

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE MITSUI CHEMICALS INDIA PRIVATE LIMITED WILL BE HELD AT SHORTER NOTICE ON THURSDAY, 15TH SEPTEMBER, 2022 AT 10:30 A.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") AT THE REGISTERED OFFICE OF THE COMPANY AT THIRD FLOOR, B-WING, D-3, DISTRICT CENTRE, SAKET, NEW DELHI-110017 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2022, STATEMENT OF PROFIT AND LOSS, CASH FLOW STATEMENT ALONG WITH NOTES ANNEXED TO, FOR THE PERIOD ENDED AS ON THAT DATE AND THE AUDITOR'S REPORT AND DIRECTORS' REPORT THERETO.**
- 2. TO APPROVE REAPPOINTMENT OF S R BATLIBOI & CO. LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to reappoint S R Batliboi & Co., LLP, Chartered Accountants, Firm Registration No.: 301003E/E300005 as the Statutory Auditor of the Company for a period of five years beginning from conclusion of ensuing Fourteenth AGM till the conclusion of Nineteenth AGM meeting i.e. from financial year 2022-23 to financial year 2026-27 and fix the remuneration thereof as mutually agreed between the Company and the Statutory Auditor;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to sign and file the requisite e-Form with such other e-forms/ documents with the Registrar of Companies, for and on behalf of the Company, to do all such acts, deeds and things as may be necessary in this regard and incidental thereto."

SPECIAL BUSINESS:

- 3. APPOINTMENT OF MR. NORIO MATSUMOTO AS DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT Mr. Norio Matsumoto holding DIN: 09543780 who was appointed as an Additional Director of the Company, by the Board of Directors on 1st April, 2022 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office

upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to file requisite forms with Registrar of Companies, to update the statutory register and to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

4. APPOINTMENT OF MR. TAKAYUKI INAGAKI AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Takayuki Inagaki holding DIN: 09543732 who was appointed as an Additional Director of the Company, by the Board of Directors on 1st April, 2022 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to file requisite forms with Registrar of Companies, to update the statutory register and to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

5. APPOINTMENT OF MR. MASAHARU KOGA AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Masaharu Koga holding DIN: 09670606 who was appointed as an Additional Director of the Company, by the Board of Directors on 1st August, 2022 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to file requisite forms with Registrar of Companies, to update the statutory register and to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

Date: 24.08.2022

**By Order of the Board
For Mitsui Chemicals India Pvt. Ltd.**



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**JUN KAWAGUCHI
MANAGING DIRECTOR
DIN: 09543787
Address: C-3002, 30th Floor
Mahindra Luminare, Village
Berhampur Sector-59,
Gurgaon-122011 Haryana**

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide General Circular no. 20/2020 dated 5th May, 2020, General Circular no. 02/2021 dated 13th January, 2021, General Circular no. 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 along with General Circular No. 2/2022 dated 5th May, 2022, it has been decided to allow the companies whose AGM are due in the Year 2022, to conduct their AGMs through Video Conferencing (VC) or Other Audio Visual Mode (OAVM) on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5th May, 2020.
2. The General Circulars as mentioned in Point (1) above as issued by the MCA allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.
3. In terms of the said circular, as the Company is a Private Limited Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Video Conferencing Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.
4. This Annual General Meeting is being convened on a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 (the "Act"), subject to the consent given by electronic mode by majority in number of members entitled to vote and who represent not less than Ninety Five Percent (95%) of such part of the paid-up share capital of the Company as having a right to vote at the meeting. The members are requested to provide their consent to convene this Annual General Meeting on a shorter notice by signing the consent letter attached at **Annexure-I** hereunder and send it to the Company at its designated email at Bhawana.Tuli@mitsuichemicals.com .
5. At the Ninth AGM held on 28th September, 2017, the Members have approved appointment of S R & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditor of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the fourteenth AGM, therefore the period of the existing Statutory Auditor is expiring at the ensuing AGM due to which it is proposed to reappoint S R Batliboi & Co., LLP, Chartered Accountants subject to the approval of Shareholders and accordingly the resolution is being mentioned under the ordinary business of this Notice.
6. The facility of participation through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') is available to all Members without any restrictions and the attendance of Members has been dispensed with, the facility to appoint proxies for the meeting is not available.
7. The members present shall elect the Chairperson on show of hands and attendance of members shall be counted through video conferencing for the purpose of reckoning the quorum in accordance with Section 103 of the Act.



8. If the members demand to vote by poll, they shall cast their respective vote in relation to the resolutions/ agenda of the Annual General Meeting by way of email sent from the email id of the members registered with the Company to the designated email address of the Company at Bhawana.Tuli@mitsuichemicals.com during the course of Annual General Meeting. In all other cases, voting may be done by way of show of hands, during the meeting.
9. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution/Authority Letter authorising their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at Bhawana.tuli@mitsuichemicals.com or Krishan.Kumar@mitsuichemicals.com
10. In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company
11. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at Bhawana.tuli@mitsuichemicals.com .
12. Members are requested to notify immediately any changes in their address to the Company at its registered office quoting their folio number.
13. Members are requested to send their queries relating to the accounts (ordinary business) and operations of the company so as to reach at least before the commencement of meeting.
14. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 10:15 AM (IST) and shall be closed after the expiry of 15 minutes of the scheduled time.

INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM

The meeting will be conducted through video conferencing via "Microsoft Teams" application. The application enables two-way web experience for the ease of participation of the members and participants are allowed to pose their questions during the proceedings of the meeting. The application sufficiently accommodates the participation of the total number of participants of the meeting. Following are the details and steps for attending the meeting to be held via video conferencing facility:

- (a) Join the meeting via following link: https://teams.microsoft.com/l/meetup-join/19%3ameeting_MzdhnM4ZDUtMTRkZS00NmUyLWFIOTAtMGRkNTcwM2Q0OWI5%40thread.v2/0?context=%7b%22Tid%22%3a%22d83378c4-a520-4829-99b9-f310c3f795bd%22%2c%22Oid%22%3a%226ef10f79-67a7-4ba1-b36d-c879fe4354c3%22%7d
- (b) In case of any queries regarding VC/OAVM facility before or during the meeting, Members may call at helpline number +91-9650097721 or write to Bhawana.tuli@mitsuichemicals.com to receive a response.



15. The entire proceedings of the Annual General Meeting shall be recorded and maintained by the Company.
16. Before considering the business in the meeting, the chairman of the meeting shall satisfy himself and record that all efforts feasible under the circumstances have indeed been made by the Company to enable the members to participate and vote on the items being considered in the Annual General Meeting.
17. The minutes of the Annual General Meeting shall be acknowledged or signed digitally by the Chairman and such minutes shall be recorded digitally by the Company.
18. The Explanatory Statements of Special Business and Route map of the venue of the Annual General Meeting is enclosed and forms part of Notice of this meeting



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

ITEM NO. 3

APPOINTMENT OF MR. NORIO MATSUMOTO AS DIRECTOR OF THE COMPANY

The Board of Directors of the Company in their Board Meeting held on 24th August, 2022 has recommended to appoint Mr. Norio Matsumoto as Director of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

1	Age	58 years
2	Qualification	Doctorate
3	Experience	More than 30 years
4	Date of first Appointment	1 st April, 2022
5	Shareholding in the Company	NIL
6	Relationship with other directors, Manager and other Key Managerial Personnel of the company	NIL
7	Terms & Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per appointment letter
8	Number of Meetings attended during the year	3 meetings attended during FY 22-23
9	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Appointed as member of the Corporate Social Responsibility Committee of the Company

Except Mr. Norio Matsumoto, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

ITEM NO. 4

APPOINTMENT OF MR. TAKAYUKI INAGAKI AS DIRECTOR OF THE COMPANY

The Board of Directors of the Company in their Board Meeting held on 24th August, 2022 has recommended to appoint Mr. Takayuki Inagaki as Director of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

1	Age	58 years
2	Qualification	Post Graduate
3	Experience	More than 30 years
4	Date of first Appointment	1 st April, 2022
5	Shareholding in the Company	NIL
6	Relationship with other directors, Manager and other Key Managerial Personnel of the company	NIL
7	Terms & Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per appointment letter
8	Number of Meetings attended during the year	3 meetings attended during FY 22-23
9	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Appointed as member of the Corporate Social Responsibility Committee of the Company

Except Mr. Takayuki Inagaki, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

ITEM NO. 5

APPOINTMENT OF MR. MASAHARU KOGA AS DIRECTOR OF THE COMPANY

The Board of Directors of the Company in their Board Meeting held on 24th August, 2022 has recommended to appoint Mr. Masaharu Koga as Director of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

1	Age	58 years
2	Qualification	Graduate
3	Experience	34 Years
4	Date of first Appointment	1 st August, 2022
5	Shareholding in the Company	NIL
6	Relationship with other directors, Manager and other Key Managerial Personnel of the company	NIL
7	Terms & Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per appointment letter
8	Number of Meetings attended during the year	1 meeting attended during FY 22-23



9	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Appointed as member of the Corporate Social Responsibility Committee of the Company
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Except Mr. Masaharu Koga, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

Date: 24.08.2022

**By Order of the Board
For Mitsui Chemicals India Pvt. Ltd.**

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**JUN KAWAGUCHI
MANAGING DIRECTOR
DIN: 09543787
Address: C-3002, 30th Floor
Mahindra Luminare, Village
Berhampur,
Sector-59, Gurgaon-122011, Haryana**



**ROUTE MAP FOR THE VENUE OF FOURTEENTH ANNUAL GENERAL MEETING OF
MITSUI CHEMICALS INDIA PRIVATE LIMITED**

