHER THAT all Directors of the Company be and are hereby severally authorised to file necessary forms/documents with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, things and deeds as deemed fit and expedient in this regard."

By Order of the Board
For MARUBENI MACHINERY & SOLUTIONS INDIA PRIVATE LIMITED

Masashi Hiroshige
Digitally signed by Masashi Hiroshige

MASASHI HIROSHIGE
MANAGING DIRECTOR
DIN: 10775996

Date : August 08, 2025
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, 2025 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. 3, 4 & 5 of the Notice as set out herein above is annexed hereto.

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. 3

Pursuant to provision of Companies Act, 2013 and Memorandum and Articles of Association of Company, Mr. Masashi Hiroshige (DIN : 10775996) has been appointed as First Director of the Company as per the w.e.f. 12th September, 2024 (date of Incorporation) and in the Board meeting held on 13th September, 2024, the Board further appointed him as Managing Director and Chairman for all the meetings of the Company.

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

None of the directors, key managerial personal or any of their relative(s) except Mr. Masashi Hiroshige 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. Masashi Hiroshige as Chairman and Managing Director of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment.

Item No. 4

Pursuant to provision of Companies Act, 2013 and Memorandum and Articles of Association of Company, Mr. Susumu Wakamori (DIN : 09563087) has been appointed as First Director of the Company w.e.f. 12th September, 2024 (date of Incorporation).

Mr. Susumu Wakamori 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. 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 Director of the Company and a memorandum as to nature of concern or interest of the Directors in the said appointment.

Item No. 5

Pursuant to provision of Companies Act, 2013 and Memorandum and Articles of Association of Company, Mr. Tsutomu Arasaki (DIN : 10775995) has been appointed as First Director of the Company w.e.f. 12th September, 2024 (date of Incorporation).

Mr. Tsutomu Arasaki 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. Tsutomu Arasaki 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. Tsutomu Arasaki 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 on all working days and at the meeting.

By Order of the Board
For MARUBENI MACHINERY & SOLUTIONS INDIA PRIVATE LIMITED

Masashi Hiroshige Digitally signed by Masashi Hiroshige

MASASHI HIROSHIGE
MANAGING DIRECTOR
DIN: 10775996

Date : August 08, 2025
Place : New Delhi

<u>Route Map of venue for 1st Annual General Meeting of Marubeni & Machinery Solutions India Private Limited to be held on September 02, 2025</u>