

NOTICE

NOTICE is hereby given that 13th Annual General Meeting of the members of Mikuni India Private Limited will be held on Wednesday, the 22nd Day of September, 2021 at SP2-19(A) 20 & 21(A), New Industrial Complex (Majrakath), Neemrana, Tehsil - Behror, District- Alwar - 301705, Rajasthan at 10:30 A.M. to transact the following business(s):

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2021, the statement of Profit & Loss for the year ended on that date together with notes to financial statements and Cash Flow Statement and the Reports of Directors' and Auditors' thereon;

SPECIAL BUSINESS: -

2. To appoint Mr. Hidenao Kitajima (DIN: 09148249) as Director of the Company by passing the following resolution, with or without modification(s), as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Hidenao Kitajima (DIN: 09148249), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. April 16, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Mr. Tadashi Sasaki (DIN: 09160100) as Director of the Company by passing the following resolution, with or without modification(s), as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Tadashi Sasaki (DIN: 09160100), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. April 29, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

4. To appoint Mr. Masao Kira (DIN: 09160149) as Director of the Company by passing the following resolution, with or without modification(s), as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Masao Kira (DIN: 09160149), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. April 29, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

5. To appoint Mr. Fumio Naruse (DIN: 09136420) as Whole time Director of the Company by passing the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Fumio Naruse (DIN: 09136420), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. April 08, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Whole time Director 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 provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company, be and is hereby accorded for the increase of the Authorised Share Capital of the Company from INR 165,00,00,000/- (Indian Rupees One Hundred Sixty Five Crores only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakhs) equity shares of INR 10/- each to INR 173,50,00,000/- (Indian Rupees One Hundred Seventy Three Crore Fifty Lakhs only) divided into 17,35,00,000 (Seventeen Crore Thirty Five Lakhs) equity shares of INR 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorized Share Capital of the Company is INR 173,50,00,000/- (Indian Rupees One Hundred Seventy-Three Crore Fifty Lakhs only) divided into 17,35,00,000 (Seventeen Crore Thirty-Five Lakhs) equity shares of INR 10/- each.

RESOLVED FURTHER THAT Mr. Takayoshi Hoshina, Managing Director and Mr. Tetsu Inaba, Whole Time Director of the Company be and are hereby authorized to do all such other acts, deeds, matters and things which are necessary, essential, incidental and/ or consequential to give effect to the above resolutions including but not limited to, filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

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

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(b) of the Companies (Audit and Auditors) Rules, 2014 (“the Act”) and pursuant to the approval by the Board of Director at their meeting dated 15th July, 2021 for appointment of M/s Goyal, Goyal & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2021-22, the consent of the Company be and is hereby

accorded for ratification of the remuneration of INR 68,000/- (Indian Rupees Sixty-Eight Thousand only) towards professional charges for cost Audit, INR 60,000/- (Indian Rupees Sixty Thousand only) for services towards preparation of cost records excluding out of pocket expenses plus applicable taxes, if any, to M/s. Goyal, Goyal & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2021-22 for conducting the audit of the cost accounting records of the Company."

By order of the Board
For MIKUNI INDIA PRIVATE LIMITED

Place: Neemrana, Alwar

Date: 30th August'2021


Mr. Takayoshi Hoshina
Managing Director
DIN: 08095960

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and that the proxy need not be a member of the company. The proxies to be effective should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is attached.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Appointing a proxy does not prevent a member from attending the meeting in person if he so desire.

2. Copies of Directors' report and Auditors' report, Statement of Profit and Loss and Balance Sheet together with notes to financial statements and Cash Flow Statement of the Company are enclosed.
3. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting and at the venue of the Annual General Meeting on the date of the Annual General Meeting.
4. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Annual General Meeting as required under Section 113 of the Companies Act, 2013.
5. Route Map along with Landmark of the venue of the meeting is annexed.

By order of the Board
For MIKUNI INDIA PRIVATE LIMITED

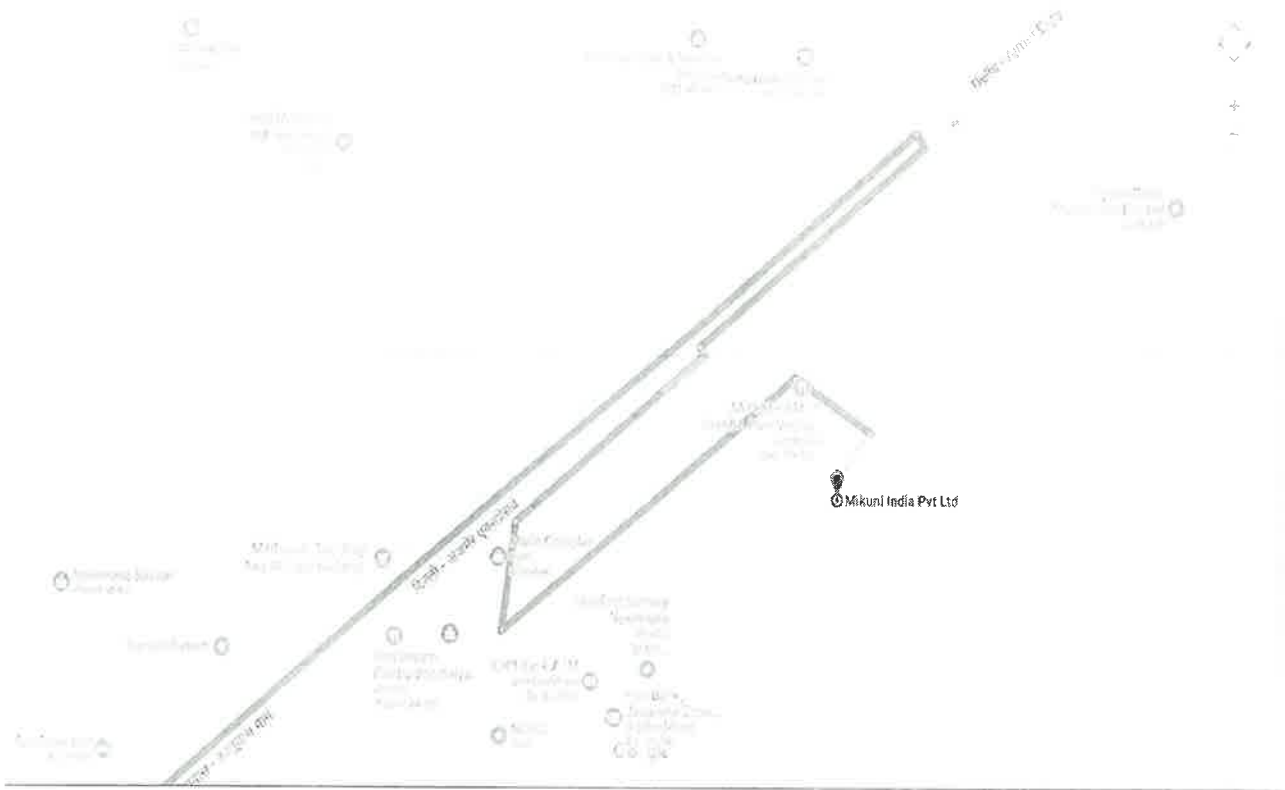
Place: Neemrana, Alwar

Date: 30th August'2021



Mr. Takayoshi Hoshina
Managing Director
DIN: 0809596

Route Map:-



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

Item No. 2

The Board has proposed the appointment of Mr. Hidenao Kitajima as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. April 16, 2021, who shall hold office up to the date of ensuing AGM and is eligible for appointment as a Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Hidenao Kitajima as Director, for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Hidenao Kitajima, to whom the resolution relates, in any way concerned or interested in the said resolution.

Item No. 3

The Board has proposed the appointment of Mr. Tadashi Sasaki as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. April 29, 2021, who shall hold office up to the date of ensuing AGM and is eligible for appointment as a Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Tadashi Sasaki as Director, for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Tadashi Sasaki, to whom the resolution relates, in any way concerned or interested in the said resolution.

Item No. 4

The Board has proposed the appointment of Mr. Masao Kira as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company w.e.f. April 29, 2021, who shall hold office up to the date of ensuing AGM and is eligible for appointment as a Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Masao Kira as Director, for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Masao Kira, to whom the resolution relates, in any way concerned or interested in the said resolution.

Item No. 5

The Board has proposed the appointment of Mr. Fumio Naruse as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of

Association of the Company w.e.f. April 08, 2021, who shall hold office up to the date of ensuing AGM and is eligible for appointment as a Whole time Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Fumio Naruse as Whole time Director, for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Masao Kira, to whom the resolution relates, in any way concerned or interested in the said resolution.

Item No. 6

The present authorized share capital of the company is INR 165,00,00,000/- (Indian Rupees One Hundred Sixty Five Crores only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakhs) equity shares of INR 10/- each.

Your Board has proposed to increase the Authorized Share capital of the company from INR 165,00,00,000/- (Indian Rupees One Hundred Sixty Five Crores only) divided into 16,50,00,000 (Sixteen Crore Fifty Lakhs) equity shares of INR 10/- each to INR 173,50,00,000/- (Indian Rupees One Hundred Seventy Three Crore Fifty Lakhs only) divided into 17,35,00,000 (Seventeen Crore Thirty Five Lakhs) equity shares of INR 10/- each. The proposed increase in the Authorized Share capital of the company requires the approval of the members by way of Ordinary Resolution.

Consequent upon the increase of the authorized share capital of the company, its Memorandum of Association will require alteration so as to reflect the increase in share capital.

Your Board of Directors accordingly recommends the resolution set out at the item 6 of the accompanying notice for the approval of the members of the company by way of ordinary resolution.

A copy of the new set of Memorandum of Association as referred to in the notice/ Explanatory Statement are available for inspection at the registered office of the Company.

None of the Director, Manager, Key Managerial Personnel and their relatives is concerned financially or otherwise in the resolution.

Item No. 7

The Board has approved the appointment of M/s. Goyal, Goyal & Associates, Cost Accountants as the Cost Auditors of the Company, at a remuneration of INR 68,000/- (Indian Rupees Sixty-Eight Thousand only) towards professional charges for cost Audit, INR 60,000/- (Indian Rupees Sixty Thousand only) for services towards preparation of cost records excluding out of pocket expenses plus applicable taxes, if any for the financial year ending March 31, 2021.



MIKUNI INDIA PRIVATE LIMITED

SP2-19(A), 20 & 21 (A), New Industrial Complex (Majrakath), Neemrana, Behror, District-Alwar-301705, Rajasthan

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CIN : U50300RJ2008FTC027384

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought.

The Directors recommends the resolution for members' approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

By order of the Board
For MIKUNI INDIA PRIVATE LIMITED

Place: Neemrana, Alwar

Date: 30th August'2021


Mr. Takayoshi Hoshina
Managing Director
DIN: 08095960