

NOTICE

Notice is hereby given that an 1st Extra-Ordinary General Meeting of 2022-23 of the Members of Toshiba India Private Limited will be held on Thursday, 4th August, 2022 at 1:00 P.M. (IST) at Board room, 3rd Floor, Building No. 10 Tower B, DLF Cyber city, Phase II, Gurugram - 122002, Haryana at shorter notice 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 sub clause 10 and 13 under the Clause III (A) of the Memorandum of Association of the Company be substituted with the following sub clauses:

10. To provide consultancy and shared services to Toshiba Group Companies, current or former, on following areas including: -

- a) Administrative services, office infrastructure and set-ups, secretarial support services etc.
- b) Human Resources support services including but not limited to performance management, policies formation, training and development, and talent acquisition services including recruitment and development, employee management etc.
- c) Information technology support services including but not limited to database management services, technology & IT support, application development services, hosting services, network and network related support services etc.
- d) Business Support services or back-office services for Finance & Accounts including but not limited to business information services, banking, accounts payable, accounts receivable, general ledger accounting, preparation of financial statements, secretarial services, compliances related to direct and indirect tax matters, payroll management etc.
- e) Quality and risk management services, general corporate advisory services etc.
- f) Other miscellaneous business support services.

13. To carry on business of merchants, manufacturers, importers, exporters, maintainers, engineers, consultants, designers, contractors, operators, installers, dealers and after sales service providers in electric and electronic systems related to storage applications; including but not limited to telecom, power grid, solar, wind, auto motives, industrial, any other system, not specifically mentioned herein; and their respective components and parts.

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."

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

Item No. 2: To approve the continuation of shared services to Toshiba Carrier Air-Conditioning India (TCAI).

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, and rules made thereunder, the continuation of shared services to Toshiba Carrier Air-Conditioning India (TCAI) after 1st August 2022, be and is hereby ratified by the members of the Company".

By order of the Board



Shuichi Ito

Managing Director

DIN: 07563155

**Address: Room No. 475 the
Leela, Ambience Residence
Gurgaon – 122002, Haryana,
India**

Date: 29th July 2022

Place: Gurugram

**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, General Circular No. 10/ 2021 dated June 23, 2021 Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the Circulars"), companies are allowed to conduct Extra-ordinary General Meeting (EGM) 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 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 .
- 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
- 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 EGM 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 10:15 A.M. (IST), i.e. 15

minutes before the scheduled time for commencement of the EGM. This window will close by 10.45 A.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 or Mr. Nilesh Sharma on 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

Item No. 1

The Company proposes to make the alteration in the Object Clause of the Memorandum of Association of the Company by providing consultancy and shared services to former Toshiba Group entities also.

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.

The approval of the Shareholders is sought for the same as Special Resolution.

None of the Directors, Key Managerial Personnel, and their relatives are interested in the above resolution.

Item No. 2

It is herein informed to the members that the Company has been providing Shared Services to Toshiba Carrier Air-Conditioning India (TCAI). However, pursuant to restructuring in TCAI, it will not be a Toshiba Group Company from 1st August 2022.

The Company wishes to continue to provide the shared services to TCAI after 1st August 2022; accordingly, it is requested to the members to approve/ratify the continuation of shared services to TCAI after 1st August 2022.

The approval of the Shareholders is sought for the same as Special Resolution.

None of the Directors, Key Managerial Personnel, and their relatives are interested in the above resolution.

By order of the Board of Directors



Shuichi Ito
Managing Director
DIN: 07563155
Address: Room No. 475 the Leela,
Ambience Residence Gurgaon – 122002,
Haryana, India
Date: 29th July 2022
Place: Gurugram

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