

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting of the Members of Toshiba India Private Limited will be held on 17th August, 2021 at 3rd Floor, Building No. 10, Tower B, DLF Cyber City, Phase II, Gurgaon- 122002 (Haryana), India at 10:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2021, Statement of Profit and Loss and Statement of Cash flow along with its notes for the year ended on that date along with the report of Directors' and Auditors thereon.
2. To re-appoint Price Waterhouse Chartered Accountants LLP (Firm registration number: 012754N/N500016) as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year ended 31st March 2026 and authorise the Board of Directors of Company to fix their remuneration.

SPECIAL BUSINESS

3. To re-appoint Mr. Tomohiko Okada as Managing Director of the Company and in this regard 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 sections 196 of the Companies Act, 2013 and the rules made thereunder, Mr. Tomohiko Okada (DIN- 03044139), be and is hereby re-appointed as Managing Director of the Company for a period of 5 years effective from 1st April, 2021 up to 31st March, 2026."

4. To appoint Mr. Hiroshi Fukuchi (DIN: 09199250) as a Director of the Company who vacates his office as an Additional Director at this Annual General Meeting and if thought fit, to pass the following **ordinary resolution**:

"RESOLVED THAT Mr. Hiroshi Fukuchi (DIN: 09199250), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 1st July 2021 and who holds office up to the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the Company."

For & on behalf of the Board of Directors



Kazutaka Nishimura

Director

DIN - 02547109

**Address - Flat No. J-203 DLF Park Place, DLF City,
Phase-V Sector 54,**

Gurgaon - 122002, Haryana, India

Place: Gurugram

Date: 2nd August, 2021

Toshiba India Private Limited C I N : U72200DL2001PTC112391

3rd Floor, Building No. 10, Tower B, Phase-II, DLF Cyber City, Gurugram -122002 (India)

Tel: +91-124-499-6600 Fax: +91-124-499-6611 E-mail: contact@toshiba-india.com www.toshiba-india.com

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

Notes to the Notice

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 to 4 of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 20th AGM through VC/OAVM Facility**
 - a. Pursuant to the General Circular nos. 14/2020, 17/2020, 20/2020 and 02/2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the Circulars"), companies are allowed to conduct Annual General Meeting (AGM) through Video Conference (VC) or Other Audio-Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 20th AGM of the Company is being held through VC.
 - b. A member entitled to attend and vote at the AGM 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 AGM 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 financial statements including Board's Report, Auditors' Report 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.
 - d. Corporate member(s) is/are required to send a scanned copy of Authorization Letter, authorizing its representative to attend the AGM 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
 - e. As per the provisions under the MCA Circulars, Members attending the 20th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013.
3. **Instructions for attending the AGM through VC:**
 - a) Members can attend the 20th AGM 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 AGM shall be open for the Members from 10.15 A.M. (IST), i.e. 15 minutes before the scheduled time for commencement of the AGM. This window will close by 10:45 A.M. (IST), i.e. 15 minutes after the scheduled time to start the 20th AGM.
 - e) Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact Mr. Kazutaka Nishimura on kazutaka.nishimura@toshiba-india.com or Mr. Nilesh Sharma on nilesh.sharma@toshiba-india.com.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
5. Since the AGM 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**In respect of Item No. 3**

The Board of Directors re- appointed Mr. Tomohiko Okada as the Managing Director of the Company as per the provisions of Section 196 of Companies Act, 2013 for another period of 5 years effective from 1st April, 2021 subject to the approval of shareholders at this Annual General Meeting.

The Board of Directors recommends the resolution for your approval.

Following are the details of the Director being re-appointed:

1.	Name	Tomohiko Okada
2.	Age	62 Years
3.	Qualification	Graduate
4.	Experience	39 years
5.	Terms & Conditions of appointment/reappointment along with Remuneration sought to be paid	Details are available at Registered office address and can be provided upon request
6.	Last drawn remuneration	
7.	Date of First appointment on the Board	01.04.2016
8.	Shareholding in the Company	Holding 1 share as nominee of Toshiba Corporation
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (2020-21)	4
11.	Directorship, Membership/Chairmanship of Committees of other Boards	Member of CSR Committee of the Company

In respect of Item No. 4

The Board of Directors appointed Mr. Hiroshi Fukuchi (DIN: 09199250) as an Additional Director of the Company with effect from 1st July 2021. Under the provisions of Section 161 of the Companies Act, 2013, he holds office as such till the conclusion of this Annual General Meeting and is proposed to be confirmed as Director of the Company.

The Board of Directors recommends the resolution for your approval.

Following are the details of director being appointed:

1.	Name	Hiroshi Fukuchi
2.	Age	61 Years

3.	Qualification	Graduate
4.	Experience	39 years
5.	Terms & Conditions of appointment/reappointment along with Remuneration sought to be paid	Details are available at Registered office address and can be provided upon request
6.	Last drawn remuneration	N.A.
7.	Date of First appointment on the Board	01.07.2021
8.	Shareholding in the Company	NIL
9.	Relationship with Manager, others Directors and other KMPs of the Company	None
10.	Number of Meetings of the Board attended during the year (2020-21)	-
11.	Directorship, Membership/Chairmanship of Committees of other Boards	None

None of the other Directors, Key Managerial Personnel and their relatives thereof are concerned or interested in the above resolutions except Mr. Tomohiko Okada and Mr. Hiroshi Fukuchi to the extent of their appointment as Directors of the Company.

For & on behalf of the Board of Directors

西村 和孝

Kazutaka Nishimura
Director

DIN - 02547109

Address - Flat No. J-203 DLF Park Place, DLF City,
Phase-V Sector 54,
Gurgaon - 122002, Haryana, India

Place: Gurugram

Date: 2nd August, 2021