

NOTICE OF 13TH (THIRTEENTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the Company will be held on **Friday, the 24th day of September, 2021** 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, 2021 along with Director's Report and Auditor's Report thereon.
2. To re-appoint Mr. Satoshi Honda, Director who retires by rotation and being eligible, offer himself for re-appointment.
3. To re-appoint Mr. Aditya Agarwal, Director who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint statutory auditors of the company for SECOND & FINAL TERM to hold office from the conclusion of this Annual General Meeting until the conclusion of **FOURTEENTH** 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 appointed as the Statutory Auditors of the Company for **second & final term of five years** from the financial year 2021-22 and who shall hold office from the conclusion of 13th (Thirteenth) Annual General Meeting until the conclusion of 18th (Eighteenth) 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. Kasa Surya Prakash**, 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 29th June 2021 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."

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. Shinya Fujitsuka**, who was appointed as an Additional Director in accordance with section 161 of the Companies Act 2013 by the Board of Directors through circular resolution no. 55 dated 16th August 2021 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. Taro Kawabata**, who was appointed as an Additional Director in accordance with section 161 of the Companies Act 2013 by the Board of Directors through circular resolution no. 53 dated 30th November 2020 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."



8) 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 31-03-2022 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 29th June 2021."

On behalf of the Board

For Toshiba JSW Power Systems Private Limited



S V Rajesh
Company Secretary

Place : Chennai

Date : 3rd September 2021

**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. Kasa Surya Prakash was appointed as Additional Director by the board of directors in their meeting held on 29th June 2021 to hold office till the ensuring annual general meeting as successor to Mr. Ashesh Padhy 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. Kasa Surya Prakash will be eligible to continue his directorship and will be working in the capacity of Director 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. 6: Regularization of appointment of Additional Director;

Mr. Shinya Fujitsuka was appointed as Additional Director by the Board of Directors through circular resolution no. 55 dated 16th August 2021 to hold office till the ensuring annual general meeting as successor to Mr. Takao Konishi 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. Shinya Fujitsuka 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. Taro Kawabata was appointed as Additional Director by the Board of Directors through circular resolution number 53 dated 30th November 2020 to hold office till the ensuring annual general meeting 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. Taro Kawabata 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. 8: 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 24th August 2020 as Cost Auditor of the company to conduct cost audit for the financial year 2021-22.

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: 3rd September 2021