

## NOTICE

Notice is hereby given that an 1<sup>st</sup> Extra-Ordinary General Meeting of 2021-22 of the Members of Toshiba India Private Limited will be held on Friday, 12th November, 2021 at 2 P.M. (IST) at Board room, 3rd Floor, Building No. 10 Tower B, DLF Cyber city, Phase II, Gurugram - 122002, Haryana through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") facility to transact the following business:

### **Item No. 1: Alteration of Object Clause of Memorandum of Association of the Company**

To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act 2013 and rules made thereunder, the object clause of the Memorandum of Association of the company be altered by insertion of the under mentioned sub-clause after sub clause 20 of the Clause III (A):

*"21. To carry on business of manufacturing, assembling, importing, exporting, buying, selling, fabricating, designing, repairing, altering, processing and otherwise dealing with all kinds of lighting products and systems, including but not limited to Automotive LED Lighting PCB assembly, Automotive LED Lighting Components, Automotive Incandescent Lighting Bulbs, UV (Ultra Violet) Lamps and Modules, Infrared Halogen Heaters, Ceramic Heaters and other similar type of products/equipment including software, accessories, components and parts thereof."*

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file necessary e-forms with Registrar of Companies with respect to the alteration of Objects Clause of the Memorandum of Association of the Company."

**By order of the Board**

**Dated: 3rd November 2021**  
**Place: Gurugram**

**Shuichi Ito**  
**Managing Director**  
**DIN: 07563155**  
**Address:4 — 10 — 46**  
**Honcho, Fujisawa-city,**  
**Kanagawa, Japan**

**Registered Office: C/o Perfect Accounting &**  
**Shared Services Pvt. Ltd.**  
**E-20, 1st & 2nd Floor, Hauz Khas,**  
**New Delhi 110016**

## Notes:

1. A member entitled to attend and vote entitled to appoint proxy to vote instead of himself and the proxy need not be a member of the company. Proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the above resolution, is annexed hereto.

## General instructions for accessing and participating in the EGM through VC/OAVM Facility

- a) Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and General Circular No. 10/ 2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “the Circulars”), companies are allowed to conduct Extra-ordinary General Meeting (AGM) through Video Conference (VC) or Other Audio-Visual Means (OVAM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
- b) A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
- c) In line with the MCA Circulars, Notice along with the explanatory statement and other documents required to be attached therewith (Collectively referred to as Notice) is being sent through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company at [www.toshiba-india.com](http://www.toshiba-india.com) .
- d) Corporate member(s) is/are required to send a scanned copy of Authorization Letter, authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote. The said authorization shall be sent by email through its registered email address to [nilesh.sharma@toshiba-india.com](mailto:nilesh.sharma@toshiba-india.com)
- e) As per the provisions under the MCA Circulars, Members attending the EGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013.

## Instructions for attending the AGM through VC:

- a) Members can attend the EGM through VC/OAVM Facility via Microsoft Teams by entering the link/meeting id as provided over email.

- b) Members are requested to ensure that the internet speed is good to avoid any disturbance during the meeting.
- c) Members are requested to grant access to webcam to enable two-way VC.
- d) The VC facility for joining the EGM shall be open for the Members from 1.45 P.M. (IST), i.e. 15 minutes before the scheduled time for commencement of the EGM. This window will close by 1.45 P.M. (IST), i.e. 15 minutes after the scheduled time to start the EGM.
- e) Members who need technical assistance before or during the EGM to access and participate in the Meeting may contact Mr. Kazutaka Nishimura on [kazutaka.nishimura@toshiba-india.com](mailto:kazutaka.nishimura@toshiba-india.com) or Mr. Nilesh Sharma on [nilesh.sharma@toshiba-india.com](mailto:nilesh.sharma@toshiba-india.com).
- f) Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

## Explanation Statement u/s 102 of the Companies Act, 2013

The Company proposes to make the alteration in the Object Clause of Memorandum of Association of the Company by adding more activities in its line of business like carrying on business of manufacturing, assembling, importing, exporting, buying, selling, dealing with all kinds of lighting products and systems including but not limited to Automotive LED Lighting PCB assembly, Automotive LED Lighting Components, Automotive Incandescent Lighting Bulbs, UV (Ultra Violet) Lamps and Modules, Infrared Halogen Heaters, Ceramic Heaters and other similar type of products/equipment including software, accessories, components and parts.

Accordingly, your company has to make an application to the Registrar of Companies and amend its Memorandum of Association.

The draft altered Memorandum of Association is enclosed with the notice calling Shareholders' meeting and available for inspection by the members at the registered office of the Company during working hours.

None of Directors, Key Managerial Personnel and their relatives are interested in the above resolution. The approval of the Shareholders is sought for the same as Special Resolution.

**By order of the Board of Directors**

**Shuichi Ito**  
**Managing Director**  
**DIN: 07563155**  
**Address: 4 — 10 — 46 Honcho, Fujisawa-city,**  
**Kanagawa, Japan**

**Place: Gurugram**  
**Dated: 3rd November 2021**