**Climate Solutions**
Marathon Electric India Private Limited
**CIN: U31909HR1994FTC032429**
Regd. Office & Works
Sector – 11, Model Town
Faridabad – 121006 (Haryana) India

www.regalrexnord.com
www.marathonelectric.in
Tel: +91 129 2286421, 2265340
Fax: +91 129 2286423, 2284855

# NOTICE CALLING TWENTY EIGHTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that Twenty Eighth Annual General Meeting of the members of Marathon Electric India Private Limited shall be held on Wednesday, the 28th day of December 2022 at 01.00 p.m. at the registered office of the company at Sector – 11, Model Town, Faridabad – 121006, Haryana to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account for the year ended March 31, 2022 and the Cash Flow Statement along with the notes and Schedules for the year ended on that date together with the Report of Directors' and Auditors' thereon.

   "**RESOLVED THAT** Balance Sheet of the Company as on 31st March 2022, Profit & Loss Account for the period commencing from the 1st Day of April 2021 and ending on 31st Day of March 2022, Cash flow Statement as on 31st March 2022 and also schedules and the notes to financial statements appended thereto drawn as per the provisions of Companies Act, 2013, rules, regulations and schedules stipulated there under including the applicable Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, and laid before the members be and are hereby approved and adopted"

   **RESOLVED FURTHER** that Mr. Sheel Kapoor, Director, Mr. Sanjeev Bahree, Director, Mr. Sachin Jain Director and Mr. Arvind Pasricha, Company Secretary be and are hereby severally authorised to file the Balance Sheet of the Company as on 31st March 2022, Profit & Loss Account for the period commencing from the 1st Day of April 2021 and ending on 31st Day of March 2022, Cash flow Statement as on 31st March 2022 and also schedules and the notes to financial statements appended thereto and Annual Return in the Forms AOC-4 XBRL and MGT-7 respectively at the Office of the Ministry of Corporate Affairs/Registrar of Companies and to do all matters incidental and necessary"

2. 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 provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sheel Kapoor (DIN: 00063765), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board
**Marathon Electric India Pvt. Ltd**

A Pasricha

Marathon Electric India Pvt. Ltd. FARIDABAD Sector-11, Model Town

**Arvind Pasricha**
Assistant General Counsel and Company Secretary

Place: Faridabad
Dated: December 27th 2022
CIN: U31909HR1994FTC032429

marathon®

**Climate Solutions**
Marathon Electric India Private Limited
**CIN: U31909HR1994FTC032429**
Regd. Office & Works
Sector – 11, Model Town
Faridabad – 121006 (Haryana) India

www.regalrexnord.com
www.marathonelectric.in
Tel: +91 129 2286421, 2265340
Fax: +91 129 2286423, 2284855

**Notes:**

1. Company had made an application for grant of approval of Advance Pricing Mechanism (APA). In view of the same, the audit requirements had become far more exhaustive compared to the previous year's and also these requirements have been made applicable for the first time for the financial year 2021-22 i.e. the period from 1st April 2021 to 31st March 2022. The exhaustive recasting of data also needed validation by the statutory auditors and that process was also very detailed and elaborate. Hence, factoring all that Company had taken the board approval and filed with the Registrar of Companies, Delhi and Haryana seeking extension for holding Annual General Meeting for the current year. Company had received the requisite approval from the Office of Registrar of Companies, Delhi and Haryana vide the approval letter dated 27.09.2022 granting exemption for holding AGM by 3 months, hence enabling the convening of AGM on or 30.12.2022. Hence, in compliance with the aforesaid permission being granted under the applicable provisions of Companies Act, 2013 and rules made thereunder, the 28th AGM of the Company is being convened and conducted on December 28th, 2022.

2. Since the 28th AGM is being held at a short notice the facility for appointment of proxies by the Members will not be made available for the 28th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The Meeting is being called at a notice period shorter than that prescribed under proviso to Section 101 of the Companies Act, 2013.

4. The Members are requested to notify change in their registered office or any other changes in their particulars by mailing the same to the registered office of the Company.