



ADEKA India Private Limited

Unit No. 206 & 207, Wing-B, Dynasty Business Park,
Andheri - Kurla Road, Andheri (East), Mumbai - 400 059. India.
Tel. : 022-4026 3301/2/3 Fax : 022-4026 3306
E-mail : info@adekaindia.com Web : http://www.adekaindia.com
Corporate Identity Number (CIN): U24200MH2007FTC173713

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of **Adeka India Private Limited** will be held at a **Shorter Notice** on Thursday, 2nd June, 2022 through video conference (VC) at 10.00 a.m. Indian Standard Time (IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Annual Financial Statements of the Company for financial year ended 31st March, 2022 along with Auditors' Report and Directors' Report thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013 and Rules thereto, approval of the members be and is hereby accorded to re-appoint Mr. Kailash C. Trehan (DIN: 06703133) as a Director and Manager for a period of 1 (One) year on the terms and conditions, including remuneration, as set out in the Employment Agreement between the Company and Mr. Trehan, effective 1st April, 2022.

Date: 25th May, 2022

**By order of Board of Directors,
For ADEKA India Private Limited**

Regd. Office: Unit Nos. 206 & 207, 'B' Wing,
Dynasty Business Park,
Andheri-Kurla Road,
Andheri (E), Mumbai - 400059.

Sd/-
NAOSHI KAWAMOTO, Ph.D.
Chairman & Director
DIN: 09120880



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Notes:

- a. Ministry of Corporate Affairs (MCA) vide its Circulars dated 5th May, 2020, 13th January, 2021 and 14th December, 2021 has permitted companies to hold Annual General Meetings through Video conference (VC). Accordingly, the 15th AGM of the Company is being held through VC.
- b. Place of AGM for statutory purposes shall be Registered Office of the Company.
- c. As per MCA circulars mentioned above, provision for appointment of proxy by members is not available for AGM held through VC. So, this facility is not provided to members and proxy form is not attached to this Notice.
- d. Link to attend AGM through VC will be shared with members, directors, auditors and other relevant persons vide email through which this Notice is circulated.
- e. Members attending AGM through VC shall only be counted for the purpose of quorum under section 103 of the Companies Act, 2013. No separate attendance form is attached with this Notice.
- f. Corporate Members intending to send their authorized representatives to attend the meeting through VC are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- g. Members / authorized representatives will be required to allow camera and use internet with good speed to avoid any disturbance during the meeting.
- h. Members seeking information / clarification with regard to financial statements or any other matter being placed at the AGM are requested to write to the Company on or before 31st May, 2022 through email to trehankc@adekaindia.com
Same will be replied suitably at the AGM.
- i. Shorter Notice Consents are attached. Please fill and send same to Company to reach on or before 1st June, 2022.

Date: 25th May, 2022

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 2:

Mr. Kailash C. Trehan's Employment Agreement expired on 31st March, 2022. Vide a Board Resolution passed on 25th March, 2022, Board reappointed Mr. Trehan as a Director and Manager for a period of 1 (One) year with effect from 1st April, 2022 and approved execution of a fresh agreement effective 1st April, 2022. This appointment is subject to approval by the Members. A copy of Employment Agreement is attached as Annexure I to this Notice.

Mr. Trehan has been a Manager in the Company since its incorporation in 2007 and a Director since September, 2013. Previously, Mr. Trehan was engaged as a General Manager with Takaroku Shoji Company Limited.

Except Mr. Trehan, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval by Members.

Date: 25th May, 2022

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