REVISED NOTICE FOR 1ST EXTRA-ORDINARY GENERAL MEETING OF 2021-22

Notice is hereby given that due to certain unforeseen circumstances, the 1st Extra-Ordinary General Meeting of 2021-22 of the Members of Toshiba India Private Limited is rescheduled from 12th November, 2021 and will now be held on 24th November (Wednesday), 2021 at 11.30 A.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, Photocatalyst Module 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."

We sincerely regret the inconvenience caused to the members due to the rescheduling of the Extra-Ordinary General Meeting.

By order of the Board

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

Dated: 12th November 2021
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 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

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 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 11.15 A.M. (IST), i.e. 15 minutes before the scheduled time for commencement of the EGM. This window will close by 11.15 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

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, Photocatalyst Module 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: 12th November 2021