

TOSHIBA JSW POWER SYSTEMS PVT. LTD.

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NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting of the Company will be held on **Wednesday, the 4th day of September, 2019** at the Registered Office of the Company at 11:00 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2019 along with Director's Report and Auditor's Report thereon.
2. To re-appoint Mr. Masahiro Daigen, Director who retires by rotation and being eligible, offer himself for re-appointment.
3. To re-appoint Mr. Nirmal Kumar Jain, Director who retires by rotation and being eligible, offer himself for re-appointment.
4. To ratify the reappointment of the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of **TWELVETH** Annual General Meeting and to fix their remuneration, and if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution.

RESOLVED that pursuant to Section 139 and Section 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time if any **M/s Price Waterhouse, Chartered Accountants, LLP**, having registration No. **FRN 012754N/N500016** be and is hereby re-appointed as the Statutory Auditors of the Company for the financial year 2019-20 and who shall hold office from the conclusion of this Eleventh Annual General Meeting until the conclusion of Twelveth Annual General Meeting (subject to annual ratification by the Members at the Annual General Meeting) and that the Chief Financial Officer of the Company be and is hereby authorized to fix such remuneration as may be determined by them in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.



SPECIAL BUSINESS:

5) Regularization of appointment of Additional Director:-

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

RESOLVED that pursuant to the provisions of section 160 of the Companies Act 2013, and all other applicable provisions if any, **Mr. Takayuki Marume**, who was appointed as an Additional Director in accordance with section 161 of the Companies Act 2013 by the Board of Directors in their meeting held on 21st December 2018 to hold office up to the ensuing Annual General Meeting be and is hereby appointed as a Director of the company, NOT liable to retire by rotation under the Articles of Association of the Company.

6) Regularization of appointment of Additional Director:-

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

RESOLVED that pursuant to the provisions of section 160 of the Companies Act 2013, and all other applicable provisions if any, **Mr. Sharad Mahendra**, who was appointed as an Additional Director in accordance with section 161 of the Companies Act 2013 by the Board of Directors in their meeting held on 8th February 2019 to hold office up to the ensuing Annual General Meeting be and is hereby appointed as a Director of the company, liable to retire by rotation under the Articles of Association of the Company.

7) Regularization of appointment of Additional Director:-

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

RESOLVED that pursuant to the provisions of section 160 of the Companies Act 2013, and all other applicable provisions if any, **Mr. Masashi Yamahata**, who was appointed as an Additional Director in accordance with section 161 of the Companies Act 2013 by the Board of Directors in their meeting held on 6th June 2019 to hold office up to the ensuing Annual General Meeting be and is hereby appointed as a Director of the company, NOT liable to retire by rotation under the Articles of Association of the Company.

8) Regularization of appointment of Additional Director:-

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

RESOLVED that pursuant to the provisions of section 160 of the Companies Act 2013, and all other applicable provisions if any, **Mr. Toru Shibagaki**, who was appointed as an Additional Director in accordance with section 161 of the Companies Act 2013 by the Board of Directors in their meeting held on 7th August 2019 to hold office up to the ensuing Annual General Meeting be and is hereby appointed as a Director of the company, liable to retire by rotation under the Articles of Association of the Company.



9) Approval for payment of remuneration for Cost Auditor:-

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

RESOLVED that pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, along with its amendment dated 31st Dec 2014 and all other applicable provisions if any, do hereby approve & ratify appointment of M/s N.V. Thanigaimani & Associates, Practicing Cost Accountants as our Cost auditor of the company to conduct audit of cost accounting records maintained by the Company for product(s)/Services covered under Central Excise Tariff Act Heading 8406, 8501 & 8503 specified under Rule 3 B of the Companies (Cost Records & Audit) Amendment Rules, 2014 dated 31st December 2014 for the year ending on 31-03-2019 at remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) excluding Goods & Service tax and out-of pocket expenses (if any) as fixed by the Board in their meeting held on 6th June 2019.

On behalf of the Board

For Toshiba JSW Power Systems Private Limited



S V Rajesh
Company Secretary



Place : Chennai

Date : 7th August 2019

Notes:

A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. The instruments appointing proxy should reach the Registered Office of the Company at least 48 hours before the time fixed for the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution / Letter of Authorization authorizing their representative to attend and vote on their behalf at the meeting.

A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto

Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered office of the Company on all working days during business hours up to the date of the meeting.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5: Regularization of appointment of Additional Director;

Mr. Takayuki Marume was appointed as Additional Director in the board meeting held on 21st December 2018 to hold office till the ensuring annual general meeting as successor to Mr. Yoshiaki Inayama and his appointment needs to be regularized and approved by the shareholders at the Annual General Meeting (AGM).

This appointment if regularized by the members, Mr. Takayuki Marume will be eligible to continue his directorship and will be working in the capacity of Managing Director taking overall responsibility of the affairs and control of the company.

Hence this resolution is placed before the shareholders / members for their approval.

None of the Directors is interested in the aforesaid resolution.

Item No. 6: Regularization of appointment of Additional Director;

Mr. Sharad Mahendra was appointed as Additional Director in the Board meeting held on 8th February 2019 to hold office till the ensuring annual general meeting as successor to Mr. Prashant Jain and his appointment needs to be regularized and approved by the shareholders at the Annual General Meeting (AGM)

This appointment if regularized by the members, Mr. Sharad Mahendra will be eligible to continue his directorship and will be liable to retire by rotation.

Hence this resolution is placed before the shareholders / members for their approval.

None of the Directors is interested in the aforesaid resolution.

Item No. 7: Regularization of appointment of Additional Director;

Mr. Masashi Yamahata was appointed as Additional Director in the Board meeting held on 6th June 2019 to hold office till the ensuring annual general meeting as successor to Mr. Taro Sakamoto and his appointment needs to be regularized and approved by the shareholders at the Annual General Meeting (AGM)

This appointment if regularized by the members, Mr. Masashi Yamahata will be eligible to continue his directorship and will be working in the capacity of Whole Time Director taking overall responsibility of the manufacturing and Design activities of the company.

Hence this resolution is placed before the shareholders / members for their approval.

None of the Directors is interested in the aforesaid resolution.



Item No. 8: Regularization of appointment of Additional Director;

Mr. Toru Shibagaki was appointed as Additional Director in the Board meeting held on 7th August 2019 to hold office till the ensuing annual general meeting as successor to Mr. Tomohiko Yabu and his appointment needs to be regularized and approved by the shareholders at the Annual General Meeting (AGM)

This appointment if regularized by the members, Mr. Toru Shibagaki will be eligible to continue his directorship and will be liable to retire by rotation.

Hence this resolution is placed before the shareholders / members for their approval.

None of the Directors is interested in the aforesaid resolution.

Item No. 9: Approval for payment of remuneration for Cost Auditor;

M/s N.V. Thanigaimani & Associates a practicing Cost Accountant was appointed by the Board of Directors in their meeting held on 6th June 2019 as Cost Auditor of the company to conduct cost audit for the financial year 2018-19.

Section 148 of the Companies Act 2013 prescribes that any remuneration payable to the cost auditor to be fixed by the Board of the Directors and the same to be ratified by the members in their meeting.

Hence this resolution is placed before the shareholders / members for their approval.

None of the Directors is interested in the aforesaid resolution.

For on behalf of the board

For Toshiba JSW Power Systems Private Limited



S V Rajesh
Company Secretary



Place: Chennai

Date: 7th August 2019