

## **Notice**

NOTICE is hereby given that Forty Fifth (45<sup>th</sup>) Annual General meeting of EagleBurgmann India Private Limited will be held on Friday, 7<sup>th</sup> September 2018 at 02:00 PM at the Registered Office of the company, at Plot No. 64, Ramtekadi Industrial Area, Hadapsar Pune 411013, to transact the following business:

Registered office : Plot No 64, Ramtekadi Industrial Area,  
Hadapsar, Pune - 411013. India.  
Date : September 7, 2018  
Place : Pune (Maharashtra)

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial Statements of the company for the financial year 31<sup>st</sup> March 2018 and the Statement of Profit and loss for the year ended on that date and the reports of the Board of Directors and auditors thereon.
2. To pass resolution for ratification of appointment of M/S S.R.B.C & Co. LLP, as Statutory Auditors of the Company.
3. Declaration of Dividend.

### **SPECIAL BUSINESS**

4. To pass the following resolutions for change in designation of directors with or without modifications:
  - a. Regularisation of Mr. Parasuram Rao Yerramseti as Director of the Company-

“RESOLVED

THAT, Mr. Parasuram Rao Yerramseti, who was appointed as an Additional Director with effect from April 01, 2018 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company,

AND THAT, Mr. Hiroaki Takayama, Director of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

b. Regularisation of Mr. Hiroaki Takayama as Director and CFO of the Company-

“RESOLVED

THAT, Mr. Hiroaki Takayama, who was appointed as an Additional Director with effect from April 01, 2018 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director and CFO of the Company,

AND THAT, Gurbax Singh, Managing Director of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

c. Regularisation of Mr. Yoshinobu Murata as Director of the Company-

“RESOLVED

THAT, Mr. Yoshinobu Murata, who was appointed as an Additional Director with effect from June 30, 2018 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive, Director of the Company,

AND THAT, Mr. Hiroaki Takayama, Director of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

d. Regularisation of Mr. Katsuhiro Murakami as Director-CEO & Chairman of the Company-

“RESOLVED

THAT, Mr. Katsuhiro Murakami, who was appointed as an Additional Director with effect from June 06, 2018 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director- CEO & Chairman of the Company,

AND THAT, Mr. Hiroaki Takayama, Director of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. To pass the following resolutions for ratification of remuneration payable to Mr. Avinash S Thorat, Cost Accountants, (Firm registration Number 100164) appointed as Cost Auditors of the Company for FY 2018-19 with or without modifications-

“Resolved

That pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. Avinash S Thorat, Cost Accountants, (Firm registration Number 100164) appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2018–19, be paid a remuneration of 250,000/- per annum plus applicable GST and out-of-pocket expenses that may be incurred.

AND That the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company.
2. Proxies in order to effective must be receiving at the registered office of the company not less than forty-eight hours before this Annual general meeting.

On behalf of the Board

For EagleBurgmann India Pvt. Ltd.

Sd/-

Gurbax Singh  
Managing Director  
(DIN – 02831789)  
Date: August 14, 2018  
Place: Pune.

**Explanatory Statement pursuant to Section 102(1)(a), (b) of The Companies Act, 2013**

Item No. 4(a):

Mr. Parasuram Rao Yerramseti was appointed as Additional Director w.e.f. 01st April, 2018 by board of directors of the Company. He was appointed till the date of AGM to be held.

Now, according to provisions of the Companies Act, 2013, approval of Members is required for the purpose of regularizing his appointment as Director of the Company.

Therefore, The Directors commend the Resolutions for acceptance by the Members.

None of the Directors of the Company are interested in the resolution

Item No. 4(b):

Mr. Hiroaki Takayama was appointed as Additional Director w.e.f. 01st April, 2018 by board of directors of the Company. He was appointed till the date of AGM to be held.

Now, according to provisions of the Companies Act, 2013, approval of Members is required for the purpose of regularizing his appointment as Director-CFO of the Company.

Therefore, The Directors commend the Resolutions for acceptance by the Members.

None of the Directors of the Company are interested in the resolution

Item No. 4(c):

Mr. Yoshinobu Murata was appointed as Additional Director w.e.f. 30th June, 2018 by board of directors of the Company. He was appointed till the date of AGM to be held.

Now, according to provisions of the Companies Act, 2013, approval of Members is required for the purpose of regularizing his appointment as Director of the Company.

Therefore, The Directors commend the Resolutions for acceptance by the Members.

None of the Directors of the Company are interested in the resolution.

Item No. 4(d):

Mr. Katsuhiro Murakami was appointed as Additional Director w.e.f. 06th June, 2018 by board of directors of the Company. He was appointed till the date of AGM to be held.

Now, according to provisions of the Companies Act, 2013, approval of Members is required for the purpose of regularizing his appointment as Director-CEO & Chairman of the Company.

Therefore, The Directors commend the Resolutions for acceptance by the Members.

None of the Directors of the Company are interested in the resolution

Item No. 5:

Mr. Avinash S. Thorat was appointed as Cost Auditor of the Company for the F.Y. 2018-19 in a Board Meeting held on 14<sup>th</sup> August, 2018.

His remuneration was also fixed by board of directors in their meeting held on 14<sup>th</sup> August, 2018.

Therefore, The Directors commend the Resolutions for acceptance by the Members.

None of the Directors of the Company are interested in the resolution.

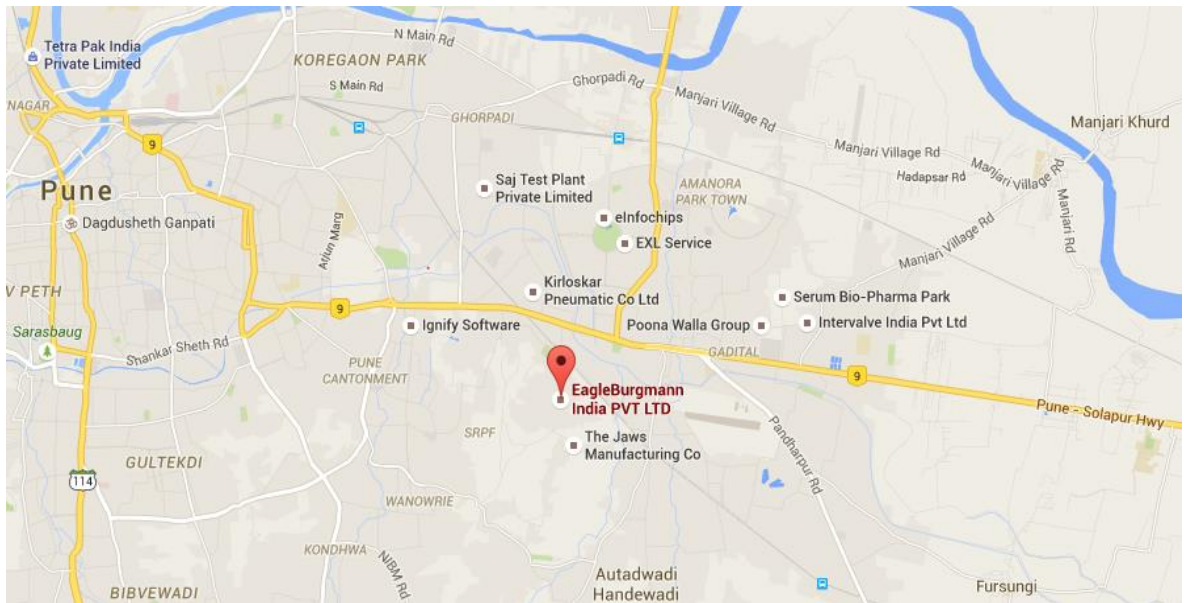
On behalf of the Board

For EagleBurgmann India Pvt. Ltd.

Sd/-

Gurbax Singh  
Managing Director  
(DIN – 02831789)  
Date: August 14, 2018  
Place: Pune.

## ROUTE MAP TO THE VENUE



**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]*

CIN: U29299PN1973PTC030296

Name of the company: EagleBurgmann India Private Limited

Registered office: Plot No 64, Ramtekadi Industrial Area Hadapsar, Pune - 411013 Maharashtra

Name of the member (s)

Registered address:

E-mail ID:

Folio No/Client Id:

DP Id:

I/We, being the member (s) of ..... shares of the above named company hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the .....Annual general meeting/ Extraordinary general meeting of the company, to be held on the ..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**